



Washington Association of Conservation Districts

**Board of Directors Meeting**  
Miller Room, Suncadia Lodge  
Cle Elum, Washington  
November 26, 2012

### **MOTIONS**

- Motion: Dean Longrie moved that the 9/10/12 draft Board of Directors meeting minutes be approved. Larry Davis seconded. The motion carried.
- Motion: Dean Longrie moved that the October financial report be approved. John McLean seconded. The motion carried.  
Motion: Chris Herron moved to approve the bylaws changes as contained in the Bylaws Committee Report and submit to the full membership at the Wednesday Business Meeting. Larry Davis seconded. The motion carried.
- Motion: Chris Herron moved that the Board approve recommending the 20% dues increase option to the membership. Bill Knutsen seconded. The motion carried.
- Motion: Alan Stromberger moved to approve the conflict of interest policy and the certification form. Dean Longrie seconded. The motion carried.
- Motion: Dean Longrie moved to accept these dates as the official meeting dates in 2013. Kathy Whalen seconded. Eddie Johnson moved to amend the September meeting date to September 16, 2013 instead. Jerry Hendrickson seconded. The amendment was approved. The motion, as amended, carried.  
Meeting dates in 2013 are:
  - March 27, 2013 – Olympia
  - June 17, 2013 – Leavenworth (WADE Conference)
  - September 16, 2013 – Ellensburg
  - December 2, 2013 – Cle Elum (WACD Annual Meeting)

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#### Board of Directors Present

David Guenther, President  
Alan Stromberger, Vice President  
Chris Herron, Past President  
Albert Roberts, Secretary-Treasurer  
Wade Troutman, National Director  
Larry Davis, NW Area Director  
Bill Knutsen, NW Area Director

John Preston, NC Area Director  
Mark Moore, SC Area Director  
Michael Crowder, SC Area Director  
Mary Sullivan, NE Area Director  
Eddie Johnson, NE Area Director  
Jerry Hendrickson, SE Area Director  
Larry Cochran, SE Area Director

David Hall, SW Area Director  
Dean Longrie, SW Area Director

Kathy Whalen, WADE President

Others in Attendance for All or Part of the Meeting

Fred Colvin, Chair, Washington State Conservation Commission  
Mark Clark, Executive Director, Washington State Conservation Commission  
Roylene Rides-at-the-Door, State Conservationist, NRCS  
John Baugher, Supervisor, Clark CD  
George Boggs, Executive Director, Whatcom CD  
Lee Hemmer, Supervisor, Foster Creek CD  
Joe Holtrop, District Manager, Clallam CD  
Wendy Pare, Supervisors, Skagit CD  
Jim Jesernig, WACD Lobbyist  
Brad Jesernig, Lobbyist

Staff Present

Dave Vogel, Executive Director  
Deb Gregory, Administrative Coordinator  
Jim Brown, Manager, PMC

President David Guenther called the meeting to order at 12:05 p.m. with introductions of Board members.

WACD Business

- 9/10/12 DRAFT meeting minutes – **Motion:** Dean Longrie moved that the 9/10/12 draft Board of Directors meeting minutes be approved. Larry Davis seconded. The motion carried.
- October 2012 financial report – **Motion:** Dean Longrie moved that the October financial report be approved. John McLean seconded. Larry Davis restated an earlier position that he is not in favor of a deficit budget, but recognizes that steps are being taken to remedy the situation. Larry Davis will continue to ask questions and believes it is in the Association's best interest to move toward a balanced budget. The motion carried.
- Nominating Committee Report – Chris Herron, Nominating Committee Chair announced that the committee had succeeded in its goal of filling a full slate of officers for 2013 and will present the slate to the full membership at Wednesday's Business Meeting. David Guenther thanked Chris for his report and noted that nominations could still be taken for the officer positions if any qualified member were interested in being considered and to contact Chris prior to the Business Meeting.
- Bylaws Committee Report – Albert noted that many hours had been spent by a lot of people to come up with the proposed changes being presented. The Board was asked to approve taking those bylaws changes with no further amendments to the membership so that the full body can take an up or down vote on those changes separate from any dues change recommendations. Albert explained the

reason for doing the separate actions was so that there can be a separate discussion on the dues apart from the bylaws changes. Then, in the event the membership approves a dues increase, the new formula can simply be inserted into the newly approved bylaws. **Motion:** Chris Herron moved to approve the bylaws changes as contained in the Bylaws Committee Report and submit to the full membership at the Wednesday Business Meeting. Larry Davis seconded.

- Discussion on PMC Administrative Board changes – David Guenther received input from Lynn Brown of the PMC with his concern with the clauses addressing personnel management. Lynn does not believe it is appropriate that the Executive Director be the Supervisor of Record. Discussion followed on a recent hiring decision at the PMC where the Executive Director was not aware of a hiring decision until late in the process. The PMC Manager had followed the protocols based on the existing bylaws.
  - Dean Longrie believes the Executive Director should serve as the single point of contact.
  - Bill Knutsen believes the PMC Manager should remain vested with hiring decisions and should not have to come back to the Executive Director for day-to-day decision making.
  - Chris Herron agreed with Dean’s comments about the Executive Director being the single point of control for the Association’s personnel management.
  - Larry Cochran does not like the combined financial statements. He believes the way the statements are currently structured makes it too difficult to determine profit and loss. Eddie Johnson agreed and wants to be able to quickly view how the business is doing and what its profits and losses are and doesn’t see that kind of information in the way the budget is currently displayed.
  - Larry Davis believes there needs to be a stronger link between the PMC and the Executive Director but does not see how these proposed changes will negatively impact the day-to-day operation of the PMC.
  - There was a question on what checks and balances would be in place to ensure that WACD does not draw down all of the PMC’s reserve accounts. David Guenther responded that the Board of Directors has the ultimate authority to determine how much money is distributed and what, if any, draw down should occur.

The motion to approve the bylaws changes as contained in the Bylaws Committee Report and submit to the full membership at the Wednesday Business Meeting carried.

- Dues options – At the Board’s request, David Vogel prepared a number of dues increase options and presented a recommendation from the Executive Committee that the Board consider approving a recommendation to the membership for a 20% dues increase. **Motion:** Chris Herron moved that the

Board approve recommending the 20% dues increase option to the membership. Bill Knutsen seconded.

Wade Troutman discussed how WACD has ramped up over the years by adding an Executive Director, a lobbyist and an Administrative Coordinator to the staff. The dues increase won't entirely close the budget deficit, but it does get the Board closer in doing so. Jerry Hendrickson wants to be certain WACD is tight on its budget and using its resources wisely.

The motion carried.

- Assignment of 2012 area meeting resolutions to committees – Each committee has been assigned a set of resolutions that will be considered. Motions to do-pass or to make changes to resolutions are to be made by committee members. When it comes time to vote, all of the eligible supervisors in attendance will be able to vote. Wade Troutman indicated he would attend the Natural Resource Policy Committee meeting to hear discussions relative to the NACD-related resolutions.

Resolution No. 12-05 - PMC Cost Equity. This resolution relates to how the PMC should set its cost structure. Instead of a resolution, it was determined there may be another way to respond to the issue by working directly with the districts experiencing a hardship. David Guenther asked Jim Brown to attend the District Operations Committee where the resolution was scheduled for discussion, and help the committee consider an alternative approach. There was some concern expressed about management of the PMC "by resolution", when we have an administrative group designated to do that.

- 2012 WACD Policies Adopted to Date – Board members were provided with a table showing a list of all of the policy statements that have been adopted in calendar year 2012.
- 2012-008, Resolutions Policy – Dave Vogel encouraged all Board members who would be voting to review the policy prior to the committee meetings. Larry Davis suggested that provision L become a new Item 5 under B.  
Jim Jesernig suggested taking a series of resolutions and placing them into position statements that the Board supports. For those reviewing the position statements in future years, it would be readily apparent on what is important to WACD as an Association. Larry Davis volunteered to assist Dave Vogel with putting a position statements document together.
- 2012-xxx, Conflict of Interest policy – In response to WACD's annual completion of IRS Form 990, Dave Vogel developed a draft policy on conflict of interest along with a corresponding certification form for each Board member to sign on an annual basis. **Motion:** Alan Stromberger moved to approve the conflict of interest policy and the certification form. Dean Longrie seconded. The motion carried.

- Legislative strategy briefing – Jim Jesernig, WACD Lobbyist, provided an overview of what members can expect to see during the 2013 legislative session. WACD’s Legislative Days are scheduled for March 28, 2013 at the Phoenix Inn and Suites in Olympia. Important to get as many members there to meet with legislators as possible to focus on the budget. It will be essential for members to work with their legislators and demonstrate the benefits and importance of voluntary stewardship.
- 2013 Board of Directors meeting dates. The Board discussed meeting dates in 2013 as follows:
  - March 27, 2013 – Phoenix Inn & Suites, Olympia, WA
  - June 17, 2013 – Leavenworth (in conjunction with WADE)
  - September 9, 2013 – Ellensburg at the Hal Holmes Center
  - December 2, 2013 – Suncadia Lodge (as part of annual meeting)

**Motion:** Dean Longrie moved to accept these dates as the official meeting dates in 2013. Kathy Whalen seconded. Eddie Johnson moved to amend the September meeting date to September 16, 2013 instead. Jerry Hendrickson seconded. The amendment was approved. The motion, as amended, carried. Meeting dates in 2013 are:

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### Area Director Reports

Bill Knutsen, NW Area:

- Bill and members of the Puget Sound District Caucus met with Tony Wright, new Executive Director of the Puget Sound Partnership. Bill felt the meeting went very well.
- King CD wrapped up its funding effort with King County. King CD and King County have agreed to let the Conservation Commission and WACD participate in dealing with the legislature on any future conservation district election initiative for King CD.

Larry Davis, NW Area:

- Larry provided his report in writing.
- Larry has completed all of his visits to the CD’s in the Northwest Area and is beginning his second round starting with Whidbey Island.

David Hall, SW Area:

- David and Dean Longrie, SW Area Directors, have split the area so each is managing half. They have been successful in attending a number of District Board meetings along with Dave Vogel. One district in particular has not paid its dues and work continues in that regard.

Dean Longrie, SW Area:

- Clark CD still continues to work actively to get an assessment. A request has been to get the Conservation Commission involved in this at the local level with Clark.
- Several districts in the SW Area have been having difficulty with the Corps of Engineers on permitting of conservation projects, and have encountered agency delays associated with cultural resource reviews.

Larry Cochran, SE Area:

- Whitman County districts are working on an inter-local agreement for staff support. Area chairs will be sitting down to work on how to become more efficient as they watch their budgets continue to decline.

Jerry Hendrickson, SE Area:

- Jerry provided information to area districts on the proposed dues increase. He received several responses back.

Mark Moore, SC Area:

- The SC area meeting went well.
- Mark will be coordinating with Michael Crowder, new SC Area Director.

Mary Sullivan, NE Area:

- Mary announced at the NE Area meeting that she is willing to give up her seat as one of the NE Area Directors. No one has stepped forward yet. Mary asked if anyone is interested, to please let her know. She will continue to serve the remainder of her term until a replacement can be named.

Eddie Johnson, NE Area:

- Lincoln CD's bookkeeping system is being reviewed.

John Preston, NC Area

- Grant County CD has had only 1 meeting since the consolidation. It has been difficult to synchronize schedules.
- There is a new Board Chairman – Boe Clausen.

### Partnership Reports

#### Mark Clark, Washington State Conservation Commission:

- Debbie Becker will participate in a panel session later in the conference on how the Commission's budget was put together for the 2013 session. The information will be useful as members meet with their legislators.
- The 3 Directors will provide the legislature with the status of their talks at a meeting on 11/29/2012 in Olympia.

- The Commission's annual reports will be made available during the Wednesday Business meeting.
- The Commission has a job posting for a project position for a Communications Specialist. From applications to date, there will be some good candidates from which to select.

Roylene Rides at the Door, State Conservationist, NRCS:

- Roylene provided a written copy of her partnership report.

Kathy Whalen, WADE President:

Kathy provided a written copy of her partnership report.

There being no further business to discuss, the meeting adjourned at 3:00 p.m.

Respectfully Submitted,

Deb Gregory  
Administrative Coordinator  
Washington Association of Conservation Districts