**Skagit Watershed Council**

**Meeting of the Board of Directors – Final Notes**

**March 3, 2016 SWC Office, Mount Vernon, WA**

(**\* indicates action item**; \_\_ indicates decision)

**Attendance:** Ken Dahlstedt (Chair) Steve Hinton (acting Chair), Richard Brocksmith, Bob Everitt, Carolyn Kelly, Michael Kirshenbaum, Colleen McShane, and Jon-Paul Shannahan.

The meeting was called to order at 9:12 am with a quorum.

**Chair’s Report**

Commissioner Dahlstedt spoke by phone addressing difficulties that arose at the January Board Retreat. He noted his responsibility as chair and each Director’s responsibility. He is willing to meet with anyone at anytime to help keep us moving forward productively. He conveyed that the leadership team subsequently met to discuss and begin to find solutions to resolve leadership and process concerns. As a result of this meeting, the leadership team agreed to meet ahead of any future Board meeting to resolve issues and ensure that monthly Board meetings are constructive. Each Board member spoke reaffirming the value of SWC and the work of the Board and its processes respectfully honoring our equal partnership and consensus approach and the forum the Board provides for vetting diverse ideas even when people disagree.

Commissioner Dahlstedt excused himself to go back to his meeting in Olympia and Steve took the Chair role for the rest of the meeting.

**Agenda Approval** (#1) – Board concurred with agenda.

**Board Notes Review**

Carolyn moved, Bob seconded to approve the Board Notes for December 3, 2015 (#2). Board approval was unanimous.

JP moved to table approval of the January 2016 Board notes and Carolyn seconded to allow Board members time to digest the lengthy retreat notes from January 27, 2016 (#3). Board approval was unanimous.

Steve introduced proposed edits to page 9 of the notes which the Board will consider in April.

Michael noted that on page 6 under the section on Community Engagement Plan, the last bullet should reflect that Richard will bring a proposal to the March meeting.

**Executive Director Report**

* Richard made comments about the November, December and January Financial Reports. He noted that the indirect rate with RCO streamlines the billing process and is tracked on a calendar basis. Richard noted that the rate would need to be re-negotiated for our next fiscal year, suggesting it might be a lower rate than 24%. Carolyn noted that overhead rates for SWC are not accounting for accumulated depreciation on office equipment. **\*Richard will incorporate that expense and consult further with Carolyn before pursuing next steps.**

A new bookkeeper, Barbara Werner, will replace the current bookkeeper who is retiring and is taking over her other business as well. Richard also indicated that all due diligence was taken to vet the bookkeeper’s replacement. \***Richard asked the Board to let him know if they have suggestions on how SWC displays its financials.** Colleen felt that a percent on the budget vs. actual would be helpful to her to be able to see how close the budget is to target.

Carolyn moved and Michael seconded a motion to approve the November, December and January financial statements as included in the board packet. Board approval was unanimous.

* **April Board meeting**

Richard suggested a one-hour Board meeting in April by phone, which the Board tentatively supported with the caveat that depending on amount of work we may need more than one-hour. Non-essential items could be shifted to the May meeting as well.

* **Review Council of Members’ Agendas** **and Roles**

Richard distributed a handout regarding the outlook for content for the 2016 Council of Members meetings. The Board appreciated Richard’s work to impose a rhythm to the quarterly meetings.

**\*Carolyn suggested that recommendations for procedural methods be developed and brought back to the Board to ensure the SRFB and PSAR funding allocation be handled transparently and fairly, given that new this year our one project list would be funded in both December 2016 (SRFB) and theoretically in July 2017 (PSAR).**

**\*Carolyn suggested that the Nominating Committee Chair report on the process for selection of the Board officers at the March meeting.**

**\*Richard will request that committee chairs and members stand to be acknowledged and available to answer any questions at the meeting.**

**\*Richard will ask the chairs of the committees to present the committee reports.**

**Committee Reports (#5)**

Carolyn asked that the committee members of each subcommittee be shared for the Board to stay up-to-date on vacancies and composition. This info is available on the website.

Richard shared the following subcommittee activities as summarized in the board packet:

* ***Technical Work Group***

This committee has met in December 2015, January 2016, and February 2016.

* ***Protection Subcommittee***

The last bullet on the Protection Subcommittee raised some questions regarding conservation property subdivision of natural resource lands. **\*The Board suggested that the subcommittee prepare this issue for an upcoming Board meeting and detail how this discussion is in line with their subcommittee’s primary function.** **Richard will speak with the Subcommittee Chair on this issue.**

* ***Steelhead/Bull Trout Subcommittee***

This committee has met in December 2015 and January 2016.

* ***Monitoring & Adaptive Management Subcommittee***

This committee has not met since November 2015.

**Old Business**

The Board discussed the nomination of Jon Vanderheyden to the SWC Board. He has agreed to serve. Carolyn moved and JP seconded the advancement of Jon Vanderheyden (in an open new seat) to the Board for a term of three years. The Board approved the nomination unanimously.

* Richard shared a chart showing the current terms of SWC Board members through February 2019. Carolyn clarified that positions are filled, not people.
* The Nominating Committee will consider how to address staggering terms and how to solicit new Board members to replace the two vacancies. **\*The Board discussed and decided not to ask for letters of interest yet at the Council of Members meeting**. **The Nominating Committee will meet to discuss.** Michael Kirshenbaum agreed to serve on that committee to fill recent vacancies by Bob Everitt and Loren Everest.

**Sub-Contract Awards (#6)**

* Contract for Sound Bookkeeping Services in 2016 for one year not to exceed $5400.

Carolyn moved to approve and Bob seconded. Motion passed unanimously.

* Contract for Kulshan Services – 2016 Administrative Support, not to exceed $9913.

Carolyn moved to approve and Bob seconded. Motion passed unanimously.

* Scope and Contract for Kulshan Services – Community Engagement Phase 2

This exceeds the $10,000 category but is a result of a competitive process held at the beginning of the last contract; it also meets sole source contract criteria given their intimate familiarity with this program.

Carolyn moved to approve for an amount not to exceed $15,960 and Michael seconded. Motion passed unanimously.

* Scope Expansion for SRSC – Riparian SRFB Project

**\*Carolyn asked that in order to execute a contract amendment that it reflect the out-of-scope needs as retroactive to when the work was completed and the extra tasks be enumerated for transparency.** She suggested an effective date be amended.

Carolyn moved and Colleen seconded to cover the out-of-scope expense related to additional tasks for data collection, not to exceed an additional $3000, effective July 1, 2015. Motion approved unanimously with Steve abstaining.

* Scope and Contract Approval for SFEG – Habitat Work Schedule2 (#6), moved from New Business to Old Business. Richard spoke to how HWS database management has been a shared responsibility between SWC and SFEG for several years now and that this new proposed contract was held until SFEG staffing was resolved. This will be a new contract since task details have changed slightly.

Carolyn moved to approve and Bob seconded approval of the SFEG Habitat Work Schedule in an amount not to exceed $7,316. Motion approved unanimously.

**\*Carolyn suggested that SWC consider developing a small works roster which Richard will give some thought to for a future Board meeting.**

**2016 Lead Entity Planning**

**Steelhead and 2016 Request For Proposals**

Richard and JP explained the Steelhead/Bull Trout Subcommittee’s and TWG’s recent work and final recommendation to incorporate three eligible activities for steelhead culverts in 2016: 1) collect new data on potential steelhead passage barriers in the Skagit Watershed (even in Tier 3 areas), 2) analyze data in order to develop a list of steelhead priority culverts aligned with recovery planning, and 3) potentially design 2 or 3 of the highest priorities for future funding. TWG recommended the effort be eligible for up to $200,000. Carolyn moved to adopt the recommendations for an updated steelhead approach for 2016 and Colleen seconded. Motion passed unanimously.

The Board discussed at length whether this data collection/planning effort was non-competitive set aside or competitive. Colleen noted that the latter option carried more risk to funding this data gap. Richard explained that this affects how the RFP is written. Richard distributed the RFP with track changes providing potential language. The Board expressed the importance of this effort and ensuring the process is fair and open to all. **\*Carolyn suggested the RFP include a table showing the amounts for the set aside categories.** Carolyn moved to adopt the RFP with amended language as presented with two corrections: replacing all 2015 Interim Steelhead Strategy references with 2016 Interim Steelhead Strategy; keeping the highlighted sentences; and changing the word ‘may’ to ‘will’ for up to $200,000 for steelhead planning; Bob seconded. Motion passed unanimously with JP and Steve abstaining.

**2016 Lead Entity Program Guide (#7)**

Richard spoke to a handout showing recommendations from the TWG about refinements to the Program Guide, including the cost-effectiveness criteria. The Board discussed this at length. Carolyn moved to adopt TWG’s recommendations regarding cost-benefit and cost-containment amendments, as well as including rewarding secured matches above 25% as a bonus point. And deleting the medium tier criteria box under cost containment. Friendly amendment by Bob to exclude the part of the motion to remove the medium tier cost containment criteria and bonus point for extra match (and instead ask the TWG to continue its efforts to improve criteria for cost containment and funding strategy). Bob seconded the amended motion. Motion passed unanimously.

Bob motioned to adopt the 2016 program guide as edited and recommended by TWG with the cost effectiveness criteria simplified which was seconded by Carolyn. Motion passed unanimously.

**2016 4 Year Work Plan process (#8)**

The 4 Year Work Plan is a rolling list of project concepts that is updated every two years. **\*The Board agreed that TWG will generate a project list at their March 24 meeting for additions to the Work Plan from submitted letters of intent. The Board will consider approving the 4ywp at their April meeting and submit to PSP thereafter.**

**New Business**

* Review Options for SWC Community Engagement Committee

Richard referred to a handout regarding a potentially new Community Engagement Committee and their potential role in helping SWC develop and implement the engagement plan. This topic will receive the Board’s consideration for how participants can be engaged in a successful way. They were wary of too much overlap with all of the many different players (for efficiency sake) and wanted to have a deeper conversation before going public with it.

**\*The Board agreed it’s premature to call for volunteers on the agenda at next week’s Council meeting. Richard will email his community engagement structure handout to the Board members for their consideration and suggestions.**

* Retirements and Recognitions

Members acknowledged Bob Everitt’s tenure working in the watershed and the Board for the past ten years. The Board will miss his big-picture view and intimate knowledge of the intricacies of the legislative and funding processes. Bob expressed his appreciation for working with the Board for so many years with creative, dedicated, passionate people. He also advocated for his replacement, Brendan Brokes. Bob will be unable to attend the Council of Members meeting due to a family commitment. The Board asked if Bob could attend the June Council of Members meeting so he can be recognized.

* Update on Staffing – time did not allow discussion of this item.

**Adjourn**

The meeting adjourned at 12:12 pm.