

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

The Board of Directors met on October 25, 2022.

The meeting was held at the OSU Extension Center Conference Room.

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, Chuti Fiedler, Les Perkins, Sam Doak, and Greg Short.

Ryan Gerstenberger was absent for the meeting.

The other persons present at the meeting were Cindy Thieman, Executive Director, and Alix Danielsen, Restoration and Outreach Project Manager of the Hood River Watershed Group.

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

Chuck Gehling, Board Chair, called the meeting to order at 4:01 pm.

- I. Review and adopt September board meeting minutes
 - a. Greg moved, Chuti seconded, and the board resolved to adopt the September meeting minutes.

- II. Financials
 - a. Review and approve expenses
 - i. Cindy and Les, the Board Treasurer, reviewed the check detail and bank statement prior to the board meeting.
 - ii. Cindy explained that the first credit card statement was received and that the card is attached to Cindy's personal credit until the HRWG builds up its own credit history. Cindy will confirm that the credit card will help build the HRWG credit history even though it is in her name.
 - iii. Les moved, Greg seconded, and the board resolved to approve the expenses through October 14th.
 - b. Brainstorm people for finance committee
 - i. Cindy explained that she plans to develop several key policies over the next few months, including an employee handbook and the financial policy.
 - ii. The board agreed that a finance committee is important now to develop the financial policies and assist with annual financial reviews/audits.
 - iii. Cindy suggested Alex Johnson with the Freshwater Trust as a non-board member on the committee. Les, as the treasurer, would chair the committee, and one or two other board members may be included.

- III. “Housekeeping”: Board signatures on board agreement & annual conflict of interest forms
 - a. The board reviewed the forms and signed them. Ryan will receive the forms via email to sign when he returns from vacation.

- IV. Update on 501(c)(3) application to the IRS
 - a. Cindy noted that the Center for Nonprofit Law is developing the application for the Watershed Group. They expect to be able to submit the application by the end of this week. Cindy will ask Chuck to sign the application as a board officer.
 - b. The application includes an organizational description, budget actuals through September, a projected budget through the end of the year, and projected budgets for the next three years.
 - c. Cindy received confirmation from the Oregon Department of Justice of business/nonprofit registration.

- V. Board Development Committee
 - a. Update on 2023 candidates and board vacancies
 - i. Chuck updated the board on the two committee meetings that have occurred. Members are Chuck Gehling, Greg Short, Megan Saunders, and Gary Asbridge. Cindy is the staff person supporting the committee.
 - ii. The committee has brainstormed a list of potential candidates and developed a board position description.
 - iii. The potential candidate list included Ann Harris (OSU Extension), Alexis Vaivoda (FCA), Felipe Mendez (Onsite), Hilary Doulos (ODFW), and Lillian Dick (CTWS). Ann has declined due to time constraints, Hilary is considering, Lil has not yet responded, and Alexis and Felipe are interested in the position. Several other potential candidates were discussed by the board.
 - iv. The committee will develop a candidate application that includes the matrix for interested candidates to fill out. Applications will be shared with the board ASAP, and at least prior to the November Watershed Group meeting.
 - v. For the November Watershed Group meeting, candidates will be presented to the membership for feedback, and board members will hold a vote on the candidates at the December board meeting.
 - b. Draft Board Handbook & Board Position Description
 - i. The board position description is a combination of the Lower Columbia Estuary Partnership’s board description and the Center for Nonprofit Law board description.
 - ii. The board reviewed the position description and discussed edits to the board matrix. A few edits were suggested, which Cindy will incorporate.

- VI. Community Engagement
 - a. Cindy has met with several community members over the past month.

- b. Dan Kaler works for Farmers Conservation Alliance and is involved in the wind sports community. Cindy and Dan connected over engaging the water sport community in potential restoration at the mouth of the Hood River.
- c. Eddy Patricelli is an owner of Big Winds. Cindy connected with Eddy about restoration at the mouth.
- d. Leti Valle Moretti is a new County Commissioner and works for One Community Health. Cindy met with Leti to talk about shared interests and to introduce Leti to the work of the Watershed Group.

VII. Upcoming grant applications

- a. OWEB restoration (Oct. 31) - Tony Creek Fish Passage Implementation
 - i. Alix gave an overview of the grant, with an estimated ask of \$250,000.
- b. OWEB technical assistance grant (TA-2) (Oct. 31) - Restoration/Conservation Effectiveness Monitoring Plan Development
 - i. Cindy gave an overview of the grant, explaining that an effectiveness monitoring plan is a key component that was missing from the original FIP application. Cindy is planning to request approximately \$45,000 and would like to work with Cramer Fish Sciences as the consultant that would help develop and write the plan, develop programming for field tablets, and create a monitoring database.
 - ii. The board was comfortable with identifying Cramer Fish Sciences as the planned consultant.
- c. OWRD feasibility studies (Nov. 2) - EFID sediment settling feasibility study to match BOR award (EFID is applicant)
 - i. Cindy gave an overview of the grant she is writing on behalf of EFID. The feasibility study will look at sediment removal options for the district, including a regulating reservoir.

VIII. Upcoming meetings & events

- a. October 26: Annual Celebration at pFriem 6:00 to 8:30 pm
 - i. Cindy reviewed the agenda with the board.
- b. November 22: Board meeting 4:00 to 6:00 pm; business of interest to membership (project updates and potential board candidate presentation) 5:30 to 6:00 pm; public presentation 6:15 to 7:00 pm (in-person)
 - i. Jim Brick from ODFW will give a presentation on salmon returns in the Lower Columbia.
- c. December 13: Board meeting 4:00 to 6:00 pm (Zoom or in-person TBD)

IX. Staff updates

- a. Cindy and Alix gave brief updates on projects.

X. Director updates

- a. Greg shared the details of the huge coho he caught.
- b. Chuck shared the count details from the EFID fish salvage that took place on 10/24.

Organizational updates

- 501(c)(3) incorporation updates: IRS application will be submitted by the end of October; Oregon Department of Justice charitable organization registration submitted early September, should receive confirmation from them soon
- Grant transfers from SWCD to HRWG complete: OWEB Council Capacity, Neal Cr. Phase 2 Instream Habitat Project, Eastside Lateral Pipeline & Water Conservation Project, West Fork Hood River at Jones Creek Instream Habitat Project (monitoring phase), West Fork Hood River at Red Hill Instream Habitat Project (monitoring phase)
- OWEB Council Capacity budget amendment to add \$17,000
- Employment start-up: Set up SIMPLE IRA accounts with Charles Schwab

There being no further business, the meeting was adjourned at 6:22 pm.

Signature of Secretary  Date: November 22, 2022
Sam Doak