



Luckiamute Watershed Council Board Meeting Minutes

August 26, 2021
Via web conference

Call to Order:

The meeting was called to order at 5:02 PM by George Grosch.

Introductions:

Board Members: Dave Ehlers, George Grosch, Britton Castor, Karin Stutzman, Jackson Stalley, Scott Youngblood

Staff: Kristen Larson

Guests: Amy Pinkley-Wernz (EnO Committee), Kendra Callahan

Public Comments:

Kendra has just started on contract as Outreach Assistant with the LWC. She is helping Suzanne with the Love Your Watershed Program and volunteer events. She lives in the Soap Creek basin.

Mission Moments:

- Jackson connected with another angler – helped get his tackle box back to him and shared their appreciation for the Luckiamute River.
- Kristen got to spend a great day in the field with Aubrey yesterday doing mid-season checks on the temperature loggers. Visited sites she had never been to on Sheythe and Clayton Creeks – tributaries to Ritner Creek. Dave is going out next week!

Approval of Minutes:

George Grosch, Treasurer

The July 8, 2021 minutes were distributed prior to the meeting (*Attachment A*).

The board approved the July 8, 2021 meeting minutes unanimously.

Committee Announcements:

No committee announcements.

Executive Committee

George Grosch

Board Member Resignation and Recognition

George acknowledged that Wendy Hudson has resigned from the LWC Board because she is moving out of Oregon. The LWC is very grateful for all that Wendy contributed during her time volunteering. She will be missed! Board and staff are working on a gift and e-card for her. Her departure leaves holes on the Board, vacates the President officer position, and chair of the PRC and FRC.

Executive Director Annual Review Process to Start in September

- Per the LWC's personnel policy, staff reviews are completed annually based on date of hire. Kristen's is done in September, with any decisions in change in compensation by the Board usually occurring at the October meeting. Kristen is completing her ninth year at the LWC.
- The EC has reviewed the process and steps will begin in September. Kristen will send out materials to the Board via email – her position description, summary of annual accomplishments, and a link to the review survey online. She will provide a deadline that will allow the EC to review the results at their next meeting. Please complete the survey and please



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provide comments – both things that are positive and areas for improvement. The comments are the most helpful portion of the review process.

- The Finance and Executive Committee will be reviewing compensation scenarios and bringing recommendations to the Board in October with the summary of the review. The Board will have the opportunity to go into Executive Session and discuss the review in private. Contact Kristen or George with any questions.

Nominations and election of new Board President

- Board term positions are three years from when a person joins the Board. Officer terms are one-year based on the calendar year. Wendy's departure vacates the President position for the remainder of her term, through the end of 2021.
- George is willing to fill the President position for the rest of 2021. George does not want to be President and 2022 and hopes others will step up for next year. He's been President in the past; it's time for new leadership.
- Karin nominated George Grosch for President for the remainder of the 2021 term. No other nominations.
- *The Board elected George Grosch as President for the rest of the 2021 term unanimously.*
- Wendy's departure leaves the Board at 6 people. Recruitment is important. Also, it's important to let people know we are interested in members with interest and capacity for future leadership roles (committee chairs, officers). Not immediately, but over time, need people willing to step into those roles. George feels that being an officer adds a commitment to participate in the EC meetings, but not a lot of extra work beyond the work of the regular committees. For now, though, leadership will need to come from the current Board members.

Review and Adopt New Bylaws (Attachments B and C)

- Effective January 1, 2020, Chapter 65 of the Oregon Revised Statutes (ORS), covering corporations and boards, was updated. Over the last 11 months, Kristen, the Governance Committee, and Executive Committee have been reviewing and revising the bylaws to align with the updates. Attachment B is a summary of the changes and rationale for the changes. The revisions are mostly updates and housekeeping items. Kristen had the revisions reviewed by a lawyer. Attachment C is the proposed replacement bylaws.
- Discussion that per LWC's bylaws, the Board strives to operate by consensus. There is more to consensus than passing something unanimously. LWC is seeking training on consensus-based decision making.
- Eventually, George would like to have a bigger discussion around the structure of the organization – shifting to more of a collaborative, consensus-based model and getting away from the hierarchical structure of a classic board / nonprofit structure. This is a much bigger discussion and reimagining of the organization.
- One change in the bylaws is transitioning from use of binary pronouns (he / she) to non-binary (they, their). The Governance Committee will work to incorporate these updates as we review policy documents moving forward.
- Per the LWC bylaws, 2/3 of the Board needs to be present to amend or replace the bylaws. Five of six members present. Threshold is met.
- *The Board approved the replacement bylaws as presented, unanimously.*



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Finance Committee

George Grosch

May 2021 Financial Report (*Attachment D*)

- Kristen started working on grant reimbursements in May, seeing some of this revenue on the report and will see more in June's report.
- Finance Committee will review June and July financials at next meeting; Board will see both of those in September. This gets us back on our regular reporting schedule.

Executive Director Update

Kristen Larson, Executive Director

Monthly Activity Report/ Minutes Highlights (*Attachment E*)

- LWC found out the monitoring grant submitted in April is ranked #1. OWEB Board will approve grant awards at its Oct. 26-27 meeting. Kristen is trying to start the recruitment process for the Monitoring Coordinator soon so that someone can be hired as close to grant award as possible.
- The landlord let Kristen know that a new prospective buyer has made an offer on the office building. The last offer was not accepted by the landlords, but now there is another on the table. Rich said this new buyer is interested in keeping the building as offices.
 - Kristen reminded the Board that if the offer is not accepted, the landlord has invited the LWC to initiate a discussion about the potential for the LWC to buy into the building as partial or outright owner. Essentially, it's up to the LWC to initiate this discussion with our landlord if we want to pursue this.
 - Board discussion. There are pros and cons to this. It would be a big undertaking to raise the money and be a property owner / manager. Seems like a cost-benefit analysis is needed. What do other nonprofits in the area do? Are there other nonprofits that own their buildings / properties? **Kristen will ask around to some other area nonprofits.**
 - Kristen noted that the landlord is a professional grant-writer and nonprofit consultant that has helped nonprofits like the LWC navigate these types of processes and is willing to offer information based on his experience on our side of this process. He did note that to raise this kind of money, it would be important for the LWC to have a mission-related purpose to owning the building – like having a plant nursery, doing native plant demos or workshops, etc. Getting funding just to own the office is not easy to do.
 - Conclusion – diverse opinions, need more data. Door is not closed to this, and the Board is willing to continue the conversation.

Committee Recruitment Check-in

Board had previously decided that focusing on committee recruitment was the current priority (rather than Board recruitment). Kristen sent out a spreadsheet for committees to compile lists of potential candidates for their committee or others and identify both potential advisory and working members. With Wendy leaving, FRC is down to 2 people - only Kristen and Jackson. EnO and Finance feel good for now. Dave, Britton, and George will follow-up with possible contacts for possible FRC / PRC roles.

With Wendy leaving, also leaves gap in Monmouth / Independence representation. Jackson is only Ash Creek resident, in Dallas. Opportunity for connecting with underrepresented folks in our "urban" areas.



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Upper Luckiamute Mainstem Anchor Habitat Enhancement Project Updates

Kristen gave a short overview of the Upper Luckiamute project, accomplishments to date and next steps in the project.

Topics for Future Consideration

- Send any topics of interest to Kristen prior to next meeting.

Meeting Adjourned 6:03pm