

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

The Board of Directors met on December 13, 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 via email.

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

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 all six directors on the Board were present at this meeting.

Chuck Gehling, Board Chair, called the meeting to order at 4:08 pm.

- I. Additions or Corrections to the Agenda - none
- II. Review and Adopt November Meeting Minutes
 - a. Chuti moved, Les seconded, and the board resolved to adopt the November meeting minutes.
- III. Financials
 - a. Review and approve expenses
 - i. Cindy and the bookkeeper will now meet mid-month and will have the financial report to share with the board a week prior to the board meeting.
 - ii. Les (Treasurer) reviewed and approved the expense and credit report prior to the meeting.
 - iii. Cindy shared the expanded expense report and reviewed the expenses and credit card details with the board.
 - iv. Les moved, Greg seconded, and the board resolved to approve the expenses as presented in the expense detail.
 - v. There was discussion about whether there is a need to approve expenses monthly. There is not currently a financial policy in place that would outline these procedures.
 - vi. Sam suggested including the monthly expenses in the board packet and board members can review prior to the meeting and ask questions at the meeting if needed. The board agreed that there is not a need to approve the expenses each month, and that Les' review and the chance to review the reports prior to the meeting is sufficient.
 - b. 2023 Proposed Budget
 - i. Cindy shared the proposed 2023 budget and walked the board through the details.
 - ii. Greg suggested a varied layout that more clearly showed the total income, total expenses, and net income.

- iii. Sam asked about how staff time is allocated across the budget and would appreciate seeing this detail in the budget. Ryan suggested showing an overhead line. Alix noted that the budget could be broken out by restricted and unrestricted to show funds available for overhead. Ryan and Les suggested including sub-budgets in excel tabs or elsewhere for additional details.
- iv. There was discussion about whether to break out what funding is secured or pending.
- v. Cindy will take this feedback into account for future budget drafts.
- vi. Sam moved, Ryan seconded, and the board resolved to approve the proposed 2023 budget as presented.

IV. Board Candidate Elections for 2023

- a. Change to candidates/terms from August board meeting
 - i. To have a more even split in term lengths, Chuck will be the sole current board member up for reelection for a new two-year term. Ryan will be leaving the board. This will leave four current members continuing their terms and five board members starting new terms in January.
 - ii. Cindy and Greg introduced Felipe Mendez as a candidate to the board after a meeting with him today.
- b. Term continuing until December 31, 2023: Les Perkins, Sam Doak, Greg Short, Chuti Fiedler
- c. Reelecting for a new two-year term: Chuck Gehling
 - i. Sam moved, Les seconded, and the board resolved to reelect Chuck Gehling to a new two-year term.
- d. Electing for a two-year term: Lilian Dick, Alexis Vaivoda, Hilary Doulos, Felipe Mendez
 - i. Chuck moved, Ryan seconded, and the board resolved to elect Lilian Dick to a two-year term on the board.
 - ii. Les moved, Greg seconded, and the board resolved to elect Alexis Vaivoda to a two-year term on the board.
 - iii. Greg moved, Sam seconded, and the board resolved to elect Hilary Doulos to a two-year term on the board.
 - iv. Les moved, Greg seconded, and the board resolved to elect Felipe Mendez to a two-year term on the board.
- e. Chuck thanked Ryan for his board service to the organization and wishes him the best of luck in his new job.
- f. Cindy noted that officers need to decide whether they would like to continue with their positions in 2023.

V. Consideration of a 'Committee Procedure Policy' - Adapted from Center for Nonprofit Law

- a. Cindy gave an overview of the policy and asked if there were any questions.
- b. The "Corporate Secretary" section can be taken out.
- c. Sam asked if there is a need to keep official minutes of each committee meeting. Cindy noted language in the draft policy does note a process for minutes at each meeting.
- d. Sam suggested that any failure to reach consensus by a committee should be reported to the board rather than resorting to voting. Cindy will adjust the language to explain that committees will make recommendations to the board for decision-making. Cindy will simplify the committee procedure policy.
- e. A simplified version will be presented at a future meeting.

VI. Tony Creek Fish Passage Project - Review and Approve Contract for Cultural Resource Assessment

- a. Cindy had provided the board with the AINW proposal and the draft contract prior to the meeting. Alix gave an overview of an updated proposal and cost estimate based on a revised task

- item. Cindy gave a quick overview of the contract.
- b. Chuck asked about how the survey was reflected in the 2023 proposed budget, and Chuti asked about the tight timeline. Alix explained that the timeline is weather and snow dependent, but the tight timeline is necessary to construct in 2023.
- c. Sam moved, Chuti seconded, and the board resolved to approve the AINW cultural resources contract as presented.

VII. Personnel management

- a. Establish committee to review executive director compensation
 - i. Sam, Chuck, and Les agreed to participate in a compensation committee.
 - ii. There is a dated salary survey from the Network of Oregon Watershed Councils and there is an opportunity to explore information from local Gorge non-profits.
 - iii. As a board level committee, a resolution of establishment is needed.
 - iv. Resolution: the board will establish a committee to investigate Executive Director compensation at similar organizations and will report to the board within three-months.
 - v. Les moved, Ryan seconded, and the board resolved to approve the resolution as written above.
- b. Employee Handbook
 - i. Cindy used the ADP Wizard to generate a template for the Employee Handbook and has been comparing it with the SWCD handbook, as well as the Luckiamute and FID policies.
 - ii. Cindy shared a vacation and sick accrual comparison of federal, SWCD, and FID policies, as well as an initial proposal for the HRWG policy.
 - iii. There was discussion on sick and vacation caps and the associated liability.
 - iv. A full handbook draft will be shared with the board at least one week in advance of a future meeting.

VIII. Staff updates

- a. Cindy updated the board on reimbursement requests (ODFW and CTWS) that will help stabilize the bank account.
- b. Alix shared that the Tony Creek project had a 15% design review round, and the cultural resources RFP process was conducted.

IX. Director Updates

- a. Chuti shared that the Forest Service has had a few timber sales in the last two years and will stay at the same rate for the next three years. Fire recovery and restoration will be the current priority for at least the next five years.
- b. Les shared he is focused on end of year wrap up.
- c. Greg shared he has a lot of fish in his freezer.
- d. Ryan shared that Bonneville fish counts are very low, likely influenced by cold temperatures and minimal rain.
- e. Chuck shared that he talked with Brian Nakamura to discuss the reserves in the SWCD account. There doesn't seem to be any major opposition from the SWCD board to splitting the reserves in some way with the HRWG. Chuck has asked the SWCD board to work with the HRWG board to develop a process for making this decision. Brian said the SWCD will need to update their 4-month salary reserve amount. Chuck and Brian agreed that the two organizations will try to make a decision within the next three months. Cindy will share the SWCD's ending sum balance that is shared at the end of each year. Chuck will keep the board updated on progress.
 - i. Cindy noted that cash flow currently does get tight at the end of the month without reimbursement requests, and it's not a good use of Cindy's time to do these requests

every month. An account cushion would help with monthly cash flow.

Next Board Meeting: January 24, 4:00 to 6:00 pm (in person, depending on conditions)

There being no further business, the meeting was adjourned at 6:24 pm.

Signature of Secretary  Date: January 25, 2023
Sam Doak