



January 6, 2016
SWCDM Board Meeting Minutes

Present:

Jeff Wivholm
Mark Suta
Shirley Parrot
Willie Bernard
Jim Simpson
Daryl Stutterheim
Steve Hedstrom
Dean Rogge
Roddy Rost
Dwight Crawford
Pete Woll
Gary Giem
Bob Peterman
Tony Barone
Judy Knapp
Jeff Tiberi
Elena Evans
Ann McCauley

Meeting called to order at 7:33 am by Jeff Wivholm.

Approve of Nov 20 Board Meeting Minutes:

Motion to approve by Dwight Crawford. Seconded by Shirley Parrot. Motion passes.

Nomination for Bridger PMC Board of Managers:

Jeff W. made a call for nominations for Board of Managers. Motion made by Dwight to nominate Shirley. Motion passes. Shirley Parrot appointed to Bridger PMC Board of Managers.

SWCDM FY 15/16 Budget and Updated Budget:

Motion to approve FY15/16 budget by Mark Suta, seconded by Pete Woll. Motion passes.

Motion to approve updated budget by Roddy. Seconded by Daryl. Motion passes.

Accept Financial Statement for Oct 1-Dec 31, 2015.
Financial statement accepted.

Discussion:

Preparing for an audit:

Jeff W. and staff briefly discussed Dec. meeting with Rudd and Co. about preparing for a financial audit for 2016 (audit to be performed in early 2017).

By-Laws Discussion

Goals of revised bylaws: Jim Simpson identified and reviewed the following 5 goals for the revised bylaws:

- 1) Ensure that SWCDM's office, BPMC and other assets, as acquired, are protected and effectively managed
- 2) Ensure that programs reflect the real time needs of conservation districts and partners
- 3) Promote active participation of board members
- 4) Assures an opportunity for all Districts to participate in the management of SWCDM
- 5) Provide a mechanism for technical associates to participate in board decisions

Jeff W. asked each board director to comment on these goals and/or their thoughts on the revised bylaw process. Summary of comments:

A common comment was that this 5 goals approach is a good start in the right direction. A number of board directors commented on needing to take this information back to their individual boards and area boards and this will take time in order to get district feedback. Shirley and Dwight both asked if there were concerns about Bridger PMC management given goal #1. Jeff assured them that there was not concern and the intent of this goal was to ensure the revised bylaws protect all SWCDM assets, including BPMC.

Individual director comments included:

- Importance of going back to the mission statement when defining the by-laws;
- The devil is in details and how we do the details will be the challenge;
- Steve Hedstrom's white paper was helpful for background
- Excellent start with goals. Each step of bylaws needs to go back to goals and ensure mechanisms to meet goals are well-thought.
- Conservation districts don't want to lose control of this, and do not want board members on SWCDM board that don't have vested interest in CDs.
- Structure of board is important for Districts heard from; want to see a makeup of CD supervisors on board.
- Important to ensure 'technical associates' don't interfere with our business
- Keep it simple and to the point.

Jim Simpson added 6th goal of: Structure of SWCDM board assumes that CDs/MACD doesn't lose control of SWCDM.

A series of questions were asked to the board about SWCDM board makeup, including How many people do we want on board?; How do we want to decide who is on the board?; and engaging Districts.

A number of board directors provided feedback on their vision for SWCDM board. Some directors like the idea of a smaller board (6-7), while other directors voiced that given the large SWCDM budget, districts may want a larger board. Jeff T. commented that it is easier to start small and grow board, rather than shrink board. Jeff W. commented that once a board is in place, then that board can further work on bylaws.

How do we want to decide who is on the board? Nomination or election process. Jim Simpson said that during bylaws development we could provide different options for how board composition and process is done and answers may come out naturally as part of process through consensus. A number of directors said that they like this idea of putting together options and taking them back to their boards. Daryl asked how do to get buy-in/input from Districts that don't have MACD board members on them. Shirley answered that directors can attend board meetings in your area in person or over phone. Gary suggested that an email be sent to all districts an email about what is going on here. This idea was seconded by Willie. Daryl commented that email should include note to call an Area Director. Many directors were in agreement that this was a good approach, and if Districts don't respond, we can say we solicited feedback and can move forward.

Staff will create a survey about the questions discussed today and send out to Districts with letter explaining process and direction to call your MACD Area Director with any questions.

Next Meeting: January 27, 2016 7:30 a.m.

Jeff Wivholm motions to adjourn. Meeting adjourned at 9:00 am.