



# Luckiamute Watershed Council Board Meeting

December 14, 2023 6:00 p.m. – 8:00 p.m., Zoom

**Attendance:** Scott Youngblood (*facilitating*), Karin Stutzman, Britton Castor, Jay Tappen, David Ehlers

**Guests:** Lua Siegel (teacher at LVCS)

**Staff:** Kristen Larson, Maya Cook (*minutes*)

## MINUTES

### Introduction/Call to Order

1. Review of Past Meeting Minutes
  - October 12, 2023, Regular Board Meeting Minutes **ACCEPTED**
  - December 1, 2023, Special Meeting Minutes **ACCEPTED**
2. Public Comments
  - Lua came to learn more about LWC, appreciates the videos and would like to connect her students with more LWC & Polk SWCD activities.
3. Mission Moments
  - Scott: so awesome seeing the floodplain at work at LSNA!

### Executive Committee

1. Recognition and Gratitude for Jay Tappen's and George Grosch's Board Service
  - Jay & Jane are heading out on an epic road trip. Jay will post a link to their blog.
  - George stepping down as Treasurer/Secretary and stepping away from all volunteer commitments. He's been a huge part of this organization; he was on the committee that hired Kristen, took a break to finish his career and has been back for the past few years. His vision of community is embedded in the core of the LWC, and his legacy will be felt for a long time to come.
    - Collect for an appreciation gift.
2. Review Group Agreements
  - Discussion to clarify meaning of "addressing conflict or tension."
    - When not ready in the moment at the meeting, it's ok to follow up, just don't let things fester. Check out things that concern you. Possibly add "in a time or in a way that works for you" to the statement.
    - Britton will look into adding references for tools & potential examples of actions.
3. Call for officer nominations and elect officers for 2024:
  - Bylaws require vacancies be filled by the next regular Board meeting – new officers must be chosen today.
  - 3 required officer roles, but no one person can hold all 3. VP may be vacant. Officers may be authorized signers on the bank account and legal contracts.
    - Karin self-nominates to continue as President.
    - Secretary primarily serves on Executive Committee and reviewing Minutes.
      - Scott self-nominates for Secretary if excused from signer responsibility and allowable by Parks rules; will check in about conflict-of-interest issues. If Parks forbids him, Dave can take over.
    - Treasurer chairs the Finance Committee, signs checks & contracts, and co-authorizes larger checks.
      - Britton self-nominates if she can seek mentoring - will reach out to past Treasurers.

### 2024 Officers Roster ACCEPTED:

**President:** Karin Stutzman

**Treasurer:** Britton Castor

**Secretary:** Scott Youngblood

*Note: per LWC Bylaws, the President and Treasurer become authorized signers during their tenure in order to execute duties.*

### 2024 Board schedule and rotating facilitator schedule for 2024

- Dave confirmed availability to facilitate in February

- Rotation schedule can be amended if new Board members come on.
- General agreement to continue bimonthly meetings, addressing urgent issues via email votes or special meetings.

### **Finance Committee & Treasurer Report (Kristen)**

1. 990 & CT-12 for 2022 are complete.
2. September and October 2023 Financial Reports
  - On track for FY but behind on revenue billing; Kristen will be getting us up to date as possible & asking partners to catch up on billing us too.
3. Preliminary YTD – will be a lot of grants to review and update position. Things will be unfinished Jan 12, but Kristen will make our position & budget continuation clear.
  - Payments to contractors are submitted to OWEB for reimbursement
  - Used to have a large cash position with Meyer Memorial Trust's upfront money, but funding has shifted more to reimbursement.
  - Ideally submit to OWEB quarterly, but not always possible. There's a grant agreement in place, so there's confidence that they will pay.
    - Submission process recently changed to online reimbursement system. Now also requires a brief progress statement since last billing.
4. Finance Committee's Annual Report to the Board was done in October and a good source for new ED review.
5. Spending Resolution – because there is no budget prepared, propose continuing spending at budgeted 2023 levels. No rules regulating this for WCs, so it's best practice but we aren't violating anything.
  - 2023 spending continuation **ACCEPTED**.
6. Kristen hopes to continue to help as needed as a volunteer.

### **Executive Director Update (Kristen)**

1. Overview of submitted restoration project proposals this fall (*see upcoming ED Report for more*)
  - OWEB Restoration: Expanding the Benefit
  - NOAA Fish Passage & Habitat Restoration grants - notice in Summer through Fall 2024, work 2025-27
2. Google Chat Space set up and logistics – please connect with Maya to get set up on this!!
  - Dave & Scott concerned about having another place to remember to look, but will make an attempt.
3. Personnel policy updates on the horizon post-CEA review. A few items that need to be inserted to be compliant.
  - Pretty straightforward - also the law, so not a lot of flexibility; finalized text will be emailed for Board vote.
  - Kristen has other recommendations, including changing covered premiums language to “up to [value set by board]” enabling staff to opt for more expensive plans. No rebates given to staff for using a lesser plan or not taking coverage.
4. Setting up On-call Services Agreements (OCSA)
  - Existing agreements with rates & insurance. Then when we need work done we can just send a work order rather than going through all the steps for each project. In progress with Aubrey on backburner, lawyer has already reviewed, so just need to pull the trigger.
    - Precipitating event: D Franco's workers were fighting fires in NM so unavailable to contract, and it was a lot of work to get another contractor set up.
    - Scott: Parks loves ease of calling in contractors to do last-minute work with biennium leftover funds.
  - Current policy requires contract review by 2 signers, but one signature; still, it's enough change in how we do business to warrant informing the Board.
5. ED update will be finalized and sent 12/15, with a list of upcoming grants staff will be working on post-1/12
  - Community-based team recruitment for Urban Waters on pause to not overwhelm Suzanne. River Network understands & actually has some resources to help small organizations to get through transitions like this.



# Luckiamute Watershed Council Board Meeting

**Around 7:15 pm - Enter Executive Session** to discuss personnel matters and Executive Director transition. Guests and staff depart the Zoom session.

**Around 8:10 pm - Exit Executive Session**

**Board Action** – Approve creation of an ad hoc Hiring Committee. Committee responsible for updating the ED position description, developing the job announcement, and recommending salary range. Board can approve via email. Approved by consensus. Committee members will be Karin Stutzman, Britton Castor, Nick Hazelton, and Scott Youngblood.

*Adjourn, 8:15pm*

## Important upcoming dates:

Day, Date	Time	Event
Friday, December 15	1 – 2:00pm	Ad hoc Hiring Committee (HC) meeting
Thursday, December 28	3 – 4:30pm	Finance Committee (FC) meeting
Thursday, January 4	3 – 4:30pm	Fundraising Committee (FRC)
Tuesday, January 9 (TBD???)	1 – 2 pm	Executive Committee (EC) Meeting* (Dave)
Friday, January 12		Kristen’s last day as ED for LWC 😞
Wednesday, January 17	1 – 2pm	Governance Committee
Thursday, January 25	3 – 4:30pm	Finance Committee (FC) meeting
Thursday, February 1	3 – 4:30pm	Fundraising Committee (FRC) meeting
Tuesday, February 6	1 – 2:15pm	Education ‘n’ Outreach (EnO) Committee
<b>Thursday, February 8</b>	<b>6 – 8 pm</b>	<b>LWC Board Meeting, Zoom (Dave)</b>

*\*EC meetings are flexible and subject to change depending on needs of upcoming Board meeting facilitator*