

# Minnesota Watersheds Board of Directors Meeting

October 23, 2023

Via Zoom



## 1. CALL TO ORDER

President Vavra called the meeting to order at 9:01 a.m. A quorum was present.

Minnesota Watersheds Board (Board) members present: David Ziegler, Peter Fjestad, Linda Vavra, Mary Texer, Jeff Gertgen, Don Pereira, and Brad Kramer

Board members absent: Gene Tiedemann and Wanda Holker

Others present: Tina Carstens, Minnesota Association of Watershed Administrators (MAWA), Joe Collins, Board of Water and Soil Resources (BWSR), Rick Sanders, Capitol Region Watershed District (WD), and Maddy Bohn and Jan Voit, Minnesota Watersheds (MW)

## 2. GENERAL HOUSEKEEPING

### ***Agenda***

Director Texer made a motion to approve the agenda. This was seconded by Director Ziegler and carried unanimously.

### ***Member Comment Period***

No MW members were present to address the Board.

### ***Secretary's Report***

Director Fjestad made a motion to approve the minutes of the August 21 regular meeting and August 28 special meeting. This was seconded by Director Ziegler and carried unanimously.

### ***Treasurer's Report***

Director Ziegler reported on the bills paid and the account balances as of October 23, 2023:

- Checking: \$14,677.08 (adjusted for outstanding checks)
- Savings: \$230,261.00
- Total: \$244,938.08

Director Ziegler moved to accept the treasurer's report. This was seconded by Director Texer and carried unanimously.

## 3. UNFINISHED BUSINESS

Maddy Bohn gave an update on the annual conference. The event will start earlier in the week and end on Friday. There will be more opportunities for members to engage with vendors at the trade show. The agendas for the Wednesday workshops and the education session descriptions were included in the conference sneak peek that was distributed last week. Our six platinum sponsors are returning this year. We have added a new gold sponsor. The registration numbers look good. The search continues for entertainment during the social hour.

## 4. NEW BUSINESS

### ***Fiscal Year (FY) 24 Budget***

The FY24 budget as recommended by the Finance Committee was presented. The revenue for dues is estimated as the current members paying dues at the rates established in the dues' structure that was adopted in 2023. Buffalo Creek and Prior Lake-Spring Lake WDs are considering renewing their membership. Their dues payments are included as income in the FY24 budget figures. Income and expenses for events are based on the 2022 and 2023 in-person events. Contracts were separated for clarification. Director Ziegler made a motion to move the FY24 Budget to the membership. Director

Fjestad seconded the motion and it carried unanimously.

### **2023 Resolutions**

The Resolutions Committee met on October 10 and made recommendations on the six resolutions that were submitted. An overview of each resolution was given. Director Ziegler made a motion to move the Resolutions Committee report to the membership. Director Texer seconded the motion and it carried unanimously.

### **Legislative Platform**

The MAWA Legislative Platform Committee met several times over the last few months to develop a draft Legislative Platform. The draft document was presented to the Resolutions Committee on October 10 as recommended in the Strategic Plan. The Resolutions Committee reviewed the draft Legislative Platform and are recommending the document be presented to the membership for action at the annual business meeting. An overview of the process and the document were given. The purpose of the Legislative Platform is to provide a document that clearly articulates legislative policies so our members and our representatives on the BWSR board, Clean Water Council (CWC), and the Local Government Water Roundtable can accurately state our positions. Director Texer made a motion to move the draft Legislative Platform to the membership. Director Fjestad seconded the motion and it carried unanimously.

### **Proposed Bylaws Changes**

Executive Director Voit presented the proposed Bylaws changes as recommended by the Bylaws-Manual of Policy and Procedures (MOPP) Committee. Many of the changes were minor and are shown in track changes throughout the document. The following recommendations were more extensive.

Delete the section on Associate Membership. ~~Associate Membership. The Board of Directors may from time to time extend associate membership to this corporation upon payment of dues as determined by the Board of Directors. An associate member shall not be entitled to submit resolutions, vote, or serve on the Board of Directors, but shall otherwise be afforded all the rights and privileges granted to members, their delegates and alternate delegates by law and by the Articles of Incorporation and Bylaws of this corporation.~~

Clarify the annual business meeting section. Annual Business Meeting. An annual meeting of this corporation shall be held ~~to vote for the election of the Board of Directors and to~~ transact such ~~other~~ business as shall properly come before them. Notice of the time and place of such annual meeting shall be mailed, either physically or electronically, by the secretary to all members at least thirty (30) days in advance thereof.

Clarify the directors to be elected by regions section. Directors to be Elected by Regions. For the purpose of election of the Board of Directors, members are grouped into three regions; three Directors shall be elected from each region, with staggered three-year terms. Members from each region shall elect one director for a three-year term at the annual business meeting of the Association. No watershed district or watershed management organization shall have more than one board member elected to be a Director on the Board of Directors of the Corporation. In the event of a vacancy on the Board of Directors, the Board of Directors may appoint a member for the remaining term from a watershed district or watershed management organization with an existing representative on the Board of Directors if there are no other candidates from the region requesting appointment to the position. In the event a vacancy is filled by the Board of Directors, such appointment shall be submitted to the regional caucus for approval at the next regional caucus meeting. Regional caucuses shall elect a Chairman and Recording Secretary ~~from its delegates for the purpose of its election procedure and~~ report the election results to the Convention at a designated time. The member watershed districts and watershed management organizations present at the

Regional Caucus meeting shall have full authority to elect a Chairman, Recording Secretary, and representatives to the Board of Directors.

The committee also reviewed the MOPP and made some recommendations for change. The document will be updated to include the committee members following the annual conference. The proposed changes will be considered by the board at their meeting in January.

Director Ziegler made a motion to move the proposed Bylaws changes to the membership. Director Fjestad seconded the motion and it carried unanimously.

#### ***Program Manager Duties and Contract***

The Finance Committee expressed concerns about their lack of understanding of the Program Manager's duties and time commitment for Minnesota Watersheds events. Board discussion included the fact that MB Consulting is a valuable resource for our organization, a contract is justified, and necessary and the need for clearly defined duties for the Summer Tour and our other events. Director Pereira made a motion to direct Executive Director Voit to work with Maddy Bohn to prepare a new contract, develop a reasonable template for Summer Tour expectations, and to have the contract reviewed by legal counsel before it is brought to the board for approval. Director Ziegler seconded the motion and it carried unanimously.

### **5. DISCUSSION ITEMS**

#### ***Summer Tour Policy***

At the direction of the Board, the Finance Committee discussed the possibility of creating a policy for reduced registration rates for Summer Tour hosts. The committee did not recommend creating a policy for discounted registration rates for host watersheds. Board discussion included the need to craft language that clearly articulates expectations for host watersheds; appreciation for the work done by Shell Rock River WD staff in preparation for and hosting the 2023 Summer Tour; the reasoning behind the request for reduced registration rates; the uncertainty of the finances for this event from year to year; and the understanding that the intent of the Summer Tour is to showcase watershed implementation and education efforts and that a certain amount of work is required locally for that opportunity. The board concurred that it would not be appropriate to create a policy for reduced registration rates for the Summer Tour.

#### ***Non-member Rates for MW Events and MAWA Meetings***

The Finance Committee discussed non-member rates for MW events and MAWA meetings. The committee affirmed the current rates for non-member WDs and WMOs that is in place for the annual conference: an extra charge of \$100 for the whole conference, \$50 for the workshops, \$25 for the banquet, and a \$35 fee for the MAWA meeting. A subcommittee of the administrators on the committee and the executive director will further discuss this topic and make a recommendation at a future meeting. MAWA also agreed that it is appropriate to charge a registration fee for their meetings to help cover meeting expenses. Discussion was also held regarding the need to have a policy for all MW events.

Director Fjestad made a motion to approve the current registration rates for non-member WDs and WMOs for the annual conference: an extra charge of \$100 for the whole conference, \$50 for the workshops, \$25 for the banquet, and a \$35 fee for the MAWA meeting. Director Texer seconded the motion and it carried unanimously.

### **6. REPORTS**

#### ***President's Report***

President Vavra reported on Drainage Work Group (DWG) meetings, contact from members, and working with Executive Director Voit.

### ***Executive Director***

Executive Director Voit provided an update on MAWA Committees, the lobbyist succession plan, MW Committee meetings, the annual conference, meeting with Justin Hanson and Kevin Reich, the Metro Watersheds meeting, initial lobbyist interviews, DWG meetings, and the upcoming DWG subcommittee meeting to discuss notification requirements and the proposed drainage registry portal.

### ***Partner Reports***

#### MAWA

Tina Carstens reported on MAWA committee meetings, the fall MAWA meeting, appreciation for MAWA members serving on MW committees and providing input, preparing for the annual conference including providing information to their boards to ensure they are ready, the 2024 Summer Tour, and gratitude for setting minimum expectations for host watersheds.

#### CWC

Marcie Weinandt provided the following update on the October CWC meeting. The CWC met on October 16 and expressed how pleased they were to see the amazing and effective metro watershed projects on the recent CWC Tour. They continued discussion regarding planning for the 2024-25 CWC funding recommendation and an updated strategic plan. Topics included impaired waters list, nearly and barely; social measures, protection and restoration strategies, including incorporation of the BWSR Nonpoint Priority Funding Plan.

#### BWSR

Joe Collins provided information regarding the upcoming BWSR Board meeting. He also expressed interest in knowing more about MW's position regarding the proposed drainage registry portal.

#### Lobbyist Succession Plan

Discussion was held regarding whether there is need for an additional lobbyist for the 2024 session. It will be important to understand the person's qualifications, including their knowledge of the Environment Natural Resources Committees and key individuals at the Capitol. Fees should not be promised until the interview process is complete. There is concern that the current lobbyist contract does not contain deliverables or standards to which to hold him accountable or cover the organization if he is unable to perform his duties. Having a person to work alongside the current lobbyist in the upcoming session, to understand the process to set legislative priorities for our organization, and to participate in our events, is needed for the organization's future.

### ***Confirm Next Meeting Date***

The next meeting is scheduled for Tuesday, November 28 at 4:00 p.m. at the Arrowwood Resort and Conference Center in Alexandria.

## **7. ADJOURNMENT**

Director Pereira made a motion to adjourn the meeting at 10:30 a.m. This was seconded by Director Fjestad and carried unanimously.

Peter Fjestad  
Acting Secretary