



**Nominating Committee Meeting**  
**Wednesday, August 10, 2022**  
**2:00 p.m.**

Via Zoom: <https://us06web.zoom.us/j/89042159641>  
Or call 669-900-6833, Meeting ID: 890 4215 9641

**AGENDA**

<b><u>Topic</u></b>	<b><u>Estimated Time</u></b>	<b><u>Item</u></b>
Call to Order		
Approval of 2021 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 25, 2021  
ZOOM TELECONFERENCE**

**ATTENDANCE**

*Committee Members:* David Griffith, Jan Brending, Eric Proffitt

*Staff:* Jessica Metta, Jill Brandt

**CALL TO ORDER**

Jan Brending called the meeting to order at 10:06 a.m. All Nominating Committee members were present.

**MINUTES APPROVAL**

**Eric Proffitt motioned to approve** the July 22, 2020 minutes as presented. Jan Brending seconded the motion. All voted in favor, and the motion passed.

**NOMINATIONS PROCESS/ SELECTIONS**

Jan Brending 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 plus the four private sector representatives to be elected from the full Board, for a total of nine. The present slate of Executive Committee officers is:

Chair: Bill Schmitt  
Vice Chair: Bob Hamlin  
Secretary/Treasurer: Steve Kramer

*Discussion: Jessica noted that Bill Schmitt will be stepping off the board. As would be typical, Bob and Steve would rotate up in their positions. The committee identified that the open secretary position needed to be filled by a WA representative as positions usually rotate between OR and WA. Jan Brending suggested Leana Kinley for Secretary/Treasurer. Eric Proffitt suggested selecting a backup in case Leana Kinley cannot accept. Dave Sauter was identified as a backup.*

**Jan Brending motioned to recommend** as the officer slate for MCEDD's Executive Committee for FY22:

Chair: Bob Hamlin  
Vice Chair: Steve Kramer  
Secretary/ Treasurer: Leana Kinley (Dave Sauter as backup)

Eric Proffitt seconded the motion. All voted in favor and the motion carried.

The Committee next addressed the Private sector nominations for the Executive Committee. The current make-up is as follows:

Bill Schmitt: WA Ports rep.  
Ken Bailey: Ag rep.  
Leana Kinley: Skamania County Cities rep.

Eric Proffitt: Employment rep.

*Discussion: Jessica expressed some confusion about how the Executive Committee members who are not county commissioners are appointed as they have included ports, chambers and cities reps as well as “private sector” members. It was suggested that the bylaws be reviewed by the Executive Committee to bring clarity but that the Nominating Committee would recommend the four non-county commissioner representatives to the Executive Committee.*

*There were three other appointments to recommend for the Executive Committee besides Leana Kinley who would be on as an officer. Ken Bailey and Eric Proffitt are existing members. Jan Brending recommended Scott Clements for the third seat. She explained her choice by recounting her experience with Scott’s activity on City Personnel and Finance Committee and noted that Scott likely can commit to the extra time required to sit on the Executive Committee meetings. Eric Proffitt agreed that Scott was an excellent choice for all the reasons noted. He also pointed out that attendance history and commitment to serve are important. Eric noted that scrambling to get quorum and rescheduling meetings is difficult. Executive Committee membership is a commitment. Jessica stated that Scott Clements has been excellent in his current role as the chair of the Loan Administration Board. Eric asked if he has expressed interest in being on the Executive Committee. Jessica’s preliminary work for this meeting included reaching out to all Board members to ascertain their interest in serving on the Executive Committee. She reported that Scott indicated that he was both interested and willing to serve. Jan asked if there was any conflict if Scott served on the Executive Committee and Loan Administration Board simultaneously. Jessica responded no, and she explained that all the county commissioners are also on the LAB. Eric Proffitt stated both his willingness to continue serving on the Executive Committee and also his willingness to step down if there was someone else interested in rotating in. David Griffith had no comments on the suggestions for appointment.*

**Jan Brending moved to recommend** the private sector representatives as: Scott Clements, Eric Proffitt, Ken Bailey and Leana Kinley. David Griffith seconded the motion. Eric Proffitt abstained from voting as a nominee. Both Jan Brending and David Griffith voted in favor of this recommendation. The motion passed.

Jan offered to contact both Leana Kinley and Scott Clements for their response. Jan will present the recommendations to the Full Board, and Jessica will bring the bylaws clarification issue to the Executive Committee.

### **ADJOURNMENT**

The meeting adjourned at 10:25 a.m.

*Respectfully submitted by Jill Brandt, Administrative Assistant*

## Memorandum

**To: MCEDD Nominating Committee**

**From: Jessica Metta, Executive Director**

**Date: August 3, 2022**

**Re: 2022 MCEDD Nominating Committee Roles/Responsibilities**

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### 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 **Bob Hamlin, Steve Kramer, and Leana Kinley** 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 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)
- 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.

**2022 SLATE OF OFFICERS AND PRIVATE SECTOR NOMINATION:**

<b>MCEDD OFFICERS</b>		
<b>Position</b>	<b>Current</b>	<b>Nomination</b>
Chair	Bob Hamlin	
Vice-Chair	Steve Kramer	
Secretary/Treasurer	Leana Kinley	

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

**Follow-Up Responsibilities:**