



Washington Association of Conservation Districts

**Board of Directors Meeting**  
September 22, 2015  
Hal Holmes Center, Ellensburg

**MOTIONS**

- **Motion:** Dean Longrie moved to approve the 6/23/2015 Board of Directors Draft Meeting Notes as submitted with the additional note that Mark Craven, Wendy Pare and Karen Bishop were not present for votes on the contract approvals for the Executive Director and part-time, temporary Administrative Coordinator. Michael Crowder seconded. The motion carried.
- **Motion:** Dean Longrie moved to approve the August, 2015 WACD financial report. John Preston seconded. The motion carried.
- **Motion:** Dean Longrie moved that the WACD Executive Committee seek legal advice on the relationship between the WACD Plant Materials Center and WACD, checking into options to establish the proper relationship (e.g., trust, LLC, etc.) to protect assets, and to report back to the Board of Directors for action at the November 30, 2015 Board of Directors' meeting at the WACD annual meeting. Don Hatler seconded. The motion carried.
- **Motion:** Dean Longrie moved to approve the WACD Records Policy Amendment and WACD Records Request (web) Form, including in the amendment the word change replacing "no" with "less" (referring to time allocated to records request processing during legislative session and annual meeting periods). Mark Moore seconded. The motion carried.
- **Motion:** David Guenther moved that the Executive Committee activate the WACD Legal Assistance Fund under existing WACD policy #2012-05, including exploring best option(s) to establish a separate and protected fund (e.g., trust) for that purpose, and to report back to the Board of Directors for action at the November 30, 2015 Board of Directors' meeting at the WACD annual meeting. Dean Longrie seconded. The motion carried.
- **Motion:** Karen Bishop moved that the Executive Committee identify during weekly Executive Committee teleconferences items to be reported by the Executive Director by e-mail to the Board of Directors for action or information promptly following the teleconference. Wendy Pare seconded. The motion carried.
- **Motion:** Karen Bishop moved that, for future annual evaluations of the Executive Director, the Executive Committee solicit input from the Board of Directors by sharing in advance the evaluation document with the Board of Directors requesting input back to the Executive Committee prior to the evaluation due date. Mark Moore seconded. The motion carried.

### **Board of Directors Present**

Alan Stromberger, President  
David Guenther, Past President  
Michael Crowder, National Director  
Wendy Pare, Secretary Treasurer  
Dean Longrie, SW Area Director  
Eddie Johnson, NE Area Director  
Don Hatler, NW Area Director

John Preston, NC Area Director  
Mark Moore, SC Area Director  
Tom Miller, NE Area Director  
Karen Bishop, WADE President

### **Board Members Not Present**

Mark Craven, Vice-President  
Jeff Ellingsen, NW Area Director  
Gail Thornton, SC Area Director

### **Others in Attendance for All or Part of the Meeting**

Jim Jesernig, Coyne Jesernig  
Alan McBee, NRCS  
Joe Holtrop, Clallam CD  
Mark Clark, WSCC  
Lynn Brown, Kittitas CD

### **Staff Present**

Dave Vogel, Executive Director  
Nan Laughton, Admin. Coordinator  
Jim Brown, PMC Manager  
Lori McLaughlin, Bookkeeper

President Alan Stromberger opened the meeting at 10:05 a.m. by welcoming everyone to Ellensburg. Introductions followed. No changes were proposed to the agenda.

### **WACD Business**

- **6/23/2015 Board of Directors Draft Meeting Notes – Motion:** Dean Longrie moved to approve the 6/23/2015 Board of Directors Draft Meeting Notes as submitted with the clarifying note added that Mark Craven, Wendy Pare and Karen Bishop were not present for votes on the contract approvals for the Executive Director and part-time, temporary Administrative Coordinator. Michael Crowder seconded. The motion carried.
- **August, 2015 Financial Report** – Wendy Pare noted that WACD is running \$18,000 behind in dues. Dave Vogel called attention to the list of 2015 dues payments adding that since printing, Central Klickitat and Grays Harbor have both paid in full. Pacific and Foster Creek CDs have indicated they will be paying dues prior to the Annual Meeting. Area Directors were encouraged to work with their area districts to secure full dues payment. **Motion:** Dean Longrie moved to approve the August, 2015 WACD financial report. John Preston seconded. The motion carried.
- **PMC/IRS Correspondence** - Members asked Jim Brown to give an update on the PMC/IRS issue. Mr. Brown stated that the case has been assigned to an IRS advocate. The IRS and Edward Jones are pointing fingers at each other on where the fault lies. A conference call between the PMC, the IRS and Edward Jones has been scheduled. Following this conference call, Jim Brown and Dave Vogel will discuss what action should be taken with regard to contacting our Washington

Congressional delegation. Mr. Brown stated that he is hopeful that the PMC will get its money back, but it may take a while.

- **Briefing on PRA Lawsuit Settlement** – Dave Vogel described the completion of settlement negotiations and the dismissal order filed for the PRA lawsuit. The settlement included an agreement by WACD to comply with the Public Records Act and the Open Public Meetings Act following the dismissal order, as well as a financial settlement as approved previously by the Board of Directors. The Executive Director described actions being taken, with the assistance of legal counsel, to ensure WACD compliance. The Board of Directors discussed the need to determine the proper relationship between WACD and the Plant Materials Center, and directed the Executive Committee to explore options to set a proper relationship (e.g., trust, LLC, etc.) to protect assets, and to report back to the Board of Directors for action. The Board also suggested looking into Municipal Research Service Center (MRSC) publications for information. **Motion:** Dean Longrie moved that the WACD Executive Committee seek legal advice on the relationship between the WACD Plant Materials Center and WACD, checking into options to establish the proper relationship (e.g., trust, LLC, etc.) to protect assets, and to report back to the Board of Directors for action at the November 30, 2015 Board of Directors’ meeting at the WACD annual meeting. Don Hatler seconded. The motion carried.
- **WACD Records Policy Amendment** – Dave Vogel described the records policy amendment or addendum and requested that the Board of Directors approve the addendum, together with the web form to be posted for use by records requestors. This addendum, prepared with guidance from legal counsel, is to outline the time/resources that will be allocated to responding to a records request, based on the limited staff resources available to WACD, and will form the basis for establishing a projected time period to complete a WACD response to a records request. **Motion:** Dean Longrie moved to approve the WACD Records Policy Amendment and WACD Records Request (web) Form, including the word change replacing “no” with “less” (referring to time allocated to records request processing during legislative session and annual meeting periods). Mark Moore seconded. The motion carried.
- **WACD Legal Assistance Fund Policy Activation** – Dave Vogel described the existing WACD policy on the Legal Assistance Fund, and how this fund can be activated by the Board of Directors to solicit funds from member conservation districts in support of legal representation and costs for district(s) or the association on matters of statewide impact relating to conservation district operation or governance. The Executive Committee proposes that the Board of Directors activate this fund to assist WACD in legal representation and costs associated with the PRA lawsuit and its settlement. The Board of Directors recommended that this fund should be established in a separate and protected fashion (such as a trust) for that purpose, and directed the Executive Committee to explore options and report back to the Board of Directors for action. **Motion:** David Guenther moved that the Executive Committee activate the WACD Legal Assistance Fund under existing WACD policy #2012-05, including exploring best option(s) to establish a separate and protected fund (e.g., trust) for that purpose, and to report back to the Board of Directors for action at the November 30, 2015 Board of Directors’ meeting at the WACD annual meeting. Dean Longrie seconded. The motion carried. There was further

discussion regarding guidance to conservation districts on what funds could be used to donate to the fund. Mr. Vogel stated that one option could be as a dues addendum. Mark Clark will check into the use of funds districts receive from the WSCC.

- **Districts/WACD letter exchanges on Board of Directors and Executive Committee actions and communication** – President Alan Stromberger described his letter exchanges with three conservation districts relating to recent actions by the Executive Committee and Board of Directors. These exchanges centered on actions taken with respect to WACD contracts and WACD staff evaluation, and on communication between the Executive Committee and WACD’s governing body (the Board of Directors), and member conservation districts. President Stromberger described ongoing efforts by the Executive Committee during his term to strengthen communication between WACD Area Directors and member conservation districts (recalling three special Area Director sessions with Jim Huckabay at Board meetings), and actions to clarify WACD bylaws relating to the role of Area Directors in communicating with member conservation districts. President Stromberger emphasized that this supervisor-led association can succeed only if every officer and director does his or her part in communication, and that this has not been the case. President Stromberger noted that the bylaws establish the role of the Executive Committee regarding day-to-day management of the state association between Board of Director meetings, the role of the Board of Directors as the governing body, and the critical Area Director role in communication. That being said, the Board outlined some ideas about how the Executive Committee can better communicate its weekly activities to Board members, and to member conservation districts. While Board members do not wish to perform the role established for the Executive Committee (Board members’ time and response is already severely limited in their present role), some felt that the Executive Committee could better identify weekly activities that should be reported on a routine basis to Board members beyond what is now transmitted (e.g., special reports and WACD documents). Relating to contracts, Board members appreciated the Executive Committee bringing these to the Board for concurrence (recognizing the Committee’s authority to make decisions on contracts and personnel matters), but some desired more information if this concurrence is sought for actions of the Executive Committee. Executive Committee members accepted that the committee could include as part of its weekly teleconferences a discussion of what should be reported to the Board based on that call’s agenda and direction to officers and staff. Board members responded that such action demonstrated good progress in assuring transparency in actions by WACD leadership while fulfilling the proper roles outlined in WACD bylaws. President Stromberger noted that Board members must be responsive to information sent to them, including acknowledgement to staff and action or reply where requested. The Board requested that the Executive Committee transmit information to member conservation districts about today’s discussions and progress being made in improving communication. Tom Miller expressed the belief that meetings or conference calls of the Executive Committee may be subject to Open Public Meetings Act (OPMA). Dave Vogel noted that WACD legal counsel’s indication was that this is not necessarily the case. Therefore, the Board recommended that the Executive Committee clarify, where needed, applicability and procedures for WACD committees relative to the OPMA considering WACD bylaws. **Motion:** Karen Bishop moved that the Executive Committee identify during weekly Executive Committee teleconferences items to be

reported by e-mail to the Board of Directors for action or information promptly following the teleconference. Wendy Pare seconded. The motion carried.

- **Area Director Forum** – Only one Area Director requested an agenda item here.

NW Area Director Don Hatler had requested that the Board schedule an executive session to discuss, in detail, the personnel records associated with the Executive Director's performance evaluation, including contract, position description, evaluation form, and officer evaluation reports, together with the contract for Nan Laughton, temporary part-time Administrative Coordinator. The Executive Committee acted to allow the full Board of Directors to determine how to respond to Mr. Hatler's request. Board members expressed appreciation for the actions of the Executive Committee to contract with a part-time, temporary Administrative Coordinator, and to follow-up to conduct an evaluation of the Executive Director following the June 23, 2015 Board of Directors meeting. Board members speaking to the issue (with the exception of Mr. Hatler) acknowledged that they had no desire to perform the job of the Executive Committee officers who, per WACD By-Laws, are responsible for hiring and contracting, and who are familiar with day-to-day performance of the Executive Director. Board members Dean Longrie and John Preston noted that they did not have any problems with the Executive Director's performance, and did not see a need for the Board to delve into details of this matter. With regard to the contracting with Ms. Laughton, Board members noted that, while they appreciated (and shared) concerns for perception over the relationship between Ms. Laughton and the Executive Director (spouse), they understood and appreciated the overriding benefits accruing to WACD to have access, on a temporary basis, to such a qualified and experienced person who could assume the role immediately, precluding an extensive search and hiring process for a part-time position (as authorized in the WACD 2015-16 budget) prior to the WACD annual meeting. With respect to Clallam CD's suggestion that district employees, including district managers, play a role in the WACD personnel evaluation process, Past President David Guenther noted that officers and Board members are encouraged to seek input from supervisors and our partners with whom WACD has a close working relationship (e.g., WSCC, NRCS), but that it is not the role of district employees to evaluate the performance of WACD personnel. Because the WADE President serves as a member of the WACD Board of Directors, the Board has access to direct input relating to conservation district employees on many subject areas. Area Directors are encouraged to contact all partners to help formulate their input to the Executive Committee. It is their primary responsibility to communicate with supervisors in their area districts. It was noted by Mark Clark that it might also be beneficial if Area Directors were to communicate with WSCC Regional Managers from time to time, to be alerted to and stay abreast of their issue awareness for districts. Overall, the Board concurred with President Stromberger's recommendation that the matter has been thoroughly addressed, and that no further action is needed on these contracts or evaluation actions. As part of this discussion, however, the Board emphasized the need for the Executive Committee to improve its timing and procedures for conducting future performance evaluations, including soliciting input from Board members as part of the process. The Executive Committee accepted this direction, and welcomed the participation and timely response of Board members. It was noted that one officer, despite his repeated expressed concern over the delay in an evaluation, did not

participate in the evaluation process for the Executive Director. **Motion:** Karen Bishop moved that, for future annual evaluations of the Executive Director, the Executive Committee solicit input from the Board of Directors by sharing in advance the evaluation document with the Board of Directors requesting input back to the Executive Committee prior to the evaluation due date. Mark Moore seconded. The motion carried.

- **Area Meeting Schedule** – Dave Vogel described the schedule for upcoming area meetings, and encouraged Area Directors to attend their area meetings. The Executive Director listed the Area Directors whose terms end in October (Don Hatler, Dean Longrie, John Preston, Mark Moore, and Tim Miller) and who should decide whether to run for election at the October meetings. Dean Longrie strongly emphasized to President Stromberger and the Executive Committee that all WACD officers should attend area meetings. Mr. Longrie noted that the SW area is working to bring forward a nomination for the vacant Area Director position there. Dave Vogel noted the vacancy in SE area (with Robin Flem’s resignation and relocation), and encouraged Board members to consider potential candidates to fill that position.
- **WACD 2015 Resolutions Development** – Jim Jesernig was invited to brief the Board of Directors about legislative considerations associated with options for conservation district supervisor elections and conservation district long-term funding, focusing on recommendations resulting from the 9/21/2015 districts/WSCC/WACD meeting the day before. Mark Clark briefed the board about the options considered and about four recommended options coming from the districts meeting (legislating district authority to levy its own assessment/rates and charges; statewide property assessment perhaps achieved through Big Water or similar legislative initiative; dedicated sales tax; state matching local revenue). Mr. Clark described how the supervisor elections issue may be linked to the funding option, including holding elections as part of the general election where districts are authorized to levy their own local assessments or rates and charges, but keeping other election options available for further consideration (e.g., uniform election day; county auditor run election) depending on where the funding issue leads.

Jim Jesernig outlined the reasonableness and likelihood of legislative approval and action for options listed. Mr. Jesernig described the likelihood of conservation districts achieving a statewide assessment or sales tax for their funding as extremely low and the attempt possibly detrimental to legislative relationships. Mr. Jesernig noted that any such funding option would need to include district elections being held on the general ballot – an expensive option for every district. WACD has advised districts favoring these funding options to begin discussions with their local legislators – particularly those in conservative leadership positions – immediately to obtain commitments to sponsor budget legislation to enact such a proposal. Where districts are successful in obtaining sponsors for legislation from legislative caucus leaders, these could form the basis for a legislative campaign to seek such funding. If districts are not successful in obtaining sponsors, other options would need to be given greater consideration. Joining with other partners on a major statewide conservation funding initiative (e.g., Big Water) has greater potential for success. It will be critical to any option pursued that WSCC commissioners and staff develop support by the Governor and that it (they) be included in the Governor’s budget submitted to the Legislature.

It was noted that WACD may need to activate WACD committee(s) to formulate or process appropriate resolutions on the funding/elections issue following area meetings.

- **Supervisor Leadership Development Project and WACD Annual Meeting Leadership Theme** – Dave Vogel is working as part of Stu Trefry’s group to get input from district supervisors, via a survey, in order to develop leadership training that will best suit the needs of supervisors. A conference call will be held on Friday, September 25<sup>th</sup>, to assess the approach to be taken at area meetings and the WACD Annual Meeting. At the WADE conference, Dave Vogel secured the willingness of District managers to be part of the training. Discussions on this will be held at each area meeting. At the WACD Annual Meeting, we are bringing in other State Associations and agencies to share their experiences with the benefits of leadership training for their supervisors. We’re planning to devote a considerable amount of time at the annual meeting on how to help supervisors be the best they can be in their districts and to help prepare them for higher leadership roles. Mr. Vogel expressed thanks to the WSCC staff for their help with planning the Annual Meeting.

Mr. Vogel reminded the board members that WACD’s sponsorship goal is \$10,000 again this year. As of today, Herron Brothers and Enduris are on board as sponsors. Each director and officer was given five tri-fold sponsorship brochures to take back to their respective areas. President Stromberger challenged each director to bring in sponsors for this year’s annual meeting.

- **Partner Reports**

- WADE – Karen Bishop, President

- WADE program evaluation and adjustments are ongoing.
- 13 Supervisors participated in the Supervisor Track.
- \$20,000 in scholarships awarded through WSCC for WADE conference attendees.
- Locked in Sleeping Lady through 2019 for WADE conference.
- WADE is working to nominate representatives to serve on WACD Natural Resources, Legislative and District Operations committees, and also a nominee to serve on the PMC Admin Committee.

- WSCC – Mark Clark, Director

- Now using GovDelivery system which allows district subscribers to keep information updated and to sign-up for information of interest. Can be used for coordinated WACD-WSCC messaging.
- Ecology has extended the deadline for comments on their proposed CAFO rule.
- Ecology has invited WSCC to participate on their non-point source plan workgroup to develop Ecology-approved BMPs.
- Fire damage in 16 districts; 9 of those with large impacts. Thanked Michael Crowder for the NACD letter written to Congress. Have a commitment from Gov. Inslee for a letter; but still waiting on NRCS for data. (WACD is copying the NACD letter to the full Washington Congressional delegation.)
- Encouraged supervisors and district staff to be respectful of other departments (i.e., Ecology).

- NRCS – Alan McBee (acting for Roylene Rides at the Door)

- Wished everyone a “Happy Estuary Week.”

- Currently wrapping up end of fiscal year obligations.
- Obligated \$14 million in EQIP and \$20 million in CSP – been really busy at the field office level.
- USFW will not require that sage grouse be listed under the ESA for 5 years.
- Gave update on status of RCPP applications.
- Described importance of EWP and EQIP as part of fire recovery efforts.
- Briefed on possibility of Government shut-down.

President Stromberger thanked everyone for attending today's meeting and for all the good discussion. There being no further business or comments, the meeting adjourned at 4:10 p.m.

Respectfully submitted,

Nan Laughton  
Administrative Coordinator (Part-time/Temporary)