

MINUTES OF THE BOARD OF DIRECTORS OF HOOD RIVER WATERSHED GROUP

The Board of Directors met on February 28, 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, Felipe Mendez, Sam Doak, Greg Short, Lillian Dick, and Hilary Doulos. Chuti Fiedler, Les Perkins, and Alexis Vaivoda were absent.

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

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

Chuck Gehling, Board Chair, called the meeting to order at 4:38pm.

- I. Executive session: staff compensation (board only)
- II. Additions or Corrections to the Agenda – none
- III. Review and Adopt January Meeting Minutes
 - a. Hilary moved, Greg seconded, and the board resolved to adopt the January meeting minutes as amended.
- IV. Financials
 - a. January expenses were reviewed. There were no questions.
 - b. The Treasurer was not available to provide his report on January bank/credit card reconciliation; he will present this material at the next board meeting.
 - c. HRWG Financial Policy & Procedures: questions and adoption
 - i. Cindy and Chuck noted that the policy is based on the Coos Watershed Association policy and has received review from the Center for Nonprofit Law and the Watershed Group bookkeeper.
 - ii. Cindy walked the board through the edits contributed by Chuck and Sam.
 - iii. Lil noted that the policy has a strong paper trail.
 - iv. Cindy asked the board about the \$25,000 signature limit for contracts. There were comments that \$25,000 was pretty low, and that \$50,000 would be more appropriate. This change was made.
 - v. There was discussion on the level of annual expenses that would trigger an audit. There is no Oregon law that requires a nonprofit to perform an audit. There is only the \$750,000 federal funds limit. The group discussed removing a specific number and adding in language that a financial review would be completed each

year by May 31st, and the board would decide annually whether a full audit should be considered. This will be done as part of the annual budget process.

- vi. There was discussion on the competitive bidding process. Cindy gave examples of instances when a direct appointment might be necessary, and explained what the competitive bidding process has been to date. There was discussion on the \$10,000 limit and whether it was too low. The board decided to leave it at \$10,000 and potentially reconsider this limit at a later review of the policy.
- vii. Sam noted that there is no opportunity for the board to provide input on the decision to make a direct appointment. Cindy added language for potential board approval.
- viii. Sam moved, Felipe seconded, and the board resolved to adopt the Financial Policy and Procedures as amended.

V. Upcoming Contracts

- a. 2023 CTWS Contract – Lil shared that the contract is currently under legal review and should hopefully be signed soon. As soon as Cindy receives it, she will send it to the board for review. Cindy proposes an email vote on the contract. It will be effective as of February 1st.
- b. Neal & Evans Creek Planting & Vegetation Management Contract – the board received the contract in the board packet. Alix explained that she got two price quotes. Both were from contractors with a good track record; HRWG selected AFS which had a significantly lower cost.
- c. Monitoring Plan Development by Cramer Fish Sciences – Cindy described the rationale for selecting Cramer Fish Sciences (past work on HRWG’s Strategic Action Plan, experience developing effectiveness monitoring plans for other FIP partnerships).
- d. RFQ for Tony Creek Construction Contract (pending ODFW funding) – this RFQ will be released with notice of ODFW funding, which is expected the week of 2/27.

VI. HRWG 2023-25 Workplan Overview for OWEB Council Capacity grant

- a. Cindy gave an overview of some of the work plan items that will be included in the OWEB Council Capacity grant, including education and outreach, restoration projects (Tony Creek fish passage, Lower East Fork projects, an Upper West Fork project, possible Bear and Evans Creek projects), partnership convening, and others.


VII. Staff updates

- a. Tony Creek Fish Passage – Alix explained that she submitted an implementation grant to ODFW (~\$414,000) and that ODFW visited the project site to discuss the 30% design. The engineering firm is working on the 60% design.
- b. Fundraising workshop – Cindy shared that she attended a fundraising workshop that was very informative. She will be working on a HRWG fundraising plan this year.
- c. Upcoming grant applications:
 - March 15: OWEB - Council capacity; Jubitz Family Fund

- May 1: OWEB - Watershed restoration monitoring plan development (monitoring), East Fork Hood River instream habitat project design (technical assistance), Eastside Lateral Sublateral Modernization (restoration; HRWG as applicant)

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

There being no further business, the meeting was adjourned at 6:20pm.

Signature of Secretary  Date: March 30, 2023
Sam Doak