



# Idaho Association of Soil Conservation Districts Committee Resolutions

Resolution No.: R-21-3

**Resolution Subject/Title: Board Transparency and Accountability**

Sponsoring District: Ada Soil and Water Conservation District

Date Submitted: August 27, 2021

District Contact: Joan Cloonan

Phone Number: 208-860-0334

Committee to Review Resolution:

Resolutions Subcommittee Determination:  Accepted  Rejected

Standing Committee Determination:  Pass  Do Not Pass  No Recommendation

IASCD Action:  Passed  Failed  Tabled

1 **Whereas** the Directors of the IASCD are elected by the members of the six Divisions and serve at  
2 the pleasure of the Divisions. (See Idaho Code 30-30-608: “(1) The members may remove one  
3 (1) or more directors elected by them without cause. (2) If a director is elected by a class, chapter,  
4 or other organizational unit or by a region or other geographic group, the director may be removed  
5 only by the members of that class, chapter, unit or grouping.”)  
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7 **Whereas** the Directors owe a duty of care, the duty of loyalty and the duty of obedience as  
8 mandated by Idaho law. (See Idaho Code 30-30-618: “(1) A director shall discharge his duties as  
9 a director, including his duties as a member of a committee: (a) in good faith; (b) With the care of  
10 an ordinarily prudent person in a like position would exercise under similar circumstances; and (c)  
11 in a manner the director reasonably believes to be in the best interests of the corporation.”)  
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13 **Whereas** at the IASCD Membership Business Meeting on November 14, 2019, Resolution R-19-1  
14 from Squaw Creek Soil Conservation District asked that IASCD meeting minutes be sent out to  
15 districts. The resolution was amended to read that electronic copy be available to districts (ie., e-  
16 mail/website).  
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18 **Whereas** as of August 24, 2021, minutes of the Board meetings and Membership meetings are  
19 available on the IASCD website for meetings dated September 18, 2019, through October 22,  
20 2020. There are no more recent minutes available on the web. A draft of minutes for the  
21 November 12, 2020, meeting was distributed by e-mail to an undisclosed list from Benjamin Kelly.  
22 No additional minutes appear to be broadly available.  
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24 **Whereas** at the November 12, 2020, Membership Business Meeting, after considerable  
25 discussion, a motion to adopt what was labeled “Option 2” (retention of the ISWCC) and retain the  
26 subcommittee to have further discussions with the ISWCC and to make further recommendations  
27 that do not require the approval of the ISWCC. The vote was 32 to 1 in favor of the motion.  
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29 **Whereas** the IASCD subcommittee met in December 2020 and January 2021 and its findings were  
30 summarized in an e-mail from Benjamin Kelly dated February 10, 2021. The recommendations  
31 included training by the Attorney General regarding legal issues and red flags where districts can

32 be sued. It suggested that two or three ISWCC Board positions be appointed directly from districts  
33 selected from three names submitted by IASCD. It suggested examining the ways technical  
34 assistance is distributed, better coordination of the ISWCC publication with subjects of the articles,  
35 and transparency in budgetary information.

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37 **Whereas** on Friday, March 5, 2021, Benjamin Kelly informed districts that HB297 was introduced  
38 by Representative Caroline Nilsson Troy. HB287 would have all five commission seats  
39 reappointed as of July 1, 2021, with candidates chosen from names submitted by each of 5  
40 different regions – Division 1& 2 treated as one region. Benjamin Kelly was listed as the second  
41 contact for the legislation. The hearing was scheduled early the next week.

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43 **Whereas** a majority of the districts were unaware of the new proposal to change the ISWCC  
44 makeup and opposed the proposed legislation for a variety of reasons including the lack of  
45 forewarning and deviation from the subcommittee’s recommendations and other flaws in the  
46 document.

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48 **Whereas** communication between the directors either directly or through the Executive Director  
49 has failed in that minutes of directors’ meetings are not easily available to the districts and neither  
50 division directors nor Benjamin Kelly are communicating with division districts prior to making  
51 significant decisions.

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53 **Whereas** IASCD Directors are elected by Division Districts to represent Division Districts, each  
54 Director is obligated to act in the best interests of the Division. This can be accomplished on  
55 through informing Districts of the issues to determine District positions and interests.

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57 **Therefore, be it resolved** the IASCD Board of Directors is to be transparent and held accountable  
58 for their decisions and actions taken. Significant issues such as legislation, proposals for meeting  
59 with the governor’s office, and financial matters must be presented to each Division by their  
60 Director for consideration. Upon a vote of the Division’s Districts, the Director is obligated to  
61 represent the Division’s position to the IASCD Board for their consideration.

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63 **Be it further resolved** that as one step toward transparency the draft minutes of all Board and  
64 Membership meetings as well as subcommittee meetings be posted on the IASCD website within  
65 one week of the meeting.

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