



Montana Association of Conservation Districts

MONTANA ASSOCIATION of CONSERVATION DISTRICTS

We're growing Montana's future.

MACD BOARD CONFERENCE CALL JULY 8, 2019

DRAFT MINUTES

The meeting was called to order by President Mark Suta at 7:33 am and roll call was taken. A quorum was present.

BOARD MEMBERS PRESENT AT THIS MEETING ARE HIGHLIGHTED IN YELLOW:

Mark Suta (PRES)	William Bernard (1)	Bob Peterman (2)	Don Youngbauer (4)	Mike Hansen (6)
Jim Simpson (VP)	Dean Rogge (1)	Steve Hertel(3)	Steve Schanaman(4)	Rick VanDyken(6)
Gary Giem (TREAS)	Tony Barone (2)	Steve Hedstrom (3)	Pete Woll (5)	
Jeff Wivholm (1)	Roddy Rost (2)	Judi Knapp (4)	Bill Naegeli (5)	

PARTNERS AND OTHERS PRESENT: Jeff Tiberi, Melissa Downing, Tenlee Atchison, Laurie Zeller, Jane Holzer, Heidi Fleury, Roger Hybner, Mark Bostrom, and Dave Martin

Financials: profit and loss and balance sheet dated 30th June 2019

- Motion to Approve: Jeff Wivholm
- Seconded: Bill Naegeli
- Discussion: Jeff Wivholm had a question about the balance sheet 'prior period adjustment' line. Melissa Downing stated that it was at the recommendation of the accountant for the 990's.
- VOTE: Motion carries

June 12th Board Minutes:

- Motion to Approve: Bill Naegeli
- Seconded: Willie Bernard
- Discussion: Mike Hansen: Gary Giem is not listed as present but he was. Mark Hansen said that it mentions that he was at the meeting in the minutes. Change minutes to include Gary Giem.
- VOTE: Motion carries

Spring Board Meeting Thoughts From Board Members:

President Suta requested thoughts from the group about the recently completed Spring Board Meeting:
Jim Simpson: One of the 2 that was aware of personnel issues. Aware that it was going to be a surprise to most regarding the findings. Also proposed to split the two so that they do not report to one another, but that SWCDM still supports the MACD mission. However, we should revisit that decision.

Willie Bernard: It came as a surprise, regarding the ED issue. The correct decision was made regarding the ED. Hands were tied due to not wanting a lawsuit. We did the best we could. The meeting went well, the ED release took a lot of time and attention, but the matter needed to be addressed.

Bill Naegeli: Surprised, but after the ED issues were brought forward, he was not very surprised due to prior working relationships. It was handled professionally. Still concerned about how the management of SWCMD/MACD will go forward. It got overshadowed by the ED's release.

Dean Rogge: Lot of shock at decisions made and some need to be rethought. There could of been more transparency, thought the whole board should of known about the ED issues prior to meeting. MACD needs to revisit the 3 years good standing decision. Some districts are upset ED left and at the operation of SWCDM. We need to stay within the bylaws. There may be resolutions/by-laws coming forward to merge the two. Frustrated with not knowing enough about SWCDM, thinks we need to figure out how to bring them back together. Need more face to face time to discuss these serious issues. Optimistic that we can move forward.

Jeff Wivholm: He was aware of the ED situation. We could not move forward with the ED. Thought there should be more separation between MACD/SWCDM because of the political aspect. With all the information he has read and researched, he believes they would run better as separate entities. Stated that there is misinformation in the districts. Thought there should have been more board members at the meeting. Wants to keep moving forward.

Steve Hertel: No issue with ED being replaced, but the process was not ideal. There should have been more transparency. The president should of been made aware of this much earlier. Spring Board - rules were not followed; Motions under executive session...you have to be in an open meeting to make a motion. All districts in good standing for 3 years letter goes against the bylaws and the bylaws override the motion made at Spring Board meeting. Given all this, we will move forward and make things better.

Roddy Rost: The meeting went well, except for being surprised by ED release. Has ideas to better manage those types of situations in the future. Committee work was good. Keep working and learn from the mistakes.

Mike Hansen: We did what was necessary regarding ED. Mike has a motion relating to the MACD/SWCDM structure to bring forward later in the meeting. The feedback he has heard from districts was mostly positive. There are partner concerns regarding current structure that need to be addressed. There was a good discussion at the Spring Board Meeting. The Board needs to be pointed in the same direction, we are heading that way, with some tweaks that need to be done.

Judi Knapp: Felt uncomfortable how the ED release was handled. Uncomfortable with SWCDM/MACD going separate ways. MACD needs to retain some supervision.

Bob Peterman: Wished he had been present at the Spring Board Meeting. Doesn't understand reason why ED was let go. The Strategic Plan said to keep all districts involved. That decision could have been discussed by all Boards and Districts then brought back to this meeting for decision. Bob understood

that the SWCDM Board's sole purpose was to manage BPMC. He has heard rumors about SWCDM doing programs around the state with no input from CDs.

Steve Hedstrom: Relieving ED was correct. ED was not getting the job done. Asked Mark Suta to call Bob Peterman and explain to him the reasons ED was let go since it is not an appropriate conversation for this call. The SWCDM by-laws are confusing and should be revisited. The 3 years good standing dues motion is a problem - it is trumped by the bylaws and needs to be revisited. He heard suggestions to call area representatives, but no one called him regarding the Fergus letter. The letter Fergus CD put out has misinformation related to staff and what SWCDM does.

Mark Suta: Was embarrassed by the Board. Was shocked at what happened and has heard similar things from CDs and partners. Attended his area meeting. We have to move on and start a process to hire new ED, and re-build. The board needs to be united. MACD needs to consider the CDs in everything we do. Everything we do should be for the CDs. We need to think of how things we do affect CDs; we are accountable to CDs.

Dean Rogge: asks if Jeff Tiberi feels comfortable making a comment.

Jeff Tiberi: He stated he is here for the future, understanding that the past impacts future. We need to be focused on planning to move forward. MACD has been around for 80+ years. We have survived because of the importance of our mission. Conservation of soil and water resources, and the production of food by wisely using those resources, are critical for the survival of our society. The mission of MACD to support the Districts as they help soil and water issues with farmers and ranchers is an important one. Optimistic about the future. If we get good people on board, lots of good things will happen.

Motion regarding SWCDM/MACD supervisorship:

- Motion to Approve: Mike Hansen: We advertise and hire a MACD Executive Director, reporting to the MACD board, with SWCDM staff providing administrative support, as in the past.
And: The incoming SWCDM Director would look to the MACD ED for cultural leadership and guidance consistent with the Strategic Plan. Supervision would be provided by the MACD ED. Technical guidance would be SWCDM staff and Partner sourced, overseen and reinforced by the SWCDM board.
- Seconded: Jeff Wivholm
- Discussion: Mark Suta: what is cultural leadership? Mike Hansen: MACD will help SWCDM focus on the CDs as defined in the by-laws and strategic plan.
Steve Hedstrom: the CDs are a culture in themselves. SWCDM director would report to MACD director.
Mike Hansen: By setting up a structure to potentially successfully meld together, if in the future we choose to. It sets us up better for the future.
Dean Rogge: This gives more transparency for both boards.
Jim Simpson: MACD ED would not have any operational responsibility, only supervise at an appropriate guidance level. Mike Hansen: Yes. SWCDM as technical staff, the ED MACD as management.

Jeff Wivholm: In the case of removal then the MACD ED and the MACD board would be in charge of SWCDM.

Mark Suta: SWCDM board will hire director, and oversee the person? The whole board needs to vote for MACD, should it be that way for SWCDM. Mike Hansen asks board to authorize proceed with hiring committee to proceed as planned. We will add Jeff Tiberi to SWCDM hiring committee.

- **VOTE: Motion carries**

SWCDM Director hiring process

Motion: That the MACD Board authorize the SWCDM hiring committee to proceed with the SWCDM Director hiring process, as planned, for consideration by the full MACD Board. Also, add Jeff Tiberi to the hiring committee- Mike Hansen

Second: Don Youngbauer

Discussion: none

VOTE: Motion Carries

Summit Insurance update: Tenlee Atchison: Insurance is ready to go. Information has already been sent to the districts. MACD is no longer required as sponsor. Each CD is considered to be their own employer. Each CD would have to sign their own contract. Tenlee stated that it has morphed into current status, because it is the best possible solution for all districts. Mark Suta thanked Tenlee, and encourages Districts to contact supervisors about being involved in insurance.

MACDEO update: Tenlee Atchison: At the spring training there was discussion about the EO getting its own Employer Identification Number (EIN). Tenlee Atchison has applied to get an EIN, but has not applied for anything else (i.e., non profit status). The EO securing their own EIN heads off some potential future problems.

Dues letter and 3 years all CDs in good standing:

This issue was in reference to the motion made at the Spring Board Meeting.

Willie Bernard: We need to get board members feedback.

Steve Hedstrom: It goes against by-laws. Put together simple review process for the dues letters if they are taking up too much time.

Dean Rogge: To do away with motion, send a letter stating you are in good standing this year while we restructure. CDs want reassurance that we are moving forward with strategic plan.

Mark Suta: It's contrary to the MACD bylaws to do 3 years in good standing.

Mike Hansen: Should we have a motion that the motion authorizing membership for 3 years without dues is illegal?

Bob Peterman: Not much sense in telling CDs they do not have to pay dues for 3 years.

- Motion to Approve: The 3 years of good standing dues letter motion that was made during the Spring Board meeting was in contradiction to the MACD by-laws. The MACD bylaws are the governing rules of the association and those bylaws have precedent. Therefore, that motion is null and void - Mike Hansen
- Seconded: Steve Hedstrom
- Discussion: none

- VOTE: Motion carries

The MACD Board of Directors hopes that this helps clarify this issue, and hopes that the Conservation Districts will continue to support their statewide association.

Resolutions: Due 8/1. Jeff Tiberi will send out an email reminding Districts.

Committees: Jeff Tiberi has been requested to help the district ops committee, and attend their meetings. He stated that it is not in his list of duties as charged by the Board. Jeff Tiberi would like Board approval to help with the dues committee and also requests to attend and participate in certain meetings, using his best judgement based on the meeting's role in keeping the association moving forward and his time constraints.

Mark Suta: States that the ED position was assigned as Districts Ops liaison, so Jeff Tiberi could also fill that role. He also stated that Jeff should use his best judgement regarding attending meetings.

MACD Insurance update: Melissa Downing said that the quotes have come in and were distributed to the Board members. There were no objections from the Board. Melissa contacted the carrier and advised them to bind the policies effective July 1, 2019.

Proposed timetable to hiring ED: Mark Suta: MACD needs to start a hiring committee. Mark has not finalized the names yet. They can mirror the SWCDM Director hiring process.

Jeff Tiberi: The Position Announcement is ready to go, and he would like to get that out ASAP, today if possible. He was hoping to finish up his duties as the Transition Manager by the end of August. He requested that it be announced today and to close on July 26th.

Mike Hansen: A hiring committee would be responsible for reviewing applications, references and get candidates to the Board. There didn't need to be a hiring committee selected to send out the announcement.

ED Hiring Process

Motion: Move forward with hiring of ED position MACD- Dean Rogge

Seconded: Roddy Rost

Discussion: none

VOTE: Motion carries

Northern Plains update: Steve - NRCS Conservationist tours on burn sites and irrigation sites. He would like to have Sunni Heikes-Knapton, NACD, at the MACD convention. Heidi Fleury took note for the convention agenda. Call Steve for more information.

Approval of bank signatories: Add Jeff, Melissa, Jim

- Motion to Approve: Add Melissa Downing, Jeff Tiberi and Jim Simpson as signatories on the MACD bank accounts- Roddy Rost
- Seconded: Steve Hertel
- Discussion: none
- VOTE: Motion carries

990 Update: Jeff Tiberi stated the 990's are moving forward after a bit of confusion concerning our EIN.

Convention update: Heidi Fleury - There will be plenty of opportunity for face to face conversations at the convention. The EO event theme is now 'County Fair.' Area 5 planning committee is doing a great job. Excited about Sunni Heikes-Knapton potentially being at convention, states that there is space for her on the agenda.

Jeff Tiberi: Asked Heidi Fleury to make sure there is time for Board management training for the MACD board. Jeff visited with Tom Watson and he stated that NRCS folks would also like a room to conduct meetings.

Area Meeting Update: Jeff Tiberi: The planning is moving along but he needs to organize a conference call. Information is on the MACD website. The business agenda still needs to be distributed to hosting districts.

Legal support for CD update: Laurie Zeller: An RFP was sent out and DNRC will be meeting on the 18th to select new legal support. Admin CD money is ready to go, there will be two cycles this time. At the Spring Board meeting DNRC she was asked to do leadership/management training at convention, nothing solid yet. Mark Suta and Mike Hansen have offered to help.

TMC Comments: Jeff Tiberi stated that his role is to review before it goes out. All other responsibility are managed by Kate Arpin.

Other: Jeff Tiberi stated that he has tried to call all Board members since he came on board, but he has not been totally successful and extends his apologies to those he has not yet connected with.

Dean Rogge: There may be some resolutions being brought forward, but they are actually might be by-law changes.

Jeff Tiberi: Asked Heidi Fleury if she could put something on the convention agenda re: by-law issues. Heidi agreed.

Bob Peterman: Board needs to give Jeff Tiberi a special thank you for stepping in.

Roddy Rost: New hires should be offered the insurance Tenlee previously discussed as well.

NEXT MEETINGS: 22nd July - Executive Committee Conference Call; 12th August - MACD Board of Director Conference Call

MOTION TO ADJOURN THE MEETING: Mike Hansen

SECONDED: Bill Naegeli

MEETING ADJOURNED AT 9:12 AM