



Nominating Committee Meeting
Wednesday, August 25, 2021
10:00 a.m.

Zoom video conference (access information on next page)

AGENDA

<u>Topic</u>	<u>Estimated Time</u>	<u>Item</u>
Call to Order		
Approval of 2020 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.

MCEDD is inviting you to a scheduled Zoom meeting.

Topic: Nominating Committee

Time: Aug 25, 2021 10:00 AM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/83757243221?pwd=YkZWYVRPOHhveGRPSzZOWHhCRDR5dz09>

Meeting ID: 837 5724 3221

Passcode: 263982

One tap mobile

+13462487799,,83757243221#,,,,*263982# US (Houston)

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Find your local number: <https://us06web.zoom.us/j/83757243221?pwd=YkZWYVRPOHhveGRPSzZOWHhCRDR5dz09>

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**MID-COLUMBIA ECONOMIC DEVELOPMENT DISTRICT
NOMINATING COMMITTEE MEETING MINUTES**

Wednesday, July 22, 2020

MCEDD Office, 802 Chenoweth Loop Road, The Dalles, OR

ATTENDANCE

Members: Dana Peck, Jan Brending, Mark Zanmiller

Staff: Jessica Metta (Executive Director), Lauren Hernandez (Administrative Assistant)

CALL TO ORDER

The meeting was called to order at 1:00 p.m.

OVERVIEW OF COMMITTEE ROLES

Jan Brending stated that in years past, the Nominating Committee has asked officers if they want to remain in their same roles. If an officer wishes to be removed from a role, the other officers rotate to the next highest role. The Secretary/Treasurer position will then be filled with a new officer. Officers should attend meetings regularly, and all officer positions are on the bank card. Jan noted that Rex Johnston will no longer be on the board as of January 1, so a new Klickitat County representative will be placed on the Executive Committee.

Jessica Metta stated she reached out the current officers and all are willing to stay on in their current roles. Bill Schmitt expressed interest in remaining Chair to gain more experience in the role. Mark Zanmiller noted that as it is Bill's first year as Chair, he agrees with him continuing in the role if he is willing.

Jessica explained the Nominating Committee will recommend a Slate of Officers and Private Sector membership on the Executive Committee to the MCEDD Board. Current Private Sector members on the Executive Committee are Ken Bailey, Eric Proffitt, and Dana Peck. Jan asked if Ken is interested in remaining on the Executive Committee. Jessica replied she reached out to Ken, Eric, and Dana, and all are willing to remain on the Executive Committee.

Jan asked if there was discussion about removing or adding any members to the Executive Committee or if the Nominating Committee wanted to roll over the current Slate of Officers. Mark stated he supports the idea of rotating Private Sector members on and off the Executive Committee to allow for fresh perspective, but he does not feel urgency to do this at this time given the other changes in the organization. Jan and Dana agreed. Jan suggested reaching out to newer Private Sector appointees next year to see if they are interested in serving on the Executive Committee. Jan explained the Executive Committee was formed because it was difficult to get quorum with monthly MCEDD Board meetings. The Executive Committee was created and delegated through the bylaws to make decisions and recommendations to the full board when necessary. Jan asked if the county commissioner representatives are automatically on the Executive Committee. Jessica replied that yes, they are. Jan noted the Executive Committee meets monthly and asked staff to relay this to the county boards who select appointments in hopes that new appointees are able to regularly attend meetings.

Jessica stated that last year, the Nominating Committee discussed suggesting to the board a policy about rotating membership on the Executive Committee as was discussed at the 2019 Nominating Committee meeting. To her knowledge, this has not been done. Jessica asked if the Nominating Committee is interested in Jessica bringing a policy like this to the Executive

Committee. The Nominating Committee suggested this policy be brought forth in the next year. Jan noted that some private sector appointees already have heavy meeting loads, so cycling these members onto the Executive Committee can be challenging. She suggested contacting these members before the Nominating Committee meets to inquire about their interest and availability to serve on the Executive Committee.

SLATE OF OFFICERS

MCEDD OFFICERS		
Position	Current	Nomination
Chair	Bill Schmitt	Bill Schmitt
Vice-Chair	Bob Hamlin	Bob Hamlin
Secretary/Treasurer	Steve Kramer	Steve Kramer

Jan Brending motioned to approve the slate of officers for recommendation to the full board. Dana Peck seconded the motion. Motion carried unanimously.

PRIVATE SECTOR MEMBERSHIP

Current	Nomination
Ken Bailey	Ken Bailey
Eric Proffitt	Eric Proffitt
Dana Peck	Dana Peck

Jan Brending moved to propose the private sector representatives Ken Bailey, Eric Proffitt, and Dana Peck to the Executive Committee. Mark Zanmiller seconded the motion. Motion carried unanimously.

FOLLOW-UP ROLES:

Staff will follow up to let those nominated know of the Nominating Committee’s decision. Jan Brending will present the Nominating Committee’s recommendation to the full board at the next meeting. Jessica will discuss a policy regarding rotating private sector members off the Executive Committee with the Executive Committee over the next few months.

ADJOURNMENT

Meeting adjourned at 1:13 p.m.

Respectfully submitted by Lauren Hernandez, Office Administrator

Memorandum

To: MCEDD Nominating Committee

From: Jessica Metta, Executive Director

Date: August 12, 2021

Re: 2021 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 **Bill Schmitt, Bob Hamlin, and Steve Kramer** 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 contacted all MCEDD Board Members to determine interest in joining or remaining on the Executive Committee. Interested members include:

- Ken Bailey, Ag rep (OR)
- Scott Clements, Housing rep (WA)
- Marta Yera Cronin, Higher ed rep (OR)

- Leana Kinley, Skamania Cities rep (WA)
 - Jonathan Lewis, WA Chambers rep (WA)
 - Eric Proffitt, Employment rep (OR)
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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.

2021 SLATE OF OFFICERS AND PRIVATE SECTOR NOMINATION:

MCEDD OFFICERS		
Position	Current	Nomination
Chair	Bill Schmitt	
Vice-Chair	Bob Hamlin	
Secretary/Treasurer	Steve Kramer	

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

Follow-Up Responsibilities: