



## **BOARD OF DIRECTORS MEETING MINUTES**

Tuesday, December 22<sup>nd</sup>, 2023, at 9:30 am

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 Arrear and Ralph Perkins. **Associate Directors:** Andy Burke, Craig Marcus **Staff:** Leslie Owens, Dave Downing, Clarissa Berndt, and Alec Spencer. **Guest:** Bill Maas, CPA

**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 9:30 am by Chair Hrynyshyn.
  - b. Chair Hrynyshyn asked to amend the agenda to remove public comment.
- 2) Action Items:
  - a. Approval of Agenda: Chair Hrynyshyn asked if there were any amendments to the agenda aside from his amendment to remove public comments due to time restrictions. Hearing no additions to the amendments he then called for a motion. Director Perkins motioned to accept the agenda as amended and Director Jensen gave the second. With no further discussion, the motion passed unanimously with a vote of 6-0. (Al Hrynyshyn, Gary Jensen, Karl Morgenstern, Mary Durfee, Chuck Arrear and Ralph Perkins all voted in favor of the motion.)
  - b. Draft Audit: Chair Hrynyshyn introduced Mr. Maas who is the districts CPA. He thanked Mr. Maas for being able to attend the meeting and asked Mr. Maas to give an overview of the draft audit. After the overview, Mr. Maas answered questions brought up by the board. One topic of discussion was the significant deficiency in the districts financial controls to which Mr. Maas explained that there were a number of fixes for the lack of controls. Examples such as hiring somebody to prepare your financial statements, and so on were discussed. Mr. Maas then handed the floor back to Chair Hrynyshyn who called for a motion to accept the draft audit as presented. Chair Hrynyshyn moved to accept the Draft Audit 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, Ralph Perkins, Mary Durfee and Chuck Arrear all voted for the motion to pass.]
- 3) Adjourned Meeting:
  - a. Gratitude was shared across the board for the work that Fiscal Manager, Clarissa Berndt has done over the last year and a thank you went out to the auditor. Chair Hrynyshyn adjourned the meeting at 10:01 am.

*All supporting documents mentioned in the minutes are a part of the official record and are available upon request. As well as a transcript of the meeting discussions. 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.*