



Nominating Committee Meeting

Wednesday, July 22, 2020

1:00 p.m.

Zoom video conference (access information on next page)

AGENDA

<u>Topic</u>	<u>Estimated Time</u>	<u>Item</u>
Call to Order		
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: MCEDD Nominating Committee

Time: Jul 22, 2020 01:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://zoom.us/j/95872325073?pwd=RzUwL0k3Y1I1UmdlZE1wTWNWQUltZ09>

Meeting ID: 958 7232 5073

Password: 576194

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

Monday, July 29, 2019

MCEDD Office, 515 East Second St, The Dalles, OR

ATTENDANCE

Members: Sue Knapp, Jan Brending, Mark Zanmiller

Staff: Amanda Hoey (Executive Director), Lauren Hernandez (Administrative Assistant)

CALL TO ORDER

The meeting was called to order at 2:34 p.m.

OVERVIEW OF COMMITTEE ROLES

Amanda Hoey reviewed the roles and responsibilities of the Nominating Committee. Amanda explained the nomination process including the rotation of the Vice Chair to Chair and Secretary/Treasurer to Vice Chair unless no change is made to the officers holding the current positions. She discussed the need to balance Oregon and Washington representatives and emphasized the ability for officers to participate and contribute is important. Amanda explained the Executive Committee is comprised of the five County representatives, MCEDD officers, and at least two private sector representatives. Nominating Committee members will reach out to those who are nominated for positions to assure they are willing to serve and understand the duties required, if elected.

SLATE OF OFFICERS

Amanda explained the MCEDD Board will have updated membership in September, but most County commission positions should not change. Hood River Commissioner Bob Benton's position may change, and it is likely Commissioner Les Perkins will step into Bob's role on the MCEDD Board. Amanda gave an overview of the MCEDD Board's membership, noting the Hood River cities representative will change to Gordon Zimmerman, the Sherman County cities representative will change to Erik Glover, and it is likely Mark Zanmiller will transition into the High Tech representative role on the Board. All private sector members expressed interest for reappointment. The current officers are Ken Bailey as Chair, Bill Schmitt as Vice-Chair and Bob Hamlin as Secretary/Treasurer. Amanda asked the committee to make nominations for a slate of officers to be presented to the Board for consideration at the annual meeting in September.

Discussion: Jan Brending stated that in the past, the MCEDD Chair has rotated based on officer roles. This would mean Bill Schmitt would move up to Chair, Bob Hamlin would move up to Vice Chair, and another member of the Executive Committee would be selected to be Secretary/Treasurer. Jan stated this would allow for the Chair position to rotate back and forth between the Oregon and Washington sides. Mark Zanmiller asked if Bill Schmitt has interest in and is comfortable with filling the role of Chair. Amanda replied that she believes he is interested in the role. Jan stated that MCEDD staff does a good job outlining the agenda to support the chair in the duties of running meetings. Mark stated he supports Bill as Chair as long as Bill is interested in taking on the role. Sue Knapp asked if Bill, Bob, or Ken indicated they wish to change their positions on the Board. Amanda replied that all three have expressed interest in continuing on the MCEDD Board and that even if the Chair position rotates, she believes Ken would be interested in remaining on the Executive Committee.

Mark asked for suggestions about who should be nominated to fill the Secretary/Treasurer role. Jan suggested Joe Dabulskis or Steve Kramer. Mark asked if there is an advantage of having Steve fill the role, as he is located in Wasco County. Amanda replied the Chair and one local Executive Committee member are on MCEDD's bank account as signers for checks, but this is irrespective of officer positions. Sue noted that both Joe and Steve are new to the MCEDD Board. Jan asked if either would be interested in serving in an officer position. She stated that both Bill and Bob are from Washington, so having Steve or Joe as Secretary/Treasurer would ensure the Chair position would rotate back to the Oregon side in the future. Sue added that the nomination of Secretary/Treasurer does not mean the person selected is required to eventually fill the role of Chair if they do not wish to accept that position.

SLATE OF OFFICERS:

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

Mark Zanmiller motioned to approve the slate of officers for recommendation to the full board with Joe Dabulskis as an alternate for Secretary/Treasurer if Steve Kramer is unwilling/unable to serve. Sue Knapp seconded the motion. Motion carried unanimously.

PRIVATE SECTOR MEMBERSHIP

Amanda Hoey explained the Executive Committee is comprised of the five county commissioners, any board members holding an officer position, and at least two private sector members. To keep the committee to an odd number, this year there should be at least three private sector members. Amanda reviewed the current Executive Committee roster.

Discussion: Jan Brending asked if the private sector members have interest in continuing to serve or if new members should be put on the Executive Committee. Mark Zanmiller suggested Tonya Brumley or Robb Kimmes would serve on the committee well. He noted that the current committee seems to work well as a team and he sees no reason to rotate someone off unless they no longer wish to serve. Sue Knapp asked if there is a policy outlining term recommendations for serving on the Executive Committee. Amanda noted all private sector Executive Committee members have expressed interested in remaining on the committee. She stated there is currently no policy in place outlining rotations off of the committee. The nominating committee suggested the MCEDD Board should explore a policy about rotating the membership of the Executive Committee.

Nomination- Executive Committee Private Sector
Ken Bailey
Eric Proffitt
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:

Jan Brending volunteered to present the full slate of officers/Executive Committee to the full board at the September meeting. MCEDD staff will prepare the written document. Jan volunteered to contact Bill and Bob. Sue volunteered to contact Steve, and if Steve declines, to contact Joe. Sue will also contact Dana Peck. Mark volunteered to contact Ken Bailey about the recommended change to the slate of officers as well as the Nominating Committee's suggestion about creating a policy regarding rotating members on and off of the Executive Committee.

ADJOURNMENT

Meeting adjourned at 3:05 p.m.

Respectfully submitted by Lauren Hernandez, Office Administrator

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.

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 Ken Bailey, Bill Schmitt and Bob Hamlin, 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.

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.

Officer Positions

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.

2020 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	Dana Peck	
Exec Comm, Private Sector	Eric Proffitt	

Follow-Up Responsibilities: