

Monday, January 11, 2021; 7:00-8:00 PM
Zoom Video Conference: <https://zoom.us/join>
Phone: 1-669-900-6833
Meeting ID: 835 8265 4887
Passcode: 723661



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: Sierra Linnan Smith, Rana Foster

Associate Directors Absent:

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

Others Present: Marcella Henkels, Kerry Hastings, Nate Johnson (public), Amy Kaiser/NRCS

Others Absent: Eric Nusbaum/ODA

Call to Order

[Yoshihara] 7:07 pm

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

None

Oath of Office: Faye Yoshihara

Graham Trask administered Oath of Office to Faye. Prior to the meeting, Linda emailed Faye the Oath of Office form to sign and return.

Oath of Office: Eliza Mason, Bob Morris, Jerry Paul, Henry Storch

Faye Yoshihara administered the Oath of Office to Eliza, Bob, Jerry, and Henry. Prior to the meeting, Linda mailed all of them the Oath of Office form to sign and return.

Appoint Kerry Hastings Zone 5 Director

MOTION/2nd: Trask/Morris (Unanimous 6/6)

Faye Yoshihara administered the Oath of Office to Kerry. Prior to the meeting, Linda mailed Kerry the Oath of Office form to sign and return.

Appoint Marcella Henkels and Nate Johnson as Associate Directors

MOTION/2nd: Paul/Mason (Unanimous 6/6)

Nate introduced himself since he was unable to attend the December meeting. He and his wife manage Sunbow Produce. He has worked with Teresa on soil sampling and nutrient management and with Jerry on mason bees.

CONSENT AGENDA

- **Approve draft board meeting Minutes – December, 2020;** Discussion: Faye noted a correction to change Rana to present; she attended by phone.
- **Approve Financials (11/30/20);** Discussion: none
- **Adopt updated Employee Handbook (from November board decision);** Discussion: none
- **Adopt Budget Resolution FY2020-2021-11. Add Coronavirus Relief Fund (CRF) reimbursement funds (\$2,953.02; DAS grant #1435) to General Fund;** Discussion: none
- **Adopt Budget Resolution FY2020-2021-12. Add \$70,164 to the Project Fund for MMT grant #20100515 Mainstem Willamette River restoration opportunities & strategies;** Discussion: none
- **Adopt Budget Resolution FY2020-2021-13. Appropriation Transfer for Grant #218-8390-17212 WFIP Effectiveness Monitoring;** Discussion: none
- **Staff telework stipend (\$75) for January 2021;** Discussion: none
- **Adopt COVID Exposure Risk Assessment; Infection Control Plan; Exposure Notification Policy; Decision Matrix;** Discussion: none

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

MOTION to approve Consent Agenda with correction to minutes/2nd: Morris/Storch (Unanimous 6/6)

REGULAR AGENDA

Shall the District remain a core Partner in The Confluence? (If vote is no, go to next questions)

Faye opened the floor to comments and questions based on information previously sent out. Seeking a robust discussion, including input from staff. Key issues discussed included:

- **Building permitting, progress, and capital and operational costs.** Jerry did not have new information but thought some of these might be discussed at the next Confluence Steering Committee meeting on January 21st. Cost estimates are likely to take another 4-6 months. Holly said the only answers the District has received have been from our attorney and from other shared space initiatives about the limits to our role as a local government entity.
- **Timing of vote.** Faye noted that we are at a strategic juncture because of legal aspects—our attorney said we cannot join a 501c3 or fundraise for other organizations, plus our lease is up in June. This separates the decision from exploring other types of partnership. Jerry added that it would be unfair to the other Confluence members to delay our decision. Holly said we will not have more information that will help the board decide for at least three months. We may end up paying for things we will not be able to use later.
- **Staff input.** Board members were interested in staff opinions, especially considering how long some have worked with The Confluence. Heath read an earlier email response: “As long as we can continue our strong and growing partnership with the group, it doesn't matter to me about how we are attached.” Linda shared her successful experience with MOUs and other collaborative agreements as a representative of the City of Corvallis on the Corvallis Sustainability Coalition Steering Committee.
- **Alternatives to Core Partnership.** Holly said the District remains committed to The Confluence, but we know more now about how our status as a municipal corporation challenges our ability to participate as a core member. We still want to be highly involved and work in the building but need to limit risk to the District. Our partnership is strong with The Confluence group, so we think the other organizations will work with us. We might need to formalize it in a written agreement. Jerry said we can write what we want into an MOU. The value of partnership is that you can have different levels of engagement.

MOTION/2nd: Morris/Mason (Roll call vote: Yes – none; No – Bob, Eliza, Henry, Jerry, Graham, Kerry, Faye)

Shall the District explore tenant options with The Confluence partnership to maintain affordable physical office space in the building (might be lower square footage)?

Holly wants the District to have office space in the building, but because we don't know how much it will cost, we don't know how much space that will be. Faye said there are a range of options—could be one or two offices that staff share to offices for everyone. She would like the District to be visible to people when they walk into the building. Kerry suggested renting space close by, within walking distance.

MOTION/2nd: Morris/Mason (Roll call vote: Yes –Bob, Eliza, Henry, Jerry, Graham, Kerry, Faye; No –none)

Shall the District engage with The Confluence using alternative agreement options (Contracts/MOUs/MOAs)?

Henry asked if we could reword the question to include memberships. He wants to communicate to The Confluence that we still want a high level of engagement. Holly explained that The Confluence non-profit has not officially formed yet. The 501c3 application has not been submitted. Also, the Confluence Steering Committee has not yet decided whether a formal “membership” in the Confluence organization is something they will establish. An MOU may be a way to do membership. Kerry suggested adding “such as contracts, MOUs, MOAs, or other mechanisms that may become available.” The question was revised to: **Shall the District engage with The Confluence using alternative agreements such as contracts, MOUs, MOAs, or other mechanisms that may become available?**

MOTION/2nd: Storch/Hastings (Roll call vote: Yes – Henry, Kerry, Jerry, Graham, Bob, Eliza, Faye; No –none)

Meeting Adjourned
[Yoshihara] 8:16 pm