



Mid-Columbia Economic Development District

Nominating Committee Meeting
Friday, August 4, 2023
11:00 a.m.

Via Zoom: <https://us06web.zoom.us/j/81967975229>
Or call 669-900-6833, Meeting ID: 819 6797 5229

AGENDA

<u>Topic</u>	<u>Estimated Time</u>	<u>Item</u>
Call to Order		
Approval of 2022 Minutes	2 minutes	Approval
Overview of Committee Roles	5 minutes	Information
Slate of Officers	10 minutes	Decision
Private Sector Membership	10 minutes	Recommendation
Private Sector Executive Committee	5 minutes	Recommendation
Follow-up Roles	5 minutes	Decision
Adjourn		

The meeting location is accessible to persons with disabilities. If you have a disability that requires any special materials, services or assistance, please contact us at 541-296-2266 (TTY 711) at least 48 hours before the meeting.

MCEDD is an equal opportunity employer, lender and provider.

**MID-COLUMBIA ECONOMIC DEVELOPMENT DISTRICT
NOMINATING COMMITTEE MEETING MINUTES
WEDNESDAY, AUGUST 10, 2022
ZOOM TELECONFERENCE**

ATTENDANCE

Committee Members: Jonathan Lewis, Ken Bailey, Mark Zanmiller

Staff: Jessica Metta, Jill Brandt

CALL TO ORDER

It was agreed that Jonathan would serve as Chair of the Committee. Jonathan Lewis called the meeting to order at 2:02 p.m. All Nominating Committee members were present.

MINUTES APPROVAL

Ken Bailey motioned to approve the August 25, 2021 minutes as presented. Mark Zanmiller seconded the motion. All voted in favor, and the motion passed.

NOMINATIONS PROCESS/ SELECTIONS

Jessica read through the Overview of Committee Roles and Responsibilities to refresh the Committee on the process and apportionment of the Board make-up. The two primary purposes are to nominate officers and private sector representatives to the Executive Committee. The Executive Committee consists of the five county commissioners, the officers, and at least two private sector representatives. The present slate of Executive Committee officers is:

Chair: Bob Hamlin

Vice Chair: Steve Kramer

Secretary/Treasurer: Leana Kinley

The officers rotate upwards, with the mix representing both Oregon and Washington. Sometimes they rotate after two years. For the Executive Committee, Jessica reached out to private sector board members to ascertain interest in serving. The current reps (Ken Bailey, Scott Clements, Eric Proffitt) were interested in continuing and no new private sector members responded.

Discussion: Ken Bailey recommended to continue with the same slate of officers for the next year if possible, arguing that a one-year term is an introductory period and switching every year doesn't allow for steady and stable leadership.

Jessica explained that Bob Hamlin is up for re-election this year. If he is not reelected, he will no longer be eligible to serve on the Board. She thought Steve Kramer's elected term expires in 2023, and he has stated that he will not run again. Jessica will confirm this with Steve. If this happens, he would not be able to rotate into the Chair position. Ken suggested if Steve's term expires in 2023, we might want to put a different Oregon representative in the Vice Chair position, and he recommended Eric Proffitt if he is willing.

Mark Zanmiller advocated for bringing fresh perspective onto the Executive Committee. Jessica noted that Leana Kinley and Scott Clements were both new to the Executive Committee this past year, and both have been valuable additions. Without interest expressed from others, it made sense to move forward with the current candidates.

Mark Zanmiller motioned to nominate the same officers slate as last year, with Eric Proffitt nominated as the alternate Vice Chair if Steve Kramer's term ends in 2023 and if Eric is willing. Ken Bailey seconded the motion. All voted in favor, and the motion passed.

Mark Zanmiller motioned to recommend Ken Bailey, Scott Clements and Eric Proffitt as the private sector reps on the Executive Committee. Ken Bailey seconded the motion. All voted in favor.

Jonathan Lewis, as the Nominating Committee Chair, will present the committee's recommendations at the Board meeting.

ADJOURNMENT

The meeting adjourned at 2:23 p.m.

Respectfully submitted by Jill Brandt, Administrative Assistant

Memorandum

To: MCEDD Nominating Committee

From: Jessica Metta, Executive Director

Date: July 31, 2023

Re: 2023 MCEDD Nominating Committee Roles/Responsibilities

Overview

The Mid-Columbia Economic Development District (MCEDD) Nominating Committee is appointed by the Chair of the MCEDD Board. It is intended to have a mix of public and private sector representatives and a balance of Oregon and Washington representatives. To avoid split votes, it is designed to have an odd number of committee members. Support for the committee is provided by the staff of MCEDD.

Responsibilities of the Committee

1. Meet prior to the annual MCEDD Board meeting and establish a slate of officers and nomination for private sector representation to the Executive Committee
2. Contact nominees and ensure they are willing to serve and understand the duties required, if elected.
3. Present the slate and recommended nominees to the Board of MCEDD.

Role #1: Nominate a Slate of Officers

The officers of MCEDD include a Chairperson, Vice Chairperson, and Secretary/Treasurer. Currently these positions are held by *Steve Kramer, Leana Kinley and Joe Dabulskis* respectively. The Officer duties are provided in our by-laws. Consideration for the slate has generally included:

- Officers must have a term that will continue after the annual meeting.
- Officers should have a strong record of participation and engagement in Board activities and demonstrate an understanding of the organization.
- Officers should include a balance of Washington and Oregon interests and may include rotation among counties.
- Officers rotate through positions (sec/treasurer becomes vice-chair, vice-chair becomes chair)

Role #2: Nominate Private Sector Representatives to the Executive Committee

The MCEDD Executive Committee consists of the five County representatives, MCEDD officers, and at least two private sector representatives. The private sector representatives are nominated by the Nominating Committee. Consideration and qualifications are generally the same as for officers.

The Bylaws define “Private Sector Representative” for appointment to the Board as an individual in a responsible decision-making position in a for-profit organization, or that individual’s representative. In addition, representatives from an institution of post-secondary education or workforce development or labor group are eligible to serve in these positions.

Staff sent an email to Private Sector reps to determine interest in joining or remaining on the Executive Committee and will have an update for the Nominating Committee meeting. Current members include:

- Ken Bailey, Ag rep (OR)
- Scott Clements, Housing rep (WA)
- Eric Proffitt, Employment rep (OR)

More Information about Officer Positions and the Executive Committee

Chair*

The Chairperson: (1) shall be the principal presiding officer of the District Board of Directors and shall preside at all meetings of the members and at all meetings of the Board at which he or she is present; (2) may sign any instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the MCEDD, or shall be required by law to be otherwise signed or executed; and (3) shall, in general, perform all duties incident to the office of the chairperson and such other duties as may be prescribed by the Board from time to time.

Vice-Chair*

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

Secretary/Treasurer*

The Secretary-Treasurer shall: (1) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with these bylaws; (3) be custodian of the MCEDD records; (4) keep general charge of the books of the MCEDD; and, (5) in general, perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be prescribed by the Board, or may assign these duties to staff. *Note: The Secretary/Treasurer causes these duties to be performed. They are then handled by MCEDD staff. Actual notetaking is not required.*

***All officers also serve on the Executive Committee**

Executive Committee

The Executive Committee shall have the same powers and authority as the Board of Directors and may take any action (s) on behalf of the Board. The Executive Committee may meet monthly, or as needed to conduct all operations of the District. Significant policy decisions will be referred by the Executive Committee to the full Board of Directors for consideration during a regular or special meeting.

2023 SLATE OF OFFICERS AND PRIVATE SECTOR NOMINATION:

MCEDD OFFICERS		
Position	Current	Nomination
Chair	Steve Kramer	
Vice-Chair	Leana Kinley	
Secretary/Treasurer	Joe Dabulskis	

MCEDD EXECUTIVE COMMITTEE, PRIVATE SECTOR		
Position	Current	Nomination
Exec Comm, Private Sector	Ken Bailey	
Exec Comm, Private Sector	Scott Clements	
Exec Comm, Private Sector	Eric Proffitt	

Follow-Up Responsibilities: