



MAPLETON WATER DISTRICT  
BOARD OF COMMISSIONERS  
APPROVED SPECIAL MEETING AND EXECUTIVE SESSION MINUTES  
2:30 PM DECEMBER 18, 2023

Board Member Present: Vanessa West, Art Donnelly, Sharon Kelly and Julie Doran-Lee

Others Present: Jordan Walker

Opened at 2:55 p.m.

**Board Duties and Responsibilities Policy Manual Review**

West said that the board should go through the board policy manual page by page and make recommendations for changes. Board approved saw no need for changes on the first page. The board noted that some changes had already been made. Kelly asked to clarify who the clerk was. Walker said that he, as the office administrator, will serve as the clerk. She also asked if the board currently has an absence. West said that Pettibon seems to think she will be back in January 2024.

West said that she had a change on page five. She relayed an experience of her attempting to be appointed to a vacant position but was told the position had already been filled in less than 24 hours. Eventually, under public pressure, West was appointed. West said that she would like to advertise the position, so everyone has an opportunity to apply if they wish. Doran-Lee suggested a thirty-day notice. West said she was thinking more like two weeks but that it should be in the paper and well-publicized. Kelly said she thought that that two weeks would not be enough time. Doran-Lee agreed and said it does not have to be the very next meeting. West said thirty days would be fine.

Motion: Amend the board policy document to include language to the effect that in the event of a board vacancy the district shall notify the public of the vacancy no less than thirty days prior to the meeting at which vacancy is filled by the remaining board members.

West noted on page six that the board may grant a leave of absence of three months at its discretion. Donnelly noted that the way the board operates that absences create a lot of work for the remaining board members. Doran-Lee said that the board still has discretion to extend a leave of absence but also gives it the ability to replace someone who is absent for long periods of time. West was concerned that the leave of absence policy would lock the board into something that might not work. Doran-Lee and Donnelly both said that the wording of the policy gives the board some flexibility.

Kelly raised the notification process for board resignations. West said that anyone could quit at any time. Walker said that the full board would need to declare the position vacant before any official action to fill the vacancy could take place. Donnelly said that there was a requirement in the SDAO handbook related to this. All board members who have resigned recently have provided written notice. Walker did look up the SDAO Handbook verbiage which only addressed the withdrawal of a resignation being in writing.

In reference to executive sessions on page eight, Donnelly said he could use some clarity on that. Doran-Lee said that Oregon Revised Statutes are very clear on what can be done during executive sessions. Donnelly said that some things that are genuinely, ordinarily confidential would cease being confidential to adhere to public meetings laws. Doran-Lee said that some details could be kept confidential. West said that the discussion regarding a decision could be confidential in an executive session, but the final decision must be specific and public. Walker said that there are different standards when operating a public organization compared to a private organization, especially because of the use of public funds.



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Donnelly noted that the board received legal advice to the effect that the details of certain agreements be confidential, but this would seem to prohibit that. He would like additional clarification on the issue.

Kelly asked why written minutes are required on item 3.6. Walker explained that the board cannot approve or amend an audio file.

West noted that page nine says all members of the board can make motion but asked why she cannot make a motion. Walker asked who told her that she could not make a motion. West said Anderson with RCAC said that she could not. Donnelly said that the language in the document is very clear that West could. Walker said that it may be the case that it may have been just for appearances. For instance, making a motion directing herself to do something may appear suspect or domineering to the public. To that point Donnelly noted further down on the document the board chair is to recognize other board members and announce those who first and second a motion. Theoretically, the board chair could just recognize herself the whole time.

Donnelly noted what seemed to be a typo under number 3.7 "Procedural Rules". Under A.1. the wording should be changed from, "Motions must be seconded to move to discussion..." to "Motions must be seconded to move to a vote..." The other board members concurred with the change.

Doran-Lee noted 3.8.A. has been a problem. West said that she tries to review everything but must prioritize what she reviews because she only has so much time. Walker said that this is something he could improve upon in the future.

Donnelly noted that a couple of changes in section four that had been previously discussed have not yet been made. The board wanted those residing outside the district to be able to be members of a committee. However, they also wanted to ensure that the chair of each committee is a resident of the district. The other members of the board agreed with this change.

Kelly sought clarification on whether number three under section four includes non-Mapleton Water District committees. West said that the restriction on the number of committees a person can be on only relates to MWD committees. Donnelly suggested that the first sentence of number three should read, "A member of the public may not simultaneously serve on more than two Mapleton Water District committees or one advisory committee..." for the sake of clarity. Other board members agreed with this change.

The board discussed the meaning of 3.9.B. regarding public comments.

Doran-Lee said that 4.1.G should be removed because it is not workable. Walker explained that there are types of committee "meetings" that do not require public notice. If a meeting is to complete work on a project as directed by the board of commissioners, that would not require public notice. If the meeting is to discuss recommendations to the board of commissioners, that would require public notice. Walker suggested that it be kept in the policies and seek clarity later.



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Kelly noted 5.1.A. and raised the issue of the trailer that was purchased. Doran-Lee said that the full board did approve that purchase. Walker clarified that the trailer was part of a blanket motion to purchase items left on the Three Rivers Foundation grant list.

Donnelly noted that Anderson carefully worded section five so that the board can act as the manager of the district in lieu of an individual employee.

Kelly suggested that the third sentence in the last paragraph of page thirteen be changed from, "for the two employees" to "for all employees" because the number of employees may change in the future. The other members agreed.

Donnelly asked if the district had a regular lawyer beyond the one retained for the pending employment matter. Doran-Lee said that the district has SDAO. Donnelly said that in his experience they typically recommend retaining a lawyer in response to his questions. He said that the board should investigate retaining a lawyer in the future, just to have on file. Walker said that Thomas Nicholson, a Florence-based attorney, had assisted the district in the past and as far as he knew was still practicing. West said that we should do some research and arrange a meeting.

Kelly raised 5.3 and said that all the board members are volunteers and therefore do not get paid. Doran-Lee said that his section would need to be revised because the board may need to be reimbursed more than \$50. Walker explained the difference between compensation and reimbursement. The confusion is due to the State of Oregon recently passing a statute that allows board members to be compensated for their service. The board decided against compensation earlier in the year. Reimbursement has no limits so long as it is a legitimate expense for a board approved activity.

West said the last couple of sections having to do with the budget and ethics are not up for debate and must be accepted as is. That said, she was happy with the document as amended. Donnelly concurred. Kelly asked if the board needed to sign the manual. Doran-Lee said that Anderson would make the edits and then the board could sign them. Donnelly said that we could approve the manual as amended at this meeting.

**Motion:** Adopt the "Board Duties and Responsibilities Policy Manual" as amended at today's meeting.

Motion made by Kelly, seconded by Donnelly. Approved unanimously.

#### **SDAO Annual Conference**

Walker said that the SDAO is comping the district for one person to attend the annual conference. West said that she would like for more district employees to go for the training and would be in favor of the district paying for it. The board discussed the details and who might wish to attend.

#### **Future Meetings**

West and Donnelly discussed future meetings for the emergency grant. West asked Walker to compile the documents listed in an email she sent earlier in the month. She told the board that the engineer is nearly done with the report required for the emergency grant.

#### **Executive Session**



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Executive session convened at 4:35 p.m. under ORS 192.660 "To consider the employment of a public officer, employee, staff member or individual agent."

**Resumption of Special Meeting**

West reconvened the special meeting at 4:48 p.m.

**Offer to Rochon to Settle Wages Owed and Equipment Loss**

West asked if there was a motion.

**Motion:** Offer Joseph Rochon \$80,000 to settle wages owed and equipment loss from the cybersecurity incident with the following terms: \$40,000 payable in an initial lump sum with the remaining \$40,000 payable over 36 months.

Motion made by Kelly, seconded by Doran-Lee. Approved unanimously.

The board scheduled a follow up meeting on Thursday, December 21, 2023.

**Employee Termination**

Doran-Lee asked if all the board members were comfortable with acting on this issue. Kelly said she was. Donnelly said that he would depending heavily on West's opinion in her capacity as chair of the operations committee. West said she would be comfortable taking this vote. Her only hesitation is what the district will do to help Rochon in the meantime.

**Motion:** Terminate Samuel Hughes as Assistant Water System Operator with immediate effect.

Motion made by Doran-Lee, seconded by Donnelly. Approved unanimously.

The board discussed the termination process.

Meeting adjourned at 5:56 p.m.

These meeting minutes were approved at the June 10, 2024 meeting.