

NORTH SANTIAM WATERSHED COUNCIL

Operating Policies

Approved: February 10, 2011

Amended: May 8, 2014

Amended: November 13, 2014

Amended: January 14, 2016

Amended: November 10, 2016

Signed: Brad A. Hauke 1/10/17
(Council Chair)

Contents

1. Policy for Council Membership & Board Meetings.....	3
2. Policy for Filling Steering Committee Position	5
3. Policy for Partner Project Implementation.....	6
Attachment A: Project Proposal Form 5	
Attachment B: Project Evaluation Form 6	
4. Policy for Sub-Committees and Teams	11
5. Policy for Hiring Contractors	12
Attachment A: Contractor Time Request Form 9	
6. Conflict of Interest Policy	14
7. Policy for Fiscal Administration	16
Attachment A: Fiscal Agreement Sponsorship Agreement with Cascade Pacific RC&D, Inc.	
Attachment B: Cascade Pacific RC&D, Inc. Fiscal Policy 21	
8. Candidate Support, Legislative and Ballot Measure Support, Memberships and Litigation	17

1. Policy for Council Membership and Board Meetings

1. Council Members will Represent a Balance of Interests in the Watershed

The North Santiam Watershed Council is a voluntary local organization intended to function as a watershed council consistent with the provisions of ORS 541.388.

2. Organizational Structure

The North Santiam Watershed Council (NSWC) is not a recognized “non-profit organization.” The NSWC is an all-inclusive group of volunteers that functions like a non-profit by contracting a recognized non-profit (501 c3) as its fiscal sponsor and employer of record.

The NSWC is not a true “membership organization” but functions in a similar manner. At the time the NSWC was formed, the intent was to convene a Steering Committee of up to twelve individuals who represent a broad spectrum of interests in the North Santiam Watershed. If a Steering Member position becomes vacant individuals who meet the eligibility requirements may request to join the Steering Committee. After the interested individual has attended three board meetings the Steering Committee will then bring their request to a vote. Each November the Steering Committee will vote to appoint existing Steering Committee members to sit on the Operations Committee. The Operations Committee will consist of a Chair, Vice Chair and Treasurer/Secretary. All individuals participating in the NSWC who are not on the Steering Committee will be identified as General Members. General Members will be able to participate and provide input in NSWC discussions but will not have the power to vote.

3. General Membership

General membership in the North Santiam Watershed Council is open to any individual or community, business or government group having an interest in the watershed and that supports the mission of the Council. The governing body must represent a balance of interested and affected person in the watershed as required by ORS 541.910(2). To be a member of the Council an individual or group must fill out a form stating the individual’s or group’s primary interest(s) in the watershed; indicate willingness to receive Council updates and an interest in actively participating in Council activities, programs and/or projects.

General members shall participate in Council activities, serve on one or more task groups or committees established by the Steering or Operations Committees and make recommendations to the Steering or Operations Committees.

4. Steering Committee Membership

All Steering Committee members must live in or derive economic benefit in the watershed. The Steering Committee will be composed of a maximum of twelve (12) primary voting members representing the primary interests and sub-basins of the watershed as follows:

- a. 2 economic interest representatives from the following: timber, agriculture, aggregate, recreation and tourism or other business.
- b. 1 natural resource representative
- c. 1 City of Salem representative
- d. 1 small cities in the watershed representative
- e. 1 irrigation district representative
- f. 1 Linn County representative (citizen at large, appointed by County Commissioners)
- g. 1 Marion County representative (citizen at large, appointed by County Commissioners)
- h. 4 sub-basin representatives (representative must live in or derive an economic benefit or interest in the sub-basin they represent)

Each of these primary positions may have an alternate who will participate as a voting member of the Steering Committee when the primary member is unable to attend. Any steering position remaining unfilled for more than 12 months may be converted to “At Large” and can be filled by any of the following interests: tribal, educational, agency, community or other stakeholder that the current steering members agree meet statutory obligation for watershed council representation (ORS 541.910).

The Steering Committee is the decision-making body of the Council, and makes decisions that represent or commit the Council according to its mission and values identified in Article I. Steering Committee members will inform their respective interest and sub-basin groups about the work of the committee and will bring concerns of their groups to the Steering Committee.

Steering Committee members will make every effort to attend all Steering Committee meetings. If they are unable to do so, they may notify their alternate. The Steering Committee Chair may be notified if both the primary and the alternate are unable to attend the meeting. Steering Committee and alternates may not vote in absentia. Steering Committee members who miss three consecutive meetings are subject to having membership revoked as outlined in Article II section B.4 of the Council’s By-Laws. And said vacant position will be filled according to Article II section B.5 of the Council’s By-Laws.

5. Council Officer Roles and Responsibilities

The Operations Committee consists of the Chair, Vice-Chair and Treasurer/Secretary. The Operations Committee is responsible for managing the day-to-day operations of the Council under the direction of the Steering Committee. The Operations Committee will report regularly to the Steering Committee. The Operations Committee is directly responsible for such administrative tasks as obtaining funds, developing and managing a budget, establishing organizational policies, hiring and managing temporary and permanent staff and hiring and managing all consultants.

NSWC Officer Roles & Responsibilities

Chair: The Chair shall preside at all Steering Committee, Operations Committee and General Membership meetings. The Chair shall also be the chief spokesperson for the Council.

Vice-Chair: The Vice Chair shall preside at meetings in the absence of the Chair. The Vice Chair shall be given responsibility to assure that sub-committees and teams are functioning actively and meeting their intended purpose.

Secretary: The Secretary shall be responsible for reviewing minutes generated by staff/contractors to ensure they accurately reflect meetings. Secretary shall ensure staff/contractors distribute meeting notices and minutes and maintain a current roster of Council members.

Treasurer: The Treasurer shall be responsible for reviewing financial reports generated by fiscal agent and reporting to Steering Committee.

The Council can choose to combine Secretary/Treasurer when deemed appropriate.

6. Governing Body Regular, Published Meeting Schedule

There will be a regularly scheduled joint General member and Steering Committee meeting each month (January through November). Special meetings may be convened by the Chair of the Steering Committee or by a simple majority of the Steering Committee. Notice of all Steering Committee meetings shall be sent to all members of the Council at least one week prior to the meeting. The Council’s general/steering committee meeting schedule will be posted on the Council’s website and updated regularly.

7. Council Public Advertisement of Governing Body Meeting and Council Activities

The Council's general/steering committee meeting schedule, events and announcements will be advertised on the Council's website, sent out in monthly eUpdates, by mail when requested and advertised in the local newspapers.

8. Governing Body Meetings (Agendas, Attendance Records and Minutes)

The Watershed Council monthly meeting reminders, draft agendas and prior month meeting minutes will be sent out to all members a week before the next general/steering committee meeting. Once the prior months meeting minutes are adopted by the Steering Committee a PDF version will be posted on the website within 48 hours. All meeting agendas in a PDF format will also be posted on the council website. Hardcopies will be made available at the joint general/steering committee meetings and will be mailed out to anyone upon request.

2. Policy for Filling Steering Committee Position

The North Santiam Watershed Council is committed to ensuring the Steering Committee representation accurately reflects the diversity of the watershed and that members accurately represent their said interest group. To accomplish this, the Council will do and require the following to fill Steering Committee positions.

1. The Council will compile a list of members (e.g. citizens, organizations or agencies) for each interest group and update this list the first September of each biennium.
2. The Council will contact members of each interest group for a nomination or to present name of an interested candidate.
3. Candidates will be required to fill out a Membership Interest form that states their interest in the watershed and the watershed council.
4. Each candidate will be expected to attend at least three meetings prior to being accepted onto the Steering Committee so that the candidate has opportunity to learn about the Council.
5. Candidates must be approved by the Steering Committee by a super-majority vote.
6. Newly elected members will serve a four year term with unlimited opportunities to renew.

3. Policy for Partner Project Implementation

The North Santiam Watershed Council is committed to working with local citizens to meet natural resource related needs of the North Santiam Watershed, including: education, data collection and watershed protection, enhancement and restoration projects. In order to successfully implement projects in partnership with other individuals and/or organizations, the Steering Committee and Project Partners will do the following:

1. Project Partners will develop and present project proposals to Steering Committee for approval. Proposals should include description of project background, need and proposed actions, potential funding sources and partners, general timeline and potential challenges. Proposals should also describe what roles partners are asking the Council to fulfill. (See Attachment A.)
2. For restoration project proposals, the Council will evaluate project proposals using the form in Attachment B and technical advisor input to determine the projects feasibility and whether it is appropriate for the Council to commit resources to. When the project evaluation is complete, information will be presented to the Steering Committee for a decision. Before the Steering Committee votes on a the proposed project the General/Steering Committee will be offered the chance to provide their comments/concerns with regards to the proposed project. Comments will be recorded in the meeting minutes and will be documented in the “Comments” section of the Project Evaluation Form.
3. Upon approval of projects, the Council and Project Partners will sign a Memorandum of Understanding identifying each partner’s role and expectations. New agreements will be signed if there are any changes in a partner’s lead person.
4. Project Partners will work in partnership with the Operations Committee to manage day-to-day details of implementing approved partnership roles of the project (e.g. grant proposals, contracting, etc.).
5. Project Partners will provide monthly or quarterly project implementation progress reports to Steering Committee and/or Operations Committee.

Attachments

- A. Project Proposal Form
- B. Project Evaluation Form

Attachment A: Project Proposal Form

Organization:

Contact:

Phone:

E-mail:

Project Name:

Project Description (project background, need, proposed actions and anticipated outcomes such as stream miles, acres, barriers removed, etc.):

Potential Funding Sources and Partners:

Anticipated Timeline (e.g. grant deadlines, implementation, etc.):

Potential Challenges:

Type of Assistance Requesting (check all that apply):

- | | |
|---|--|
| <input type="checkbox"/> Sponsor Grant (i.e. applicant) | <input type="checkbox"/> Project Planning |
| <input type="checkbox"/> Grant Writing | <input type="checkbox"/> Technical Assistance (Design) |
| <input type="checkbox"/> Support Letter for Grant | <input type="checkbox"/> Project Management |
| <input type="checkbox"/> Other: | |
-

Attachment B: Project Evaluation Form

1. Does the proposed project have a likelihood of success?	Yes +3	No -3
2. Is the proposed project technically or practically feasible?	Yes +3	No -3
3. Is there a presence of fish or other endangered or threatened species at the proposed project site?	Yes +3	No -3
4. Is the proposed project site adjacent to location of currently existing intact, high quality habitat, therefore, will connect areas of high quality habitat?	Yes +2	No -2
5. Does the proposed project address multiple resource concerns (e.g. fish passage, water quality, floodplain connectivity, riparian buffer, protection, etc.)?	Yes +2	No -2
6. Is the proposed project cost efficient (# of acres or stream miles restored per cost)?	Yes +2	No -2
7. Does the proposed project have a likelihood of engaging local citizens, organizations, and/or agencies to partner in implementation?	Yes +2	No -2
8. Does the proposed project have a likelihood of securing funds?	Yes +2	No -2
9. Is the proposed project site in areas that have historically been known to have high quality habitat, high fish productivity or other endangered or threatened species?	Yes +2	No -2
10. Does the proposed project address higher or lower priority resource need or concern? For example, does project restore habitat for endangered fish species versus a species of concern such as pond turtle?	Higher +1	Lower -1
11. Will the proposed project have the fastest, most measurable effect?	Yes +1	No -1
12. Will the project impact local economy positively or negatively?	No +1	Yes -1
Column Totals		

4. Policy for Sub-Committees and Teams

North Santiam Watershed Council “Sub-Committee and Teams” duties, membership and limitation of powers are outlined in the Council’s bylaws. Sub-Committees and Teams shall operate as follows.

1. Steering or Operations Committees may establish committees and teams, as deemed necessary and desirable. For example, to meet a need such as developing education and outreach, recruiting membership or developing a restoration project. Sub-committees may also form around tributaries or reaches and consist of landowners interested in partnering with the Council on development and implementation larger scale restoration strategies.
2. Any member of the General and Steering membership can request to form a committee.
3. All sub-committees and Teams shall report directly to Steering and Operations.
4. Sub-committees and Teams must communicate their focus, general time-lines, meeting information and membership to the Steering Committee.
5. Sub-committees and Teams must report their activities, recommendations, project proposals and progress at Joint General Member and Steering Committee meetings.
6. When developing project proposals, Sub-committees and Teams should consult technical advisors and the Council’s Restoration Action Plan; and use the Project Proposal form (Appendix A) to present proposals to the Steering Committee for approval.
7. Sub-committees and Teams are not empowered to act on Council behalf unless Steering Committee specifically grants authority.
8. Sub-committees and Teams may not authorize payments, enter into contracts or agreements or hire and manage contractors without Steering or Operation’s Committees’ written approval.

5. Policy for Hiring Contractors

Contractor Hiring, Contract Review and Management

The Council's Operations Committee is responsible for hiring and managing contractors and consultants. This includes approving contractor contracts, work plans and payments. Furthermore, Operations will complete contract reviews.

Council members that would like a significant amount of a contractor's time to complete a task or project must complete a Time Request Form (Attachment A) and submit it to the Operations Committee for approval.

Hiring Contractors without Conflict of Interest and under \$25,000

For contracts with estimated project budgets under \$25,000 with no conflict of interest (such as being or related to an Operations or Steering Committee member), Operations Committee may select and award contracts by majority in collaboration with project managers (such as the project engineer). Project manager will be asked to price local qualified contractors to secure reasonable rates. These contracts will be reported at the following Steering Committee meeting. The Council is not obligated to hire the lowest bidder. The Council will rely heavily on technical expertise of project designer/engineer to recommend contractors for a project; however, the Council is not obligated to hire recommended contractors. The Council can also decide to complete bid solicitations for projects under \$25,000.

Hiring Contractors with Conflict of Interest or for over \$25,000

Contracts with estimated project budgets over \$25,000 require a bid solicitation that results in a minimum of 3 bids. Hiring requires approval by consensus of the Operations Committee in collaboration with project managers (such as the project engineer). These contracts will be reported at the following Steering Committee meeting.

If there is a conflict of interest, Steering Committee will review bids and award contract by consensus minus the member with a conflict. See Conflict of Interest Policy (section 5).

Potential Conflict of Interest

If a landowner, or relative of a landowner or Council member, is interested in competing for a contract the following will be required:

- Individual typically provides the services professionally.
- Individual has training, licensing and insurance to provide service.
- Priority will be given when:
- Individual provides a discounted rate (the discount will be tracked as in-kind contribution) and/or donates time or materials.

Modifying Contracts or Extending Services

Operations Committee can modify contracts or extend services of existing approved contractors without a bid solicitation.

Attachments

A. Contractor Time Request Form

TIME REQUEST

TIME REQUEST

Date:

Requested By:

Contractor:

Completion Date:

Estimated Time:

Type of Assistance (e.g. grant writing, project development, etc.):

OPERATIONS DECISION

Decision Date:

Determination: **Yes**

No

Limitations:

Contractor Signature and
Date

Chair Signature and Date

6. Conflict of Interest/Code of Ethics Policy

The North Santiam Watershed Council (NSWC) is not a recognized “non-profit organization.” The NSWC is an all-inclusive group of volunteers that functions like a non-profit by contracting a recognized non-profit (501 c3) as its fiscal sponsor and employer of record. Therefore, this conflict of interest policy is based on similar policies for non-profit corporations.

Definition

"Conflict of Interest" as defined in state and federal laws occurs whenever a “Board Member” and the nonprofit corporation engage in a transaction involving a common interest. Federal law is also concerned about any transactions between the nonprofit corporation and someone who may have, real or perceived, substantial influence in the board's decision-making.

Conflicts of interest, real or perceived, have the *potential* to undermine the Watershed Council's ability to gain and retain community support for its mission. A conflict of interest, however, does not necessarily mean that the person or persons with the conflict or influence is gaining excessively or personally from the transaction.

A Council Member has a direct or indirect financial conflict of interest if the Council Member, or through the Council member's family, business, or investment (as described as "disqualified person") has or is negotiating a financial transaction with the Council.

A Council Member has an indirect interest in a transaction if:

- (a) another entity in which the Council Member has a material interest or in which the Council member is a general partner is a party to the transaction; or
- (b) another entity of which the Council member is a member of the board of directors, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board.

Purpose

The North Santiam Watershed Council recognizes that on occasion, it might be advantageous to obtain the services of a person on a contract basis who also volunteers in some capacity with the Council or is related to a Council member. While volunteer work is *not* a consideration made by the Council or its representatives in selecting a contractor, neither is it the intention of the Council to exclude a volunteer from applying for and serving as a contractor. It is recognized that in some situations, particularly in volunteer service as a Council Member, that conflict of interest or the appearance of conflict, may arise. This policy is intended to provide guidance to the Council in such cases. In addition, the purpose of this policy is to protect the integrity of the Council's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, contractors and Council members.

Procedure

Any Council member that may have a conflict of interest shall make this known to the officers of the Council. Any member may also contact the Council Chair if there is reason to suspect a conflict of interest exists for any other member. The Council officers will bring the question to the full Council using the following guidelines with modifications as fitting for individual cases. The Chair will determine whether or not to invite the affected Council member to participate in the discussion.

- Board members are required to disclose potential conflicts.
- Members are required to disclose conflicts when they occur so that members voting on a decision are aware that another member's interests are being affected.

- Members are excused and excluded from participating in any decisions that present a potential conflict or can result in direct benefit to them. A Council member may participate in discussions at the Chair's discretion.
- Contracts between a member and the Council that include compensation for work are to be an exception and limited as a general policy.
- The Council officers will insure that the Council receives fair value in transactions.
- The full Council will be notified any time someone will work for the Council and is a Council officer.
- A person working for the Council shall have no influence over expenditures and receipt of funds in compensation for their work.
- Other issues that could conflict with what a person does are open to review and exclusion at the discretion of the Council officers, and by request of any Council member.

Work Status and Review

- Should a Council member contract with the Council, it must be for the equivalent of 0.49 FTE or less (based on the compensation rate of a FTE position determined by the budget or by the Council officers). If the compensated work for the Council exceeds this at any time, the member shall be excused from the Council and that position will be considered an interim vacancy.
- Operations Committee is the default Contract Officer and will approve payments and provide review of work products.

Gifts, Consulting Fees and Favors

Council members, officers, volunteers, contractors or agents shall neither solicit nor accept gratuities, gifts, consulting fees, trips, favors or anything having a monetary value from a vendor, potential vendor, or from the family or employees of a vendor, potential vendor or bidder; or from any party to a sub-agreement or ancillary contract.

7. Policy for Fiscal Administration

Introduction/Purpose

The North Santiam Watershed Council is a watershed council as defined by Oregon Revised Statute 541.351 (15) and 541.388. The Watershed Council maintains a Fiscal Sponsorship Services Agreement with a nonprofit corporation, to manage the Watershed Council's funds. (See Attachment A) The following are fiscal management policies to provide guidance to Council members and its contractors.

Fiscal Management Policies

1. Generally Accepted Accounting Principles (GAAP) and procedures for accounting for funds, financial reporting, audits and check issuance for fund disbursement.
2. Budget: The Council develops a biennium budget that is updated every 6 months. This budget is reviewed with the Council Fiscal Agent to assist in tracking and financial reporting to the Council.
3. Financial Statements: The Council receives monthly financial reports from the Fiscal Agent for review.
4. Expenses/Purchases: Members and contractors are reimbursed for expenses and purchases related to Council projects and operations with approval required by a Council officer. Purchases for more than \$500 require pre-approval by an officer prior to purchase. All expenses and purchases must match grant budgets and occur within the grant deadline; otherwise the member or contractor is responsible for those expenses.
5. Accepting Grant Funds and Donations: Grant funds are requested by and directly sent to the Fiscal Agent, and are not routed through Watershed Council members or contractors. Donations given to a Council member and or contractor shall be sent to the Fiscal Agent who will issue a receipt.

Attachments

- A. Fiscal Sponsorship Agreement with Cascade Pacific RC&D (current Fiscal Agent)
- B. Cascade Pacific RC&D Fiscal Policy

8. Candidate Support, Legislative and Ballot Measure Support, Memberships and Litigation.

Candidate Support

It is the policy of the Watershed Council to not support or endorse political candidates or political parties.

Support of Legislative, Voter Initiatives or Ballot Measures

It is generally the policy of the Watershed Council to not support or endorse legislative measures, voter initiatives or congressional bills. However, it is realized that some measures or bills may have a direct impact upon the Watershed Council. In these instances, such support or endorsement will be discussed and subject to approval by the Steering Committee.

Membership in Outside Organizations

Membership in non-political outside organizations will be approved by consensus of the Steering Committee.

Litigation

The North Santiam Watershed Council will not use litigation to pursue protection, enhancement or restoration of watershed health as a means to implement its mission (for example, litigation to enforce environmental regulations).