

Washington Association of Conservation Districts
Remote Connection through Zoom
November 15, 2021
Board of Directors November Meeting Minutes

Members Remotely Present

Jeanette Dorner, President (Pierce CD)
Mike Mumford, Vice President (Pend Oreille CD)
Doug Rushton, National Director (Thurston CD)
Mark Craven, Past President (Snohomish CD)
Chris Porter, Northwest Area Director (King CD)
Alan Chapman, Northwest Area Director (Whatcom CD)
Marshall Stowe, Southwest Area Director (Wahkiakum CD)
Lisa Zaborac, Southwest Area Director (Grays Harbor CD)
John McLean, North Central Area Director (Foster Creek CD)
John Preston, North Central Area Director (Grant County CD)
Cindy Reed, South Central Area Director (North Yakima CD)
Barbara Bailey, South Central Area Director (Underwood CD)
Jeff Schibel, Northeast Area Director (Lincoln County CD)
Mary Collins, Southeast Area Director (Palouse CD)
Bill Blake, WADE President (Skagit CD)

Others Remotely Present

Tom Salzer, WACD Executive Director
Ryan Baye, WACD Legislative & Membership Lead
Jim Brown, WACD PMC Nursery Manager
Tova Tillinghast, Underwood CD District Manager
Mike Tobin, North Yakima CD District Manager
Kirk Robinson, WSCC Interim Executive Director
Roylene Comes at Night, NRCS State Conservationist

Summary of Board Actions

- **Motion:** Marshall Stowe moved to adopt the presented agenda with the following amendments. Second by Chris Porter. Motion carried.
 - 6:40 – Insert “Approve Board Meeting Minutes for Sept 20th and Oct 18th”.
 - 7:05 – Insert “Resolution honoring former Area Directors John Keatley and Dean Longrie”.
 - 7:30 – Substitute “Action/Info” in the “Reviewing 2022 Lobbyist Contract” agenda item.

- **Motion:** Bill Blake moved to adopt the September and October minutes with three spelling errors corrected. Second by John Preston. Motion carried.

- **Motion:** Doug Rushton moved to authorize \$10,000 increase to WACD expenses related to minimum wage increase. Second by Barbara Bailey. Motion carried.
- **Motion:** Jeff Schibel moved to adopt the resolutions honoring John Keatley and Dean Longrie. Second by John Preston. Motion carried.
- **Motion:** Doug Rushton moved to adopt a salary increase to 60K for Ryan Baye and title change to Director of Legislative and Membership Services, and 100K for Jim Brown with title changes to Director of Nursery Operations. Second by Barbara Bailey. Motion carried.
- **Motion:** Mark Craven moved to adopt 2022 Lobbying Services Contract with Ceiba Consulting. Second by Bill Blake. Motion carried with one abstention.
- **Motion:** Mark Craven moved to adopt the 2022 board meeting schedule as presented, with a corrected November meeting date. Second by Marshall Stowe. Motion carried.
- **Motion:** Alan Chapman moved the Board recommend the Association adopt the recommendations of the elections committee as a resolution. Second by Cindy Reed. Motion carried.
- **Motion:** Chris Porter moved the board adopt the DEI committee's recommendations. Motion carried.
- **Motion:** Alan Chapman moved the Board recommend the Association adopt the Rock Lake bylaws proposal. Second by Mary Collins. Motion carried.
- **Motion:** Alan Chapman moved the Board recommend the Association adopt new bylaw language on WACD membership for non-dues paying district. Motion carried with one abstention.
- **Motion:** Alan Chapman moved the Board recommend the Association adopt the virtual participation at Annual Business Meeting bylaw amendment. Second by Bill Blake. Motion carried.
- **Motion:** Mark Craven moved the Board recommend the Association adopt new terms of service for the President and Vice President. Second by John McLean. Motion carried.
- **Motion:** Doug Rushton moved the Board recommend the Association adopt the creation of the Sustainable Funding Committee Bylaw proposal. Second by Marshall Stowe. Motion carried.

Jeanette Dorner called the meeting to order at 6:08. A quorum of the board was established.

Area Highlight

Tova Tillinghast (Underwood CD) and Mike Tobin (North Yakima CD) shared with the board programs and updates from their respective districts’.

Confirming Agenda

Marshall Stowe moved to adopt the presented agenda with the following amendments. Second by Chris Porter. Motion carried.

- 6:40 – Insert “Approve Board Meeting Minutes for Sept 20th and Oct 18th”.
- 7:05 – Insert “Resolution honoring former Area Directors John Keatley and Dean Longrie”.
- 7:30 – Substitute “Action/Info” in the “Reviewing 2022 Lobbyist Contract” agenda item.

Adopting Minutes

Bill Blake moved to adopt the September and October minutes with three spelling errors corrected. Second by John Preston. Motion carried.

Treasurer’s Report

Tom Salzer presented the treasurer’s report on behalf of Dave Fenn. He discussed PMC sales numbers, current assets, and provided an update on a new accountant.

PMC Managers Report

Jim Brown talked about increased activity at the PMC, sharing his suspected reasons why there was such a big uptick in sales. On other topics, he mentioned increased popularity in paying with credit cards, overages in seasonal wages versus the budgeted amounts, the start of harvest planning, and sourcing and storing seed.

He also shared that the increase to the minimum wage in September was higher than budgeted and asked for an increase in funds. Doug Rushton moved to authorize \$10,000 increase to WACD expenses related to minimum wage increase. Second by Barbara Bailey. Motion carried.

Resolutions

Jeff Schibel moved to adopt the resolutions honoring John Keatley and Dean Longrie. Second by John Preston. Motion carried.

Board and Member Issues

Ryan Baye provided information to the board on a vacancy in the Southeast Area Director position, the eligibility of Jon Birnbaum to be removed from the Board for lack of attendance, the potential removal of Cindy Reed from the Board if her district didn’t pay their dues, and shared the list of declared candidates for the WACD officer positions.

Proposed Title Change

Tom Salzer submitted a proposal to the board with title and salary changes for Jim Brown and Ryan Baye, to better reflect their importance to the operations of WACD. Motion: Doug Rushton moved to adopt a salary increase to 60K for Ryan Baye and title change to Director of Legislative and Membership Services, and 100K for Jim Brown with title changes to Director of Nursery Operations. Second by Barbara Bailey. Motion carried.

Reviewing Lobbyist Contract

Ryan Baye presented a copy of the contract negotiated with Ceiba Consulting for lobbying services in 2021. He spoke of her recent accomplishments as WACD's current lobbyist and expressed his support for her continued employment. Motion by Mark Craven to adopt. Second by Bill Blake. Ryan Baye answered questions about the services outlined in the contract and on any change to the contract amount. Motion carried with one abstention.

2022 Board Meeting

Ryan presented the proposed meeting schedule, based on last year's with some initial comments incorporated. He answered questions about reasons for changing the November and December meeting dates. There were board discussions on potential conflicts and the likelihood of in-person meetings in 2021. Mark Craven moved to adopt the 2022 board meeting dates as presented, with the correction of the November meeting date. Second by Marshall Stowe. Motion carried.

Special Committee Recommendations

Ryan Baye formally presented the recommendations of the Joint Committee on Elections and the DEI committee to the Board. He answered questions about the Board's jurisdiction and potential scenarios for these recommendations being presented to the membership at the Annual Business Meeting.

Mark Craven moved to adopt the recommendations of the Elections Committee. Second by Mike Mumford. Discussion on whether the Association as a whole should be the ones voting on the recommendations. Lisa Zaborac called the question to end debate, without objection. A voice vote was inconclusive. A roll call vote showed the motion had failed. Alan Chapman moved to have the board strongly recommend to the Association the adoption of the elections committee recommendations as a resolution. Second by Cindy Reed. Motion carried.

Chris Porter moved the board adopts the DEI committee's recommendations. Second by Doug Rushton. There was discussion on merits of the Board adopting the recommendations versus the Association, the impact of the recommendations on WACD's capacity, and the need for additional district capacity for outreach. A voice vote was inconclusive. A roll call vote showed the motion was adopted with three abstentions.

Bylaw Recommendations

Ryan Baye presented the four potential bylaw amendments previously discussed at the September meeting, and the two bylaw resolutions. He answered questions about the process for WACD amendments and how six resolutions on a topic could be rolled into one proposed amendment.

Alan Chapman moved the Board recommend the Association adopt the Rock Lake bylaws proposal. Second by Mary Collins. Motion carried. Alan Chapman moved the Board recommend the Association adopt new bylaw language on WACD membership for non-dues paying district. Second by Barbara Bailey. Motion carried with one abstention. Alan Chapman moved the Board recommend the Association adopt the virtual participation at Annual Business Meeting bylaw amendment. Second by Bill Blake. Motion carried. Mark Craven moved the Board recommend the Association adopt new terms of service for the President and Vice President. Second by John McLean. Motion carried.

Doug Rushton moved the Board recommend the Association adopt the creation of the Sustainable Funding Committee Bylaw proposal. Second by Marshall Stowe. Motion carried. Cindy Reed moved the Board recommend to the Association the South-Central area's bylaw resolution. Second by Marshall Stowe. Motion failed.

Meeting adjourned at 9:22 PM.