



**October 28, 2020 Special Meeting held via Zoom
5:00 – 7:00 pm**

Present:

Voting members – Carl Exner, Luke Johnson, Steve Raynes, Matt Stine, Alan L’Hommedieu, Janet Davis, Roy Iwai, Cindy Kolomechuk, Gerald Murphy, Margaret Filardo, Chris Gorsek, Julie DiLeone

Non-voting members – Howard Schaller (alternate), Claire Klock (partner), Steve Kucas (partner), Matt D’Angelo (partner)

Staff - Sara Ennis

Guest – Dianne Alves

Quorum of at least 7 voting members present

Meeting called to order at 1703 by Chair Carl Exner

Introductions done by all. Carl stated purpose of meeting was *transparency*, answering questions about what is happening and how we got to where we are. Dianne introduced as facilitator. She reviewed the following list of operating agreements, using chat box, hand raise feature and parking lot -

Operating Agreements

- Listen Actively
- Share Your Experience
- Share The Space
- Assume Positive Intent
- Stay Engaged
- Accept Non-closure

1) Biohabitats: Carl reviewed history of Sandy-Salmon Project phase 1 and subsequent meetings with Biohabitats about invoices submitted for work that was NOT authorized by SRWC. Notice received from Biohabitat’s attorney that suit will be filed on Monday 11/2/2020 for approximately \$116,000 with all Directors and Council members individually named. Claim filed today with insurance company who carries SRWC’s Director and Officer insurance. Discussion followed with conclusion that Kris Balliet will be point person for SRWC and we will await further guidance from the insurance adjuster who will be assigned.

2) How we got here: Carl reviewed past personnel and financial issues since 2018 that led to Steve Wise’s resignation in January 2020 and Katherine Cory’s lay-off in June 2020. Financial investigation and budget development by David Wynde, Westside Secretarial Services, Kris Balliet and Sara Ennis is on-going.

3) Current Financial status: Sara screen-shared the most recent spreadsheet (which is updated frequently) and a summary document. Discussion followed with questions about

identified debts to contractors and staff, grants with deliverables pending. Kris Balliet has negotiated debt reductions and payment plans. Increasing revenue is a concern as currently fund-raising is only being done by staff through grant applications. Carl shared his plan to devote the November meeting to strategic planning (to be led by Dianne Alves) to identify what is important to the watershed and to partners. This will guide fund-raising to focus on those priorities. Sara screen-shared the current workplan for the rest of 2020 focused on current grant-related work. Concerns raised about upcoming Officer vacancies (Current Treasurer has resigned from Council) and possible need to update Bylaws. Carl volunteered to be on the next Bylaws committee.

4) Staffing: Carl reviewed decreases in staff hours until the end of 2020, balancing need to decrease expenses and still complete grant work and satisfy partners. Kris Balliet has completed performance reviews for all staff. These had not been done regularly in the past. Carl described in detail the review of Kris's scope of work done last week (appointment letter recently shared with Council). Concern about personnel policies raised – Janet reminded Council of approving Employee Handbook in 2019. Sara shared plan to have Gusto (payroll company) conduct legal review of Handbook in future. Roy and Luke concerned about staff morale in this difficult situation.

5) Additional Board Comments:

- Chris – annual staff reviews recommended
- Howard – Bylaws recently amended (4/21/2020) with no issues raised about Chair's responsibilities or authority.
- Cindy – reviewed history of Council members being passive which was encouraged by past Executive Director, shared responsibility for current situation, that personnel issues are very tricky.
- Janet – although Carl has taken responsibility for decisions, they were not made in isolation. Vice Chair, Past Chair, Treasurer and other Council members were involved as well.
- Murph - thanks to Carl for tough decisions, applauds everyone for participating in meeting
- Carl – Sandy Wastewater Treatment important upcoming issue, requests all interested members think about becoming an Officer for next year
- Luke – interested in “restructuring” executive committee
- Julie – made motion for “Council to meet monthly on dates/times to be determined at November meeting”, 2nd from Margaret. Motion carried unanimously.

Meeting adjourned at 1858

For more information, contact Sara Ennis, Community Stewardship Coordinator
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