

Skagit Watershed Council
Meeting of the Board of Directors – Final Notes
April 16, 2014, SWC Office

(* indicates action item; indicates decision)

Attendance: Chair Ken Dahlstedt, Dave Pflug, Carolyn Kelly, Steve Hinton, Brenda Cunningham, Margaret Fleek, and Richard Brocksmith. Bob Everitt was absent.

The meeting was called to order at 9:02 am, with quorum. The group welcomed Margaret Fleek to the Board and thanked her for her willingness to serve. The agenda was approved, with the addition of a discussion on SWC's involvement in Skagit Farm, Fish, Flood Initiative (3FI).

The Board reviewed draft April 3, 2014 meeting notes from our recent conference call. Carolyn moved to approve the meeting notes as final as presented and Dave seconded, with unanimous approval.

Richard requested volunteers to be on the Watershed Coordinator interview panel. Steve Hinton and Carolyn Kelly volunteered. ***Richard will post all applications online for just the Board to review, after Richard narrows them down to 3 recommended applicants for interviews.**

Richard briefly overviewed the summary of the new, draft financial policies. The Board supported all proposed changes, with 2 exceptions:

1. 4 year audit cycle is fine, IF we add an annual review for a randomly selected one-month period by a third-party, qualified professional AND an internal end-of-fiscal-year Board of Directors review of financial accounts and budget.
2. New contracting policies and Executive Director (ED) financial authorities are fine, IF we add a new set of thresholds that:
 - a. Below \$2,501 it is ok to sole source without competition at ED's discretion, and
 - b. Between \$2,501 and \$10,000 the ED must secure 3 bids that would be presented to the Board (along with selection criteria and ED preference) for their decision. (It should be noted that this "3 bids" rule for contracting below \$10,000 is more conservative than required by Washington Recreation and Conservation Office (RCO) and thus could be waived by the Board as they see fit.)

***Carolyn asked that Richard confer with RCO (our major funding agency) as to whether or not they have guidance on conflict of interest in contracting, as they do with the lead entity program. *Brenda noted that Skagit Land Trust has a procedure to announce potential conflict of interest at the beginning of each meeting for transparency, which the Board also generally agreed would be good practice for the Council.**

Steve motioned to adopt resolution #01-2014 that adopts the Financial Policies and Procedures dated April 16, 2014, as amended above, nullifying and superseding all previous financial policies and procedures. Carolyn seconded. The Chair called the vote, which passed unanimously.

After a quick review, Dave moved that the Council shall retain its current SIMPLE IRA for all employees and that the ED's salary be increased by 2% to meet previously agreed obligations for retirement benefits, effective January 1, 2014. Carolyn seconded the motion and the motion passed unanimously.

The next agenda item was to review and approve 3 new contracts and 1 amended contract. Richard relayed a simple vision for the website in three parts. First, the website needs to be converted to WordPress to improve staff's ability to maintain it internally, saving money and time. Second, the website audience and thus its look and feel and functionality should be migrated toward a broader, general audience for communication purposes and then partners and funders should be able to dive down further for more details. Third, it could become a repository with easily digestible graphics, maps and tables that can relay the story of our goals and progress towards them. The proposal in front of the Board today is to implement the first phase completely and begin the second phase. This would be working with Mount Vernon's BrandQuery who has helped the Council before in developing the website for Salmon Trails and Tales.

The Board reviewed the draft scope of work for implementing hatchery and harvest components of the first phase of the adaptive management program, with a proposed contract to Swan Ridge Consulting and Kit Rawson for "not to exceed" \$3,300. Dave asked how will this help the Council? Steve relayed that the framework will provide a consistent way to translate all chapters, allowing improved methods for telling the story of salmon recovery and stepping into the next effort to develop an updated monitoring plan. Skagit is generally in good shape to complete this effort since we were the pilot watershed working on this for several years. ***The Board agreed that draft products need to come back to the Board and other policy bodies before anything is finalized.**

Richard described the occasional need for administrative support such as note-taking and facilitation, particularly since the Watershed Coordinator would not be onboard for awhile, and that \$2,500 could be sole-sourced. He noted one particular for-profit group that others have worked with locally, though no communications have occurred with them.

Finally, Richard noted that work had just begun to be scoped for updating the By-laws and Operating Procedures with Environmental Policy Matters, and that the effort was likely to be larger than previously expected. He requested authorization to expand that contract from \$3,000 already approved up to \$5,500. This would keep all of EPM's contracts with the Council below \$10,000 for the year.

Steve moved to approve the 4 contracts as presented above, with Carolyn seconding. The motion was approved unanimously.

The Board and ED walked through each line item of the summary of proposed changes to the Lead Entity Program Guide. It was noted that these proposed changes were the minimal amount the ED felt was needed to capture previously agreed details and to be consistent with statewide guidance. All were supported by the Board, with the following exceptions:

1. There should not be an exception this year to provide any organization with 2 votes as opposed to the standard 1 vote. It had been thought that NOAA would provide 2 members to the

Technical Review Committee, one from the Restoration Division and one from the Science Division, but that now seems to not be the case.

2. The organizational chart was modified to continue to include the Lead Entity Citizens Committee but to reduce its overlap with the Board of Directors in order to reduce what was perceived visually as the LECC consuming the Board's roles, which is not the case. ***Details will eventually be captured in the draft narrative the Council has been vetting separately.**
3. The Board reviewed committee membership for TWG, TRC, and Protection in Appendix A. It was agreed by all members present that:
 - a. Bob Margulis should not be left as a potential TWG member, but has been valuable to the Council more generally.
 - b. Kate Ramsden should not be added to the Protection Subcommittee as a voting member, but will remain as a resource to the subcommittee as needed and available.
 - c. Rick Hartson should stay as a proposed member of the TWG, but is not strictly compliant with guidelines at this time since Upper Skagit Indian Tribe isn't a current member of the Council. ***This situation can't be an on-going condition, given current By-laws.**
 - d. Richard Brocksmith should remain as a member of each of the 3 committees, but in an interim position until the new hire is completed at the Council and a longer-term plan is agreed to.

***It was noted that the Protection Subcommittee likely needs to grow in size to reduce potential conflict of interest.** The conflict of interest policies were adequate as proposed, though it was noted that ***there should be consistency across the organization's committees and Board, which can be addressed as policy issues are being updated for By-laws and Operating Procedures.**

Steve moved to approve the 2014 Lead Entity Program Guide as presented and then amended above. Dave seconded and the decision was unanimous.

Chairman Dahlstedt excused himself from the meeting near this point to attend a required executive session at the County. Vice-chair Hinton facilitated the remainder of the meeting.

Carolyn moved to approve 2 new members of the Council, American Rivers and Department of Ecology. Steve seconded and the decision was unanimous.

3FI participants have requested that the Council become more involved in their program at some level. The Council was invited to participate 2 years ago at its foundation, but declined due to skepticism that progress would be made regarding tangible outcomes. The Board felt that they were somewhat in the dark on the current status of the 3FI project, outcomes, their next steps, and how the Council could/should participate. ***There was agreement to request Kris Knight, project manager, and/or others give the Council a briefing at a subsequent Board meeting, and that Richard should start to participate informally with 3FI to understand implications and opportunities from being more engaged.**

Dave announced that he was in receipt of a support letter from the Wildcat Steelhead Club for the Barnaby Reach Restoration project. ***This will be presented to Bob Everitt and WA Department of Fish and Wildlife.**

The Board meeting was adjourned at 11:20am.