



Board of Supervisors
Regular Board Meeting Minutes
Monday, August 20, 2018 (2:00pm)

Present at Meeting:

Eric Johnson, TCD Board Chair	Sarah Moorehead, TCD Interim Executive Director
Richard Mankamy, TCD Board Auditor	Heather Roskelley, TCD Staff
Paul Pickett, TCD Board Supervisor	Doug Rushton, TCD Board Supervisor
Linda Powell, TCD Board Vice-Chair	Melinda Holman, Public
Alison Halpern, WSCC	L Rinner, Public
Patricia Harrigan, Public	Madeline Bishop, Public
Ben Cushman, Deschutes Law Group	J. Martin McCallum, Public/Stream Team Volunteer
Esther Kronenberg, Public	AR Kusekin, Public
Ben Peterson, WFSE	John Stuhlmiller, WFB

Action Items:

1. Staff to expand Doodle poll for rescheduling of August 28th Board meeting to include September 10-21
2. Sarah to send a letter signed by TCD Board Chair to Enduris stating that Ben Cushman is the attorney for the TCD Board and authorize release of all records
3. Sarah to provide HR documents to TCD Attorney Ben Cushman for review
4. Staff to place HR Discussion on agenda for next Board meeting
5. Sarah to send work organization chart and salary schedule to TCD Attorney and Chair
6. Sarah will look into obtaining a payment plan for TCD election expenses
7. Richard will contact Kim Wyman for suggestions regarding TCD election invoice
8. Chair and AED to determine qualifications, duties, and compensation of subcontractor(s) and implement an RFP process to engage with subcontractor(s)
9. Sarah to draft a letter to WSFE for Board and attorney review. Eric to sign and submit.

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

- Eric Johnson called the meeting to order at 2:01pm. There was a quorum.
- Welcome, Introductions, & Pledge of Allegiance conducted
- Chair announced meeting is audio recorded

2. Public Comment (3 minutes per person)

- Persons who provided public comment:
 - Paul Mikobski
 - Joe Hanna
 - Tony Wilson
 - Esther Kronenberg
 - L Rinner
 - Annabel Kusekin

3. Agenda Review, All

- Take #7 off agenda – TCD Resolution #2018-04 to WSCC (resolved)
- Jump to #14B at 4pm when John Stuhlmiller arrives
- Have discussion of past minutes - #13D
- ***Doug moved to have #15 and #16 moved up to #4. Paul seconded. Doug, Paul – yes, Eric, Richard, Linda - no. Motion did not pass.***
- ***Doug moved to have #15 and #16 moved up to #5. Paul seconded. Doug, Paul - yes, Eric, Richard, Linda - no. Linda abstained. Motion did not pass.***

- 54 ▪ *Paul moved to have #5, #6, #7, and #8 moved to end of agenda after #17. Doug*
55 *seconded. Paul, Doug – yes. Eric, Richard, Linda – no. Motion did not pass.*
56

57 Rescheduling of August 28th Board meeting – Doodle poll was sent out. Doodle poll to be
58 expanded to September 10-21.
59

60 **AI – Staff to expand Doodle poll for rescheduling of August 28th Board meeting to include**
61 **September 10-21**
62

63 **4. Legal Services, All**

- 64 A. Supervisors were asked to select questions for attorney candidates from a compiled list of
65 questions submitted by Supervisors prior to the meeting.
- 66 B. The following six questions were selected and answered by the only attorney answering the
67 RFP in the affirmative – Ben Cushman, Deschutes Law Group PLLC. (Note: the State Attorney
68 General's office was contacted but showed no interest in providing legal services to TCD.)
- 69 **1. How long have you been practicing law?**
70 • Practicing since 1996
- 71 **2. Please describe your experience serving as counsel for any organizations with a**
72 **Board of Directors and a CEO (or Director or Manager).**
73 • Tribal and nonprofit experience; experience with a non-profit Board of 15
74 members (quorum of 9 recommended); counsel providing corporate governance
75 advice to boards of construction firms
76 • Asked how he acts when there is a strong board and a strong manager? He
77 would see his role primarily as advisor to the Board. Could serve as
78 parliamentarian for the Chair and do procedural rulings – more closely follow
79 Robert's Rules.
- 80 **3. Describe how you communicate with a Board and a CEO, both in public in a**
81 **meeting and between meetings when the Board members and CEO are in separate**
82 **locations.**
83 • Prefers most communication to take place in Executive Session or in a public
84 meeting. He would create streamlined process for email; email can be used as
85 long as it becomes part of the public record. Unless an official action is needed,
86 Executive Session is good.
- 87 **4. What do you think are the District's top priority issues that a legal counsel should**
88 **address?**
89 • Public confidence in TCD and process. Unionization, OPMA, Human Rights
90 complaints are all factors. He would have a more robust HR protocol and
91 procedures in place to handle HR complaints.
- 92 **5. Do you have any experience with Conservation Easements, and have you ever set**
93 **one up?**
94 • Mr. Cushman has represented farmers negotiating easements, and he has
95 experience with forestry land easements and aquaculture. His family has a
96 ranch, hayfields, and timberland in Eastern Washington and on the Olympic
97 Peninsula.
- 98 **6. What makes your firm the best to satisfy the requirements of the position?**
99 • Well versed in land use and environmental law
100 • Wants TCD to succeed as a member of the community; the District provides an
101 important service
102 • Mr. Cushman is offering his services at a discount and structured his proposal as
103 one of public interest – his rate is usually at \$250/hr; his proposed rate is
104 \$200/hr. If less than 10 hours are used within a month, the hours will roll over to
105 the next month. He would attend every meeting including work sessions.
106

107 C. Contract development

108
109 **Paul motioned to authorize the Chairman to enter into a Master Services Agreement**
110 **consistent with Resolution 2018-05 with Mr. Ben Cushman of Deschutes Law Group.**
111 **Doug seconded. Unanimous Approval.**

112
113 **Break at 3:46pm. Resumed at 4:00pm**

114
115 **5. Review of TCD Governance Action Plan, All**

- 116 • Two signatures were missing – Paul and Richard; Action Plan now has all signatures
- 117 • Staff meetings – Sarah will send out emails about staff meetings once a Code of
- 118 Conduct is created
- 119 • Suggested that the union rep, Mark Hamilton, work with Board on appropriate
- 120 interactions with staff
- 121 • Suggested that CAPP and union negotiations are incorporated into Action Plan
- 122 • TCD Chair would like TCD Attorney Ben Cushman to contact Enduris to obtain report
- 123 from Enduris investigation

124
125 **Doug motioned that Sarah send a Chair-signed letter to Enduris stating that Ben**
126 **Cushman is the attorney for the TCD Board and authorize release of all records. Paul**
127 **seconded. Unanimous approval.**

128
129 **AI – Sarah to send a letter signed by TCD Board Chair to Enduris stating that Ben Cushman**
130 **is the attorney for the TCD Board and authorize release of all records**

131
132 **6. HR Discussion, All**

- 133 • Handouts were provided by Richard and Paul concerning the hiring procedures and the HR
- 134 consultant. There was a discussion on the materials provided.

135
136 **AI – Sarah to provide HR documents to TCD Attorney Ben Cushman for review**

137 **AI – Staff to place HR Discussion on agenda for next Board meeting**

138
139 **7. Board Officer Elections, All**

- 140 • **AUDITOR** Paul nominated Doug for Auditor. Paul, Doug – yes; Eric, Richard, Linda –
- 141 no. Richard as Auditor: Eric, Richard, Linda - yes. Paul, Doug – no. **Richard remains**
- 142 **as Auditor.**
- 143 • **CHAIR** Doug nominated Paul for Chair. Paul, Doug – yes; Eric, Richard, Linda – no.
- 144 Eric as Chair – Eric, Richard, Linda – yes; Paul, Doug – no. **Eric remains as Chair**
- 145 • **VICE-CHAIR** Paul, Doug, Eric, Richard voted yes to have **Linda remains as Vice-**
- 146 **Chair** (Linda abstained.)

147 **8. Partner Reports**

148 **A. NRCS – No Report**

149 **B. WSCC, Alison Halpern**

- 150 ▪ Annual Reports due by Friday, August 24th (will be in next Board packet)

151 **C. WACD/NACD, Doug Rushton**

- 152 • The Southwest Area Association of Conservation Districts meeting will be on October 11th, 9am
- 153 – 3:30pm, in Cathlamet, WA

154 **D. Supervisor Reports**

- 155 ▪ Richard discussed staff step increases and credit card balances.

156 **E. Weekly Staff Updates**

- 157 • Sarah proposed transitioning to a monthly activities report that aligns with the District's annual
- 158 and strategic plans.

- 159 • Several Board members find the weekly updates to be helpful and would like to continue
160 receiving them.

161
162 **AI – Sarah to send work organization chart and salary schedule to attorney and Chair**
163

164 **9. Mid-Year Budget Revision – UPDATED, All**

165 **A. TCD Election Expense Authorization**

- 166 • Richard will contact Secretary of State Kim Wyman for suggestions regarding invoice
- 167 • Sarah will look into payment plan
- 168 • Payment will come from unrestricted funding and WSCC

169 **AI – Sarah will look into a payment plan for TCD election expenses**

170 **AI – Richard will contact Kim Wyman for suggestions regarding TCD election invoice**
171

172 **10. Financial Report**

173 **A. Monthly Financial Report**

174 **B. July Check Register**

- 175 ▪ Eric moved to approve checks 19642-19666 totaling \$57,267.21. Linda seconded.
176 Unanimous approval.

177 **C. DOH Grant**

- 178 ▪ ***Paul made a motion to approve DOH Grant. Doug seconded. Richard had***
179 ***questions that he would like addressed before he votes. Paul, Doug – yes. Eric,***
180 ***Richard – no. Linda abstained. Motion did not pass.***
- 181 ▪ Sarah stated that this grant facilitates easement work and several staff positions depend
182 on this grant. The DOH grant has been waiting for signature for a couple of months and
183 they could pull it. There was a discussion on concerns on grant content.
184

185 **D. New Signature Card for Bank**

- 186 • Board members not on signature card will need to go to Timberland Bank in downtown
187 Olympia and provide ID and sign
188

189 **11. Washington Service Corps Contract, All**

- 190 • ***Paul motioned for approval. Doug seconded. Unanimous approval.***
191

192 **12. CREP Plan**

- 193 • ***Doug motioned to approve CREP reimbursement contract. Linda seconded.***
194 ***Unanimous approval.***
195

196 **13. Voluntary Stewardship Program, Sarah Moorehead**

197 **A. Discussion with Washington Farm Bureau**

- 198 • John Stuhlmiller presented on VSP and shared support for progress on implementation.

199 **B. VSP Technical Support MOU Addendum**

- 200 • Sarah presented on VSP implementation at TCD and proposed contracting, according to
201 TCD policy, a portion of the technical work until TCD increases staff capacity. Sarah
202 noted that the VSP Work Group has approved subcontracting this work and a request for
203 a letter of consent from Thurston County was submitted.
- 204 • Need 11 plans total: 9 plans by July 2019 (2 have been completed)
205

206 ***(Note: Paul Pickett left meeting at 7:21pm)***
207

208 **14. Board Meeting Minutes Review, All**

209 **A. Discussion on audio recording as official meeting record clarified that this would not be**
210 **permissible**

211 **B. June 26, 2018 Regular Board Meeting & Work Session minutes**

212 • Not discussed (amendments made during work session)

213 **C. July 24, 2018 Special Meeting minutes**

214 • Not discussed (amendments made during work session)

215

216 ***Doug motioned to authorize the Chair and Sarah to determine qualifications, duties, and***
217 ***compensation of a subcontractor or contractors and implement a Request for Proposals***
218 ***process to engage with a VSP subcontractor or contractors to provide at least 11 ISPs***
219 ***and related outreach and technical assistance by July 2019 for up to \$30,000. Linda***
220 ***seconded. Unanimous approval.***

221

222 **AI – Chair and AED to determine qualifications, duties, and compensation of**
223 **subcontractor(s) and implement an RFP process to engage with subcontractor(s)**

224

225 **15. WRIA 13 Lead Entity Contract (RC), All**

226 • Another agency will be taking over the contract

227

228 **16. WSFE Negotiations Letter, All**

229 • ***Eric motioned to acknowledge the letter. Linda seconded. Eric, Linda, Richard***
230 ***approved. Doug abstained. Paul was absent. Motion passed.***

231 • TCD Attorney recommends approval of negotiation. A negotiation team will be appointed.
232 Attorney Ben Cushman will provide recommendations.

233

234 **AI – Sarah to draft a letter to WSFE for Board and attorney review. Eric to sign and submit.**

235

236 **17. Review of Policies & Procedures, All**

237 A. Review of Policy 1.3 Delegation of Authority - *Not discussed*

238

239 **18. Adjourn, All**

240 ***Linda moved to adjourn. Richard seconded at 8:01pm. Unanimous approval.***

241

242 Respectfully Submitted,

243

244

245

246 **Eric Johnson, Board Chair**

Paul Pickett

