



Board of Supervisors
Special Meeting Minutes
Monday, July 31, 2017
1:00pm

Present at Meeting:

Eric Johnson, TCD Board Chair
Richard Mankamy, TCD Board
Sarah Moorehead, TCD Staff
Joe Hanna, Public
Preston Spalding, TCD

Samantha Fleischner, TCD Board Auditor
Amy Franks, TCD Staff
Stu Trefry, WSCC
Chris Sterns, TCD Associate Supervisor

Action Items:

- A. Eric, Sarah, Amy F. - Call Enduris regarding WRIA 13 Salmon Habitat Recovery Lead Entity 2015-17, RCO #15-1411P – Amendment
- B. Eric, Sarah, Amy F. - Call Enduris regarding Kathy's leave
- C. Sarah – Update Board Member Recruitment template with qualifications desired at July 31st meeting for the fulfillment of a Mid-Term Elected Position on the TCD Board of Supervisors, sent to TCD Board for final approval by Friday, August 4th.
- D. Staff – Update Policy and Procedures with changes to date and send to Board of Supervisors.
- E. Amy F – Send out 'top choice' candidate list to Natural Resource Technician Hiring subcommittee.

Eric Johnson called the meeting to order at 1:00pm.

1. Welcome, Introductions, Audio Recording Announcement, and Pledge of Allegiance

- Welcome, Introductions, & Pledge of Allegiance conducted
- Eric announced meeting being recorded

2. Agenda Review

- A. Richard Mankaymer
 - Administrative clarification added to #4

3. Public Comment

- No public comment

4. Review Policy #4.10: Mid-term Elected Seat Appointments, Eric J.

- Reviewed policy for filling and elected seat vacancy. Because board needs to consist primarily of landowners, farmers, or farm operators, the qualifications are already met with Eric, Richard, and Samantha. Qualifications discussed for new board member consist of experience with WSCA, ecology, GRuB, food banks, VegOut program, WSDA, conservation related agencies, agriculture, business, Ag easements, land trust funds, entities that hold easements.
- Stu recommends looking back at the board's long range plan or any related planning document in order to find an expertise that would best work.
- Sarah offers to restructure the last recruitment template with the ideas discussed by the board and Stu and send the updated version of the recruitment template to the Board of Supervisors for final approval via email.
- The board discusses the time frame in which they would like to fill the vacancy. Board comes to a general discussion to follow through quickly in order to have interviews at the next meeting. Sarah agrees that she can have the updated template emailed to all board members for a final review by Friday, August 4th. Immediate posting of the position will follow, once board has approved the final recruitment template.

A. Administrative Clarification

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- Discussion on the status of TCD executive director. Amy notifies that Kathy is on medical leave and a letter was received by her physician. Discussion arises around the necessity of having the board's approval for Kathy's absence. Stu states that a doctor's letter should suffice unless there is an existing policy stating that the executive director's leave needs approval by the board.
 - Eric makes a motion for the chair to be able to obtain legal advice from our law firm on retainer so I can have answers for questions that will arise around Kathy's leaving. Richard seconds the motion.
 - Samantha opposes the motion saying that it is not a good use of legal funds because of the ethics policies that encompass medical records. Eric corrects Samantha in saying that the motion is for the board as a whole to have authorization to discuss with the board's lawyer on retainer to avoid any sort of violation.
 - Amy proposes a conference call with the NSRC or Enduris prior to incurring legal fees. Samantha agrees this would be a better use of funds to acquire legal advice.
 - Vote on motion.
 - In favor – Richard and Eric
 - Opposed – Samantha
 - Richard makes a motion that section 1.1 of section 1, that the organizational structure of the policy and procedures is rescinded and corporate board power shall be returned to the board, administrative power shall be retained by the executive director, the executive director shall work at the direction of the board. Staff shall update the policy and procedures manual immediately.
 - Richard explains that considering the ambiguity of the situation, it would be best for the board to alter this section in order to clarify decisions that are being made and the direction the board is moving in.
 - Eric seconds the motion.
 - In favor – Richard and Eric
 - Opposed – Samantha
 - Discussion arises around the appointing of Sarah as acting executive director and whether that is or is not a responsibility of the board. It was brought to attention that Kathy had divided up her responsibilities to several people through an email but the board would rather have as single acting executive director rather than multiple people to communicate with.
 - Going into executive session is briefly discussed but ultimately disregarded.
5. **Board Meeting Minutes Review, All – Action Items**
- A. **June 29, 2017 Regular Meeting minutes**
- Line 65 corrected to include Kathleen Whalen's response of "No."
- B. **Transcription Services Update, Sarah Moorehead**
- In the cost analysis packet provided by Ashley, there is a breakdown between using a court reporter, transcriptionist, and TCD staff.
 - The packet contained price estimates for a year of each service with anticipated four hour meetings. Overtime was factored into these costs.
 - Issues discussed with hiring a court reporter is the length of each meetings reports. Estimated page counts of 135 pages of minutes.
 - Audio and video recording were considered. It was agreed that this would be great for action only minutes.
 - Richard recommended using Preston for keeping minutes but Amy noted that Preston is here as an accounting intern and keeping minutes is not part of his internship description.
 - Final decision on minute recording tabled to next board meeting.
6. **Financial Report, Amy Franks**
- A. **Monthly Financial Report**
- Payroll reports handed to board members
- B. **Check Register**
- Skipped
- C. **Vehicle Leasing Program**
- Preliminary application submitted the leasing of a SUV and a half ton truck Amy presents secondary application for the board to review. Secondary application was approved by Mark Clarke.

- 106 ▪ Process will take four to six months and will go into following budget.
107 ▪ Motion to approve the application for the district to apply for two vehicles in the Conservation
108 Commission’s partnership program with the Department of Enterprise Services to lease vehicles from the
109 State Motor Pool. Richard seconds.
110 ○ In favor – All
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112 **7. FY 18-17 WSCC Required Forms, Amy Franks**

113 **A. FY18 Addendum – Implementation – Action Item**

- 114 ▪ Motion to approve the 2017-18 WSCC implementation grant of \$79,625.00. Samantha seconds.
115 ○ Approve - All

116 **B. Resolution 07-2017: Cooperator Rates – Action Item**

- 117 ▪ Motion to approve resolution 07-2017: subject is the cooperator labor rate. Eric seconds,
118 ○ Approve –All
119 ▪ Eric signs 07-2017 contract.

120 **C. Resolution 08-2017: Cost Share Rate of Reimbursement – Action Item**

- 121 ▪ Motion to approve resolution 08-2017 Cost Share Rate of Reimbursement. Samantha seconds.
122 ○ In favor – All
123 ▪ Documents signed.
124 ▪ Resolution will be revisited at August Board meeting to update resolution and set specific Cost Share
125 Rate of Reimbursement. Prior biennium Cost Share Rate of Reimbursement resolution will be provided
126 by staff for comparison.

127 **D. WSCC Authorized Signers, Amy Franks – Action Item**

- 128 ▪ Doug needed to sign.
129 ▪ For district manager time sheets and travel vouchers, Samantha Fleischner (Board Auditor) assigned as
130 authorized signer and in her absence Eric Johnson (Board Chair) will sign.
131 ▪ For signing of travel vouchers, invoice vouchers, time sheets, and grant closeout forms, Kathleen Whalen
132 (Executive Director), Sarah Moorehead (Acting Executive Director) assigned as authorized signers and
133 with Samantha Fleischner (Board Auditor) providing backup.
134 ▪ Motion to approve the WSCC authorized signatures as stated. Richard seconds.
135 ○ In favor – All
136 ▪ Documents passed to board members for signatures.

137 **E. Bank Authorized Signers Update, Amy Franks – Potential Action Item**

- 138 ▪ Check Tape [01:27:43]
139 ▪ Amy presents resolution which is an agreement between the bank and district entity to have an account.
140 Resolution and signature card passed around for board signatures. Sarah signs as acting executive
141 director.
142 ▪ No motion needed.
143 ▪ Break called at 14:31
144 ▪ Resumed at 14:39

145 **8. Policy Updates, Amy Franks**

146 **A. Resolution #06-2017: Policy #4.6 Subcontracting Procedures and Bid Thresholds Update**

- 147 ▪ Check Tape [01:39:08]
148 ▪ Motion to approve 06-2017: updating 4.6 subcontracting procedures and bid threshold policy. Eric
149 seconds
150 ○ In favor – All
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152 **9. Resource Technician Position Hiring Update, Amy Franks**

- 153 ▪ Subcommittee meeting last Tuesday when 13 applicants were chosen for a first round of interviews.
154 ▪ Richard made a request for a document that lists the top choices. Amy said she will get that list to the
155 board.
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- 157 **10. WRIA 13 Salmon Habitat Recovery Lead Entity 2015-17, RCO #15-1411P – Amendment, Sarah**
 158 Moorehead
- 159 ▪ Amy Hatch-Winecka was meant to discuss this agenda item at the last meeting but is now on vacation.
 - 160 Sarah stepped in to briefly discuss the topic. Description on tape [01:46:18]
 - 161 ▪ Primary discussion on the cost change of \$10,000 changing the original amount of \$235,320 to \$245,320
 - 162 for project 15-1411P.
 - 163 ▪ Chris Stern explains that agencies cannot spend money that has not been allocated for this fiscal year but
 - 164 they can disperse whatever is left over from last quarter so what they are doing is pushing forward a small
 - 165 amount of buffer time in case [Inaudible 01:49:05]
 - 166 ▪ Stu explains how the capital budget and this new allocation work [01:50:17]
 - 167 ▪ Stu acknowledges the allegations of an appearance of conflict of interest with Amy Hatch-Winecka and
 - 168 her project with the \$10,000 allocated to the Salmon Habitat Recovery Lead Entity.
 - 169 ▪ Chris notes that because it's stop gap funding, if the district doesn't take it then somebody else will.
 - 170 ▪ Back and forth discussion on clarification of what the \$10,000 is really for [02:01:30]
 - 171 ▪ Sarah offers to get clarification on the matter from RCO and the Commission.
 - 172 ▪ Chris asks for clarity on the conflict of interest. Sarah offers to meet with Chris outside of a public
 - 173 meeting.
 - 174 ▪ Primary issue of not accepting funds would be pay for Amy Hatch-Winecka's time incurred that the grant
 - 175 is there to pay for.
 - 176 ▪ No decision made.
 - 177
- 178 **11. Sentinel Lands Subcommittee**
- 179 ▪ Meeting August 1, 2017 at 10:00 A.M.
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- 181 **12. System of Rates & Charges Update**
- 182 ▪ Sarah gave update on briefing with the FCS group and county commissioners from prior Wednesday. In
 - 183 the process of working with Thurston County to schedule their public hearing. Once scheduled, there will
 - 184 be a public information night for citizens of Thurston County and the three jurisdictions (Rainier, Yelm,
 - 185 Tenino) that have shown interest in joining the district boundary. Public hearing to be scheduled in the
 - 186 fall before December 1, 2017.
 - 187
- 188 **13. Standing Agenda Items:**
- 189 **A. Conservation Easement Update**
 - 190 ▪ Update on briefing on July 27th, 2017 from Sarah. [02:18:24]
 - 191
- 192 **14. Potential WACD Resolutions, All**
- 193 ▪ Tabled until next meeting.
 - 194 ▪ Break at 15:24
 - 195 ▪ Resumed at 15:39
 - 196
- 197 **15. Roundtable and Adjourn, All**
- 198 ▪ Stu- Statewide policy meeting in Ellensburg on August 23 and 24
 - 199 **A. WRIA 13 Salmon Habitat Recovery Lead Entity 2015-17, RCO #15-1411P – Amendment**
 - 200 ▪ Motion to approve amendment to project agreement with RCO #15-1411P. Eric seconds.
 - 201 ▪ Richard requested information after the board meeting packet had come out on a Thursday or Friday and
 - 202 received information totaling 44 pages the day before the last board meeting
 - 203 ○ In favor – Eric and Samantha
 - 204 ○ Opposed – Richard
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 - 206 ▪ Motion to adjourn. Richard seconds
 - 207 ○ All in favor
 - 208 ▪ Meeting adjourned 15:48
 - 209

- 210 **16. Administrative Reports (Information Only)**
211 A. Executive Director Report
212 B. January-June 2017 Staff Reports
213 C. Grant Balance (as of June 30, 2017)
214

215 Respectfully Submitted,

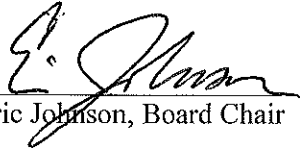
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Eric Johnson, Board Chair