

**Washington Association of Conservation Districts**  
Special Board of Directors Meeting Minutes  
WACD Executive Office - Olympia  
July 25, 2019

Members Present (or by telephone)

Jeanette Dorner, President (Pierce CD)  
Larry Davis, Secretary (Whatcom CD)  
Alan Chapman, Northwest Area Director (Whatcom CD)  
Sarah Richards, Northwest Area Director (Whidbey Island 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)  
Mike Mumford, Northeast Area Director (Pend Oreille CD)  
Amy McKay, Southeast Area Director (Whitman CD)  
Renee Hadley, WADE President (Walla Walla County CD)

Others Present

Ryan Baye, WACD Interim Executive Operations Director

President Jeanette Dorner called the meeting to order at 6:02 PM and thanked the Board for attending the special meeting.

Interim Executive Operations Director Ryan Baye conducted a roll call and confirmed a quorum was present.

Responses to Presidential Executive Director Transition Letter

Jeanette Dorner asked what Board members had heard since the June Board meeting. Several area directors reported they had not received feedback from districts in their area.

Executive Office Update

Ryan Baye reported the progress on selecting a conference facilitator in response to the RFP issued by WACD. There were three very promising finalists. He was conducting reference checks and would be making a final recommendation to President Dorner on Friday, July 26<sup>th</sup>.

He also shared the work of the Annual Conference Planning Team which has met twice via conference calls. Feedback on the evolving agenda was provided by call participants.

Jeanette Dorner informed the Board she was serving as Nursery Manager Jim Brown's supervisor at the Plant Materials Center. Jim just returned from a vacation and Sales Manager Julie Whitacre will be moving on from the PMC in the near future. Jim is writing a position description for her replacement. President Dorner said she would start sharing with the Board a weekly report from Jim Brown, "5 Things to know about the PMC", which he has been providing to the Executive Committee this year.

### Executive Director Position Announcement

Jeanette Dorner asked for feedback on the draft Executive Director position announcement shared with the special meeting notice.

John McLean suggested rewording the bullet point on travel to conservation districts to include all CDs. There was a discussion as to the expectations of visiting conservation districts and balancing work in Olympia. The final language agreed upon was, “visit and engage with all the conservation districts”.

There was additional conversation around travel for the Executive Director position. It was decided to include language on attending area meetings, balancing travel with work in Olympia, and adding, “this position may include extensive travel, with the possibility of multiple overnight trips per month”.

John Keatley wanted to include “at-will employees”. The Board considered various perspectives on inclusion of the language with a general consensus against its insertion.

Larry Davis and Barbara Bailey encouraged including experience with tribes as part of the position description, with general agreement by the board. John Keatley urged the inclusion of “experience with budgets and funding options”. Mike Mumford asked if it was purposeful to not explicitly ask for a college degree. John Keatley also asked that “references will be required for finalists” be added to the description.

#### **Motion by Larry Davis to approve the position announcement with the edits discussed:**

- “visit and engage with all the conservation districts”
- “while balancing travel”
- “attending area meetings”
- “This position may include extensive travel, with the possibility of multiple overnight trips per month.”
- “Work with and support the Tribal Relations committee and fostering the relationship between conservation districts and tribes.”
- “experience with budgets and funding options”
- “References will be required for finalists.”

**Second by Amy McKay. Motion carried without dissensions or abstentions.**

Jeanette Dorner led a discussion on the composition of the screening team. She felt it was important the finalist is someone many on the board had met. Need to balance having an accelerated timeline while not having a quorum of board members on the team, and want the Commission and district managers on the screening team.

John Keatley was against having too many people sitting in on interviews. He would be more comfortable with five doing the interviews, +/- one or two individuals. John suggested including more people in the application review process and fewer in the interview panel. There was general agreement among the board with this sentiment. John also suggested asking for those interested in the process to express their intentions and leave the final decision up to the President.

### July SCC Meeting Recap and Contract

Jeanette Dorner quickly recapped the Commission meeting in Grant County the previous week and promised to share more information after the conference call is over.

### Procuring Officers & Directors Liability Insurance

Ryan Baye reported that he was unable to secure quotes in advance of the conference call from the two insurance companies with whom he has been working.

Jeanette Dorner saw two options for the board to consider: authorize the President and Interim Executive Operations Director to explore, negotiate, and contract for Officers and Directors Liability Insurance, or hold a special board meeting in August for this one item.

**Sarah Richards moved that the Board give President Jeanette Dorner and Interim Executive Operations Director Ryan Baye the authority to negotiate, as reasonable, securing Officers and Directors liability insurance for WACD, and to adjust the budget and take money out of Executive Office savings, as needed. Second by Barbara Bailey.**

John Keatley offered a friendly amendment to authorize “Jeanette and a Review Team” to negotiate up to a limit of \$25,000. The amendment was not accepted.

**John Keatley moved to amend the motion to authorize “Jeanette and a Review Team” to negotiate, understand, and purchase O&D Liability insurance up to a limit of \$25,000. Second by Dean Longrie. A voice vote on the amendment was indeterminate. Ryan Baye conducted a roll call vote. The amendment was approved 7-4.**

Jeanette Dorner committed to a very quick process for securing the liability insurance. Mike Mumford was very concerned about the board delegating authority for an action without knowing the cost or coverage. **The motion was approved with one dissension.**

### Preparing for the Area Meetings

Jeanette Dorner wanted to discuss more closely coordinating area meetings with the WACD legislative strategy, but will save that discussion for September. Larry Davis hoped everyone read his memo on resolutions. He wanted it to be very clear within the Association about the purpose of a resolution. Jeanette asked folks to respond to Larry with comments on his proposed resolution changes by August 10<sup>th</sup>.

The meeting was adjourned at 8:11 PM.