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

Monday, June 7, 2021

6:00pm- Call to Order

Mike Guebert called to order the regular meeting of the EMSWCD Board of Directors at 6:00pm on Monday, June 7, 2021, via teleconference.

6:00pm- 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 6:20 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), Jeremy Baker (Senior Rural Conservationist)

Guests: Al Hrynyshyn, Oregon Soil & Water Conservation Commission, Upper Willamette Soil & Water Conservation District (UWSWCD), Ted Labbe, Urban Greenspace

Guebert requested to add a discussion on an Urban Lands contract after agenda item #5 and the Board agreed.

Hamilton presented previous action items.

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

6:04pm- Approval of minutes

MOTION: Carlson moved to approve the May 3, 2021, Board meeting minutes and the May 3, 2021, Budget Committee #3 meeting minutes

Zimmer-Stucky 2nd

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

6:06pm- Time reserved for public comment

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Hrynshyn provided a brief update on what the Oregon Conservation Commission has been up to and offered his support if needed. He also provided a brief update on the UWSWCD.

Labbe, Urban Greenspace, expressed his concern with accessibility to the Board meetings. He suggested to have more detailed instructions on our website on how to join a Board of Directors meeting virtually. He also asked about possible action items in the future regarding Associate Directors.

Hamilton responded to Labbe and ensured him that EMSWCD has made accessibility changes to the Board of Directors meetings. We have added the virtual link to our public notices, website, and the agendas. Members of the public now have access to call in our join the meeting online.

6:14pm- Review of Board/Staff protocols and discussion of extension of COVID Leave

Hamilton shared that she researched best practices for Board and Staff interaction. With her findings, she created a Board/Staff Communication Chart and presented it to the Board.

Zimmer-Stuckey asked what best practices were for the Board to interact/respond to public emails and phone calls. Guebert responded by stating that if a Board member is getting calls and emails from the public about District work or project inquiries to forward that information to Hamilton or refer them to the right contact at the District.

Hamilton gave an update on how much COVID Leave has been taken by EMSWCD Staff, to date, and recommended that the Board extend the deadline date to use the hours provided (if needed) from June 30th to August 31st or when we go back into the office, which ever happens first.

A discussion was held on vaccination rates in Oregon and the office opening as soon as it is safe to do so.

MOTION: Carlson moved to approve Hamilton's proposal of extending the COVID Leave deadline to August 31st or when the District Office opens back up, which ever happens first

Zimmer-Stucky 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

6:43pm- Executive Director Update/Report

Hamilton presented her six-month work plan to the Board detailing what she has learned so far, what she is currently working on, and what she plans to work on in the near future. She covered the following in her presentation:

- Human Resources
- Strategic Planning
- Return-to-Work
- Program support
- Board support
- External partner development

7:08pm - Equity Update

McAllister provided an update on progress with the District's equity initiatives. She mentioned the following:

- The Equity Team is currently working on RFPs for the anticipated Board Working Session
- The Equity Team is also in the process of trying to find ways to integrate the Action Plan with

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- individual staff work plans
- The Board should have received a calendar invite to the next all-staff equity discussion on gender
 - Work with the Community Engagement Liaisons on the Indigenous Land Acknowledgements is starting this week
 - June 25th is the next Learning Journey session that it is open to all Board and Staff

Brown provided an update on the Learning Journey process and experience thus far.

7:16 pm- Professional Service Contract Amendment

Shearin proposed a professional services contract amendment to a current contract between East Multnomah Soil & Water Conservation District and the Sandy River Watershed Council. Shearin's proposal is to extend the duration of Contract EMSWCD-PSC-19-019 (originally signed and initiated July 8th, 2019) through July 31st, 2021; increase the total contract amount by \$55,000; and provide a scope of work for tasks associated with stormwater retrofits on parking lot Q, N, & P of the Mt Hood Community College campus.

MOTION: Zimmer-Stucky moved to approve the contract amendment as presented by Shearin Carlson 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

7:23 pm- Field Crews Contract review and CLIP Grant approval

DiLeone provided a high-level overview of the contract process for Rural Lands' Crews for Weed Control and Streamcare.

DiLeone asked the Board for approval to enter into contracts with two contractors, JLM LLC and Mosaic Ecology LLC, under Clean Water Services' award and for the Board to appoint Guebert to sign the contract when it is ready.

MOTION: Zimmer-Stucky moved to approve Guebert signing the contracts presented by DiLeone when they are ready

Masterson 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

Baker presented a CLIP Grant proposal for a water quality project for McFadden Farms. Baker explained that the project would treat existing erosion issues on main access farm roads and prevent future erosion issues. The ask as outlined in the presentation was: EMSWCD to pay for 75% of the total cost which comes out to \$58,300.

MOTION: Carlson moved to approve the CLIP Grant proposal as presented by Baker

Zimmer-Stucky 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

8:37 pm- FY21-22 Budget Adoption, make appropriations, and impose tax limit, EMSWCD Fiscal Policy review and approval, and monthly Financial Reports

Mitten presented Resolution No. 2021-06-01, FY21-22, the Budget Adoption to the Board. He provided details on the appropriated fund balance for clarity.

Mitten gave a brief overview of the TSCC Hearing and shared a letter from TSCC to the Board showing that

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they had no objections and that EMSWC followed all of the rules.

MOTION: Zimmer-Stucky moved to adopt Resolution No. 2021-06-01, the FY21-22 Budget Adoption Carlson 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

Mitten presented changes to the Fiscal Policy briefly detailing some of the housekeeping updates and substantive changes to update and reflect language changes, updating from antiquated processes/equipment to current technologies and processes. The substantive changes included incorporating ACH and electronic payment models in addition to physical checks, as well as, updating the Bookkeeper and CFO roles and responsibilities, Executive Director and CFO control measures, expansion of the executive director signing authority, and shoring up documentation necessary to maintain compliance and best practices, control measures, and safeguards to minimize risk.

MOTION: Zimmer-Stucky moved to adopt the updated Fiscal Policies and Procedures Manual as presented

Masterson 2nd

Motion passed unanimously (5-0, Masterson was present for the vote)

Mitten presented the April 2021 Financial Report.

Brown announced that Easton will be retiring soon and said more details will come as it gets closer to her departure.

The Board thanked Easton for her great service to EMSWCD.

7:57:pm- Executive Session under ORS 192.660(2)(e) to consider information related to real estate negotiations.

Executive session entered at 7:57pm

Executive session ended at 8:24pm

8:24pm- Board Statement related to matters discussed in Executive Session

MOTION: Carlson moved to approve funding for a property acquisition, as discussed in Executive Session subject to the contingencies as presented by staff, and to delegate the formation and execution of the grant agreement to reflect the contribution to the Executive Director

Masterson 2nd

Motion passed (4-1, Rossi voted nay)

8:25pm- Closing items: announcements, reminders and action items

Nelson read new action items:

- Send the Executive Director's 6-month work plan presentation to the Board (Hamilton).
- Send Guebert the Urban Lands electronic contract amendment for signature (Shearin).

8:28pm- Adjournment

Guebert adjourned the meeting at 8:28pm