



Working Together for Watershed Health

CWC Board of Directors Meeting Minutes

The Calapooia Watershed Council held their monthly board meeting on February 12th, 2020 at the CWC Offices in Brownsville at 6pm.

The following members of the Board of Directors were present:

Nate Meehan	Mark Running	Aimee Addison	Dee Swayze
Jim Wagner	John Joiner	Jim Merzenich	
Heather Medina Saucedo			

The following Board of Directors were absent:

Matt Mellenthin Rick Jones

Also present at the meeting were:

Collin McCandless, Executive Director
Cris Salazar, Habitat Restoration Program Manager
Sarah Norton, Outdoor School Coordinator
Fiona Julian, Operations Coordinator

AGENDA ITEM: Approval: December 2019 Board Meeting Minutes

Nate Meehan moved to approve the December 2019 Board Meeting Minutes. Heather Medina Saucedo seconded the motion. The motion passed 8:0

AGENDA ITEM: Review of Financials

Aimee Addison stated that there were still some issues with the financial reports that needed resolving before they could be approved. Aimee stated that the process to resolve these issues was taking longer than she had expected and that it should be considered a priority to resolve these. Fiona explained that due to the inherited errors and issues with the accounting system mid-year, certain items of issue on the financial reports will remain until the next fiscal year begins. Fiona stated that the issues continue to be addressed but acknowledged that the accounts are still a work in progress. Aimee asked if there was anything Fiona needed from the Board to support the resolution of issues and if Jackie of Get Organized had an ETA of when we could expect the accounts to be fixed. Fiona responded that she will check-in with Jackie to ask if there is a way to obtain an ETA.

AGENDA ITEM: Fisheries Monitoring Technicians Introduction

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The Board was introduced to the two technicians hired by the CWC for the 2020 winter steelhead surveys; David Andres and Homan Hamedanizadeh. The 2020 season will be David's third year working with the CWC on the project after taking a temporary break from his position with ODFW monitoring bull trout populations on the McKenzie River. Homan comes to us from the US Forest Service's Sweet Home Ranger District where he conducted stream habitat and fisheries surveys on the South Santiam and upper Calapooia Rivers. We are excited to have both working with us and will provide updates to the Board as the season progresses.

AGENDA ITEM: Review: Board Member Agreements

Board Members received the annual agreement for review and signing. Collin explained that the last agreements were completed in 2016 and have been revised for 2020. Jim Merzenich stated that he did not recall being re-elected as the agreement states. Collin explained that there was a vote for his seat to renew that happened at the last Board Retreat in 2019. Board members took a few minutes to review the agreements and then signed and returned to Collin.

AGENDA ITEM: Board Member Skills Matrix review & Update

Collin provided a visual of the last Board Member matrix compiled by the council in 2017. Collin explained that the purpose of the matrix is to obtain an overview of our Board make-up and also to identify areas we may be lacking. Collin pointed out some examples of gaps in our representation from the 2017 matrix and explained that he understood there have been changes, but appreciated the Board taking the time to complete the new ones. Collin also explained that the information gathered from the skills/self-assessment is also required by grantors on occasion.

AGENDA ITEM: Discussion: New Board Meeting Structure

Collin raised the topic of adjusting how the council board and committee meeting schedule is structured and shared that in reviewing how other watershed councils operate, he identified some benefits to changing how CWC operates their meeting calendar. Collin reviewed that currently Board meetings are monthly with the committee meetings happening approximately once every quarter. Collin made the suggestion of making the Board meetings every other month for a longer meeting, and the Committee meetings happening every 4-6 weeks. Collin argued that the Committee meetings being more focused in their nature would allow for greater progress to be made in the respective areas of governance. Collin explained the more frequent Committee meetings could adopt a specific topic of focus which could also allow for some flexibility with member attendance. Collin stated that if the Board meetings were every other month, they could alternate locations between Brownsville and Albany, and would allow for longer planning periods to arrange for speakers at the Albany meetings to increase community participation. Collin shared that Matt Mellenthin had suggested bringing in presenters such as Tony Farque, and members of Grand Ronde. Heather suggested offering two types of presentations, little "p"s and big "P"s. Dee stated that if the Board meetings were every two months, missing a meeting would be really hard [to stay current]. Aimee asked if this structure would work for Collin as the Executive Director as it would not work for her. Collin pointed out that our Policies and Procedures do allow for telecommuting for these meetings. Heather offered to share the information she has for Zoom meetings. Nate shared that while he appreciates the intention of the proposal, he did not feel that he saw the council enough as it is and felt concerned that he would miss too much. John shared that he was concerned that in order to have community involvement in our projects and events, the council needs to have a connection to the

community. Aimee suggested that the council continue to meet monthly with every other month offering a presentation with a shorter board session. Collin stated that while the proposal does increase committee time, the less frequent committee meetings currently, result in the meeting being primarily a 'download' of updates with little time for more productive purposes and needs. Jim Merzenich said that he thought the schedule restructuring is a good idea, and that he really wants to be part of the Fundraising Committee and pointed out that it had been over a year since the council hosted a fundraising event. Jim continued that it's not just about raising money, but also inspiring community involvement and participation is an important benefit. Jim also suggested offering a membership to the council. Mark Running shared that in the fifteen to twenty years that he has been on the Board of Directors, combining community outreach presentations with Board meetings has not worked. [Mark then had to excuse himself from the meeting to leave.] Aimee stated that there was currently a lot of work to be done with governance and financial matters and that if there were to be a change in meeting structure, it would be important for the chairs to be on every committee. Heather shared that the recruiting and scheduling of presenters sounded like a lot of legwork and suggested a quarterly presentation. Collin responded that we could do smaller presentations in Brownsville but we would want to have a larger presence at the Albany meetings. Nate stated that whatever we end up deciding to do, that we should be taking advantage of email for communications and approvals where possible. Aimee responded that for an email vote, every Board member was required to participate otherwise any decision or vote would not be valid. Collin shared that the council By-laws allow for the provision of email votes. Aimee said she was pretty sure that State regulations require 100% participation in email voting. Sarah Norton shared that when she was on the Board at Audubon, email voting became disallowed due to the possible lack of participation. Jim Merzenich expressed appreciation for Aimee as he explained that the financials don't make a lot of sense to him, and he was thankful that Aimee was on the Board with her accounting expertise. Aimee responded that Collin and Fiona were still learning the accounts and that she knows what needs fixing and how to do it, but doesn't have the time to do it. Aimee stated that we could not do an audit right now but appreciates the work Fiona is doing, but restated that there is still lots to learn and fix. Heather offered that Connect provides free training and that Board members should attend the event and take advantage of the offerings. Collin asked if it was free for Board members to attend and Heather was not sure. Aimee then shared that she wants a financial management committee, to which Collin responded that the current Management Committee covers this area. Aimee responded that it was not, and while she understands that Fiona is working to fix things, she had been hopeful that Jackie's help would be sufficient, and was not sure who else could help. Aimee stated that the Council's finances are one of the most important elements of the council. Jim Merzenich asked what committees the council currently has and if there was an activities committee. Jim continued that both South Santiam and Long Tom Watershed Councils seem to be more active with presentations. Collin explained that historically, event facilitation has all been staff driven but would welcome Board members becoming more involved with this.

AGENDA ITEM: Review: Board of Directors Google Drive Files

Collin announced that Fiona has created a shared drive in Google that all Board members will be invited via email to have access to. Collin explained that the drive will contain a comprehensive

collection of council documents, reports and information to allow Board access to these materials at any time.

AGENDA ITEM: Other

Aimee Addison moved to approve David Lawlor be welcomed onto the Board of Directors. Nate Meehan seconded the motion. The motion passed 7:0.

The meeting adjourned at 7:10pm.

**REVIEWED and APPROVED by _____, Board of
Directors Secretary, on _____.**