

# OCT. EXECUTIVE COMMITTEE MEETING SUMMARY

## SNOHOMISH SUSTAINABLE LANDS STRATEGY EXECUTIVE COMMITTEE PHASE 3 MEETING (3.3.10)

Wednesday, October 29, 2014 12:30 – 2:30, Stillaguamish Tribe Nat Res Center  
(22712 6th Ave NE, Arlington WA 98223 see directions below)

**PURPOSE:** Review Lower Skykomish Reach Package write up as a template for reach management; briefly review SLS actions in the four focus areas and countywide; review and discuss draft outline of proposed SLS bylaws.

### **PARTICIPANTS:**

**Executive Committee:** Brian Bookey, Kristin Kelly, Monte Marti, Terry Williams (Tulalip Tribes), Shawn Yanity (Stillaguamish Tribe).

**Conveners:** For Snohomish County Executive — Linda Neunzig (Ag. Coord.); Debbie Terwilleger, Gregg Farris (SnoCo PW/SWM); Terry Williams (Tulalip Tribes); Shawn Yanity (Stillaguamish Tribe); Bob Everitt (WDFW); Jessica Hamill (ECY); Heather Cole (PSP); Janet Curran (NMFS); Monte Marti (Snohomish Conservation District); Chuck Hazleton (Stillaguamish FCD).

**Support Team & Participants:** Pat Stevenson, Jeff Tatro (Stillaguamish Tribe); (Tulalip Tribes); Debbie Terwilleger, (SnoCo SWM, Public Works); Linda Neunzig (SnoCo Ag. Coord.); Jessica Hamill (ECY); Heather Cole (PSP); Bob Everitt (WDFW); Janet Curren (NMFS); Kat Morgan (The Nature Conservancy); Chuck Hazleton (Stillaguamish Flood Control Dist); Heather Cole (PSP); John Misich, Graham Anderson (Port of Everett); DeWelle Ellsworth;\* Lew Roane; SLS facilitators Dan Evans & Lew Moore.

### **1. WELCOME, INTRODUCTION**

#### **a. Review purpose, agenda:**

The October session of the SLS Executive Committee was intended to focus on three major items: 1) a review Lower Skykomish Reach Package write up as a template for reach management; 2) updates on SLS actions and issues in the four focus areas and countywide; and 3) review and discuss draft outline of proposed SLS bylaws. However, an issue arose at the beginning of the session regarding the presence of an attorney engaged in pending / threatened litigation against SLS Executive Committee members that precipitated an extended discussion, resulting in a focus on SLS structure and bylaws, the postponing of the Lower Skykomish review, and an abbreviated update of reach and countywide actions.

#### **b. Introductions: Threat of litigation & participation of adverse counsel**

SLS facilitator Lew Moore opened the meeting with a welcome to the SLS Executive Committee members and participants, who were introduced, and thanked Stillaguamish Tribal Chairman, Shawn Yanity, for hosting the meeting at the Tribe's new Natural Resources Center.

Chairman Yanity welcomed the SLS participants and Mr. Roane but also asked Mr. Roane's attorney to leave due to the present litigation and accusations of "illegal activity."

Mr. Roane decided to leave with his attorney, Mr. Ellsworth.

## **2. REVIEW SLS BYLAWS OUTLINE (DISCUSSION DRAFT)**

### **a. Introduction and background to Bylaws Outline Discussion:**

The facilitators postponed the review of the Lower Skykomish package until the November SLS Executive Committee meeting and initiated the review of proposed SLS bylaws. Because the SLS was convened by multiple governments and farm-fish-flood control stakeholders as an ad hoc initiative without formal legal status, it was launched with only a mission statement, principles, general guidance, and a framework accord signed by all SLS Executive Committee members. The SLS has operated for four years without formal charter or bylaws. The SLS Executive Committee is the decision-making body but Bylaws are now needed to address open seats and appointments to the SLS Executive Committee, and for other purposes.

As discussed during Executive Committee meetings, the steps for developing and approving bylaws, and for selecting and seating new Executive Committee members, includes the following:

- 1) Facilitators develop and circulate discussion draft bylaws outline (done)
- 2) Executive Committee discusses outline, provides guidance (Oct. EC mtg)
- 3) Facilitators develop draft bylaws, circulate for Nov. EC meeting
- 4) Executive Committee reviews and approves or remands draft (Nov. EC)
- 5) If approved, EC nominating cmte ID's candidates, reports to EC (Dec. EC)
- 6) Candidates for SLS EC seats voted on at SLS Annual Meeting in January.

### **b. Executive Committee Review of Bylaws Outline:**

The Executive Committee review and discussion of the Discussion Draft Outline of proposed SLS Bylaws resulted in the following guidance:

#### **ARTICLE 1: Organization type, affiliation**

Consistent with the original design and operational experience, the SLS must be structured and organized to be a neutral forum ("honest broker" or "Switzerland") for fish-farm-flood control cooperation, reconciliation of interests, and integration ("packaging") of projects and initiatives to achieve

“net gain” for these interests. It should also serve as neutral place where SLS conveners -- federal, state, local, and tribal governments – can coordinate policies, regulatory approvals, funding, and technical resources. Structural options include incorporation of one sort or another, such as a non-profit organization (e.g., 503(c)(3) organization) or a “program” of an existing non-profit organization. It will be vital, for purposes of efficiency and effectiveness, for the SLS to be able to tap and help coordinate agency, watershed group, and NGO technical capacities, such as assessments, GIS, plans, monitoring and evaluation.

The SLS provides an *opportunity* for participants to share information and priorities and coordinate initiatives for net gain outcomes. It is not an *obligation* and has no governmental authority. It should help expedite and streamline approvals for projects that are part of SLS packages, not be an impediment or another layer of required review. The structure of the SLS should reflect these principles.

## **ARTICLE 2: Membership**

The SLS will not be a membership organization, but the conveners, stakeholder groups, watershed councils and technical teams, NGOs, and individual participants will together guide the SLS and bring the information, opportunities, and projects that provide the basis for SLS integration and “packaging.”

Conveners should be recognized as a formal or informal advisory board for the SLS; and convener representatives will be a substantial part of the SLS support team, noting that the SLS will rely on outputs from fish (e.g., watershed councils and their technical teams) and farm (e.g., flood control districts) entities for primary guidance and projects that can be coordinated / integrated at a reach or other appropriate scale.

## **ARTICLE 3: Executive Committee (Board of Directors)**

1. **General powers:** The Executive Committee will serve as the Board of Directors of the SLS and will have the usual powers associated with a non-profit organization board.
2. **Qualifications:** SLS Executive Committee members, in addition to usual requirements, must accept SLS mission, principles (e.g., mutual respect, work to achieve farm-fish-flood control-tribal net gain), be a recognized and respected representative of the farm or fish community, be willing and able to work constructively for net gain with diverse and divergent interests, and commit to regular participation in the Executive Committee and other SLS work groups and initiatives. The Tulalip and Stillaguamish Tribes will each be invited to appoint a representative to the SLS Executive Committee.
3. **Duties of EC members:** Participate regularly, constructively, and respectfully in SLS meetings and initiatives to achieve the SLS mission.

4. **Number of Directors:** The Executive Committee will be composed of for eight members, with four farm and four fish (including 2 tribes) representatives.
5. **Election or Appointment of Executive Committee Members:** The remaining founding Executive Committee members will fill open SLS seats on the Executive Committee. With the exception of the Tribal representatives, who may be appointed by their respective governing bodies, Executive Committee members will be elected at SLS Annual Meetings on a rotating basis, respecting the Qualifications and requirement of maintaining the four-fish, four-farm member balance. The four fish members will be referred to as the Fish Caucus and the four farm members will be referred to as the Farm Caucus.
6. **Term:** With the exception of the Tribal representatives and the first term for Class A members, the six non-tribal Executive Committee members will serve two-year, staggered terms. The six non-tribal members will be divided evenly by lot into two classes, Class A and Class B. Class A members will serve a one-year term following the initial Annual Meeting, and two-year terms thereafter; Class B will serve two-year terms.
7. **Voting:** Although the Executive Committee is designed to operate primarily by consensus rather than voting, SLS decisions taken to a vote will require for approval a majority of the Executive Committee as well as a majority each Caucus. Likewise, a quorum for voting will require a majority of each Caucus. A quorum will not be required for non-voting meetings of the SLS.
8. **Increase in number:** The size of the Executive Committee may be increased beyond eight members by a vote of the EC (per 3.7, Voting above).
9. **Resignation:** Member resignations must be in writing (email ok)
10. **Removal:** By vote of the Executive Committee (per 3.7, Voting above).
11. **Compensation:** Executive Committee members are not compensated for their time; however, reasonable expenses for travel and other purposes may be reimbursed by prior approval of the Executive Committee.
12. **Standing and Ad Hoc Committees:** The SLS Executive Committee will establish at least two standing committees: the Stillaguamish Basin Work Group and the Snohomish Basin Work Group, each co-chaired by members of fish and farm caucuses. The Executive Committee may also appoint standing and ad hoc committees or work groups for target reaches, specific initiatives (e.g., a programmatic permitting or Ag Enterprise Zone), or other purposes.

#### **ARTICLE 4: Meetings of Executive Committee**

1. **Annual Meeting:** Each January, the SLS Executive Committee will schedule an Annual Meeting to elect officers, review organizational status, finances, affiliations, etc.
2. **Place of meetings:** The location of the meetings will be determined by the facilitators or SLS Executive Director in consultation with the Executive Committee.
3. **Regular meetings:** Executive Committee shall meet monthly, or as determined by the Executive Committee.
4. **Special meetings:** as determined by the Executive Committee or by petition of any four members of the EC.
5. **Participation by phone or videoconferencing:** permissible
6. **Presumption of Assent:** Assent is presumed for a consensus action or voice vote if a member remains silent.
7. **Quorum:** a quorum requires a majority of both the fish and farm caucuses to be present; no quorum required for non-voting SLS meetings.
8. **Manner of Acting:** mutual respectful, pursue farm-fish-flood control net gain, including helping to “carry each otherothers’ burdens.”
9. **Notice of meetings:** Five calendar days for Executive Committee meetings.
10. **Notice by Electronic Transmission:** permissible.
11. **Waiver of Notice:** by communication, by attendance.

**ARTICLE 5: Actions by Unanimous consent in lieu of meeting:**  
permissible.

#### **ARTICLE 6: Officers and Facilitators**

1. **Positions:** Each Caucus shall designate a Chair, who shall also be an Executive Committee Co-chair; The SLS may also appoint basin-co-chairs; and elect officers, including Secretary / Treasurer.
2. **Facilitators, Executive Director:** The Executive Committee may determine whether the SLS will have facilitators, and / or an Executive Director, or both. Any facilitators and Executive Director serve at the pleasure of the Executive Committee.
3. **Officer election and term of office:** vacancies, resignation, removal, compensation, contract rights per usual.

**[ARTICLE 7: INDEMNIFICATION / INSURANCE ?]**

1. **Director Insurance:** required for any of the following provisions to have any real meaning.
2. **Definitions**
3. **Indemnification Rights of Dir, Officers, Employees and Agents**
4. **Procedure for Seeking Indemnification and/or Advancement of Expenses**
5. **Contract and related rights**
6. **Right of Indemnitee to bring suit**
7. **Exceptions**

#### **ARTICLE 8: Administrative Provisions**

- **Books and records:** Maintained by Sec/Treasurer or designee.
- **Fiscal year:** Calendar year.
- **Loans to Directors and Officers Prohibited**
- **Rules of order:** Roberts Rules of Order.

#### **ARTICLE 9: Definitions**

### **3. BRIEF UPDATE OF REACH AND COUNTYWIDE INITIATIVES**

- a. **County-wide:** Focus on Farming is returning to the Evergreen State fairgrounds November 20<sup>th</sup>.
- b. **Lower Snohomish:** The French Slough FCD drainage maintenance programmatic (DMP) permitting initiative is engaging the FCD, WDFW, and Ecology / Corps of Engineers. Efforts are still underway to get property access and elevations for the French Creek project.
- c. **Lower Stillaguamish:** Multiple projects are now underway, including the Gold Basin sediment remediation, Irvine Slough, DD7 dike repair, and other initiatives.
- d. **Snohomish Estuary:** The Ag Enterprise Zone (AEZ) proposed for Tulalip is moving into the business planning phase.
- e. **Lower Skykomish:** An overview of the Lower Sky package will be presented at the next Executive Committee meeting.

### **4. COMMENTS, QUESTIONS, NEXT STEPS**

- a. The next Executive Committee meeting is scheduled for November 19<sup>th</sup> from 9:30 to 11:30. Location TBD.

### **5. PARTICIPANT FOLLOW UP DISCUSSIONS**

