

**MINUTES OF THE
BOARD OF DIRECTORS OF
HOOD RIVER WATERSHED GROUP**

The Board of Directors met on August 30th, 2022.

The meeting was held via Zoom.

The meeting was called by the Board of Directors.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Chuck Gehling, Ryan Gerstenberger, Les Perkins, Sam Doak, Chuti Fiedler, and Greg Short.

No directors were absent for the meeting.

The other persons present at the meeting were Cindy Thieman, executive director of the Hood River Watershed Group, and Alix Danielsen, restoration project manager for the Hood River Watershed Group.

A Quorum was present because there are currently six directors on the Board and six of them were present at this meeting.

Chuck Gehling, Board Chair, called the meeting to order at 12:07pm.

- I. July meeting minutes (approved via email 8-8-22)
- II. Financials
 - a. Credits (actual): \$29,090 (Jubitz funds), \$6,700 (Pfriem)
 - b. Debits: \$2,218.50 (Grass seed for Neal Cr.), \$62.74 (checks)
 - c. Pending credits: MFID \$8,000, EFID \$8,000, Pacific Power Blue Sky Habitat Fund ~\$15,000 (Tony Cr. Fish Passage first half), SWCD for 1. Unused leave from Alix & Cindy (exact amount TBD and will be saved as a liability), 2. Donations received in past 2 years (\$550), 3. Remaining half of 2022 FID support (\$2,000), 4. BEF tree credits (\$2,000), 5. Partial refund on SWCD liability insurance (\$244.50)
 - d. Leave funds will be restricted funds
 - e. Ryan noted that he is working with Heather and Cindy about reimbursements for the final three-month period of the CTWS/SWCD contract
- III. Organizational updates (below)
 - a. No comments or questions.
- IV. Recording in the minutes the names of board members who moved and seconded motions
 - a. The board agreed to record the names of the board members who moved and seconded motions.
- V. Tony Creek Fish Passage design contract
 - a. Alix provided a summary of two proposals, which were sent to the board prior to the meeting.
 - b. Cindy reviewed the contract template, which was sent to the board prior to the meeting.

- i. There were no questions about the template. Cindy noted that there will be future legal review of contract templates.
 - ii. Les Perkins moved, and Greg Short seconded, and the board resolved to approve the contract template as presented.
 - iii. After the review team meeting, Cindy will email the board asking for approval of the review team recommendation for a contractor for the Tony Creek Fish Passage design project.
- VI. Clarification of board position terms & formation of board development committee
 - a. Chuti Fiedler, Greg Short, and Les Perkins will serve until end of 2023. Chuck Gehling, Ryan Gerstenberger, and Sam Doak will be up for re-election in January 2023 for a new 2-year term if they and the board development committee so choose.
 - b. Formation of board development committee
 - i. There was discussion on the ideal number of board members, between 7-9 people. The board is inclined to err on a smaller group, but as many as 9 would allow for meeting absence, attrition, and board diversification.
 - ii. The board development committee will recruit 2-3 new board members to vote on at the December board meeting (these board members would start a two-year term in January 2023).
 - iii. The board development committee will develop a board member position description, develop a recruitment plan, and execute outreach.
 - iv. The committee will include one board member and at least two non-board members. Chuck and Greg volunteered as board committee members and Cindy will reach out to potential non-board members.
- VII. Board development and transparency policies
 - a. There were no questions or comments on the Board Development Policy. Les moved, Ryan seconded, and the board resolved to approve the Board Development Policy, as dated 8/30/22.
 - b. For the Member Engagement and Transparency Policy, under “member attendance at board meetings, the board agreed to change the first bullet point to “the board president *may* establish a period for open comments...”.
 - c. Chuti moved, Greg seconded, and the board resolved to approve the Member Engagement and Transparency Policy as dated 8/3/22, with the edit noted above.
- VIII. Interim employment policies
 - a. Cindy will attempt to provide a draft employee handbook for review at the September board meeting.
 - b. Ryan moved, Chuti seconded, and the board resolved to adhere to SWCD policies and employment terms until HRWG adopts its own.
- IX. Budget for annual celebration at Pfriem Family Brewers
 - a. Pfriem has agreed to host an annual celebration for the HRWG on October 26th.
 - b. The October board meeting would be on Tuesday, October 25th.

- c. Pfriem can provide appetizers, one drink, and dinner for \$45pp. The board had a discussion on whether to subsidize the ticket price and decided to underwrite \$10 per ticket. Chuck noted that he would match the \$10 subsidy with an additional \$10 per ticket, making the ticket price \$25pp.
- X. Staff updates
 - a. Cindy has been working on organizational transition.
 - b. Alix noted that the Neal Creek Phase 2 construction was completed and was a successful implementation.
- XI. Director updates
 - a. Chuck participated in the Evans Creek work party, helping to move large wood pieces and rock.
 - b. Ryan noted that the Spring Chinook return will likely have a record run. There are days with over 100 fish at Moving Falls. There have been ~100 wild Chinook caught at the trap, and Ryan expects over 3,000 hatchery by the end of the run. The steelhead run does not look good, and they have not really been seeing summer steelhead at the trap. It seems that the steelhead have not responded as well to changing ocean conditions as salmon have.
 - c. Greg noted that the cherry season was not good this year (20-30% of average). Greg has had time to go fishing and caught a salmon this morning!
 - d. Les noted that the Kingsley day use area is open. It has been a great water year and FID has just opened the upper reservoir (the first time it's ever been this late).
 - e. Chuti noted that the City of the Dalles has started the replacement of the Dog River pipeline. Trees are down and pipes are on site.
- XII. Hearing of visitors
 - a. None.
- XIII. Upcoming funding opportunities & potential applications
 - a. Cindy will debrief the board on additional information on the FIP process at the September board meeting, along with additional upcoming grant details.
 - b. OWEB drought relief (Sept. 30) - EFID sublateral piping & telemetry
 - c. OWEB restoration (Oct. 31) - Tony Creek fish passage implementation (definite)
 - d. OWEB technical assistance (Oct. 31) - Baldwin Creek restoration feasibility study?
 - e. OWEB monitoring (Oct. 31) - Partnership FIP monitoring plan development?
 - f. OWRD feasibility studies (Nov.) - EFID sediment settling feasibility study to match BOR award
- XIV. Upcoming tours, meetings, events
 - a. September 20: Neal Creek Phase 2 project tour, 5:30 to 7:30
 - b. September 27: Board meeting, 4:00 to 6:00 (includes our 2nd board training)
 - c. October 25: Board meeting, 4:00 to 6:00 (tentative timing)
 - d. October 26: Annual Celebration at Pfriem!

Organizational updates

- 501(c)(3) incorporation updates: Oregon Department of Justice charitable organization registration not complete, application to IRS for 501(c)(3) in-progress
- Received BIN registration from Oregon Department of Treasury
- Opened U.S. Bank account - have checks and credit card with \$5,000 limit
- Registered with SAM.gov
- QBO chart of accounts is set-up
- ACH direct deposit authorization pending (necessary to transfer OWEB grants)
- Cooperative Agreement with SWCD signed
- Office sub-sublease agreement under review by OSU
- Insurance coverages: Director’s & Officers (\$1,081), Commercial General (\$1,596), Workers Compensation (\$660.78) will be effective September 1st – summary provided to the board
- Employment start-up: ADP is payroll company effective September 1st, Retirement plan - Charles Schwab Simple IRA, remaining leave (i.e., unused vacation & compensation) paid to HRWG

There being no further business, the meeting was adjourned at 2:06pm.

Signature of Secretary  Date: October, 18, 2022
Sam Doak