

**Washington Association of Conservation Districts**  
Greater Tacoma Convention Center - Tacoma  
December 2, 2019  
Summary of Board Actions

- **Motion:** Dean Longrie moved to adopt the agenda as presented. Second by Doug Rushton. Motion carried.
- **Motion:** Javier Lopez moved to adopt the minutes from the September 17<sup>th</sup> meeting. Second by Amy McKay. Larry Davis had three corrections to the minutes as presented that were technical and would pass them along to Ryan Baye to include in the minutes as adopted. Motion carried.
- **Motion:** Amy McKay moved to adopt a new policy on WACD's audit schedule as recommended by the Finance Committee. Second by Cindy Reed. Motion carried.  
WACD shall have an audit performed every three years, with a financial review the intervening two years. Each will include an inventory count and be conducted by a third party, certified public accountant.
- **Motion:** Amy McKay moved to recommend three options for a new WACD dues structure to present to the membership at the Association Business Meeting. Second by Mark Craven.
  1. Equal Dues for all member-districts
  2. Underwood Model (dues to be prorated on a per-FTE basis)
  3. Compromise Model (\$3,000 per district + \$120 per FTE)Cindy Reed moved to amend the motion by substituting a second compromise model (\$2,000 per district + \$262 per FTE). Second by Javier Lopez. Mark Craven moved the previous question and received a second, the motion was adopted. Amendment was adopted. Main motion was adopted.
- **Motion:** Mark Craven moved to recommend the changes as recommended by the Bylaws Committee to the bylaws pertaining to the election of WACD officers to present to the membership at the Association Business Meeting. Second by Amy McKay. Renee Hadley moved to amend the proposed changes to limit each elected officer to a two-term limit. Second by Cindy Reed.

Mark Craven move to amend the proposed election cycle in the following manner, with a second by Barbara Bailey:

- Three-year terms for the President starting with the 2019 election.
- Three-year terms for the Vice President starting with the 2019 election.
- A one year-term for the Secretary position in the 2019 election, with three-year terms year beginning with the 2020 election.
- A two-year term for the Treasurer in the 2019 election, with three-year terms year beginning with the 2021 election.
- Three-year terms for the National Director starting with the 2019 election.

Javier Lopez moved the previous question, received a second, and the motion was adopted. Mark Craven's motion to amend was adopted. Renee Hadley's motion to amend was adopted with one abstention. Main motion was amended was adopted with one abstention.

- **Motion:** Amy McKay moved to adopt the 2020 contract with Martin Flynn Public Affairs as presented. Second by Mark Craven. Motion carried.
  
- **Motion:** Jason Schlee moved to adopt the following meetings for a 2020 Board meeting schedule, second by Amy McKay:
  - January 22<sup>nd</sup> in Olympia
  - March 16 by Conference Call
  - April 21<sup>st</sup> in Ellensburg
  - June 23<sup>rd</sup> in Bow
  - September 15<sup>th</sup> in Ellensburg
  - November 30<sup>th</sup> in Tacoma

Motion carried.

**Washington Association of Conservation Districts**  
Board of Directors Meeting Minutes  
Greater Tacoma Convention Center - Tacoma  
December 2, 2019

Members Present (or present by telephone)

Jeanette Dorner, President (Pierce CD)  
Javier Lopez, Vice President (South Yakima CD)  
Larry Davis, Secretary (Whatcom CD)  
Wendy Knopp, Treasurer (Spokane CD)  
Doug Rushton, National Director (Thurston CD)  
Alan Chapman, Northwest Area Director (Whatcom CD)  
Dean Longrie, Southwest Area Director (Clark CD)  
John Keatley, Southwest Area Director (Cowlitz CD)  
John Preston, North Central Area Director (Grant County CD)  
John McLean, North Central Area Director (Foster Creek 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)  
Mike Mumford, Northeast Area Director (Pend Oreille CD)  
Amy McKay, Southeast Area Director (Whitman CD)  
Jason Schlee, Southeast Area Director (Asotin County CD)  
Renee Hadley, WADE President (Walla Walla County CD)

Others Present

Ryan Baye, WACD Interim Executive Operations Director  
Jim Brown, WACD Nursery Manager  
Carol Smith, WSCC Executive Director  
Roylene Comes at Night, NRCS State Conservationist  
Tom Salzer, WACD Incoming Executive Director  
Astor Boozer, NRCS Western Regional Conservationist  
Jim Baye, Lincoln County CD Supervisor

Jeanette Dorner called the meeting to order at 9:33 AM. Ryan Baye called the roll of Board members and guests present.

**Dean Longrie moved to adopt the agenda as presented. Second by Doug Rushton. Motion carried.**

Ryan Baye ensured the guests and board members present had the necessary documents for the meeting and answered questions regarding the conference. Jeanette Dorner shared an update on WACD's former Executive Director.

### Adopting the Previous Meeting's Minutes

**Javier Lopez moved to adopt the September 17<sup>th</sup> board meeting minutes. Second by Amy McKay.** Larry Davis had three corrections to the minutes that were technical, would pass them along to staff to include in the minutes as adopted.

Renee Hadley asked about the follow-up to a comment at the previous meeting regarding the Department of Fish and Wildlife's cancelation of public forums on wolves in Washington. Mike Mumford shared he presented at the State Conservation Commission meeting and was a part of several conversations with the Department, but there was no change in their decision. **Motion carried.**

### Treasurer's Report

Javier Lopez stood in for Treasurer Wendy Knopp, who was available by phone and gave a top-level report to the Board on the monthly financial report. He answered questions from the board members and Ryan Baye shared an update that 44 member-districts paid their 2019 dues.

Jim Brown shared highlighting the schedule for harvest at the PMC; the increased amount of pre-harvest sales; and the year-to-date income of the Association's Edward Jones Investments. He answered questions about the 2020 increase in the state's minimum wage and resulting price increase in the PMC's stock.

Wendy Knopp informed the board that the final audit report from Larson Gross was included in their packet, with no change from what was presented in September. Wendy Knopp also relayed the recommendation of the Finance Committee regarding a new policy for audits based on Larson Gross' suggestion. **Amy McKay moved to adopt a new policy on WACD's audit schedule as recommended by the Finance Committee. Second by Cindy Reed.** Wendy answered questions about the current policy, the cost breakdown under the new policy, and the need for a yearly financial review.

### **The following motion was unanimously adopted:**

WACD shall have an audit performed every three years, with a financial review the intervening two years. Each will include an inventory count and be conducted by a third party, certified public accountant.

### Nursery Manager Report

Jim Brown announced Jessica Oman was hired in October as the new Sales Manager and a new crew leader in Hermenia Sanchez in November. Both were working out well so far. He answered questions about the new hire, the future of the available labor work force, and reducing Jim's workload. He also explained in detail the necessary weather conditions for a successful harvest.

### PMC Draft Business Plan

Jim Brown did a recap of the draft business plan included in the conference packet sent to board members. He was asked about the life expectancy of certain equipment, his availability with working on the next steps of the plan, and the business margin at the PMC.

Jeanette Dorner and Renee Hadley thanked Jim for his work on this. Jeanette believed additional work with the PMC and Finance committees would be necessary but recognized Jim's need to focus on the harvest and planning at the PMC until next summer. Doug Rushton wanted to ensure this was included in the expected WACD strategic plan.

#### Proposed Bylaw Changes

Ryan Baye conducted a background on the timeline of the proposed bylaws changes to WACD officer terms of service and association dues. He outlined the options available to the Board, and what was necessary to advance any proposals to the Business Meeting. Barbara Bailey asked about adding another option to the list of WACD dues proposals.

Several members shared the responses from several of their constituent districts. There was then a discussion on the merits of potentially postponing a decision. **John Keatley and Alan Chapman moved that the current model be retained for another year.** Several directors were opposed to the motion, believing the Board should forward at least one proposal to the Business Meeting. **John Keatley moved to withdrawal his motion; the motion was withdrawn without objection.**

**Amy McKay moved to recommend the three options for a new WACD dues structure to present to the membership at the Association Business Meeting. Second by Mark Craven.**

1. Equal Dues for all member-districts
2. Underwood Model (dues to be prorated on a per-FTE basis)
3. Compromise Model (\$3,000 per district + \$120 per FTE)

Several board members expressed their belief that only option should be put forward or that different options should be included in the Board's recommendation. **Cindy Reed moved to substitute a second compromise model (\$2,000 per district + \$262 per FTE) for the "Underwood Model". Second by Javier Lopez.** There were suggestions and questions from board members as how their recommendation might be presented to the membership. **Mark Craven moved the previous questions on all outstanding motions and received a second. The previous question was adopted. The amendment was adopted. The main motion was adopted.**

**Mark Craven moved to adopt the proposed Bylaws changes to the election of WACD Officers as recommended by the Bylaws Committee. Second by Amy McKay.** Several board members believed one-year terms for the President and Vice-President were causing the Association to constantly transition the positions and limited the effectiveness of the Association's leadership. Other members were concerned about the absence of term limits and the extension of the commitment already being asked of officers..

**Renee Hadley moved to amend the motion by inserting a proposed two term limit to each position. Second by Cindy Reed. Mark Craven moved to amend the motion to stagger the election cycle for WACD officers in the following manner, second by Barbara Bailey:**

- Three-year terms for the President starting with the 2019 election.
- Three-year terms for the Vice President starting with the 2019 election.

- A one year-term for the Secretary position in the 2019 election, with three-year terms year beginning with the 2020 election.
- A two-year term for the Treasurer in the 2019 election, with three-year terms year beginning with the 2021 election.
- Three-year terms for the National Director starting with the 2019 election.

The discussion among board members included questions about how WACD fills officer positions if no one steps forward, the value of electing the President and Vice President at the same time, and the role of the Board in recruiting future leaders for Area Director and Officer positions. **Javier Lopez moved the previous question, received a second, and the motion was adopted. Mark Craven's motion to amend was adopted. Renee Hadley's motion to amend was adopted with one abstention. The main motion as amended was adopted with one abstention.**

There was a break for lunch from 12:00 – 12:30.

#### Partner Reports

Roylene Comes at Night gave a Natural Resources Conservation Service report discussing the new Conservation Application Ranking Tool program, expected issues with the upcoming sign-up for the Conservation Reserve Program, and the staffing cap on NRCS staff.

Astor Boozer spoke on some of the national priorities for NRCS Chief Matt Lohr and other perspectives from his position as Western Regional Conservationist.

Carol Smith presented for the State Conservation Commission on a Riparian Buffer Issue, the recent Centennial Accords meeting, and that Maia Bellon had announced her forthcoming departure from the Department of Ecology.

Renee Hadley shared that the Washington Association of District Employees had 225 attendees at their summer conference and would be sharing of the survey responses at a program that evening. She also shared the date for their 2020 Conference.

#### Area Director Reports

Area Directors brought forth issues of concern for their constituent districts for discussion including: SE area districts losing the ability to spray for noxious weeds, the expected proposed legislation regarding CD elections, and Governor's comments of lethal action regarding wolves in NE Washington.

#### Legislative Priorities

Brynn Brady shared the expected effect of legislative retirements on the upcoming session, the impact of a new Speaker of the House, and some of the issues that will be the focus of the short session. She answered questions from board members.

### Lobbyist Contract.

Brynn Brady reported on her activities as WACD's lobbyist and that the presented contract continued the current contract through 2020. **Amy McKay moved to authorize the signing of the presented contract with Martin Flynn Public Affairs and Ceiba Consulting. Second by Mark Craven. Motion carried.**

### 2020 Board Meeting Schedule

Ryan Baye walked through the proposed meeting schedule highlight certain criteria: location, shorting the gap between meetings in the spring, scheduling conflicts, staff availability, and the desire for a dedicated strategic planning board meeting.

**Jason Schlee moved to adopt the following meetings for a 2020 Board meeting schedule, second by Amy McKay:**

- January 22<sup>nd</sup> in Olympia
- March 16 by Conference Call
- April 21<sup>st</sup> in Ellensburg
- June 23<sup>rd</sup> in Bow
- September 15<sup>th</sup> in Ellensburg
- November 30<sup>th</sup> in Tacoma

**Motion carried.**

Tom Salzer spoke of his initial experiences as Incoming Director and the upcoming Annual Conference.

President Jeanette Dorner adjourned the meeting at 2:28.