

Monday, December 7, 2020; 6:00-7:00 PM
Zoom Video Conference: <https://zoom.us/join>
Phone: 1-669-900-6833
Meeting ID: 823 4726 3586
Passcode: 996343



BOARD OF DIRECTORS MEETING MINUTES

In Attendance

Board Members Present: Faye Yoshihara, Bob Morris, Henry Storch, Graham Trask, Jerry Paul, Eliza Mason

Board Members Absent:

Associate Directors Present: Rana Foster, Sierra Linnan Smith

Associate Directors Absent:

Staff Present: Holly Crosson, Heath Keirstead, Teresa Matteson, Donna Schmitz, Linda Lovett (minutes)

Others Present: Laura Brown, Marcella Henkels, Kerry Hastings (public)

Others Absent: Amy Kaiser/NRCS, Eric Nusbaum/ODA

Call to Order

[Yoshihara] 6:00 pm

Introductions, Public Comments, Announcements, Additions/Changes to Agenda

Laura Brown left Benton SWCD employment on November 30 to start a job with Washington Department of Fish and Wildlife. She attended the meeting to say goodbye, and we all wished her well in her new role.

CONSENT AGENDA

- **Approve draft board meeting Minutes – November 2, 2020;** Discussion: none
- **Approve Financials (10/31/20);** Discussion: none
- **Adopt Budget Resolution FY2020-2021-08. Appropriation Transfer for J2E River to Ridge Diversity Project – OWEB grant #220-3033-17504;** Discussion: none
- **Adopt Budget Resolution FY2020-2021-09. Establishing the date of the FY20 Annual Meeting: January 11, 2021 from 6-7 PM via Zoom;** Discussion: none
- **Adopt Budget Resolution FY2020-2021-10. Add \$250 from private donation to the General Fund for Conservation Education;** Discussion: none
- **Staff telework stipend (\$75) for December 2020;** Discussion: none

Motion to approve Consent Agenda; MOTION/2nd: Bob/Graham; (Unanimous 6/6)

REGULAR AGENDA

Group activity in pairs to share why you joined Benton SWCD and what keeps you inspired to serve

Heath divided the group into two- and three-person teams and gave each team a breakout room for discussion. Teams took notes and posted them to a Google document. Upon reconvening, the whole group shared themes that arose—connecting with conservation-minded people, native plants, creating community connections.

Approve FY20 Audit and Corrective Action Plan

No discussion.

Motion to approve FY20 Audit and Corrective Action Plan; MOTION/2nd: Graham/Henry; (Unanimous 6/6)

OACD Director Eligibility Criteria – results from BSWCD and Oregon SWCD Board surveys

Faye asked if there were concerns or questions about the approach the board is taking on director eligibility. The plan is to appoint Kerry Hastings to the Zone 5 position and Marcella Henkels and Nate Johnson as Associate Directors in January. All agreed with this approach. Holly noted that all of ORS 568, which governs Soil and Water Conservation Districts, is under review by the Soil and Water Conservation Commission, not just director eligibility. Further details are in the email she sent to directors.

All documents referenced in these minutes are a part of the official record and can be distributed upon request.

Approve expenditure of up to \$650 for legal review of fundraising/Capital Campaign questions for The Confluence

Faye led discussion of how directors are feeling about The Confluence organization and building. Several issues have come up that require the board to take a position and she would like to take a vote in January. Directors shared the following:

Pros:

- Being a core partner in The Confluence has/will have many intangible benefits, as outlined in the Nonprofit Centers' Shared Space Sector report.
- Important to be able to collaborate with other conservation non-profits, especially considering DEIJ issues.
- Important conceptually to be part of a bigger collaborative for a broader reach.
- Looks like it will be a beautiful space.

Cons:

- We do not know bottom line costs and probably won't for quite some time.
- Building will not be open until 2022; we may get closer to that date and not be able to afford it.
- We are still waiting on answers to other questions that have been brought up. There is not enough info to ensure that it is going to work out from a business standpoint.
- As a government entity—not a 501c3—we have many more restrictions than other members. It sometimes seems like we are not part of the group and/or that we might be slowing down the process for partners.
 - Question about sharing costs for common areas: need legal opinion.
 - Fund-raising: As a municipal corporation there are legal questions about fundraising for another corporation; will discuss with legal counsel.
 - Partisan issues: District should present as non-partisan.
- Hard to work with others who don't want to hire experts due to cost (e.g., interior design firm). Volunteers do not have the expertise or the bandwidth to do this work.

If we remain in The Confluence organization, it will mean allocating much more time in the years ahead. As a core partner there are greater financial risks, and we may run into issues related to being a local government trying to align administratively with non-profits. We have the option of being a tenant in the building instead of remaining in The Confluence organization, but would we maintain the important intangible benefits?

Next steps: The next Confluence Steering Committee meeting is December 16th at 3:00pm. We will get on the agenda to have some of these questions and concerns addressed. Jerry, Holly, Heath, Bob, Faye and anyone else who wants to participate will try to meet before then to determine a common position. Holly noted that if we want to ask additional questions of legal counsel, we may need more than \$650. Faye proposed raising the expenditure to \$1500.

Motion: Approve expenditure of up to \$1500 for legal review of fundraising/Capital Campaign questions for The Confluence

MOTION/2nd: Eliza/Grahm; (Unanimous 6/6)

The Confluence Building Update

Covered in previous agenda item.

The Confluence DEI Update

In the interest of time, Heath deferred to her staff report in packet.

Meeting Adjourned

[Yoshihara] 7:14 pm