

Skagit Watershed Council
Meeting of the Board of Directors – Final Notes
February 2, 2017 SWC Office, Mount Vernon, WA

(* indicates action item; indicates decision)

Attendance: Carolyn Kelly, Richard Brocksmith, Steve Hinton, Michael Kirshenbaum, Jon-Paul Shannahan (by phone), Brendan Brokes (by phone for parts), Ken Dahlstedt (by phone for parts).

The meeting was called to order at 9:05 am without a quorum. Carolyn Kelly, SWC Secretary/Treasurer chaired the meeting.

Draft Agenda Review

- Richard requested that an additional contract approval and Community Engagement Committee member appointment be added to the agenda. JP requested that we add appointing a Technical Review Committee chair as well. Those changes were accepted.

Minutes

- ***Board members moved approval of the January Board meeting notes to the consent docket due to a lack of a quorum.**

Executive Director Report

- Richard made general comments about the January financials. ***Carolyn asked Richard to change the notation in the Account Quick Report of all disbursements to show “cash basis” instead of “accrual basis.” *Approval of the December Financial Report (#3) moved to the consent docket.**
- Review SWC Audit Report from Trina Hoekstra, CPA (#4) – While the auditor was very complimentary towards how SWC handles its finances, she suggested a few internal controls be further considered. Richard provided a memo to the Board summarizing responses and options. The Board discussed incorporation of these recommendations:
 - The Board discussed adding a new task to Scottie’s duties: catalog accounts payable and present them by email to the Treasurer for approval a few days before the bookkeeper needs to write checks, which is every two weeks. This provides more Board oversight of the disbursement process. The Board Chair or Vice-Chair will be the Treasurer’s backup. SWC staff and the bookkeeper believe there are multiple internal controls and Board review opportunities already in place and that the additional workload, chance for errors and logistical challenges may not add enough value relative to the effort.
 - ***Richard will make observations of how these new procedures are working and bring them back to the Board for evaluation and adjustments. *Richard will spell out these new internal controls in a re-draft of the Financial Policies.**

- Richard noted that recently he gave the plenary for the Storming the Sound Educator Conference attended by 130 educators from 5 counties on our community engagement program.
- Richard noted that the Satterberg Foundation unfortunately denied SWC's Letter of Intent (LOI) which could have funded community engagement efforts. This was a very competitive grant with 494 LOIs from Washington and California. Only 60 organizations were invited to continue.

Committee Reports

- The Board briefly reviewed activities of the committees meeting in the last month: Community Engagement Committee (CEC), Technical Work Group (TWG), and M&AM Subcommittee (#5).
- Community Engagement Program
 - This program and our partner's excitement about our shared work is exceeding Richard's expectations. The intern is working well. The Facebook has 230 likes so far with a phenomenal 78 fall photo contest entries. The Winter Seasons of Skagit photo contest started January 16 and will end March 31. ***Richard is in the process of preparing an SWC communications policy and will bring it to the Board at a subsequent meeting.**
 - Richard met with Larry Wassermann of the Swinomish Tribe and Scott Schuyler from the Upper Skagit Tribe independently as directed by the Board. ***Preliminary work paving the way for the community interviews will continue over the next month and will be brought to the Board for consideration.**
 - Skagit Youth Educator Retreat – Planning is underway, an agenda reviewed by the CEC, and 18 are registered so far with a cap of 30 people. Tangible outcomes of the conference include an update to the 2015 Educator Inventory in the form of a Resource Guide to market to formal youth educators. Richard hopes to have Kulshan Services take on some of the preliminary and post-retreat legwork for planning and preparation for the retreat. ***Richard will report more details and outcome from the retreat at the next Board meeting.**
- The TWG met and is moving forward in their review of the Protection Strategy Update. They are grappling with how the criteria are affecting certain parcels – particularly piano key properties and floodplain buffers. There are 3600 parcels in the analysis that have been objectively quantified for habitat and connectivity values. Twelve gradations of riparian quality have been developed for review. The Protection Subcommittee meets next week, and their input will be brought to the TWG on February 16. Richard hopes to bring their recommendations to the Board in March and April. Since the Board is responsible for how the Protection Strategy Update will be implemented, they would rather the TWG take an extra month to iron out details and come to consensus on solid recommendations for Board consideration so that the Board can communicate it clearly to SWC members and others outside of SWC. ***Richard will outline where the committees are in the process and how concerns will be addressed and will share it with the Board.**

Old Business

- Ken Dahlstedt joined the conference call at this point, providing a quorum. JP moved and Steve seconded approval of the consent agenda which included January Board notes and December financial statements. Motion was approved unanimously.
- Discussion regarding the 2017 Lead Entity Guide and Request for Proposals (#6)
The Board had a robust discussion regarding input about the difficulty project proponents had in navigating last year's field reviews. The Board brainstormed areas of improvement and ways to improve the process as follows.
 - 1) It isn't always clear to project sponsors who is commenting, their role, and their level of authority. The field visit process can appear chaotic and name tags haven't identified people adequately. With so many people present, it appears this is just a fun field trip; however, it's a seriously important review process. The field visits are to gain on-the-ground familiarity with the project.
 - 2) Concern was raised about absent committee member questions being presented verbally by staff.
 - 3) Concern was expressed about what defined a member in good standing, and thought that too much absenteeism jeopardized their ability to participate effectively.
 - 4) Funding is getting harder to obtain, and we can do more to ensure we have vetted cost considerations for each project. TRC criteria looks at cost benefit and containment, but the TWG has not fully addressed this yet.
 - 5) The LECC Appendix D supplemental questions need further refinement by the Board. ***The Board asked that Richard put a straw proposal back to them to see what incremental improvements could be made this year.** A question about cost analysis could be included.

After considerable discussion, the Board came to the following concrete improvements for this year:

- 1) Prepare color-coded name tags with TRC, LECC, SRFB Review Panel, and staff members visually identified. Use a verbal process to advise project proponents who is in attendance and their roles.
- 2) Ask people on the tour to congregate per their assigned colors.
- 3) Document absences, whether excused or not, and reinforce for all participants that being absent may disqualify you, particularly for TRC members.
- 4) Proxy questions must be written down in advance and provided to SWC staff and the project sponsor. Proxy votes are not allowed in committees.
- 5) LECC comments on the draft applications are constructive as opposed to critical. The LECC should finalize constructive and critical comments at their first information sharing meeting to allow sufficient time for project sponsors to reply before the final ranking meeting.
- 6) TWG should further consider cost benefit and containment before 2018.

***Richard will speak with Alison Studley to get relevant topics on the next TWG agenda.**

Note: Ken had left the meeting at this point, but Brendan joined the discussion at 11:05 am providing a quorum.

New Business

- Approve Five Project Cost Increases with Returned PSAR Funds (#8)
The bids on the Big Lake /Lake Creek dock removal project raised the project cost 40%. Also, it may require a special request for time extension past June 30, 2017. The Board also suggested Skagit Land Trust (SLT) solicit more bids. However, SLT indicated that only two of the five potential bidders actually responded and now time to obtain additional bids is constrained. SLT welcomes suggestions of other contractors to consult. After discussion on the remaining projects, Brendan moved and JP seconded the motion to amend project contracts and reallocate returned PSAR funds as recommended by TWG. The motion passed unanimously.
- Review and vote on new contracts (Hook Environmental – M&AM Support, Kulshan Services – Administrative Support, Sound Bookkeeping Services – Bookkeeping, Kulshan Services – Skagit Educator Resource Guide development) (#7).
The Board discussed an objection that decisions are being brought to the Board without prior notice. The Board doesn't mind discussion items, but asking decisions on issues not on the agenda puts them in a tough position. Richard responded that the need for additional help on the youth educator conference crystallized at the CEC meeting just this week. The Kulshan Services contract asks for \$2995 as an addition to their existing contract that enables documentation of youth education programs and development of a Resource Guide to be completed by May 2017. Michael moved and Brendan seconded to approve the four contracts as presented using SWC funding via sub-awards. The motion passed unanimously.
- 2017 Legislative Priorities and Collaborative Outreach – Was not discussed
- Appoint Monitoring & Adaptive Management Subcommittee and Chair (#9) – Was not discussed
- Election of Officers
Secretary/Treasurer – Carolyn is stepping down from her position at the Conservation District effective March 17, 2017. Carolyn indicated that she is willing to continue on the Board even if she is no longer with the CD, but just while we looked for a replacement Board member. The Board values her institutional knowledge and expertise as Treasurer and thanked her.
Steve moved that we elect JP Shannahan to the position of Vice-Chair and Michael seconded. The motion passed unanimously.
Steve moved that Ken Dahlstedt be elected to another term as Chair of the SWC Board and Michael seconded. The motion passed unanimously.

***Richard will call a meeting of the Nominating Committee soon.**

The meeting adjourned at 11:34 am.

Next SWC Board Meetings:

March 2

April 13*

May 4