



## **BOARD OF DIRECTORS MEETING MINUTES – Approved 1/10/2023**

Tuesday, December 13, 2022, 3:00 pm

Meetings held in hybrid fashion with an option to attend in person or virtually.

**Directors Present:** Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins,

**Associate Directors Present:** Eric Nusbaum

**Staff Present:** Clarissa Berndt, Leslie Owens, Lily Leitermann, Victoria Fischella, Meredith McClure, Daniel Dietz

**Partners Present:** Sydney Nilan

**Public Present:** Andy Burke, Tim Foelker

**Quorum reached:** 6/7 voting board members present

### **1. Call to Order:**

- a. Approval of Agenda: The meeting was called to order at 3:02 pm by Chair Hrynyshyn. Chair Hrynyshyn asked if there were any amendments to the agenda Director Jensen moved to accept the agenda as presented, and Director Durfee seconded the motion, with no further discussion, the motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- b. Public Comment: Chair Hrynyshyn welcomed Mr. Foelker to the meeting. Chair Hrynyshyn asked if there were any comments from the public related to items on this agenda. Hearing none, Chair Hrynyshyn moved on.

### **2. Action Items:**

- a. Board Minutes – [November 8, 2022]: Director Arrera mentioned that his name should be added to the Director's present, and Leslie Owens mentioned that she would make the edit to the meeting minutes as discussed. Chair Hrynyshyn moved to approve the minutes as amended, and Director Durfee seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. . [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- b. November Financial Reports: *[Fund Balance Spreadsheet (for previous month); Checking Register (for previous month); LGIP Register (for year to date) - include the BvA graph and breakdown of taxes; Visa 1 Register (5041) (for previous month); Visa 2 Register (6531) (for previous month); Balance Sheet - as of Previous Month; Rev & Exp - General Fund (previous month) (this is a P&L); Budget v Actual - Gen Fund (current fiscal year through previous month); Rev & Exp - Special Rev Fund; Budget v Actual - Spec Rev Fund; Rev & Exp - Reserve Fund; Budget v Actual - Reserve Fund; Fund BvA Graphs - BvA for Current FY through end of last month; Program BvA Graphs - Current fiscal year to last month]* Director Jensen gave the discussion over to Clarissa Berndt who gave an overview of where the District was at with their budget. Clarissa gave a recap of the findings from the Auditor and the lessons learned. She let the Board know that the fiscal audit packet was available to anyone who would like to review it. Chair Hrynyshyn moved to accept the November financial reports as presented, and Director Wilson seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. . [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- c. COVID-19 Policy update: Chair Hrynyshyn introduced the updated policy and invited open discussions. Leslie Owens gave a recap of the COVID-19 Policy and protocols. Leslie explained that the need to make an organizational standard for COVID-19 arose and specific decisions were made. Specifically, all employees of the district need to be vaccinated, OHA will be our source for updated recommendations and the standard for testing will be PCR and at home tests. Director Jensen wondered about vaccinations for the flu, Chair Hrynyshyn made the comment about possibly needing a separate policy for the flu, or if there was really a need. Director Perkins motioned to accept the COVID-19 policy update, with Director Durfee giving the second. The motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- d. Resolution 04-2022 – Transfer: Chair Hrynyshyn mentioned the need to transfer funds and read the resolution [see resolution]. Director Wilson motioned to accept the resolution 04-2022, with Director Perkins giving the second. The motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- e. Appoint Budget Officer: Chair Hrynyshyn explained the need to appoint the budget officer in December, as some of their responsibilities fall prior to the annual budget meetings. The Fiscal manager's job description lists acting as the Budget Officer for the District and that there is a need to appoint her officially. Director Perkins moved to appoint Clarissa Berndt as the Budget Officer for the 2023-2024

Fiscal Year, Chair Hrynyshyn gave the second. The motion passed unanimously with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]

- f. Appoint Andy Burke as Associate Director: Introductions of the Board members and staff present were given, the Board unanimously agreed to appoint Andy Burke as the new Associate Director for the Upper Willamette SWCD, and Andy took his oath.
  - g. Name Change of JEDI committee: Chair Hrynyshyn discussed the need to change the JEDI committee name to something more universally recognized, like DEIJ. Director Wilson mentioned that he did not think the "J" was needed. Director Wilson motioned to change the JEDI Committee's name to the DEI Committee and Director Durfee gave the Second, the motion passed with a vote of 4-2. [Al Hrynyshyn, and Chuck Arrera voted no, wanting to rename the committee DEIJ instead. Gary Jensen, Malcolm Wilson, Mary Durfee, Ralph Perkins all voted for the motion to pass.] Director Arrera mentioned the need for the Charter to be amended to allow non-board members to be the Chair of that committee. Lily Leitermann was nominated to be the Chair of the JEDI Committee and accepted the responsibility. Leslie Owens volunteered to make the edits to the charter. Director Arrera motioned to approve the edits to the DEI Committee Charter, with Director Durfee giving the second. The motion was passed with a vote of 5-1. [Al Hrynyshyn, Gary Jensen, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass. Malcolm Wilson voted no.]
3. **Committee Reports & Recommendations:** Each Committee gave a brief recap of their last meetings [See Committee Meeting Minutes].
- a. Finance: Nothing new to report; next meeting 11/14/2022 at 10:30am
  - b. JEDI: New proposal from Aparna was discussed, name change was decided, and the committee recommended to Dave Downing that the district move forward with the first two action items on the proposal from Aparna. Chair Hrynyshyn requested that the proposal be added to the agenda for the January Board meeting, Leslie Owens said she would add it on to the agenda.
  - c. Personnel: Chuck Arrera discussed the need for a HR Generalist and that the committee reviewed an overview of the organization structure, with a plan to add on an Assistant Director who would have the possibility of taking over as District Manager when Dave Downing retires. Sydney Nilan questioned the need for an HR Generalist if the district was planning on hiring an Assistant Director, who would usually take on the HR responsibilities. Discussions followed about the need for an HR Generalist in the district now, with the workload of our current employees was the main driving point to hire someone for that specific role. Chuck went on to discuss that the HR responsibilities have been shifted from the Fiscal Manager to the District Manager until someone is hired on. He then mentioned that Leslie Owens would be the point person for any questions on the sickness policy.
  - d. P&G Development: Nothing new to report; next meeting TBD.
4. **Partner Reports:**
- a. NRCS: Tom Snyder was not in attendance.
  - b. UWSN: Sydney Nilan gave a recap of her monthly report. *[see UWSN monthly report]*
5. **Other Reports/Discussion:**
- a. Discuss: Chairs changing for committees – discussions followed with consensus being that the decisions will be made in the January BOD meeting. Leslie Owens added the issue to the January agenda.
  - b. Annual Report Discussion: Leslie Owens apologized for not adding this to the agenda earlier and let the board know that they needed to approve the Annual Report. Edits were suggested by Lily Leitermann and Sydney Nilan with a commitment made by Cricket DeLoe to make the edits. Compliments were made to Cricket DeLoe for her hard work and to the Annual Report. Ralph motioned to approve the Annual Report with the amendments made, seconded by Director Wilson. The motion passed unanimously with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Malcolm Wilson, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
  - c. Adjourned Meeting: Chair Hrynyshyn adjourned the meeting at 4:57 pm.

*All supporting documents mentioned in the minutes are a part of the official record and are available upon request. Please contact the office at [admin@uwsxcd.org](mailto:admin@uwsxcd.org) to request copies.*

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