



Board of Directors Meeting Minutes
 East Multnomah Soil and Water Conservation District
 Monday April 6, 2020, 6:00 – 8:40 PM
 Held Via Teleconference

MINUTES

Attendees	
Board Directors	Carrie Sanneman, At-Large 2 Director, Chair Laura Masterson, Zone 2 Director, Co-Chair Mike Guebert, Zone 3 Director Rick Till, At-Large 1 Director, Secretary
Board Members Not attending	Gabrielle Rossi, Zone 1 Director, Treasurer Dianna Pope, Director Emeritus
Staff	Andrew Brown, Interim Executive Director & Conservation Legacy Program Supervisor Dan Mitten, Chief of Finance & Operations Julie DiLeone, Rural Lands Program Supervisor Kathy Shearin, Urban Lands Program Supervisor Lindsay Nelson, Office Manager Suzanne Easton, Grants Manager Matt Shipkey, Land Legacy Program manager (arrived @6:09pm) Jeremy Baker, Senior Rural Conservationist Aaron Guffey, Senior Rural Conservationist Chelsea White-Brainard, Senior Rural Outreach and Education Specialist
Guests	Agnes Zach, Non-Profit Professionals Now (arrived @ 7:48pm)

Item #	Time	Board Meeting Agenda Item	Purpose	Presenter	Packet <i>* please read; ~ please review</i>
1	6:03	Welcome and meeting called to order: <ul style="list-style-type: none"> • Introductions • Review/revise agenda • Review previous action items • Approve board meeting minutes 	Information/ Decision	Sanneman	a) 3/2/2020 Board Meeting Minutes ~
Called to order at 6:03pm <ul style="list-style-type: none"> • Brown noted that there were supplemental documents sent out prior to the meeting supporting discussions on agenda items 3 and 9. • Brown reviewed previous action items. MOTION: Till moved to approve the March 2020 meeting minutes Guebert 2nd Motion passed unanimously					
2	6:08	Time reserved for public comment and introductions¹	Information	Public	N/A
<ul style="list-style-type: none"> • There were no comments made by the public at this time. 					

¹ Each member of the public who wishes to speak shall be given approximately 3 minutes.



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DISTRICT BUSINESS					
3	6:08	COVID-19 adaptations and decisions	Discussion/ Decision	Sanneman/ DiLeone	a) Overview of response ~ and decisions needed *
<ul style="list-style-type: none"> • Brown thanked DiLeone and the Management Team for dealing with the changes due to COVID-19. • DiLeone provided an overview of all the operational changes that were made internally in response to the COVID-19 pandemic. • Till requested to draft a document explaining to the public how we are internally complying with federal and state laws and regulations during tis time. • Mitten provided an overview of the processes and procedures of how bills are getting paid while the office is closed. • Mitten proposed moving to online bill pay if the circumstances with COVID-19 limits the current temporary payment process. He went into further details on how online bill pay works and requested authorization from the Board to move to that process if needed. <p>MOTION: Till moved to approve temporarily authorizing Mitten to utilize online bill pay in the event that he is unable to cut checks extending until the lifting of any federal, state, or city mandates related to social distancing Guebert 2nd Motion passed unanimously</p> <ul style="list-style-type: none"> • Brown, in response to COVID-19, introduced a proposed policy change regarding Coronavirus Related Leave as well as an overview of the federally mandated Family First Coronavirus Relief Act (FFCRA). <ul style="list-style-type: none"> ○ Brown reviewed the qualifying criteria within the FFCRA. ○ Brown also presented three policy options and provided the staff’s recommendation of option 3, involving 12 weeks of paid leave for any of the COVID related qualifying criteria in the FFCRA. ○ A brief discussion was held on the policy language and clarity on cold symptoms. <p>MOTION: Till moved to approve option three of the proposed policy supporting FFCRA Masterson 2nd Motion passed unanimously</p>					
4	6:50	Equity Update	Information	White-Brainard	N/A
<ul style="list-style-type: none"> • White-Brainard provided an update on the equity work and the Equity Team. <ul style="list-style-type: none"> ○ White-Brainard explained that due to the current circumstances, the work with the Community Engagement Liaisons process has been delayed. ○ The Equity Team is working on a plan with staff to solidify the organization’s equity working agreements. ○ The Equity Team provided feedback to Zach on the Executive Director Job Description. ○ Lastly, she mentioned that the small discussion groups are still meeting but doing so virtually on a monthly basis. 					
5	6:54	Organizational Values	Information/ Discussion	Mitten	N/A



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- Mitten presented progress on the development of the draft definitions of EMSWCD’s organizational values and provided a timeline for completing a draft for Board to review. Staff will present draft organizational values at the May Board meeting.

FINANCE & OPERATIONS

6	6:59	FY19-20 Supplemental Budget	Discussion/ Decision	Brown/ Mitten	a) Supplemental Budget Resolution 2020-04-01~
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- Brown presented a resolution that would approve appropriating \$14,000 from the Contingency Fund to increase the Headwaters capital budget in order to cover an unforeseen expenditure on structural reinforcement of the Headwaters barn required for permitting the solar project at the farm.

MOTION: Guebert moved to adopt Resolution No. 2020-04-01
Masterson 2nd
Motion passed 3-0-0 (Till did not vote)

7	7:03	Financial report	Information	Mitten	a) February 2020 Financial Report~
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- Mitten presented the financial reports for February 2020.

CONSERVATION LEGACY

8	7:07	2020 Partners in Conservation Grant Approval	Discussion/ Decision	Easton/ Brown	a) PIC 2020 Background and decision options~ b) PIC 2020 Grant award recommendations~
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- Brown assured the Board that he and Easton will be working together to support PIC grantees to the best of their ability offering as much flexibility as they can within the original objectives and outcomes of the grants, and that this may include changes to funds allocated across the different spending categories. He also stated that if there are any major changes to PIC grants proposed where the original intent of the grant is altered, that these will be brought back to the Board for approval.

MOTION: Guebert moved to approve the staff’s recommendations for the 2020 PIC grants
Masterson 2nd
Motion passed unanimously

9	7:13	Land Legacy Program: <ul style="list-style-type: none"> Executive Session under ORS 192.660(2)(e) held for discussion of real estate negotiations. Decisions related to matters discussed in Executive Session (if needed). 	Discussion/ Decision	Shipkey/ Brown	a) Board Resolution No. 2020-04-01 Authorizing Easement Acquisition <i>Additional Executive Session property briefing document circulated separately</i>
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Executive session entered at 7:13pm.
 Executive session ended at 7:24pm

MOTION: Masterson moved to adopt Resolution No. 2020-04-03
Guebert 2nd
Motion passed unanimously

MOTION: Guebert moved to adopt Resolution No. 2020-04-02
Masterson 2nd
Motion passed unanimously

RURAL LANDS

10	7:24	CLIP application	Discussion/ Decision	Guffey	a) CLIP 20-006~
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- Guffey presented a CLIP application requesting cost share funding for drip irrigation at Ekstrom and Schmidt nursery.

MOTION: Guebert moved to approve the CLIP grant 20-006 presented by Guffey
Till 2nd
Motion passed unanimously

BOARD SPECIFIC BUSINESS

11	7:28	Strategic Conservation Investment Grant Program discussion	Discussion/ Decision	Sanneman	a) SCI Guidelines ~
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- Sanneman presented the recommended changes to the Strategic Conservation Investment (SCI) grant guidelines.
- Easton clarified that the revisions were based on feedback from the Till and Sanneman.
- A discussion was held on avoiding conflicts of interest.
- A discussion was held about the language used under the eligibility section of the policy, specifically #5.
- Sanneman confirmed the changes requested in this discussion.
 - Confirming with legal counsel on when to disclose a conflict of interest and making sure the language in the policy is consistent with the law and not above and beyond.
 - Remove “when projects are explicitly linked to EMSWCD program goals” from the policy

MOTION: Masterson moved to authorize Sanneman and Easton to work together to finalize the revised SCI Guidelines consistent with the changes discussed
Till 2nd
Motion passed unanimously

*The Board took a 2-minute break

12	7:50	Executive Director Search	Discussion/ Decision	Zach	a) ED search Process, draft timeline, draft criteria ~
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- Zach reviewed the work completed to-date and provided a timeline for the search moving forward.
- Zach presented the changes that were made to the Executive Director Job Description based off of feedback provided by the Equity Team and Equity consultant Ruby Shirazi.
- Zach announced that the report on the attributes of a new Executive Director, with the results from the surveys and individual interviews conducted earlier, had been completed and should be sent out for review before April 20th.
- Zach provided a step by step break down of the hiring process.
- Zach proposed that the Hiring Committee be comprised of several board members, one member of the EMSWCD Equity Team, and a non-voting member of EMSWCD staff.
- A brief discussion was held on the impact COVID-19 would have on the proposed timeline.

MOTION: Till moved to approve the proposed members of the Hiring Committee as Till, Masterson, Guebert, Brown (non-voting member) and a designated member of the Equity Team

Masterson 2nd

Motion passed unanimously

CLOSING ITEMS

13	8:40	<ul style="list-style-type: none"> • Announcements and reminders • Action items • Adjourn meeting 	Information	Sanneman	N/A
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- Brown provided the Board an update on his current traveling situation.

Meeting adjourned at 8:44pm

No.	Date Generated	Action Items	Responsible Parties	Due Date	Status
1	5/6/19	Add a discussion on the Associate Director appointment process on a future Board of Directors meeting.	Sanneman	ASAP	Pending
3	4/6/2020	Follow up to ensure EMSWCD's documented responses meet the requirements of the state mandates regarding COVID-19.	Brown	ASAP	Pending
4	4/6/2020	Follow up on any FFCRA requirements regarding hiring temporary employees in the event that a current employee needs to take extended leave due to COVID-19.	Brown	ASAP	Pending
5	4/6/2020	Staff will present a draft set of values statements at the May Board meeting.	Brown/Staff	May	Pending
6	4/6/2020	Incorporate the suggestions as discussed and get a revised SCI guidelines document to Suzanne.	Sanneman	ASAP	Pending
7	4/6/2020	Seek counsel review of the SCI guidelines and circulate a final version of the guidelines to the Board.	Brown/Easton	ASAP	Pending
8	4/6/2020	Circulate the revised Job Description and the consultant's report on the ED attributes to staff.	Brown	ASAP	Complete
9	4/6/2020	Initiate a process with the Equity Team to identify a	Brown	ASAP	Complete

Packet materials referenced above available in hardcopy by request or electronically at: <http://emswcd.org/about/board/meetings/>



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		representative to serve on the search committee.			
10	4/6/2020	work with Zach to get meetings of the search committee scheduled.	Brown	ASAP	Pending
11	4/6/2020	Work on re-scheduling a Personnel Committee meeting.	Brown	ASAP	Complete

EMSWCD Board Members, Committees and Meeting Dates

EMSWCD Board			EMSWCD Committees				
Members	Positions	Officers	Budget	Land Legacy	Personnel	Grants	PIC
Gabrielle Rossi	Director - Zone 1	Treasurer	X	X			
Laura Masterson	Director - Zone 2	Vice-Chair	X	X	X		
Mike Guebert	Director - Zone 3		X	X	X	X	
Rick Till	Director - At-Large 1	Secretary	X	X	X	X	X
Carrie Sanneman	Director - At-Large 2	Chair	X	X		X	
Dianna Pope	Director - Emeritus		X				
Upcoming Schedule							
FY19-20	2019	July	8				
		August	5		5		
		September	9		30		
		October	7				
		November	4		25		
		December	2				
	2020	January	6		27		
		February	3				26 & 27
		March	2	2	30		
		April	6	6			
		May	4	4	18	11	
		June	1				

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The EMSWCD office is ADA accessible, and served by bus lines #44, #72 and #6. Meeting attendees requiring Americans with Disabilities Act accommodations should call (503) 222-7645 x 100 as soon as possible. To better serve you, five (5) business days prior to the event, is preferred.