

**TCD Board of Supervisors Meeting Minutes  
February 26th, 2019 (2:00pm - 6:45pm) - Regular Meeting  
2918 Ferguson St SW, Suite A, Tumwater, WA 98512, 360.754.3588**



**Present at Meeting:**

Paul Pickett, TCD Board Chair	TJ Johnson, Public
Doug Rushton, TCD Board Auditor	Tony Wilson, Public
James Murray, Public	Sarah Moorehead, Interim Executive Manager (IEM)
Ben Cushman, TCD Counsel	Patricia Harrigan, Public
Bob Clark, Public	Chris Stearns, TCD Associate Supervisor
Alison Halpern, WSCC	Melissa Barker, Public
Melinda Holman, Public	Paula Holroyde, Public
John Flory, Public	Martin McCallum, Public
Carol Goss, Public	Joe Hanna, TC Ag Advisory Committee
Nora White, TCD Elections Supervisor	

**Action Items:**

- 1. IEM Moorehead will follow up regarding the third party audit with Mr. Ooms to express appreciation for his efforts and the intent to continue moving forward with a defined scope and deliverables.**
- 2. Ben Cushman and IEM Moorehead will follow up on the public disclosure request issue noted in the CAPP.**
- 3. IEM Moorehead will draft an email demonstrating TCD's progress on CAPP, for the Chair to sign, which will be sent to Kirk Robinson and Allison Halpern at WSCC.**
- 4. IEM Moorehead will follow up with Tom Salzer and The Aspen Group to gather information for the Board on costs and governance structure/culture training opportunities.**
- 5. IEM Moorehead will follow up with WFSE and PERC to schedule a collective bargaining training for Board and staff.**

**1. Welcome, Introductions, Audio Recording Announcement and Pledge of Allegiance**  
TCD Board and staff introductions. Audio recording announced by Chair. Pledge of Allegiance.

**2. Agenda Review**

*Motion: Supervisor Pickett moved to adopt revised agenda from Board work session that has been provided to the public. Supervisor Rushton Seconded. Passed unanimously.*

**3. Election of New Officers, All**

Ben Cushman presented his guidance document titled, "*Why Two Supervisors Constitutes a Quorum of the Board of Supervisors*", concluding that the current quorum of the



40 Thurston CD Board is two supervisors and does not count the currently vacant board  
41 positions.

42  
43 *Motion: Doug Rushton nominated Paul Pickett to serve as TCD Board Chair.*  
44 *Supervisor Pickett seconded. Passed unanimously.*

45  
46 *Motion: Paul Pickett nominated Doug Rushton to serve as TCD Auditor. Supervisor*  
47 *Rushton seconded. Passed unanimously.*

48  
49 The Board discussed paths forward to make TCD meetings efficient, improve  
50 organizational structure and governance, staff responsibilities, financial transparency,  
51 incorporating public input and union relations to rebuild Thurston CD. The Board invited  
52 feedback from the public and established a new, more formal operation norm for Board  
53 meetings.

54  
55 **4. Public Comment**

- 56 Tony Wilson
- 57 Chris Stearns
- 58 TJ Johnson
- 59 Ruth Piccone
- 60 Patricia Harrigan
- 61 Martin McCallum
- 62 Joe Hanna

63  
64 **5. 2019 Elections, All - Action Item**

65 **A. District Elections Timeline and Information, Nora White**

66 Ms. White briefed the Board on the 2019 elections, and provided 3 handouts  
67 regarding the election process: 1) A timeline; 2) a "how to vote" flyer; 3) an FAQ  
68 sheet.

69  
70 Today, February 26<sup>th</sup> at 4:30pm is the candidate filing deadline for 2019 District  
71 Election. Eligibility of candidates will then be verified. Information about voter  
72 participation will also be advertised and available on the Thurston CD website.

73  
74 Beginning March 6th, ballots will be available for request from TC Auditor's  
75 Office (no ballots will be available from TCD). Ballots can be requested to be  
76 mailed to voters through March 21<sup>st</sup>. Ballots can be requested in person at the TC  
77 Auditor's Office through March 25<sup>th</sup> at 4:30pm.



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The poll site election will be held on March 26<sup>th</sup>, 2019 at the Thurston County Auditor's Office Ballot Processing center – address from 8:00am – 8:00pm.

Handouts were provided to the Board, including: a timeline of dates and deadlines regarding the 2019 election, FAQ's and outreach flyers.

The Chair offered the audience a chance to ask questions:

1. What happens if only one candidate files?
  - a. Election will still take place. The incumbent is not running. The WSCC elections manual will be followed.
2. What is different from last year?
  - a. The main difference is that there will be no EIC (electronic ballot delivery system) ballot request option. This option provided challenges for TC Auditor's Office staff in relationship to District election requirements and was costly to the District.

**B. TCD Resolution #2019-03: 2019 District Elections, All - Action Item**

*Motion: Supervisor Rushton moved to adopt. Supervisor Pickett seconded. Passed Unanimously.*

**C. Interlocal Agreement for 2019 Election with Thurston County Auditor's Office, All - Action Item**

The Auditor is estimating \$22,000 based on counting 5,000 votes.

*Motion: Supervisor Rushton moved to approve the Interlocal Agreement with the Thurston County Auditor's Office for conduction the 2019 District Election. Supervisor Pickett seconded. Passed unanimously.*

**6. Filling the Mid-Term Elected Seat Vacancy, All**

The announcement to fill the Mid-Term Elected Seat Vacancy will go out tomorrow, February 27<sup>th</sup>, 2019. The deadline for applications will be March 13<sup>th</sup>, 2019 at 4:30pm.

The Board discussed holding a meeting on Friday, March 15<sup>th</sup>, 2019 from 3:00pm – 5:00pm to finalize interview questions, reference check questions and do an initial screening and selection of interview candidates.



116 Reference checks will be done on selected applicants following the meeting and candidates  
117 will be notified of the interview date.

118  
119 The Board discussed holding candidate interviews and appointing an applicant during a  
120 Special meeting on Tuesday, March 19<sup>th</sup>, 2019.

121  
122 The Board discussed the timing and recruitment plan for the open position, as well as  
123 compliance with TCD Policy 4.10. Candidate skills and requirements were defined, per  
124 TCD Policy, including the criteria: 'Willingness to work between meetings to address  
125 District business and review information'. The Board made updates to the application and  
126 included the requirement of submitting a cover letter.

127  
128 Chris Stearns, TCD Associate Supervisor was designated to conduct reference checks to  
129 fill mid-term elected seat appointment. IEM Moorehead will take notes and support the  
130 process and compliance with the policy.

131  
132 **7. Financial Report**

133 **A. Monthly Financial Report, Susan Shelton**

134 Ms. Shelton asked for any questions from the Board regarding the Monthly  
135 Financial Report. The Board discussed the East Fork McLane project and the  
136 WSCC Implementation grant.

137  
138 **B. January Check Register - Action Item**

139 *Motion: Supervisor Rushton moved to approve January check register #19863 -*  
140 *#19892 totaling: \$107,354.22 with one voided check #19882. Supervisor Pickett*  
141 *seconded. Passed unanimously.*

142  
143 **C. Third Party Audit Update**

144 IEM Moorehead provided a status report on the progress of the Third Party Audit.  
145 Ben Cushman discussed potential concerns regarding Edgar Ooms statement  
146 regarding testimony provided at the WSCC investigative hearing. Ben also stated  
147 that he believes that Edgar Ooms is a neutral third party auditor and believes that a  
148 third party audit would provide value to the District's governance. The Board  
149 shared concerns over the lack of a contract or scope of work and timeline for  
150 deliverables associated with the current third party audit. The Board discussed that  
151 a process is needed for the auditor to communicate with the full Board.  
152 Deliverables need to be established that are beneficial to the governance of District.



153 The Board was also concerned about workload impacts on staff with the State  
154 Audit starting up.

155  
156 Ben Cushman noted that there is an advantage to allowing the State Auditor's  
157 Office to complete their audit first, and then ask Edgar Ooms to review the  
158 outcome of the State Audit and direct him to fill any gaps and/or provided any  
159 additional information requested by the Board. Ben also stated that it is appropriate  
160 to define the scope of work, as the outcome of a third party audit remains  
161 independent.

162  
163 IEM Moorehead provided an update on the State Audit process. The State  
164 Auditor's Office entrance conference will be held on March 19th.

165  
166 *Motion: Supervisor Rushton moved to put the third party audit on hold until the*  
167 *completion of the state audit and the filling of vacant board positions, after which*  
168 *the Board will consult with Mr. Ooms to give him direction as to the scope,*  
169 *timing and deliverables of his work. Supervisor Pickett seconded. Unanimous*  
170 *passed.*

171  
172 The Board expressed their appreciation for Edgar Ooms and his work as a  
173 volunteer third party auditor. IEM Moorehead was directed to communicate the  
174 Board's gratitude and the decision to wait on completion of the third party audit.

175  
176 **Action Item: IEM Moorehead will follow up regarding the third party audit**  
177 **with Mr. Ooms to express appreciation for his efforts and the intent to**  
178 **continue moving forward with a defined scope and deliverables.**

179  
180 **D. TCD Resolution #2019-04: Authorized Bank Signers**

181 *Supervisor Rushton moved to approve TCD Resolution #2019-04: Authorized*  
182 *Bank Signers with the updates to newly elected officer positions and the*  
183 *correction of the spelling of Doug Rushton's name. Supervisor Pickett seconded.*  
184 *Passed unanimously.*

185  
186 Staff was directed to hold checks until bank signer authorization has been updated.

187  
188 The Board discussed adding a two hour Board Work Session before the regular  
189 March meeting to discuss the 2019 Budget. The Board would like to see the newly  
190 appointed Board Supervisor have a meeting with Ms. Shelton and IEM Moorehead



191 before the regular March meeting to come up to speed on 2019 Budget  
192 development.

193  
194 **8. Board Meeting Minutes Review, All – Action Item**

195 The Board discussed a consent calendar model for approving minutes.

196  
197 **A. November 15<sup>th</sup>, 2018 Regular Meeting Minutes**

198 *Supervisor Rushton moved to approve. Supervisor Pickett seconded. Passed*  
199 *unanimously.*

200  
201 **B. January 15<sup>th</sup> 2019 Regular Meeting Minutes**

202 *Supervisor Rushton moved to approve the January 15th, 2019 Regular meeting*  
203 *minutes, with the inclusion of the meeting attendees. Supervisor Pickett*  
204 *seconded. Passed unanimously.*

205  
206 **C. Review of New Minutes Template and Policy**

207 Ben Cushman discussed working on a policy with Supervisor Pickett and a  
208 template that would utilize the existing meeting agenda as template using a  
209 spreadsheet format, allowing for limited discussion.

210  
211 **9. Legal Report, Ben Cushman**

212 Three defined legal matters pending:

- 213 I. Appeal for suspension of funding with WSCC. The appeal is not proceeding and  
214 will likely not need to proceed as compliance with the CAPP issues will likely  
215 resolve the issues of funding suspension.
- 216 II. West Vs. TCD regarding OPMA violation
- 217 III. Hanna Vs. TCD regarding OPMA violation

218  
219 Strategic decisions need to be made. Ben Cushman has appeared for TCD Supervisors in  
220 the West case, not in the Hanna. Ben Cushman requested to receive direction to formally  
221 withdraw from representation of former Supervisors in West case.

222  
223 **Executive Session: Impacts of governance change on pending litigation. RCW**  
224 **42.30.110 (i): To discuss with legal counsel representing the agency litigation or**  
225 **potential litigation to which the agency, the governing body, or a member acting in an**  
226 **official capacity is, or is likely to become, a party, when public knowledge regarding**  
227 **the discussion is likely to result in an adverse legal or financial consequence to the**  
228 **agency.**

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229 The TCD Board and Ben Cushman (TCD Counsel) entered Executive Session for the  
230 purpose of receiving legal advice of counsel on pending litigation and to discuss strategy  
231 for those cases under RCW 42.30.110 (i) at 5:23pm for 15 minutes and resuming public  
232 session 5:38pm. Executive Session was resumed for an additional 15 minutes at 5:38pm,  
233 concluding at 5:53pm. Executive Session was resumed for an additional 5 minutes at  
234 5:53pm, concluding at 5:58pm. Executive Session was resumed for an additional 5 minutes  
235 at 5:58pm, concluding at 6:03pm. Public session was resumed at 6:03pm.

236  
237 **Legal Report (continued), Ben Cushman**

238 Ben Cushman requested direction to formally withdraw from representation of former  
239 TCD Supervisors in West vs. TCD.

240  
241 *Supervisor Rushton moved to direct legal staff to withdraw from representing former*  
242 *board members and to enter negotiations to reach a settlement with West. Supervisor*  
243 *Pickett seconded. Passed unanimously.*

244  
245 **10. Filling the Mid-Term Elected Seat Vacancy (resumed agenda item #6), All – Action**  
246 **Item**

247  
248 *Supervisor Rushton moved to approve TCD Resolution #2019-05: A Resolution of the*  
249 *Thurston Conservation District, Providing for the Mid-Term Filling of a Vacant Elected*  
250 *Position, with the addition of the year 2019 and the Board Officers. Supervisor Pickett*  
251 *seconded. Passed unanimously.*

252  
253 **11. Governance, All**

254 **A. CAPP Review**

255 The Board and Ben Cushman discussed follow up to public disclosure requests.  
256 **Action Item: Ben Cushman and IEM Moorehead will follow up on the public**  
257 **disclosure request issue noted in the CAPP.**

258  
259 The Board discussed additional Board and staff training opportunities.  
260 **Action Item: IEM Moorehead will draft a letter demonstrating TCD's**  
261 **progress on CAPP to be signed by the Chair, then will be send to Kirk**  
262 **Robinson and Allison Halpern at WSCC.**

263  
264 **B. Governance Review Process**

265 The Board discussed looking into The Aspen Group and talking to Thurston  
266 County Commissioner regarding governance training. The Board would like a



267 structured process that allows for customization to fit the needs of the District.  
268 Additional goals include: hiring an executive director, making other financial  
269 improvements as necessary, updating the organizational structure and in general  
270 increasing efficiency and effectiveness of the District. Supervisor Rushton  
271 discussed a governance presentation provided by Tom Salzer at the 2018 WADE  
272 Conference that could help TCD in its current situation.

273  
274 **Action Item: IEM Moorehead will follow up with Tom Salzer and The Aspen**  
275 **Group to gather information for the Board on costs and governance**  
276 **structure/culture training opportunities.**

277  
278 **C. Collective Bargaining with WFSE Union**

279 The Board discussed the desire to proceed with a joint Board and staff bargaining  
280 training in April 2019.

281  
282 **Action Item: IEM Moorehead will follow up with WFSE and PERC to**  
283 **schedule a collective bargaining training for Board and staff.**

284  
285 **12. Adjourn, All**

286 *Motion: Supervisor Rushton moved to adjourn the meeting. Supervisor Pickett*  
287 *seconded. Passed unanimously.*

288

289 Respectfully,

290   
291 \_\_\_\_\_

292 Paul Pickett, Board Chair