



**SWAMC Board of Directors Meeting
October 19, 2017 ~ MINUTES**

- I. Call to Order -----President Skinner at 10:03 a.m.**
 - A. Roll Call -----Griffin**

Rebecca Skinner, Alice Ruby, Candace Nielson, Glen Gardner, Frank Kelty, John Whiddon, Layton Lockett joins at 10:06 a.m., Paul Gronholdt joins at 10:49 a.m.
- II. Approval of Agenda -----Skinner**

Gardner moves to approve, Kelty seconds, no objections, agenda approved.
- III. Consent Agenda -----Skinner**
 - A. BOD Meeting Minutes, August 17, 2017**

Lockett moves to approve, Gardner seconds, no objections, minutes approved.
- IV. Public Comments ----- Griffin**

No public comments.
- V. Governance & Policy -----Skinner**
 - A. August 2017 Financial Statement**

Kelty moves to approve, Nielson seconds, no objections, financial statement is approved.
 - B. September 2017 Financial State**

Kelty moves to approve, Nielson seconds, no objections, financial statement is approved.
 - C. Resolution 18-01 – Thanking Samson Tug and Barge**

Kelty move to approve, Ruby seconds, no objections, resolution approved.
 - D. Resolution 18-02 – Thanking Coastal Transportation**

Kelty moves to approve, Whiddon seconds, no objections, resolution approved.
- VI. Management & Program Issues ----- Griffin**
 - A. Strategic Planning – Griffin** discussed that he and President Skinner have been discussing having a strategic plan written up for SWAMC. Griffin has spoken with Doug Johnson of Professional Growth Systems about such a plan. BOD decided that if a firm is hired to write up a strategic plan that it should be put out for bid to multiple firms.
 - B. MAKE Cooperative Agreement with Spruce Root, Inc.**

Lockett moves to approve for purpose of discussion, Gardner seconds. O'Brien explains the contract and the benefits to SWAMC and the MAKE Program. President Skinner noted that NIST advised SWAMC to develop a Conflict of Interest Policy, particularly around key staff, Erik O'Brien and his private issues. The issues were not whether a conflict currently exists, but getting ahead of anything before it does. Kelty asked for clarity. O'Brien explained that he is a kelp farmer and Barnacle is a potential buyer of kelp products, which could create a conflict of interest, where one does not currently exist as there is no arrangement to sell any of O'Brien's kelp to Barnacle. President Skinner reminded Griffin SWAMC needs to get a policy in place, to which Griffin replied it was being created.

Roll call for voting: Skinner – yes, Ruby – yes, Lockett – no, Nielson – yes, Gardner – yes, Whiddon – yes, Kelty – yes. Gronholdt abstained as he joined the meeting late.
 - C. MAKE Contract with Dr. Laurence P. Gebhardt**

Lockett moves to approve for purpose of discussion, Gardner seconds. A great deal of Board discussion went on about this contract. Lockett felt important information about Dr. Gebhardt and the client were missing from the Board packet. President Skinner brought up the issue of SWAMC 'being on the line' for payment of the contract were the client not to pay.

President Skinner asks for a motion to table item: Gronholdt moves to table, Nielson seconds. The contract is tabled for the next Board meeting.

VII. Staff Report ----- Griffin

Griffin discusses the Board Retreat in November. Griffin will finalize whether the meeting will be held at SWAMC'S office or elsewhere.

VIII. Board Comments / Other Business

President Skinner mentions that Whiddon texted her after he left the meeting that he wished to change his vote on item VI. B. Griffin was asked if this can be done.

IV. Adjourn -----Skinner

Lockett moves to adjourn meeting, Gardner seconds, adjourned at 11:52 a.m.