



## **BOARD OF DIRECTORS MEETING MINUTES –**

Tuesday, June 13<sup>th</sup>, 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, Mary Durfee, 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, Jared Pruch, and Alec Spencer. **Partners and Public:** Sydney Nilan, Gary Jordan, and Craig Marcus.

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

(one vacant spot on the BOD, 6/6 members present)

### **Agenda Items:**

#### 1) Call to Order:

- a. The meeting was called to order at 12:02 pm by Chair Hrynyshyn.
- b. Approval of Agenda: Chair Hrynyshyn asked if there were any additions to the agenda. Chair Hrynyshyn then added two items onto section 2: Action Items of the Agenda as Agenda Items 2d, 2f. The first (2d) is to discuss the changing of the Board's treasurer, and the second (2f) is to discuss adding Craig Marcus to the Board as an Associate Director. District Manager, Dave Downing asked to add an item under section 5: Reports/Discussions noting that he'd like Cricket DeLoe to give the district an update on the website redesign project they've been working on. 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 6-0. [Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]
- c. Public Comment: Chair Hrynyshyn welcomed the public to the meeting and asked if there were any comments from the public related to items on this agenda. Hearing none, Chair Hrynyshyn moved on. He went on to add a spot for Gary Jordan, a member of the public, to speak on an issue. He introduced Gary and gave him the floor. Gary commented on a program that is restricting Lane County in organic farming. It's called one house for one resident per 10 acres. It really restricts our young people and people getting involved in education in the support of small gardens. He went on to let the Board know that he would like to see those restrictions change in the future.

#### 2) Action Items:

- a. Last Month's Minutes –
  - i. [May Board Meeting Minutes]: Director Morgenstern moved to approve the minutes as presented and Director Arrera seconded the motion. With no further discussion, the motion was approved with

a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]

- ii. [May Public Hearing Meeting Minutes]: Chair Hrynyshyn moved to approve the minutes and Director Arrera seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee 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]*

Director Jensen gave an overview of where the District was with their budget. He went on to mention the change in the Financial Controls Policy to allow Dave Downing to sign checks up to \$25,000.00 as a needed increase due to the growth of the district. Chair Hrynyshyn inquired about a few charges on the District account, one of which is a staff outing and the other was a new water service for the office. Director Perkins let the board know that he will be stepping down as the Board Treasurer as of June 30<sup>th</sup> and would like to nominate Director Morgenstern to take his place as Board treasurer. Director Morgenstern accepted the request.

Chair Hrynyshyn directed the Board to motion on both items, the financials, and the trading of board treasurer. He suggested that they motion on the Financials first, then move on to appoint the Treasurer. Director Perkins moved to accept the financial reports as presented, and Chair Hrynyshyn seconded the motion. With no further discussion, the motion was approved with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]

Next up, Chair Hrynyshyn motioned to appoint Director Morgenstern as the Treasurer for the Board of Directors as of July 1<sup>st</sup>, 2023, with Director Arrera giving the second. When asked for further discussion, Director Durfee spoke up to thank both Directors for their willingness to take on the task of Board Treasurer, noting the importance of the role and her appreciation for their work. The sentiment echoed throughout the room. The motion was approved with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]

- c. **Financial Controls Policy:** Chair Hrynyshyn opened the discussion to Dave Downing who went on to explain the need for an audit of the Financial Controls Policy. Dave went on to explain that the policy did not match the day-to-day operations of the district in regard to the processes for upholding the controls and gave an overview of changes made. The main points of the policy were being followed, but there were some changes to who does the work or how it was done, as opposed to the controls put into place. The policy also had some edits for purchasing that include quarterly budgets to help keep the district running smoothly. When opening the discussion Director Morgenstern requested that the Finance Committee revisit the credit card limit as he thinks it is a bit too high, he also mentioned



- a few edits to the formatting and a typo noticed, which Ms. Owens said she would correct. Director Durfee motioned to approve the edits to the Financial Controls Policy with Director Morgenstern giving the second. The motion was put to a vote and passed unanimously with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]
- d. Appoint new Associate Director: Chair Hrynyshyn mentioned that Craig Marcus had been attending Board Meetings and sent in his letter of interest in the Zone 4 position. He went on to explain that they are uncertain of Dr. Marcus qualifying through ODA for the position of Board Member, but they wanted to get him on as an Associate Director as they investigated his qualifications. Chair Hrynyshyn moved to appoint Dr. Craig Marcus as an Associate Director which was seconded by Director Arrera. The motion was approved with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]
- e. Annual Workplan FY24: Dave Downing gave an overview of the Annual Workplan for the FY24 and how it has a deadline of June 31<sup>st</sup> to ODA. He went on to explain the spreadsheet in detail and answer any questions that the district had. The spreadsheet shows the total number of days per strategic category which are needed for each District Position for the fiscal year. It was highlighted that the conservation specialist has more work than days in the year, which shows a need for capacity building. Discussions followed. Director Perkins moved to accept the FY24 Annual Workplan which was seconded by Director Arrera. The motion was approved with a vote of 6-0. [AI Hrynyshyn, Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera all voted for the motion to pass.]
- f. OACD 2023-2024 Dues: Chair Hrynyshyn gave an update on the OACD newsletter and upcoming dues. Director Arrera motioned to approve the membership dues of \$7,500.00 with Director Perkins giving the second. The motion was approved with a vote of 5-0, with Chair Hrynyshyn abstaining. [AI Hrynyshyn, abstained and the following Directors voted in favor of the motion: Gary Jensen, Karl Morgenstern, Ralph Perkins, Mary Durfee and Chuck Arrera.]
- 3) Committee Reports & Recommendations: Each Committee gave a brief recap of their last meetings [See Committee Meeting Minutes].
- a. Finance: Director Jensen mentioned the last meeting showed that the Budget is on track with no issues for the year. In the last meeting they looked at the Financial Controls Policy and made suggested edits to the District Manager.
- b. DEI: Lily Leitermann gave an update on the Avarna scope of work, and the interviews were completed, and a report should be in process from Avarna.

- c. Personnel: Director Arrera mentioned wanting to create a plan of action at the next meeting for the audit of the Employee Handbook. Leslie Owens, Administrative Specialist for the District, mentioned the internal audit that she had been working on at the request of the District Manager. Further discussion will take place in the next Committee meeting.
  - 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 as well as outline roles and responsibilities of the Committee with regards to Jared's position.
- 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. Report: Daniel Dietz gave an overview report on the work of the PWP. [see PWP slideshow]
  - b. Open Discussions:
    - i. Website Re-Design – Cricket DeLoe informed the Board of the updates needed to make our website more accessible and ADA compliant. She mentioned her research leading her to going with another company for our website.
    - ii. Tabling Event: Cricket DeLoe, the district's media/outreach specialist, gave a review of the Bethel Community Event that the District Tabled on June 10<sup>th</sup>, 2023. Noting that there was an amazing turn out and this was a learning experience for future tabling events. A suggestion was made to get a map of where our District Office is located, along with other suggestions for paperweights and chairs for the next event.
    - iii. Board meeting times. The board decided to leave the meeting at its current time for the next 6 months. Input was heard by staff.
  - c. Adjourned Meeting: Chair Hrynshyn adjourned the meeting at 2:16 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. 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.