

**Prince William Sound Regional Citizens' Advisory Council
Special Board of Directors Meeting Minutes
March 30, 2020**

Members Present: Patience Andersen Faulkner, Robert Archibald, Amanda Bauer, Robert Beedle, Mike Bender, Ben Cutrell, Rob Chadwell, Wayne Donaldson, Mako Haggerty (9:30am) Luke Hasenbank, Melvin Malchoff, Thane Miller, Dorothy Moore, Bob Shavelson (9:06am), Rebecca Skinner (9:07am), Roy Totemoff, Michael Vigil, and Kirk Zinck

Members Absent: Conrad Peterson

Staff Present: Gregory Dixon, Jennifer Fleming, Joe Lally, Leigh Lubin, Amanda Johnson, Betsi Oliver, Jeremy Robida, Donna Schantz, Alan Sorum, Linda Swiss, Brooke Taylor, Nelli Vanderburg, and Walt Wrede

Others Present: Catherine Berg (NOAA), Robin Brena (Brena, Bell & Walker *Executive Session only*), Jim Herbert (OSPR Committee Chair), John Kennish (SAC Committee Chair), Joe Levesque (PWSRCAC Legal Counsel), and Steve Lewis (POVTS Committee Chair)

1. **Call to Order:** President Archibald called the meeting to order at 9:03am. A roll call was taken. The following 15 directors were present, representing a quorum for the conduct of business: Faulkner, Archibald, Bauer, Beedle, Bender, Cutrell, Chadwell, Donaldson, Hasenbank, Malchoff, Miller, Moore, Totemoff, Vigil, and Zinck. Bob Shavelson joined the meeting shortly after at 9:06am, followed by Rebecca Skinner at 9:07am and Mako Haggerty at 11:00am while the group was in Executive Session.
2. **Approve Agenda:** Archibald asked if there were any changes to the agenda. Beedle moved to approve the agenda as presented. Skinner seconded. Archibald asked for objection; hearing none, the agenda was approved.
3. **Public & Opening Comments:** Archibald asked for comments from the public; there were none.
4. **Update on PWSRCAC Operations and Status of Projects due to COVID-19 Disruptions:** Schantz provided an update on the COVID-19 impacts to staff, and steps taken in an effort to keep staff safe, while continuing to operate. She noted that her primary focus was the safety of the employees and volunteers, therefore she made the decision to close the offices on March 17. Gregory Dixon and Walt Wrede are spending minimal time working in the Anchorage office, coordinating their schedule so they are not there at the same time. Joe Lally is coordinating Valdez office access and taking care of needs of the Valdez staff.

Schantz explained the secondary focus is continued operations. Staff has started meeting remotely via Zoom at least two times a week in an effort to touch base more frequently. Schantz recognized Gregory Dixon for his efforts in making sure all staff had the equipment, resources, and connectivity to be able to work from home, including training sessions on various security practices. Schantz stated that overall, the staff is adjusting and performing very well.

Staff met recently to renew its FY2020 contracts and to determine what projects, if any, are being impacted as a result of this pandemic. After this review it was determined that there are not very many existing projects that will be impacted. The bulk of the impacts are to the school-related outreach youth involvement activities, as school is currently being held virtually, and the VMT cathodic protection systems review that relies on information from Alyeska will be delayed even longer. Schantz noted that impacts to the 2021 fiscal year is still unknown at this time.

Regarding the May 7-8 Board meeting in Valdez, staff is recommending that meeting be conducted remotely via Zoom. Staff is also recommending that the budget workshop and Board approval of the FY2021 budget be delayed until the end of May. This will give staff and the Finance Committee additional time prepare a balanced budget for Board consideration.

Schantz again recognized staff for their flexibility and ability to adjust during this unprecedented time.

5. PWSRCAC May Board Meeting and COVID-19 Concerns: Archibald stated that Board action is needed to deviate from the Board meeting schedule, as that schedule is set by resolution.

Vigil moved to authorize a deviation from Board Resolution 03-05 by holding the May 7-8, 2020 PWSRCAC Board meeting remotely through video and teleconference. Miller seconded. Archibald asked for objection; hearing none, the deviation was approved.

6. Approval of Temporary Waiver to Check Signing Policy 304: Schantz explained that the Board is asked to temporarily modify policy 304, relating to the signing of checks of \$15,000 or more. The proposed change is to increase the amount requiring one signature to be a Board member to \$20,000 or more. If approved, this change would be in effect until June 30, 2020.

Miller moved to authorize a waiver of policy 304 through June 30, 2020 such that checks over \$20,000 must be signed by at least one designated member of the Board of Directors. Bauer seconded. Archibald asked for objections; hearing none, the waiver was approved.

7. Executive Session: Bauer moved to go into Executive Session to discuss the Regulatory Commission of Alaska's Ruling on Order 6 relating to the disclosure of Hilcorp/Harvest's financial information, and to deliver the Executive Director's annual evaluation. Miller seconded, and the motion passed. The following were asked to join the Board in Executive Session: Donna Schantz, Joe Lally, Walt Wrede, Brooke Taylor, Gregory Dixon, Linda Swiss, Jennifer Fleming, Robin Brena, Joe Levesque, Steve Lewis, Jim Herbert, and John Kennish. The Board entered into Executive Session at approximately 9:05am.

8. Report on Executive Session: The Board came out of Executive Session at approximately 11:40am. Archibald reported the following:

RCA Ruling on Order 6: With regards to the amicus brief, the Board provided direction to the PWSRCAC Executive Director and Legal Counsel on how to move forward on this issue at their discretion.

Executive Director Evaluation: Archibald reported that the Board will retain Donna Schantz as the Executive Director commencing at the May Board meeting, and a bonus of 2% of her wage.

9. Closing Comments: Archibald asked for closing comments. Haggerty apologized for being late to this meeting and provided an update on what he has been working through. He explained he has a water taxi that runs throughout Kachemak Bay and because of the Governor's mandate stopping all non-essential traffic throughout the state, he has been tasked with running groceries, medicines and other necessary supplies to communities like Seldovia, Sadie Cove and other communities across the bay.

10. Adjourn: Bauer moved to adjourn; Moore seconded. The meeting adjourned at 11:45am.