

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

The Board of Directors met on January 24, 2023.

The meeting was held at the OSU Extension Center Conference Room, 2990 Experiment Station Drive, Hood River, OR.

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, Lilian Dick, Hilary Doulos, and Alexis Vaivoda. Felipe Mendez was absent.

The other persons present at the meeting were Cindy Thieman (via Zoom), Executive Director, Alix Danielsen, Restoration and Outreach Project Manager of the Hood River Watershed Group, Heather Hendrixson, Phil Simpson, Norm Dibble, and Bernard Trotebas.

A quorum was present because eight directors on the Board were present at this meeting.

Chuck Gehling, Board Chair, called the meeting to order at 4:41pm.

- I. Additions or Corrections to the Agenda - none
- II. Review and Adopt December Meeting Minutes
 - a. Chuti provided edits to the minutes regarding her director report.
 - b. Les moved, Greg seconded, and the board resolved to adopt the December meeting minutes as amended.

The board discussed the election of officers for 2023. Alexis moved to elect the slate of candidates presented and Les seconded the motion. **THE BOARD RESOLVED TO ELECT FOUR OFFICERS** for the term of one year as follows:

President/Chair, Chuck Gehling
Vice President/Vice Chair, Chuti Fiedler
Treasurer, Les Perkins
Secretary, Sam Doak

- III. Financials
 - a. December expenses – no questions.
 - b. Review and approve quarterly financials - August through December 2022 (Bernard Trotebas, HRWG bookkeeper)
 - i. Statement of Activity and Statement of Financial Position – Bernard gave an overview of the statements and the HRWG accrual basis of accounting.
 1. Sam asked why salary and wages were shown in two separate line items under expenses. Bernard explained that salary and wages are broken out by project-associated salary and general salary, which is tracked in Clicktime time-tracking software.

2. Cindy noted that there should be a line for benefit cost within the project expenses since HRWG bills funders at a loaded rate. Cindy and Bernard will correct this for future statements.
 3. Sam noted caution when designating expenses as fundraising costs (i.e., \$1,744 for pFriem event).
 4. Cindy explained that the office lease liability is for one year.
 5. Les requested the addition of a budget-to-actuals statement for the next quarterly financial review. The board agreed, and Cindy and Bernard will prepare one for the next review.
 6. Les moved, Sam seconded, and the board resolved to accept the quarterly financials.
- c. Annual budget overview
- i. Cindy gave an overview of the updated budget format and noted several changes from the version shared and approved in December, including the addition of the “carryover restricted balance”.
 - ii. Chuck would like to add back in a way to show what funding lines are currently unsecured. Cindy will incorporate this and share with the board.
 - iii. Chuti asked about “less compensated absences”. Cindy explained the liability to the organization of unpaid or unused compensated absence (i.e., vacation).
- d. Review and vote on recommended cost-of-living-adjustment (COLA) and additional salary to off-set lack of employer-sponsored health insurance
- i. The board discussed Cindy’s proposal for an 8% COLA.
 - ii. Sam explained that a subcommittee of board members (Sam, Les, and Chuck) are working on an Executive Director salary review, which may impact compensation structure for all staff. The committee will discuss their recommendations with the board in February.
 - iii. Sam suggested waiting to make a COLA adjustment with the salary review process. Les noted that Alix’s salary review would be delayed behind Cindy’s, so instating the COLA now would help cover that gap in time. Greg thought it would be cleaner to make the COLA effective January 1st.
 - iv. Cindy noted that there is more research to be done on health insurance off-set. Cindy will explore this further for a future recommendation.
 - v. Les moved, Hilary seconded, and the board resolved to adopt an 8% COLA adjustment for both employees effective January 1st, 2023.

IV. Personnel management

a. HRWG Personnel Policies

- i. Cindy reviewed edits suggested by Chuck. Chuck noted the need for a personnel committee.
- ii. Les moved, Sam seconded, and the board resolved to adopt the personnel policies as amended.

V. Staff updates

- a. Tony Creek Fish Passage – Alix shared a progress update on the Tony Creek Fish Passage Project. Project stakeholders, including ODFW, CTWS, the engineer, and the diversion owner have been meeting over the past month to discuss the design, which is approaching 30%. The cultural resources survey will be conducted as soon as the ground is clear of snow. Alix submitted an OWEB implementation grant in November but because the design and estimated cost was only at 15% at the time of the application, the review team did not feel confident in the proposed budget and therefore did not recommend the project for funding. HRWG will submit a grant to ODFW by 1/31 for implementation funds. The goal is still to implement this summer.
- b. Watershed Restoration Monitoring Plan Development –Cindy submitted an OWEB technical assistance grant in November to develop a Watershed Restoration Monitoring Plan that would track the effectiveness of actions implemented as part of the Strategic Action Plan. The monitoring plan is a key component of a competitive OWEB FIP application. OWEB did not recommend the project for funding, citing insufficient detail. HRWG will reapply in the spring. Cindy also plans to solicit other funds to match the OWEB grant and start developing the plan later this spring.

Next Board Meeting: February 28, 4:30 to 6:00 pm (presentation - 6:15 – 7:15pm)

There being no further business, the meeting was adjourned at 5:54pm.

Signature of Secretary  Date: Feb 28, 2023
Sam Doak

