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

Monday, August 2nd, 2021

6:03pm- Call to Order

Mike Guebert called to order the regular meeting of the EMSWCD Board of Directors at 6:03pm on Monday, August 2nd, 2021, via teleconference.

6:03pm- 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 6:23pm, Mike Guebert (Zone 3 Director, Chair), Jasmine Zimmer-Stucky (At-Large 2 Director, Vice-Chair), Jim Carlson (At-Large 1 Director, Treasurer)

Board of Directors NOT in Attendance: Joe Rossi (Zone 1 Director) arrived at 6:21 pm,

Staff: Nancy Hamilton (Executive Director), Dan Mitten (CFO), Andrew Brown (Conservation Legacy Program Supervisor), Julie DiLeone (Rural Lands Program Supervisor), Lindsay Nelson (Office Manager), Monica McAllister (Community Connection Liaison), Matt Shipkey Land Legacy Program Manager)

Guests: Eric Nusbaum, Oregon Department Agriculture (ODA), Chris Wallace Caldwell (Catalysis LLC), Jamila Dozier (New Theory Consulting)

Guebert presented previous action items.

- Hamilton to send the staff meeting comics to the Board (**Completed**).
- Ensure all suggested edits/corrections are made to the Annual Report before submitting to the ODA (**Completed**).

6:05pm- Approval of minutes

MOTION: Carlson moved to approve the July 12th, 2021, Board meeting minutes Zimmer-Stucky 2nd

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

6:06pm- Time reserved for public comment

There were no comments made by the public at this time.

6:06pm- Deepish Dive: Review of Public Meeting Laws & Executive Session

Nusbaum presented on public meeting laws. His presentation covered the following:

- The basic requirements of a public meeting
- The definition of a public meeting
- What bodies the laws apply to
- Rules and compliances for advisory boards, committees, sub committees, and task forces.
- Who is allowed to attend public meetings and virtual access

Nusbaum presented on Executive Sessions. His presentation covered the following:

- Executive Session violations



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- The definition of an Executive Session
- Examples of Executive Sessions
- The executive Session process
- An Executive Session check list
- Handling complaints

Zimmer-Stucky asked for clarification on Executive Sessions held to discuss real estate transactions. Nusbaum confirmed that we are required to state the proper ORS code to hold an Executive Session to discuss real estate transactions.

Guebert asked how Strategic Planning fits into public meeting laws. Nusbaum confirmed that the Strategic Planning session are considered public meetings if there is a quorum of the board.

Nusbaum invited the Board to contact him if they had any further questions or needed further support.

6:46pm- Executive Director Update: Heading back to the office and position recruitments

Hamilton provided a couple of updates. She mentioned the following:

- Due to the recent turn of events related to COVID, Hamilton sent an email to all EMSWCD staff and Board Members stating that the return-to-work mandate has been put on pause until further notice
- The job advertisement/description for the Executive Assistant and the Urban Lands Education & Outreach Coordinator position will be posted on Friday, August 6th
- The Grants Manager position will be posted shortly after

6:50pm – Introduction of Catalysis/New Theory

Wallace-Caldwell and Dozier introduced themselves to the Board and presented their scope of work. Their presentation included the following:

- An orientation of the team providing personal background information on each team member and a preview of the clients they have worked with
- Organizational development and important context
- Cornerstone of equity
- Strategic Planning overview and proposed pathway (assessing and preparing, collaborating and planning, finalizing and implementing)
- Board role and engagement

7:37pm- Equity update-RFP for facilitation of equity-related work with Board of Directors

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

- Equity Team member transitions- Wagner and Woolery have joined the Equity Team
- Started working with Wallace Caldwell and Dozier
- Participating in hiring process by providing input and feedback on the hiring documents and process
- Continuing to work with the YWCA to provide facilitated equity workshops for staff
- Currently working with Community Engagement Liaisons (CELs) and the Indigenous community to hold two meetings with them about an Indigenous Land Acknowledgement
- An update on the Learning Journey with an opportunity for the Board and staff to attend next month's meeting; also September and October's themes may change, which means the



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- September trainings may also be open to Board and Staff members
- The Equity Team and Hamilton are in the final stages of selecting a consultant to work with the Board on equity-related work
 - McAllister read the following statement to the Board
 - “We thought it could be helpful for the Board and the District if Board members had a trusted resource they could look to as we navigate conversations, learning and decisions around Equity. In the coming months we expect we’ll be engaging a few consultants that can work with Board members directly in order provide a more personalized resource and one that also works with your individual schedules. These folks will also assist the Equity Team bring the Board up to speed on the work that has been done to date, and the ways in which Equity intersects with our work as an SWCD and can help us improve the reach and impact of our work.”

7:53 pm- Monthly Financial Report

Mitten presented the June 2021 Financial Report. He shared that the reports looked healthy and shared the following highlights: **Balance Sheet**

- The Government and Operational account balances are \$200,000 ahead of where they were last year at this time. This is a good indicator of our cash reserves holding steady and not being drained.
- The prepaid expenses are larger due to PGE crediting back costs due to an aggregation error out at Headwaters Farm.
- Mitten described several lines in the balance sheet that are the same as last year at this time. He pointed out that this is a function of the year-end adjusting journal entries post-audit for the previous fiscal year. These lines will change again post FY20-21 audit
- **P&L Budget performance** – an overview of our income shows that property tax income received exceeded budget by \$213,000 and overall income expectations by \$97k. The revenue deficit in other areas (decreased interest and lack of other revenues received due to the continued economic impact) was made up for with the surplus property tax revenue realized in FY20-21

P&L by Class – shows each program’s spend to the fiscal year end and demonstrated the unspent funds. These funds will roll in the fund balances for the FY22-23 budget development process. He noted these unspent funds were estimated conservatively in the FY21-22 budget development at a 95% spend, which resulted in a \$200,000 increase in the beginning fund balance for the FY21-22 budget; however, the remaining \$243,000 of these unspent monies will not be spendable in this FY. Those funds will subsequently be incorporated into the FY20-21 ending fund balance as prescribed by the FY20-21 Financial Audit. That audit determined ending fund balance for FY20-21 will become the beginning fund balance for the FY22-23 budget development process.

Mitten presented the Audit Engagement Letter for the Board’s approval.

**MOTION: Zimmer-Stucky moved to approve the Audit Engagement Letter as presented
Carlson 2nd**

Motion passed unanimously (3-0, Masterson and Rossi were not present for the vote)

Mitten presented the policy update for Policy 1.1.3-Salaries and Wages. He explained that the policy gets updated annually based on the cost of living index (CPI) which in turn affects the salary scales identified in this policy This year’s cost of living adjustment was an increase of 2.17%. Mitten requested the Board approved the policy as updated and presented.



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MOTION: Carlson moved to approve the Salaries and Wages update to the policy as presented by Mitten

Zimmer-Stucky 2nd

Motion passed unanimously (3-0, Masterson and Rossi were not present for the vote)

8:00pm- Closing items: announcements, reminders and action items

Hamilton reminded the Board that September's Board meeting is scheduled for September 13th due to the Labor Day holiday.

Nelson read new action items:

- Send information to the Board on the next all staff training with the YWCA (McAllister)
- Send a copy of the statement read by McAllister during the Equity Update (McAllister)

8:08pm- Adjournment

Guebert adjourned the meeting at 8:02pm