



LWC Board Meeting Minutes

November 12, 2020

Via web conference

6:00 Call to order

Wendy Hudson, President

Introductions

Board Members: Wendy Hudson, Dan Farnworth, Dave Ehlers, George Grosch, Scott Youngblood, Karin Stutzman,

Staff: Kristen Larson

Guests: Andrea Berkley, Matt Malinowski, Amy Pinkley-Wernz

Action: *October 8, 2020 minutes approved as presented (Attachment A). Approved by consensus.*

Mission Moment: Wendy reflected that so much has happened in this time of COVID and in October much of what was happening was related to Luckiamute State Natural Area (LSNA). There was a tour for the board and a few landowners of the floodplain reconnection project led by Jean-Paul Zagarola. There was the citizen science Joan Hagar presentation on birds of floodplains, which relates to LSNA. There was the 1 million plant celebration at LSNA and we planted an oak. Scott added that we'll probably cage it for protection from mowers. Wendy continued reflecting on the video made of the planting event by Grahame Bywater. It felt special and nice to be socializing again. Then there was the article in the Polk Itemizer-Observer on the event. Thanks to the staff and board who were involved. Thanks to Suzanne for putting on such a good zoom presentation to large number of people. And no one fell for a credit card scam that came through!

Dave shared that he put 98 black cottonwood stakes in banks of Vincent Creek and that will make for good beaver food. Karin gave thanks for organizing the 1 million tree event. Everything went well so kudos to the council.

Suzanne can follow-up with Grahame about his dad's interest in serving on the board expressed during the plant celebration event.

Public Comments: No public comments.

Reflections: Inclusion Starts with "I" – short video. Outstanding and powerful. Worth the time to watch. It was a lot about, "do I want to live in a community where people have to fight to be seen and heard?" People want to be who they are without feeling "less than". That opened up a whole range of possibilities in understanding the "less than" feelings. People are people and accept people for who they are and what they bring. Assume best intent. People in the video seemed to be from same economic strata and didn't necessarily reflect people in the local community. One board member expressed they would like to have those people included and they weren't reflected in the video. There are some extreme examples of ways in which it might be hard to be inclusive that weren't reflected in the video. The video was more in an office setting than other common settings in the community. The video was a good reminder that people in general have a tendency to pre-judge other people by how they look and speak. We

The LWC's mission is to engage and assist landowners and communities in the voluntary protection, restoration and enhancement of the Luckiamute and Ash Creek watersheds.

should all be humble about not doing that. When we talk about “DEI” (diversity, equity, and inclusion) people often think about race and ethnicity and there are actually a lot of other aspects to think about DEI other than skin color.

We will continue DEI moments until we can have a facilitator and be in person again.

Fundraising Committee

Wendy Hudson, Chair

Love Your Watershed Campaign Results, Return on Investment, ATTACHMENT B: We were successful in meeting our target goals this summer and raised \$18k. Wendy did a quick review of the document. For every dollar spent we raised \$5.67. Compared to industry standard of 1:4 we did better. Far fewer expenses this year because of COVID – all online.

End-of-year campaign timeline and Board roles: This is the only time of year we ask the board to get involved in fundraising. Light and straightforward. No cold calling. Late Nov and Dec staff send out mailings to Friends and potential Friends and ask to join the council for \$25. In January, we ask the board to add their names to those who didn’t respond to reach out further. Usually, there are 5 or 6 people to call per board member. Kristen provides talking points. Currently there are 118 friends from 2020 planned to send a renewal letter to. This is similar to COVID caring calls from earlier in the year. **Kristen will follow up in January with talking points and list of names for board members to choose who to contact.**

Treasurer and Finance Committee

George Grosch, Treasurer

September 2020 Financial Report, ATTACHMENT C: Review attachment C with ending position for Sept. Little income in Sept which is not unusual. Statement of final position indicates have 160k in outstanding receivables. That will look very different next month. Expenses were within projections. The finance committee reviewed this and bank statements. We are in a good position and there were no concerns. Graphs provide more visual review of activity. 2020 budget to actual expenses for the year is included.

Action: *Financial report was accepted as presented (Attachment C). Approved by consensus.*

2021 Budget Development – Update on upcoming process: Kristen and the Finance Committee met last week and looked at bigger picture items. There was a long discussion about salary – an equity discussion considering what the marketplace bears plus how we stand with our employees from an equity perspective. Balancing equity with income streams and who can be paid from each is complicated. There will be a proposed budget for 2021 at the December board meeting. There is a Finance Committee meeting next week again.



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Executive Committee (EC)

Wendy Hudson

Preparing for December officer elections: All current officers have expressed interest in continuing their current roles, but we welcome others who want to be considered. Elections are in November. The Vice President slot still open. **Contact Kristen if you're interested in serving as an officer.**

Governance Committee (GC)

George Grosch, Treasurer

Review and adopt updated Committee Description, ATTACHMENT D, ACTION ITEM: George presented a draft of the charge for the Governance Committee. It is brief and straightforward. We do have questions on items 2 and 4 in the document. Item 2: George is not comfortable with the statement about the committee being responsible for appointing new board members. Currently, George is the whole committee, and all board members are responsible for this, not just the committee. Can come up with strategy in this committee, but not be solely responsible. Board recruitment and orientation is a job we need to determine who does. Item 4: Executive Director Succession Policy is listed as a to-do item. This is in our Strategic Action Plan and doesn't seem like something that needs to be enshrined in the charter document for this committee. The question was asked, is this committee for policy considerations, or something else? How does it differ with Executive Committee? George explained that yes, it is for policy considerations – there are a lot of policies that need to be looked at and that will be the primary job of the committee. The committee was formed a few years ago. Dan likes sections 1 and 3. 2 and 4 – don't see that you need a committee to focus on those things, but if you do, ok.

George proposed taking “implement” out of 2. Kristen proposed adding “monitor” to section 2 to add accountability. Wendy – we have said recruiting board members is the resp of the entire board but it doesn't happen a lot so can we have it have a home of sorts, including developing a strategy for how the board could be more effective at recruiting. It is not saying George has to recruit. **We do need to determine who will be responsible for new board member orientation.** The committee will be a standing committee (not a temporary ad-hoc committee) but only meet as needed. Bylaws will be updated next.

All agreed to replace the word “implement” with “monitor”, and remove section 4 from the document since it is an action item, not a function of the committee. Add aspect of Board orientation to item #2 and bring back to the Board.

Adopt Fee for Service Policy, ATTACHMENT E, ACTION ITEM: George explained that we have been talking about Fee for Service for a long time and this document is a shot at defining that and what does it could look like. If we make changes to the services listed on page 1, we will need the board to approve. The pricing structure is 100% cost recovery plus at least 15%. We would need a formal agreement to do a fee for service project and we have a boilerplate agreement we can use. The Executive Director would make sure the board is informed as fee

for service projects come about. The policy would be revised every 5 years or as needed. The document was developed to reflect past board conversations about fee for service. If LWC wants to contract someone out to another organization, this policy would cover that. Karin asked if this applied to all staff including the Executive Director. Kristen answered that she does not envision her position doing a lot of this based on the list of services and work capacity issues or that type of things would need board approval. Dave provided an example of a project for which he is hiring the LWC to provide services. In that case, he is hiring LWC's contractor from BEF. Karin cautioned to be careful about when you're paying the council for a contractor who is not an LWC employee to do that work because it might cause a problem with insurance or workers comp issues. She recommends having the language reviewed by an attorney and think about liability. George said that at some point we need to consider conflicts of interest with board members. Wendy asked if we run all new policies reviewed by an attorney and Kristen answered that LWC has not been doing that. Wendy pointed out that there is some built-in care here with Kristen making an arrangement with someone like Dave with approval by Kristen and additional checks of board review if the activity is not on the list. George pointed out that the situation with JP (an LWC contractor) is more complex than is using an LWC employee for fee for service. Kristen suggested we could add board review when wanting to do fee for service with an LWC contractor. It was mentioned that the contractor situation may be rare. Wendy stated that it is hard to know if this situation will or will not come up again, so it is prudent to add language that deals with contractors working for the council. Karin suggested Eileen Akins as a good attorney for reviewing these question as she does work with SWCDs and contracting law.

On pricing, Dan asked if we want to be hard and fast on 15% and to consider competition. Kristen clarified that it says "at least" 15%. George clarified that we aren't competing against anyone and we don't want to compete. This is strictly for when opportunities come up. We are not adding a branch of business to the council.

Action: *The policy will be run by an attorney or be limited to staff only, not LWC contractors. New language will be added to the document to clarify a goal of non-competition. Wendy instructed George and Kristen to revise the document as needed, and it can be discussed in the exec committee. Document not adopted at this time.*

Executive Director Update

Kristen Larson, Executive Director

Monthly Activity Report, Attachment F: Wendy thanked Kristen for adding information at the end about grant agreements from landowners. Karin asked what the forgiveness loan item was about. Kristen explained this item is for the paycheck protection program funds LWC received. There is talk the congress will pass auto-forgiveness, for now there is a streamlined forgiveness application for loans under \$50k. Kristen re-capped how the virtual OWEB Review Team meeting went for the Beaver Technical Assistance and Stakeholder Engagement grants applications. JP presented one and Kirsten the other and it went well.

The Mercer Reservoir projects was discussed. Dan expressed caution that LWC involvement does not interfere or upset the Rickreall WC and that the two organizations are working



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together as it is a good opportunity to do so. Kristen explained that she was approached by Tony Spitzack from BLM about the project. It is a multi-agency city-owned dam reservoir and drinking water source, and would be a 10 year plus process due to all of the complexities. Tony has contacted the Rickreall WC and let them know he approached LWC, and asked if they're ok with having LWC involved. Wendy suggested that whatever roles each organization have that is be in writing including responsibilities for providing information that LWC would be responsible for grant reporting as the fiscal agent. Kristen said LWC may also be involved with interfacing with the local entities, like the City of Dallas and Hancock. There is lamprey funding involved, and BLM staff is also contacting the Confederated Tribes of Grand Ronde about the project.

Kristen reminded the group that there is an Executive Committee meeting on Monday, materials coming tomorrow (Friday). T-shirts are being distributed, and LWC is close to getting the online store set up for public to purchase LWC items, coinciding with the end of year mailing.

OWEB Self-Assessment – Overview and prepare for responding to survey, ATTACHMENT G: The self-assessment happens every 2 years. It's a good and common nonprofit practice to do some sort of self-assessment, and to celebrate the good work we're doing. We have to use OWEB's form since they give us capacity funding. **Kristen will set it up as an online survey for the board to fill out using a google form link.** Not every question will apply perfectly to LWC, but do your best. Online form will compile results for Kristen, so don't do it in the spreadsheet form. At the January meeting, we'll review the answers especially where answers disagree between board members and decide on one answer to submit to OWEB. Every two years OWEB reviews the capacity grants and looks at these surveys.

Wendy stated that the commentary on back side of attachment is a good reminder that answering the questions is not about bragging, it is about the trend of improvement and progress. If we brag too much (rate LWC high), we have nothing to shoot for and no way to show we're being successful if we put ourselves at the top of the scale.

New Business – Dan: in the LWC Strategic Plan we don't address climate change. I am interested in the human impacts of climate change. Hordes of people to this area coming, and we can see a lot of development in many local communities and they are impacting our watershed. Dan would like to think about including this in our strategic plan – how the watershed council should respond to the impact that human damage from climate change is going to have, specifically development. Wendy and Kristen had conversation recently about whether or not to address climate change in logic models. We landed on it being very important but hard to think about how to organize a program around climate change when everything LWC does addresses climate change (stormwater management, beaver, etc.). George expressed that this is a really complex issue and he opposed using terms like climate change and global warming to LWC work for many reasons, such as that it is politically fraught. One person's mass migration is another person's economic development program. We know

based on our mission that we are improving the environment and addressing human impacts. We should stay out of that political issue. Dan said he was hoping to put the idea into the Board's minds so they can start thinking about it and we can figure out how to incorporate it. Wendy expressed that it is important, so all should think about this and how we should address it in the future. She asked Dan to keep bringing it up for more discussion in the future, especially during future strategic plan updates. Kristen pointed out that the term was intentionally left out of the logic model. Our citizen science next week is on climate change, so we are dipping a toe into the issue. Development is related to climate change, but it is a whole issue in its own right, so are we going to tackle development? It is also politically fraught and time consuming and a huge challenge. Wendy pointed out that there is probably some good work with small groups elsewhere who are tackling this – how are they doing this? It might be worth looking online for examples. Dave agrees with George that it is a sticky wicket and the LWC should avoid leading with climate change.

Next week November 18th we are having a citizen science session with George Kral on assisted migration and climate change.

Meeting Adjourned at 7:35pm.