



BOARD OF DIRECTORS MEETING MINUTES –

Tuesday, May 9th, 2023, 12:00 pm

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

Roll Call: Directors: Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Chuck Arrera and Ralph Perkins. **Associate Directors:** Andy Burke, and Abel Kloster. **Staff:** Leslie Owens, Clarissa Berndt, Lily Leitermann, Dave Downing, Daniel Dietz, Meridith McClure, Victoria Fischella, and Alec Spencer. **Partners and Public:** Sydney Nilan, Tom Snyder, Jared Pruch, and Craig Marcus

Quorum reached: 5/7 voting board members present.
(one vacant spot on the BOD, 5/6 members present)

Agenda Items:

- 1) Call to Order:
 - a. The meeting was called to order at 12:01 pm by Chair Hrynyshyn.
 - b. Approval of Agenda: Chair Hrynyshyn asked if there were any additions to the agenda and noted that there would be open discussion already in the Agenda for point 5 which would serve as a spot for staff and BOD to share topics. Chair Hrynyshyn then added an introduction of new staff member as Agenda Item 1d. Director Perkins moved to accept the agenda as amended, and Director Arrera seconded the motion, with no further discussion, the motion was approved with a vote of 5-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, and Chuck Arrera all voted for the motion to pass.]
 - c. Public Comment: Chair Hrynyshyn welcomed the public to the meeting and introduced Chair Hrynyshyn asked if there were any comments from the public related to items on this agenda. Hearing none, Chair Hrynyshyn moved on.
 - d. District Manager, Dave Downing introduced Jared Pruch as the district's newest staff member, who will be starting in June 2023. Jared Pruch went on to tell the board of directors more about himself and his background in Grant Management. The Board welcomed Jared to the team.
- 2) Action Items:
 - a. Last Month's Board Minutes – [April 11, 2023]: Director Morgenstern noticed a typo on 3d, Leslie Owens committed to amending the minutes with the edit suggested by Director Morgenstern. Chair Hrynyshyn moved to approve the minutes as amended and Director Arrera seconded the motion. With no further discussion, the motion was approved with a vote of 5-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, and Chuck Arrera 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]

- c. Director Jensen gave an overview of where the District was with their budget, noting the reserve fund, which is getting to a point that the district should start to think about the purchase of a building. Discussions followed and no questions were raised. Letting the funds accrue in the Reserve Building fund, or thinking about making a purchase is a thought for the Board to think about in the years to come, as the District is on a 5-year lease with the current office. Director Jensen moved to accept the March financial reports as presented, and Director Perkins seconded the motion. With no further discussion, the motion was approved with a vote of 5-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, and Ralph Perkins, and Chuck Arrera all voted for the motion to pass.]
 - d. Resolution for adopting the FY24 Budget 02-2023: Chair Hrynyshyn read aloud the Resolution, gave opportunity for discussions, and asked for motions to be presented. The votes were unanimously (5-0) approved by a motion for each section of the resolution as follows: [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, and Ralph Perkins, and Chuck Arrera all voted for the motion to pass.]
 - i. Section 1. Adopting the budget: Director Morgenstern motioned to approve this section as presented, with Director Arrera giving the second.
 - ii. Section 2. Making appropriations: Director Morgenstern motioned to approve this section as presented, with Director Perkins giving the second.
 - iii. Section 3. Imposing tax: Chair Hrynyshyn motioned to approve this section as presented, with Director Arrera giving the second.
 - iv. Section 4. Categorizing tax: Director Arrera motioned to approve this section as presented, with Chair Hrynyshyn giving the second.
- 3) Committee Reports & Recommendations: Each Committee gave a brief recap of their last meetings [See Committee Meeting Minutes].
- a. Finance: Chair Hrynyshyn mentioned the last meeting showed that the Budget is on track with no issues for the year, they looked at the Financial Controls Policy and made suggested edits to the District Manager, which will go to the Board in the June meeting.
 - b. DEI: Lily Leiterman gave an update on the Avarna scope of work, and interviews coming up. Discussions on Policy Edits were had, with a conclusion of waiting for Avarna to finish their work prior to moving forward with any Committee policy audits.
 - c. Personnel: Director Arrera mentioned wanting to make a plan of action at the next meeting for an audit of the Employee Handbook. Leslie Owens, Administrative Specialist for the District mentioned the internal audit that she had been working on per the request of the District Manager. The audit includes going through each policy and adding a footer that includes the following information: 1. Adoption date, 2. Last edited date, 3. Date it came back from Legal (if it went to legal). Further discussion will happen in the next Committee meeting.



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- d. P&G Development: Nothing new to report; next meeting will be to introduce Jared Pruch to the committee and get him up to speed with what the District has been doing.
- 4) Partner Reports:
- a. NRCS: Tom Snyder gave a recap of the previous month. *[see NRCS monthly report]*
 - b. UWSN: Sydney Nilan gave a recap of her monthly report. *[see UWSN monthly report]*
- 5) Other Reports/Discussion:
- a. Open Discussions:
 - i. Director Morgenstern gave an update on the
 - ii. District Manager, Dave Downing, updated the Board on the resignation of Associate Director, Eric Nusbaum, who has realized that he does not have the capacity to serve with his current work schedule, but wants to continue to be involved with the district as a member of the public.
 - iii. Intergovernmental Agreements: With no further discussion, the motion was approved with a vote of 5-0. [Al Hrynshyn, Gary Jensen, Karl Morgenstern, and Ralph Perkins, and Chuck Arrera all voted for the motion to pass.]
 - iv. Tabling Event: Leslie Owens asked for volunteers for the event: Alec Spencer added his name to the list, that also includes Cricket DeLoe, Chuck Arrera, and Karl Morgenstern.
 - v. District Manager backup person: Discussions included ideas on who would be the interim manager if Dave Downing wasn't available, i.e., vacation, sickness. It was concluded that the Board Chair would appoint an interim person, with Lily Leitermann being the point person, depending on the timeline of the situation.
 - vi. An Executive Session was called at 1:26 pm to discuss 192.660(2)(b) to consider dismissal or discipline of complaints against an officer, employee, staff, or agent.
 1. Everyone except the Board of Directors and Associate Directors left the meeting. Notes for the Executive session were taken, sealed, and filed away.
 2. The executive session ended at 2:28 pm.
 - vii. Once out of executive session, no further discussions, motions, or actions were taken.
 - b. Adjourned Meeting: Chair Hrynshyn adjourned the meeting at 2:29 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 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

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