

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

The Board of Directors met on July 18, 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 Stephanie Dolan, legal counsel, Cindy Thieman, executive director, and Alix Danielsen, restoration project manager.

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

**I BOARD TRAINING**

1. Stephanie Dolan, attorney with the Center for Nonprofit Law, provided the board with a training session on board governance topics.

**II CORPORATE ACTIONS AND STAFF UPDATES**

1. Adoption of Board Policies: The following motion was made, seconded, and passed:  
RESOLVED to adopt the four policies presented and discussed today. Those policies are the Conflict of Interest Policy and Annual Disclosure, the Whistleblower Protection Policy, the Records Retention Policy, and the Travel and Related Expense Policy.
2. Minutes of Previous Board Meeting: The following motion was made, seconded and passed:  
RESOLVED to accept the June 26, 2022 meeting minutes as presented.
3. Updates on Corporate Establishment Tasks: The Executive Director provided updates on several organizational start up items.
  - A. HRWG received its EIN from the IRS on June 29, enabling the organization to open a bank account and enter into other agreements.
  - B. HRWG received a Corporate Documents and Minutes book (three-ring binder) from Center for Nonprofit Law. This copy will be kept as the official copy and will not be marked in or leave the office. Another copy will be maintained as a working copy, which may be taken from the office for off-site meetings or other business needs.
  - C. Cindy filed HRWG's application with the Oregon Department of Treasury on July 8th for a business

identification number (BIN), which is required for state employment taxes.

D. CNPL will be registering HRWG as a charitable organization with the Oregon Department of Justice

E. HRWG has supplied U.S. Bank with all the necessary information to open a nonprofit checking account and we are awaiting their approval. This will allow us to sign up for a System for Award Management (SAM.gov) account, which we will need to receive OWEB and other state and federal grants.

4. Board Approval and Signature Requirements for Grant Applications and Agreements:

The Board weighed the benefits of timely briefings on grant applications relative to the need of the Executive Director to respond to time sensitive opportunities. It was noted that grant agreements should be approved by the Board, since these are contracts. The following motion was made, seconded, and passed:

RESOLVED that the Board will receive information about grant applications but does not need to approve them prior to application and the Executive Director may sign them. The Board will retain the authority to approve grant agreements and once approved the Executive Director will sign them.

5. ODFW& Blue-Sky Habitat Fund Grant Agreements for Tony Creek Fish Passage Design: The following motion was made by, seconded and passed:

RESOLVED to accept the Tony Creek Fish Passage Design funding awards from the Oregon Department of Fish & Wildlife and Pacific Power's Blue Sky Habitat Fund.

6. Tony Creek Fish Passage Design Request for Proposals: The board discussed the roles of the board and the Executive Director in developing and releasing requests for proposals (RFP) and reviewing and accepting responses. Although staff have considerable experience with RFP's the HRWG, as a new organization, lacks RFP templates, and it was suggested that the Board review and adopt legally reviewed templates for RFPs and contracts. The board noted the benefits of optional reviews of RFP's by individual directors while allowing staff to issue RFPs in a timely fashion. Cindy asked the Board to approve the Tony Creek Fish Passage Design RFP today without reviewing it ahead of time. She noted that the RFP will be reviewed by three entities, including HRWG, CTWS, and BPA. Cindy noted that Ryan could sit on the review committee and wear "both hats". For the future, Chuti requested that the Board be given a clear timeline for feedback on RFPs. Cindy will develop a RFP template, suggested Board review timeline, and prospects for legal review for the Board to consider sometime in the next few months. The following motion was made, seconded, and passed.

RESOLVED to send out the Tony Creek Fish Passage Design RFP to board members and release the RFP today.

In the future, RFPs will be shared with the Board ahead of time to allow review and feedback. Board members are not required to provide feedback and will be given a date when feedback is due. Cindy suggested this could be included in a policy that the Board adopts at a future date.

7. Board Review and Approval of Contracts for Work:

Cindy suggested that the Board think about contract amounts in relation to signature requirements. For example, the SWCD authorizes the District Manager to sign contracts up to \$25,000 but contracts greater than that must be signed by the Board president.

Alix noted that we will be signing a contract in September for the Tony Creek Fish Passage Design work. Alix noted that bids were due August 16<sup>th</sup>. Cindy suggested that the Board review a contract template and

approve the Tony Creek Fish Passage Design contract at its August Board meeting.

8. Contracts for Bookkeeping and Accounting: Cindy noted that she signed contracts for bookkeeping and accounting. Bernard Trotebas with Numbers Guru will be the bookkeeper and will bill at \$45/hour. Tom Birch with Account.ability will set up our QuickBooks online for \$750 and later in the year will complete our 990 and CT-12. Chuck asked whether the 990 was an end of year requirement. Cindy confirmed, noting that both are annual requirements of nonprofits.


Draft Budget for 2022 and Forecast for 2023: Cindy noted that the budget is still in draft form and reminded the board that HRWG will be using the calendar year for its fiscal year. For the remainder of this biennium (ends in July 2023), we will have approximately half of the OWEB Council Capacity grant left, which is about \$65,000. As soon as HRWG has a SAM.gov account, we will transfer the OWEB grant from the SWCD to HRWG. Cindy explained that generally we spend the OWEB Council Capacity grant evenly over the course of the biennium, although we are not required to. The Tribes contract has approximately \$18,000 in remaining funds for HRWG staff time. The 2022 contract will remain with the SWCD and HRWG will bill the SWCD for reimbursement. EFID and MFID will be invoiced soon, and funds will be split between the remainder of this year and first half of next year. FID Council Capacity support was invoiced in January. Half of the remaining funds will be transferred to HRWG (\$2000). The Jubitz funding (\$29,100) is being held by the Network of Oregon Watershed Councils (NOWC) and HRWG will invoice NOWC for that as soon as we open a bank account. The Pfriem donation (\$6,700) is being held in the lock box at the office and will be deposited as soon as we open a bank account. Cindy reviewed income and expenses for HRWG's projects, including County funding to rehabilitate the Evans Creek Fish Passage project as required by DSL, BEF tree credits for a portion of the cost to plant trees and shrubs at Neal Creek, and ODFW and Blue Sky fish passage design grants. Alix noted that we will receive half of the Blue Sky grant soon after the contract is signed but we will likely not spend half of it for the remainder of this year since we need to spend all of the ODFW grant by the end of June 2023. Cindy will factor this into the budget. There are approximately \$3000 left on the NRCS Conservation Innovation Grant and HRWG will bill the SWCD for reimbursement for Alix's time. There is \$10,500 for project management time on the Neal Creek Phase 2 Implementation grant. This grant will be transferred from the SWCD to HRWG, and there will still be some fiscal management funds remaining that aren't included in the budget yet. The Eastside Lateral Pipeline project, with approximately \$400,000 remaining, will be transferred to the HRWG. Funds for this project will not be used until fall/winter 2023. The West Fork Red Hill and West Fork Jones Creek projects are completed but have five years of post-implementation monitoring, hence these grants will be transferred from the SWCD to the HRWG since we are doing the monitoring and post-project reporting. Operating expenses include staff salaries and benefits, contracted services for CNPL contract, website/IT, and legal review of HRWG documents, half of audit for FY22 (with SWCD), accounting for QuickBooks set up, 990, and CT-12, bookkeeping, payroll services, insurance, half of copier lease, NOWC dues, and a drone. Les suggested lumping personnel costs into a single line item rather than showing individual salaries. He also suggesting over-estimating cost of living adjustments budgets for COLA in each annual budget. Cindy noted that HRWG net income for 2022 is anticipated to be approximately \$44,000. Next year's budget is still tentative but is looking pretty good. Given that the transition is ongoing the board agreed to revisit and approve the budget for the remainder of 2022 in September.

9. Transitioning Grants and Employment: Cindy and Alix will become employees of the HRWG on September 1<sup>st</sup>.
10. Draft Cooperative Agreement with the Soil and Water Conservation District: Cindy reviewed the working draft agreement with SWCD. Cindy hopes that administrative tasks can be shared so that the SWCD isn't billing the HRWG for all administrative tasks. An annual reimbursement addendum will specify tasks and reimbursement rates. Cindy said the SWCD has a finance committee (Rick Ragan, Pete Siragusa) discussing the issue of transferring some of the reserve funds to HRWG. She believes the committee will

make a recommendation to the board but doesn't know when. Cindy suggested Chuck and Les might be good candidates to speak with the SWCD board regarding the reserves.

11. Upcoming Corporate Development Tasks: Cindy will send out a Doodle poll to schedule the August board meeting. Other upcoming tasks include signing up for ACH (Automatic Clearing House) for direct deposit for grants coming from State agencies, getting insurance for Directors and Offices (have conversation at next board meeting about this), engaging payroll company (probably Gusto), signing up with a retirement account vendor, and developing organizational policies (start with the most pressing first). Sam noted that we need to finalize the policies that we started in the spring (*i.e.*, Board Development, Member Engagement & Transparency). Cindy will get the minutes done after she returns from vacation.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary \_\_\_\_\_  \_\_\_\_\_ Date: August 8, 2022  
Sam Doak