



**UPPER WILLAMETTE**  
SOIL & WATER CONSERVATION DISTRICT

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**BOARD OF DIRECTORS MEETING MINUTES – Approved**  
**02/14/2023**

Tuesday, January 10, 2023, 3:00 pm

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

**Directors Present:** Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins,

**Associate Directors Present:** Andy Burke

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

**Partners Present:** Sydney Nilan, Tom Snyder

**Public Present:** Amanda Gilbert, Tim Foelker, Abel Kloster

**Quorum reached:** 6/7 voting board members present (one vacant spot on the BOD, 6/6 members present)

**1. Call to Order:**

- a. The meeting was called to order at 3:01 pm by Director Hrynyshyn.
- b. Oaths of Office: Ralph Perkins presided over the Oaths of office which were taken by Al Hrynyshyn, Gary Jensen, Karl Morgenstern.
- c. Appoint Associate Director, Abel Kloster, to the BOD. Director Perkins moved to accept the roles given to the Directors with Director Durfee giving the second. The motion went to vote and passed unanimously with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- d. Board Members discussed the assigned roles of Chair, Vice Chair, and Treasurer. It was decided by unanimous vote that the following members would hold the following positions on the board, with Director Morgenstern acting as a Treasurer in training for the years to come. Al Hrynyshyn graciously accepted the role of Chair, Gary Jensen accepted the role of Treasurer, and Ralph Perkins accepted the role of Vice-Chair. Director Durfee moved to accept the roles given to the Directors with Director Morgenstern giving the second. The motion went to vote and passed unanimously with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- e. Approval of Agenda: The meeting was called to order at 3:01 pm by Chair Hrynyshyn. Chair Hrynyshyn asked if there were any amendments to the agenda, Lily Leitermann asked to add a presentation before the proposals, Dave Downing asked to add in Dani Wright as a Cooperator of the year, and Chair Hrynyshyn noticed a transgression in meeting times that needed to be altered. Director Jensen moved to accept the agenda 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, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- f. Public Comment: Chair Hrynyshyn welcomed Mr. Foelker and Ms. Gilbert 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 – [December 12, 2022]: Director Arrera mentioned that there were no changes needed, Director Hrynyshyn mentioned that the minutes looked great. Director Perkins moved to approve the minutes and Chair Hrynyshyn seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- b. 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 an overview of where the District was at with their budget. Director Arrera moved to accept the Decemberr financial reports as presented, and Director Perkins seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. . [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
- c. The Board discussed the previous years authorized signers for the District and decided to add on Director Morgenstern. The authorized signers for 2023 are Director Morgenstern, Chair Hrynyshyn, Director Perkins, and District Manager, Dave Downing. Chair Hrynyshyn motioned to accept the authorized signers with Director Morgenstern added to the list and Director Durfee gave the second. The motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]

- d. Budget Calendar FY24: Clarissa Berndt answered questions on the Budget Calendar, noting that the only significant change was moving the decisions on the Budget to the May BOD meeting, so that the Board of Directors would have more time to make any approved changes. Chair Hrynyshyn motioned to accept the resolution 04-2022, with Director Morgenstern giving the second. The motion was approved with a vote of 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
  - e. Lily Leitermann, Programs Manager, gave a PowerPoint presentation [see presentation] on the overall progress of District Programs and expectations moving forward. She presented the two proposals mentioned in the agenda and gave an opportunity for the BOD to ask questions or voice concerns. The overall consensus was that the benefits for the District to be able to support the two proposals and the community at large was exciting. Director Perkins and Arrera commented on the need to help Urban communities. They both mentioned how impressed they were that these proposals did just that.
  - f. Middle Fork Environmental Education Proposal: Director Durfee motioned to approve the proposal as presented, with Director Morgenstern giving the second. The motion was passed with a vote of 6-0 [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
  - g. Coast Form Working Lands Program: Amanda Gilbert answered questions brought up by the Board of Directors and a discussion followed. Director Morgenstern motioned to approve the proposal as presented, with Director Arrera giving the second. The motion was passed with a vote of 6-0 [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
  - h. Dave Downing gave an overview of the selected Cooperators of the year: Dani Wright and The Longtom Watershed Council. Director Arrera motioned to approve the cooperators of the year as presented, with Director Perkins giving the second. The motion was passed with a vote of 6-0 [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
3. **Committee Reports & Recommendations:** Each Committee gave a brief recap of their last meetings [See Committee Meeting Minutes].
- a. Finance: Chair Hrynyshyn added Director Morgenstern to the committee.
  - b. JEDI: New proposal from Aparna was discussed, Dave Downing moved forward with the first two action items on the proposal from Aparna. Chair Hrynyshyn appointed Lily Leitermann as the Committee Lead and added Director Durfee to the committee.
  - c. Personnel: Director Arrera mentioned the need to schedule a meeting as soon as possible. Leslie Owens committed to sending out a doodle poll and getting a meeting scheduled.
  - d. P&G Development: Lily Leitermann gave an overview of the Programs in the last meeting. Nothing new to report
4. **Partner Reports:**
- a. NRCS: Tom Snyder gave a recap of the previous month.
  - b. UWSN: Sydney Nilan gave a recap of her monthly report. *[see UWSN monthly report]*
5. **Other Reports/Discussion:**
- a. Discuss: The Board discussed changing the meeting times to later in the evening during the next Director Elections to help bring in more diversity with the option to hold their meetings at different locations throughout the year. In the discussion, Director Morgenstern mentioned that the current board meeting time was a scheduling conflict for him. A discussion followed. The Board decided to move the meeting time to 12:00-2:00 with lunch provided on the second Tuesday of every month for a duration of 6 months. Director Arrera motioned to approve the time change as agreed upon, with Director Perkins giving the second. The motion was passed with a vote of 6-0 [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrera, Ralph Perkins all voted for the motion to pass.]
  - b. Adjourned Meeting: Chair Hrynyshyn adjourned the meeting at 5:03 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@uwsn.org](mailto:admin@uwsn.org) to request copies. The Upper Willamette SWCD prohibits discrimination against its customers, employees, and applicants for employment on the basis of race, color, national origin, age, disability, sex, gender identity, religion, reprisal, and where applicable, political beliefs, marital status, familial or parental status, sexual orientation, or whether all or part of an individual's income is derived from any public assistance program, in employment or in any program or activity conducted by the Upper Willamette SWCD. The Upper Willamette SWCD is an equal opportunity employer.*