

Minnesota Watersheds Board of Directors Meeting

January 13, 2023

Via Zoom

1. CALL TO ORDER

President Vavra called the meeting to order at 9:02 a.m. A quorum was present.

Minnesota Watersheds Board (Board) members present: Linda Vavra, Jackie Anderson, Mary Texer, Wanda Holker, Peter Fjestad, Brad Kramer, and David Ziegler

Board member absent: Gene Tiedemann and Jeff Gertgen

Others present: Jan Voit, Executive Director; Rick Sanders, Capitol Region Watershed District; and Tina Carstens, Ramsey Washington Metro Watershed District and Minnesota Association of Watershed Administrators (MAWA)

2. GENERAL HOUSEKEEPING

Agenda

Director Fjestad made a motion to approve the agenda. Director Ziegler seconded the motion and it carried unanimously.

Member Comment Period

No Minnesota Watersheds members were present to address the Board.

Secretary's Report

Director Texer made a motion to approve the minutes of the November 30 and December 3 meetings. Director Fjestad seconded the motion and it carried unanimously.

Treasurer's Report

Director Ziegler and Executive Director Voit explained the financial report. The account balances as of December 31, 2022 are:

- Checking: \$78,365.70
- Savings: \$154,835.24
- Total: \$233,200.94

Discussion was held regarding dues and whether the figures included all the annual conference registrations. The financial information for the annual conference is not yet final. There are still outstanding invoices. Director Ziegler moved to accept the treasurer's report. This was seconded by Director Kramer and the motion carried unanimously.

Director Anderson brought to the attention of the Board that the credit card policy on file had never been implemented. A debit card was issued, but it is not functioning. Director Anderson made a motion to implement the credit card policy and cancel the debit card. Director Ziegler seconded the motion and it carried unanimously. The Executive Director should have possession of the credit card. A second card could be issued to the Board President. The bill would be paid monthly with funds from the checking account. The spending limit is \$1,000.

3. UNFINISHED BUSINESS

Legislative Platform

The Legislative Committee met on December 9 and recommended the 2023 Legislative Platform.

Director Anderson made a motion to accept the 2023 Legislative Platform. Director Kramer seconded the motion. Executive Director Voit explained the priority issues. Discussion was held regarding the DNR's proposed early coordination legislation and the discussion at the Drainage Work Group meeting

on January 12. Our lobbyist is aware of the proposals and will be prepared to work on behalf of Minnesota Watersheds to fend off legislation that would be detrimental to members. A vote was taken on the motion, and it carried unanimously.

Executive Director's Contract

The contract for the Executive Director expired on December 31, 2022. In discussing the contract with the Board President, it is recommended to extend the contract through March 31. The Strategic Plan Committee will meet in March and review the work done to date on the work plan. Waiting until that review period has happened would be beneficial.

Discussion was held regarding the need to remove providing hardware from the contract, as well as removing the interim and acting language. Discussion was also held regarding work hours and the office location. Safeguarding Minnesota Watersheds information was discussed. Director Fjestad made a motion to reimburse the Executive Director for an external hard drive. Director Ziegler seconded the motion and it carried unanimously.

Director Fjestad made a motion to update the contract with the recommended changes, to discuss with legal counsel whether a laptop could be provided if the contractor is in an executive position, and to extend the Executive Director's contract through March 31. Director Anderson seconded the motion and it carried unanimously.

Executive Director's Work Plan

The Strategic Plan Committee met on December 12, 2022 to review the Executive Director's work plan priorities for 2023-2024. The committee recommends the work plan as presented. It was noted that the work plan cannot list everything that may need to be addressed. Director Anderson made a motion to approve the Executive Director's 2023-2024 Work Plan. Director Ziegler seconded the motion and it carried unanimously.

4. NEW BUSINESS

Contract with Capitol Region Watershed District (CRWD)

The contract with CRWD expired on December 31, 2022. Through this contract, Minnesota Watersheds was paying for office space for a full-time employee and storage for our inventory at \$400 per month. CRWD is willing to continue providing storage, as well as office space as needed, at \$200 per month. The Board noted their appreciation for CRWD's willingness to renegotiate this agreement and provide these services. Director Anderson made a motion to approve the CRWD contract. Director Ziegler seconded the motion and it carried unanimously.

Memorandum of Understanding

Currently the office location and mailing address are at the CRWD. The memorandum drafted by legal counsel was discussed, as well as the need to remove the reference to providing hardware from the document. Director Anderson made a motion to approve the Memorandum of Understanding. Director Ziegler seconded the motion and it carried unanimously.

Manual of Policy and Procedures (MOPP)

At the Annual Conference, our members approved the Strategic Plan. With the adoption, the name of the organization is changing. A financial management policy and practices document was developed. The committee scopes of work were updated and included in the MOPP. The proposed changes were sent to legal counsel for review and then to the Bylaws-MOPP Committee. Information from the regional caucuses was used to develop the committees for 2023. The Executive Director worked with President Vavra and administrators to fill vacancies. The Bylaws-MOPP and Strategic Plan Committees are part of the organization's governance structure. As such, the committee chair for these will be a member of the Executive Governance Committee. The Bylaws-MOPP Committee met on January 4, 2023 to review proposed changes to the MOPP. The committee unanimously recommended adoption

of the changes to the MOPP.

Discussion was held regarding the office location, where mail should be sent, making the receipt of information as easy as possible, and a concern about consolidation of decision making with the Executive Committee, and whether the President of the Board should be a voting member of committees. Director Ziegler made a motion to approve the changes to the MOPP with the corporate address being Obremski Ltd and the Executive Director's address at her home. Director Fjestad seconded the motion. In favor: Fjestad, Holker, Kramer, Texer, Vavra, and Ziegler. Opposed: Anderson. The motion carried.

Special Meeting of the Membership

Pursuant to our Bylaws, a special meeting of the membership is necessary to consider and act upon a proposed resolution for Minnesota Association of Watershed Districts, Inc. to adopt the assumed name of Minnesota Watersheds and to consider and act upon proposed amendments to the Bylaws. The Bylaws-MOPP Committee met on January 4, 2023 to review proposed changes to the Bylaws. The committee unanimously recommended the Board of Directors moving the proposed changes to the membership. Director Ziegler made a motion to approve the special meeting notice and to move the proposed Bylaws changes to the membership. Director Fjestad seconded the motion and it carried unanimously.

5. BOARD ORIENTATION

During this portion of the meeting, the proposed calendar, proposed Bylaws, proposed MOPP, including the draft financial management document, and the adopted Strategic Plan were reviewed.

6. REPORTS

President's Report

President Vavra reported on the upcoming meeting with Sauk River Watershed District, interaction with the Executive Director, and committee meetings.

Executive Director

Executive Director Voit provided an update on communication, legislative work, the Ag-Urban Forum, meeting with Justin Hanson, Board of Water and Soil Resources (BWSR), Summer Tour, MAWA Executive Committee meeting, administration, Handbook Committee meeting, Events-Education Committee meeting, and the Drainage Work Group meeting.

Minnesota Watersheds Committees

Finance

Director Ziegler reported on the financial process.

Strategic Plan

The committee reviewed the Executive Director's 2023-2024 Work Plan and recommended it to the Board.

Legislative

The committee recommended the legislative platform that was approved in today's meeting.

Events-Education

The committee reviewed both the legislative event and the Summer Tour.

Resolutions

The committee will not meet until October.

Partner Reports

MAWA

Tina Carstens thanked the Board and the Executive Director for the partnership and collaboration opportunities, the MAWA Executive Committee meeting, MAWA meeting at the annual conference, committee assignments, upcoming MAWA meeting in conjunction with the legislative event, upcoming meeting with BWSR leadership, Summer Tour, and providing watershed district managers and watershed management organization commissioners with more detailed information about Minnesota Watershed activities at meetings and in board packets.

BWSR

No report was given.

Clean Water Council

No report was given.

Confirm Next Meeting Date

The next meeting will be held at 1:00 p.m. in conjunction with the Legislative event, followed by the membership meeting at 3:30 p.m.

7. ADJOURNMENT

The meeting adjourned at 10:27 a.m.

Wanda Holker
Secretary