



SWAMC Board of Directors Meeting Minutes

October 15, 2020

- I. **Call to Order** ----- 9:12 am **Vice President Gronholdt**
- A. **Roll Call** ----- **Marquardt**
 _____ Mary Swain, yes Paul Gronholdt, yes Rebecca Skinner, _____ Myra Olsen, yes Alice Ruby,
yes Glen Gardner, yes Terry Haines, yes Laura Delgado, yes Dennis Robinson,
yes Joe Sullivan, yes Dennis Muller
- II. **Approval of Agenda** ----- **Gronholdt**
 Sullivan moves to approve, Gardner seconds, no objections, agenda approved.
- III. **Consent Agenda** ----- **Gronholdt**
- A. BOD Meeting Minutes September 17,2020
 Sullivan requested minutes be updated to reflect that he made comments similar to Robinson’s in section E. Dates for Annual Conference. Ruby moves to approve, Delgado seconds, no objections, minutes approved.
- IV. **Governance & Policy** ----- **Gronholdt**
- A. *August 2020 Financial Statement* – Marquardt noted that FS does not yet reflect quarterly payments from EDA Supplemental or Planning grants. Sullivan moves to approve, Ruby seconds, Sullivan points out typo in payroll liabilities: accrued August payroll has extra digit. Staff will check with accountant. Roll call vote taken, all in favor, no objections, FS approved.
- B. *Draft EDA Supplemental Administration Plan: Regional Recovery and Resilience Plan, Regional Broadband Plan, and Mariculture Project goals and tasks* – Staff submitted Administration Plan to EDA in early October in fulfillment of the grant requirements. Staff worked to provide specific tasks while tying plan to original application, aligning EDA scope with projects of maximum benefit to region. Sullivan commented that tasks laid out logically and are substantive. Ruby noted that mariculture tasks more focused on Aleutians and Kodiak regions by nature, but interest exists in Bristol Bay too. Want to be sure included as well with outreach focused there.
- C. *Rename SWAMC Newsletter* – Marquardt identified “SWAMC Navigator” as potential name. Newsletter rename in line with other branding changes under Communications Plan to come across as more personal. Skinner requested more information on how newsletter name fits into overall SWAMC branding strategy. Link should be made – if Navigator reflects SWAMC’s role helping people access resources and get through challenges, then name makes sense. Sullivan noted that Navigator resonates based on EDA Supplemental scope. To be discussed further next month, framed as part of bigger picture strategy.
- V. **Management & Program Issues** ----- **Marquardt**
- A. *Captain Cook Conference options* – Marquardt outlined differences between Hotel Captain Cook and Marriott regarding sanitation, social distancing options, meals, and cancellation policy for Conference in early March. Marriott lacked flexibility due to corporate structure. Captain Cook cancellation policy more flexible – can cancel 30 days out with no fee, so final decision not needed until January. Staff recommends Captain Cook if Conference held in person. Ruby suggested staff review how well AML holds their conference virtually. Delgado noted that more large meetings being held virtually using Zoom, WebEx, and others. May have some connectivity issues but work ok. Current (through November) Municipality of Anchorage rules limit gatherings to 30 people no matter room size. Several board members recommended staff plan virtual conference alongside in-person to assess virtual conference options as well. Risk is that time and money spent planning in-person meeting, then can’t hold it. Plus, if cases spike after cancellation period ends, then SWAMC would be liable for cancellation fee. Postponing Conference until later in 2021 discussed; Skinner noted that SWAMC’s by-laws state Conference shall be held in February or March therefore the precedent is already set; delaying Conference until undetermined point undesirable – important to show people that SWAMC continues to do business no matter what. By this point (mid-October) SWAMC should be brainstorming Conference topics and presenters. Availability of presenters for in-person Conference a concern, given that many other Conferences cancelled. Once vaccine developed, will take time to distribute to everyone,



especially rural Alaska. Staff agreed to present virtual Conference options at November Retreat for further discussion.

- B. *Executive Director annual review* – Annual review typically done at November Board Retreat even though not quite at one-year point for Marquardt. Board members discussed evaluation form and procedure, agreed that evaluation form content and procedure will be similar to previous years. Form will be sent to Board members 2 weeks prior to Retreat to allow time to complete.
- C. *Dates for November Board Retreat* – Board Retreat will be held via Zoom. Board and staff discussed dates in November that don't conflict with AML Conference – either Nov. 5/6 or Nov. 23/24. Exact dates hinge on whether Retreat would be one full day or two half days. Staff and board members discussed and agreed that early November did not work due to conflicts and not enough time to prepare. Sullivan makes motion to select November 23 and/or 24 for Board Retreat, with decision on 1 versus 2-day Retreat to be made in a subsequent motion, Gardner seconds, no objections, motion passes. Marquardt outlined likely content of the agenda and time needed to discuss agenda items. Skinner noted that outcome of Nov. 3 election will likely be known by Retreat, which could bring different players at State and Federal level – don't want to underestimate amount of time that Board may need to spend discussing this as it relates to SWAMC's Legislative priorities as well as Conference topics and items to bring before membership at annual meeting. Retreat is opportunity for longer discussion. Sullivan makes motion to schedule meeting for November 24 with a morning session and tentative afternoon session, Skinner seconds. Sullivan notes that Nov. 24, a Tuesday, chosen because board members' Mondays are likely to be busy. Sullivan also noted that bulk of large issues to discuss likely to require Retreat to extend to afternoon session – suggested that board members hold that time available in schedules. With regard to scheduling Executive Director evaluation, Skinner suggested that the Board have time to discuss and determine their evaluation message at beginning of Retreat in Executive Session, so have time to get on the same page and discuss further at end of Retreat if needed. Sullivan and Skinner's comments were made in support of Sullivan's motion, no objections, motion to schedule meeting as one-day meeting on November 24 passes.

VI. Staff Report----- Marquardt

Board members had Staff Report for review. Gronholdt asked for explanation of deficit indicated for Wells Fargo checking account. Marquardt explained that there is no deficit, it is due to accounting principles, staff will get explanation from accountant to provide to Board by next meeting. No other comments.

VII. Board Comments / Other Business

Skinner announced that she did not get re-elected to Kodiak Island Borough Assembly seat in recent elections, so will be off Assembly in November, leaving her SWAMC Municipal Board seat vacant. Board can then decide to appoint replacement or wait until March Membership meeting as her seat was due to be up then anyways. Gronholdt notes that by-laws will outline the appropriate procedure to follow. Marquardt announced that Board member Gardner will also have to resign from his Municipal board seat as he did not win re-election as Mayor of Sand Point. Given that SWAMC Board will be short 2 Municipal seats if not filled quickly, SWAMC risks not being able to meet quorum requirements for board meetings. Marquardt states and Skinner clarifies by-laws: vacant seat can be filled by Board appointment from sub-region nominations and the person would sit until the next annual meeting. Once a Board member's resignation is submitted, Board can decide whether to fill vacancy now or wait until annual meeting. If decide to fill vacancy, must send notice and open 30-day nomination period. Board can then appoint at next monthly meeting or call special meeting. Sullivan agreed with Skinner's interpretation of the by-laws; it is consistent with procedure the Board followed with past vacancies. Gronholdt stated that a motion on how the Board wishes to proceed on vacancies is not necessary at this meeting given that item is not on agenda. Skinner noted that new KIB Assembly members won't be sworn in until early November, so no nomination for the vacant SWAMC Board seat will be made until KIB's next meeting in early December. Skinner suggested deadline for SWAMC Board nominations fall after early December to allow KIB a chance to put name forward. 30 days is minimum, but vacancy period can be held open for longer if needed. Skinner and Gardner can continue to participate in Board meeting until resignations submitted. No action taken. Will be on agenda at November Board Retreat.

Robinson commented that AML is urging every community to update their disaster declaration to make sure they are not tied in with the State declaration because it may expire on November 15 if Gov. Dunleavy does not extend



it or declare a new disaster. Expected to operate without a State disaster declaration until Legislature reconvenes. Unalaska is separating their disaster declaration from the State's in order to keep status quo.

VIII. Adjourn Time: Sullivan moves to adjourn. Meeting adjourned at 10:58 am by **Vice President Gronholdt**