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***East Multnomah Soil and Water Conservation
District Board of Directors Meeting Minutes***

Monday, May 5, 2021

6:02pm- Call to Order

Mike Guebert called to order the regular meeting of the EMSWCD Board of Directors at 6:02pm on Monday, May 5, 2021 via teleconference.

6:02pm- Introductions, Review/revise agenda, Review previous action items

Guebert conducted introductions for the record. The following persons were present:

Board of Directors: Laura Masterson (Zone 2 Director, Secretary) arrived at 7:10 pm, Mike Guebert (Zone 3 Director, Chair), Jasmine Zimmer-Stucky (At-Large 2 Director, Vice-Chair), Joe Rossi (Zone 1 Director), Jim Carlson (At-Large 1 Director, Treasurer)

Staff: Nancy Hamilton (Executive Director), Dan Mitten (CFO), Andrew Brown (Conservation Legacy Program Supervisor), Kathy Shearin (Urban Lands Program Supervisor), Julie DiLeone (Rural Lands Program Supervisor), Lindsay Nelson (Office Manager), Chelsea White-Brainard (Senior Rural Outreach and Education Specialist), Suzanne Easton (Grants Program Manager), Matt Shipkey (Land Legacy Program Manager), Monica McAllister (Community Connection Liaison)

Guests: Marganne Allen, ODA

Hamilton presented previous action items.

- Guebert was to sign NRCS MOA. He confirmed that he had done that.
- Hamilton was to send dates for the DEI working session with the Board. Hamilton noted that this action item has been put on hold. Board would receive information during Equity Update.

6:05pm- Approval of minutes

MOTION: Joe Rossi moved to approve the April 3rd, 2021 Board meeting minutes Carlson 2nd

Motion passed unanimously (4-0, Masterson was not present for the vote)

6:06pm- Time reserved for public comment

Marganne Allen, ODA, said she wanted to check in, appreciates the board's willingness to have her join and listen in, and thanked EMSWCD for the good work it's doing.

Guebert thanked Ms. Allen for the longstanding partnership EMSWCD has with ODA and looks forward to a long and productive relationship.

6:09 pm- Pathways to Board Eligibility deepish dive

Guebert introduced the topic and asked Hamilton to offer comments. Hamilton noted that Jasmine Zimmer-Stucky had asked for a briefing on this issue. Hamilton noted that Andrew Brown has been point on this issue for last couple of years and has provided an overview. Brown provided background, context and parameters for board membership under current Oregon law. Brown noted the following:

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- 1) Current Board eligibility requirements
 - Zone Directors must:
 - Reside within Zone and manage 10 or more acres within the district, or
 - Reside in district and manage 10 or more acres in Zone.
 - OR
 - Reside within Zone being represented, and
 - Have served at least 1 year as an Associate Director, and
 - Have approved conservation plan
- 2) 98.6% of revenue is from within the Urban Growth Boundary
- 3) Only 0.1% – 0.2% of the population meets the ownership requirement
- 4) Possible change can be considered legislatively; however, it never got introduced in the 2019 session. It would have agreed that *10 acres or more land ownership or management requirement is only applicable if majority of district lies within county that has population less than 50,000.*
- 5) Formal Board position in 2020:
 - Eligibility should be open to anyone in the district
 - Zones should be representative of the district's population
 - Other qualification criteria is not favored
 - No land ownership/management requirement
 - Land ownership is not a good proxy for expertise
 - Not representative of most taxpayers in the district
 - Land ownership patterns reflect racist systems and policies
 - Assoc. Director pathway reinforces patterns of privilege
- 6) Associate Directors – key points reviewed
 - Adds to board capacity, and fill gaps in knowledge or expertise
 - No Board vote (Can vote on Committees)
 - Provides pathway for zone director eligibility
 - Historically, EMSWCD has had several Associate Directors

Hamilton noted that, as new ED, she was surprised that these arcane regulations still existed uniquely for SWCD's. Asked the board if they would like to direct staff on next steps, if any. Suggested following three possible pathways:

- 1) Go all-in to work on legislative change
- 2) Stay engaged with SDAO and others but not pursue specific next steps
- 3) Do nothing at the moment

Board conversation as noted:

- Guebert noted that he knew Laura Masterson had opinions about this topic as well and since she wasn't able to attend this part of the meeting, it may make sense to postpone but that he would like to hear from other board members in the meantime and opened up for board discussion.
- Guebert noted that time is long past for the 10-acre requirement to be in place. Believes this needs to go away. Disagrees with education requirements. Noted that Associate Directors have historically been brought on board because there is no one interested in serving and this is a way

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to queue up a candidate – that said, this feels anti-democratic, circumventing a democratic process.

- Jasmine Zimmer-Stucky noted that when she decided to run for this office, she heard more about these eligibility issues than anything else; while she is an at-large director, it didn't sit well with her that she may have otherwise been ineligible to run for an office. Zimmer-Stucky noted that she understands Guebert's comment about effectively hand-picking successors, she wondered whether the Advisory Committee being established through the Land Legacy Committee may help EMSWCD diversify who and how it receives input and feedback beyond those more familiar to us. Zimmer-Stucky also noted that the issue of representation from the part of our district who pays the vast majority of the tax base to support our work seemed important to be mindful of.
- Guebert noted that our HIP farmers are a good example of people who don't have land and.
- Carlson suggested that maybe we revisit the 10-acre requirement but that there is equal merit in having people on the board who have relevant expertise; otherwise, we may be at risk of getting off mission. Carlson has no issue with Associate Directors to get broader perspective on a situation. Guebert noted that he didn't disagree with getting outside expertise and thought Zimmer-Stucky's comment that we might get this through the Advisory Committee was worth pursuing.
- Rossi agreed with Carlson's remarks. Noted that as a landowner, believes he brings a critical viewpoint to service on a SWCD that non landowners don't understand. Because we have a voter-base with a lot of non-landowners, Rossi believes it's important to have some kind of balance. That said, Rossi was open to lowering the number of acres required. Noted concern that we run the risk of having a board of all non-landowners soon. Believes we should have balance. Guebert wondered about how many eligible candidates even exist in Zone 1 –specifically, non-industrial, ag producers. Wondered if it was possibly just the Rossi's. Brown said he didn't know the actual number but concurred that it was small. Rossi noted that there were likely about 100 eligible people – could be golf course, could be industrial, could be managing landscaping services, etc. Guebert noted that an industrial landowner would have a different mindset than ag owners. Rossi responded that this may be useful because industrial landowners may have wetlands mitigation and related issues that would be important to have represented. Brown noted that notices were sent to all landowners in all three zones to let them know that these elected positions were open to them but this was not ultimately a fruitful effort.
- Zimmer Stucky commented that it might be useful to explain in greater detail what "land management" means so that we are ensuring that those who may be qualified currently know that they are eligible. Guebert agreed and said we should do more research. Brown noted that there is not a lot of guidance in the statute and there is a lot of interpretation; it's not very clear. Hamilton noted that there is also perspective about importance of the dispossession of Indigenous people and the movement to have those voices represented on these boards. White-Brainard shared a document that details this conversation.
- Guebert noted that Shearin asked in the Chat about what our responsibility is to those who live in the more urban areas and pay the bulk of our taxes. Guebert noted that we don't currently have that proportional representation on the board and this is an important consideration to include in future discussions.

Guebert noted that there isn't a decision the board needs to make – Zimmer-Stucky asked if there's a pending reconvening of the SWCD's. Brown noted that they are meeting on 5/6/21. Marganne noted that there is also upcoming discussion through ODA with Tribal representatives and others.

No board decisions were made regarding next steps on this topic at this time.

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6:40 pm- Executive Director Update/Report

Hamilton noted that she is pushing back her 6-month workplan to June because she is still deep into the MFR assessment work and the next steps being identified now will largely inform the work being done for the next handful of months. Board agreed. Hamilton agreed to come to the board with a 6-month work plan at the June 7th board meeting. Hamilton then provided an update on what she and the organization have been working on since the last board meeting. She mentioned the following:

- Noted that she is deep in the throes of reviewing and identifying next steps related to HR-related policies, JD language, recruitment protocols, etc. and is bringing Jill Critchfield with Pacific HR onboard to help with that heavy lifting and then to provide ongoing support in an as-needed resource, in lieu of a fulltime HR Director, which we don't need in the foreseeable future. . Noted that much of the work being started will be brought to the Personnel Committee and then ultimately back to the full board.
- Bringing in the external expertise on organizational change work that was approved by the Board, which needs to precede a strategic planning process. Signing a contract now with Catalysis (Chris Wallace Caldwell) and her collaborator, Jamila Dozier with New Theory. Much of ED time will be spent in this space over the next many months.
- Regarding strategic planning, Hamilton noted that we will begin to consider what kinds of programs we want to rethink, grow or double down on – or, find that some of our programs are no longer where we should be spending our time. What do we want to be as an SWCD in 2021 and beyond? Noted that the board will be an integral part of that process as it unfolds.
- Noted that she is also beginning work on an improved performance evaluation process, work plans, etc. so we can hold ourselves and each other accountable with clearly defined protocols, etc. Likewise, Hamilton noted that the work plan for her work over the next 6+ months, which she will provide to the board in June will give them a roadmap to hold her accountable as well -- what she is doing well, where she can improve, and whether she should be switching gears on any fronts.

6:46 pm - Equity Update

White-Brainard and McAllister participated in this update. White-Brainard gave an update on the Indigenous People Learning Journey, noting that White-Brainard, McAllister, and Brown are all participating in that in-depth program. White-Brainard added that there are also many opportunities for the board and other staff to participate for certain convenings. White-Brainard agreed to send those dates to the Board so that they can put those dates their calendars if they want to participate. She also noted that staff just had its first facilitated conversation with Ruby Joy White from the YWCA, who introduced the topic of gender identity, discrimination, etc. The next convening for staff with Ruby will be July 1st from 2-3:30 White-Brainard would like to invite the board to join that next meeting and committed to sending an invitation for that to the board. She also noted that the equity team has decided to pursue the services of a consultant to help facilitate upcoming equity-related dialog with the board. That is underway now and is why those dates have been pushed out. She noted for the board the Agreements that have been adopted by staff and that staff use for most internal meetings. Staff would like to use these agreements when having facilitated conversations with the Board. McAllister read them aloud.

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The agreements:

1. Be mindful of privilege, power dynamics, unconscious bias, and missing perspectives.
2. Honor privacy (personal stories stay, learnings go).
3. Listen to understand.
4. Speak responsibly.
5. Make space. Take space.
6. Acknowledge, accept and work through mistakes.
7. Be willing to do things differently and/or experience discomfort.
8. Expect and accept non-closure.

Guebert noted this is good effort, these are great agreements and that these would be helpful in all things in life. Guebert asked how the board might use these at board meetings or elsewhere. White-Brainard said staff wants to use them on Joint Board/Equity Team meetings, and wanted to introduce them now so that the board has time to review and sit with them before then. Guebert thanked White-Brainard again. Zimmer-Stucky asked if the joint meeting would be a public meeting. Mitten said it would be. She asked about CEI training with three or more board meetings. Brown and Nelson noted that those are only considered public if district-related issues are discussed and/or deliberated.

6:57 pm- Monthly Financial Reports , ACH payment approval prior to full fiscal policy update

- Mitten presented the March 2021 Financial Report. Balance sheet is healthy nothing of note. P&L – nothing unusual to report. Through March 31st, we've rec'd \$5.41M in revenue. Annual budget is \$5.562M, showing a current \$148k shortfall of annual goal but property taxes are over by \$150k and we expect some more revenue to come in before the end of the fiscal year. Also noted that
- Native Plant Sale – because of no plant sale there is no revenue but also no expenses. Zeroes out.
- Partner Grants Management Fund \$25k – no receipts or expenditures in this so zeroes out.
- \$76k below projections for interest income. Interest rates have continued to drop. As a result, our next fiscal year projections are very conservative, until we have a sign that these rates may go back up.
- Mitten provided background on historical fiscal policy that includes that we are required to use physical checks. Looking to update fiscal policy to allow ACH payments while the broader fiscal policy is still under review. Outlined safeguards that would be in place. Hamilton noted her strong support of this change. Guebert agreed.

- **MOTION: Jasmine Zimmer-Stucky moved to allow ACH/Electronic forms of payment pending Fiscal Policy update**

Carlson 2nd

Motion passed unanimously (4-0, Masterson was not present for the vote)

7:09pm- Executive Session under ORS 192.660(2)(e) to consider information related to real estate negotiations.

Executive session entered at 7:09pm

Executive session ended at 7:44pm

7:46pm- Executive Session under ORS 192.660(2)(f) to consider information or records that are exempt by law from public inspection

Executive session entered at 7:46pm

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Executive session ended at 8:22pm

8:25pm- Board Statement related to matters discussed in Executive Session

Mike Guebert, Board Chair stated the following:

“In our executive session, the Board received a full report on the attorney client privileged investigations and reviews that the MFR Law Group conducted for EMSWCD. We want to thank the staff who brought concerns forward, and everyone who participated in the investigation process, as well as thanks to MFR Law Group for engaging in this work. The Board wants to fully recognize and acknowledge that some of our prior processes had flaws, and could have been conducted with more clarity and transparency, and that some staff were understandably upset and concerned about these processes. We also want to fully recognize and acknowledge that EMSWCD has been through some challenging times that have created difficult situations for some of our valued employees. We are sorry that staff felt harmed by these processes and events. We are committed to moving forward to improve with transparency and guided by an equity lens. The Board has its work to do on our processes and also in revising some key policies, and we are committed to doing that work in collaboration with Nancy and the staff. We are also committed to supporting Nancy and the staff as you work to continue to engage in equity work, and review and revise priorities and processes in support of EMSWCD’s mission. Thank you again.”

8:31pm- Closing items: announcements, reminders and action items

- Zimmer-Stucky noted that the CEI training that she signed up for was cancelled due to low participation. And is trying to find a future time that will work for her schedule. Also noticed new Partners in Conservation signs in Corbett and thought they were great. Hamilton asked Zimmer-Stucky to send a photo of the signs she saw so that it can be posted on the website.
- Brown noted that they had reached out to board about what other topics the board may want to cover during the LLC meetings. The board asked Brown to resend the request, which he agreed to do.
- Guebert noted the TSCC meeting on May 18th. Reminded board members to attend if interested.
- Nelson noted that she is still waiting for Oath of Office – Guebert noted that there was a problem with Masterson’s and he is waiting to receive a corrected document. Masterson apologized for the delay and said she would get that mailed ASAP.

Nelson read new action items:

- White-Brainard to send the board for the Land Acknowledgement Learning Journey dates for their calendars
- White-Brainard to send the board an invite to the YWCA facilitated conversation on July 1 2-3:30 pm
- Hamilton to reach back out to board re new date possibilities for Board/Equity Team meeting
- Brown to resend information to board members about what they would like to discuss/receive more information about at next LLC mtg

8:33pm- Adjournment

Guebert adjourned the meeting at 8:33pm