



LWC Board Meeting Minutes

December 10, 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, Jackson Stalley

Staff: Kristen Larson

Guests: Judy Maule

Action: November 12, 2020 minutes approved as presented (Attachment A). Approved by consensus. Thank you to the volunteer minute-taker!

Mission Moment: Dave is a member of the Benton Small Woodlands Association (SWA). The Benton, Polk, and Linn SWA chapters met recently with Brad Withrow-Robinson and Jody Einerson of OSU Extension. Brad and Jody led the Virtual Plant ID tour for the LWC – shifted from an in-person to a virtual event in response to COVID-19. Dave shared that Brad and Jody told him that doing the event inspired them and others at OSU Extension to pursue virtual programming and helped them to realize that despite COVID-19, they could continue to offer content to stakeholders. A testament to the potential ripple effects of our work!

Committee Announcements: Wendy noted that this item was moved to the front of the agenda and clarified that its purpose is to make committee announcements that are not included in the minutes in the packet or covered elsewhere on the agenda.

Karin Stutzman provided an update that the shared position between Polk SWCD and Marion and Polk Extension Service has been filled and the new hire starts next week. Haley White will be the Small Farms Outreach Coordinator. She is moving back to Oregon from Idaho.

Public Comments: No public comments.

Executive Committee

Wendy Hudson, Chair

Officer Elections for 2021: The three current officers are willing to continue to serve. No one nominated themselves or others for an officer position or to fill the vacant Vice President position. Jackson nominated the office slate of *Wendy Hudson – President, George Grosch – Treasurer, and Karin Stutzman – Secretary*. **Action:** Slate was approved by consensus. Vice President position remains vacant. If anyone changes their mind, this position can be filled later.

Strategic Plan Internal Goals – Plans for Activities for 2021 (Attachment B):

Reviewed the drafts plans submitted by leads for Internal Goals.

Fundraising Committee (FRC), Wendy Hudson

- Updated “Modified Business Plan” (MBP) document to add list of funding sources by theme to document potential sources different from conventional WC grants.

- Added section to capture “potential ideas” – activities LWC doesn’t currently have capacity for, but could add in the future. George and Kathy Farnworth submitted suggestions for activities, these and others will be documented in the MBP.
- Other updates – working on revamping the Business Circle, Jackson as lead. Looking at adding a “Small Business” level, lower amount than current entry level donation for the BC. Wendy is drafting a document to give more information on planned giving and how people can remember the LWC in their bequests.

Governance Committee (GC) – Board and Committee Recruitment, George Grosch

- GC is looking at areas to fill – both stakeholder interests and geographies. Traditional and non-traditional methods for recruitment. Moving away from assigned “positions” on the Board and updating the Operating Policies to list types of stakeholder interests the LWC seeks on the Board, but not have assigned positions. Also seeking people with skills and experience to help the LWC (e.g., legal background, HR, fundraising, finance)
- Discussion: Remember this is for both Board *and* committee recruitment, we need help in both areas. It would help the current Board members to know what geographies and interests are needed to focus on. GC is lead on the plan; is responsibility of all Board members to help with recruitment.
- GC will bring DEI plan to the board in 2021. Waiting to hear re: Mid-Valley River Connections Collins Foundation grant which will help support group trainings on DEI.

Board Trainings, Scott Youngblood

- Proposed calendar of Feb. / March and Oct. / Nov. Helps to avoid field season
- Will be mix of homework and in-meeting trainings, so uses up some Board meeting time but some can also be done at home.
- Other future topics can include trainings on 501(c)3 nonprofits and lobbying – what is allowed, what’s not, etc.

Treasurer and Finance Committee

George Grosch, Treasurer

October 2020 Financial Report (Attachment C): Reviewed Attachment C with ending position for October 2020. Accepted as presented, no discussion.

Rhythm Administrative Services (RAS) contract for 2021: Outreach Coordinator, Suzanne Teller, finds RAS contract useful in helping to deliver EnO programming and wants to continue with a contract. Proposing a one-year contract for all of 2021. EC and FC have reviewed and find no problems with the proposed contract, not-to-exceed of \$2,250 for 2021.

Action: RAS contract RYAD 21-01 was approved as presented in Attachment E. Approved by consensus.

2021 Budget: George presented an overview of the 2021 budget. It is an optimistic budget. Includes adjustments for pay equity among staff. Kristen reviewed the narrative guidance document that covers projected revenue and expenses for 2021.

Discussion. Why is the amount for Fiscal, under Operations, less than 2020? In 2020 LWC had two IRS 990 reports because of shifting the fiscal year. Also over-budgeted in this area in 2020.



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Okay to reduce. After discussion with FC, increased legal services allocation and insurance, changes reflected in proposed budget. What happens if we overbudget – don't spend it all? It depends on the funding source – some funds are "use it or lose it". It's the ED's job to manage the timing of using funds – either ensure we use it and don't lose it or get time extension on funds to allow to roll forward. Most funds have this option to roll forward or request time extension if needed.

Discussion re: Operating Reserve (OR). For now, the budget does not propose any allocation to the OR in 2021. The FC wants to review the final position at the end of 2020 and determine what, if any, should be moved to the OR. It will take a couple of months to have year-end financials ready. Also, there is a potential for a large unrestricted donation from One Tree Planted (OTP) in March or April 2021. This is not secured, so is not included in the proposed budget. We will find out about the OTP donation around the same time we will find out if we are awarded the OWEB Beaver grants – both items will affect 2021 budget. At this time, around the end of the first quarter, FC will come back to the Board with an adjusted budget if needed and make a proposal re: how to allocate the OTP donation and how to grow the OR.

Action: Fiscal Year 2021 budget was approved as presented in Attachment D. Approved by consensus.

Project Review Committee (PRC)

Wendy Hudson, Chair

Upper Maxfield Riparian Enhancement Project: Reviewed Attachment F, summary of proposed project. Aubrey would be lead on this project. Is a good scale as a first project for him to develop from the beginning and oversee. Applying to the Drinking Water Providers Partnership (DWPP), due Jan. 8, 2021. PRC reviewed at its Dec. 3, 2020 meeting and recommends approval.

Action: Upper Maxfield Riparian Enhancement project approved. Approved by consensus.

Governance Committee (GC)

George Grosch

Review and adopt updated Committee Description (Attachment G): GC description presented with changes as discussed at the November 2020 Board meeting.

Action: Governance Committee description approved as presented in Attachment G. Approved by consensus.

Adopt Fee for Service Policy (Attachment H): Policy presented with revisions from the November 2020 Board discussion. One key change, fee for service contracts in which the services are not provided by LWC staff must be reviewed and approved by the LWC Board. Kristen also had the staff review the draft; a few changes proposed by staff. These are shown in track changes in the attachment.

Action: Fee for Service Policy approved, incorporating changes proposed by LWC staff, as presented in Attachment H. Approved by consensus.

Adopt Project Sponsor Policy (Attachment G): Policy refers to situations in which the LWC sponsors a project and is contracting another entity to provide services. The policy places a limit

on the overhead the LWC will pay in the contract. For example, contracting with a university or another nonprofit to provide services. The LWC will pay direct costs and up to 17.5% overhead in addition to direct costs.

Action: *Project Sponsor Policy approved as presented in Attachment I. Approved by consensus.*

Executive Director Update

Kristen Larson, Executive Director

Monthly Activity Report (Attachment J): Kristen mentioned a few highlights from the ED update. PPP forgiveness is in progress. Oregon State Credit Union approved forgiveness, now waiting for the federal SBA to forgive. Hoping it happens before the end of the year, but no guarantee. Kristen has processed a work agreement for IT support. Carlos Garcia will provide maintenance and on-call services. Seems he will be more available than prior provider. Update on the J2E project not included in the narrative report. Benton SWCD has hit some permitting issues with Benton County and work in the floodplain. Will potentially delay planting activities.

OWEB staff reports are available in advance of OWEB's Dec. 16, 2020 Board meeting. Staff are proposing an April grant cycle of regular project (restoration, TA, stakeholder engagement) and to include monitoring, which would normally be held in the fall. Will be beneficial to LWC monitoring program if only lose 6 months of funding due to COVID-19 impacts. Expect LWC to apply in April 2021 for monitoring funding.

Kristen is at the end of her third term on the NOWC Board. Stepping off, not renewing.

Discussed OWEB self-assessment last month. Kristen was not able to get the self-assessment into a survey until this week. Will send link tomorrow. Please complete by Dec. 24 so EC can discuss results at their Dec. 29 meeting.

Grants – after checking in with Starker Forests staff, did not submit for Starker Forests funding. Is targeted for community benefit during COVID-19, proposed project was not a good fit.

Packet included draft comments to Oregon DEQ on proposed conditions for Nationwide 401 Water Certification permits. Dave asked about the proposed prohibition on pesticides near streams. This permit applies to projects that trigger US Army Corps of Engineer permits – usually some kind of construction project, not relevant to all activities.

Potential Public Comment (Attachment K): Kristen and the EC had an email exchange around a potential public comment to the Independence Planning Commission. Discussion centered on if a comment should come from the LWC or from Kristen Larson as a private citizen and the process for ED to check in with EC and / or Board before submitting comment. Kristen submitted the comment as a private resident. Past practice and guidance from the Board has been for ED to share draft comments or testimony with the Board for approval if time permits. If time does not allow, to submit with best judgment and provide a copy of comments to the Board after the fact. Discussion around difference between educating decision makers and political activity / lobbying. 501c3 nonprofits are allowed to be politically active but cannot be a



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“substantial” part of their activity. Also important to only use appropriate funding source for that time – most grants prohibit their funds from being used for political activity.

Discussion – in a small community like Independence, even if the comment comes from Kristen as an individual (not LWC), people know her as affiliated with the LWC, and may make a connection to the LWC anyway. Something to be aware of. Also, George feels a comment letter from the LWC should be signed by the Board President, not ED. For the future. Wendy asked if there is a policy on how to handle this. Not formally, only guidance based on past discussions as described.

The specific item in Independence moved from the Planning Commission to the City Council. Discussion if LWC wants to comment at the City Council level. Board did not want to pursue comment. Kristen has the right to continue to engage as a private citizen if she wishes.

Topics for Future Consideration – Agenda item formerly called New Business. Renamed to give more clear intent of the item. It is not practical that Board can take up new business in the last 5 minutes of a meeting. Bylaws also limit the Board to taking action only to items on the agenda, so cannot act on new business when presented. Letting people know that items presented here will be taken up in the future through appropriate channels (staff, committee, or a future board meeting). No topics presented.

Meeting adjourned at 8:00pm.