

**MINUTES OF THE ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS OF
NORTH SANTIAM WATERSHED COUNCIL**

The Board of Directors met on September 13, 2018 6pm-8:00 pm

The meeting was held at the Stayton Community Center: 400 W. Virginia Street, Stayton, Oregon 97383.

Brad Nanke, Board President called the meeting. The NSWC mission was read and introductions followed.

Directors Present: Brad Nanke - President (City of Salem), John Caruso - Treasurer (Marion County), Jan Irene Miller - Secretary (Linn County Resident/Bird Haven Tree Farm), Suzette Boudreaux (Little North Fork Santiam Subbasin Representative), Jon Tucker (Lower Subbasin Representative), Bill Sanderson (Recreation & Economics Representative)

A Quorum Present: Six out of eight of the Directors were present. Brent Stevenson (Irrigation District Representative) and Dave Carpenter (Aquatic Resources Representative) were absent.

Technical Advisors Present: Tim Ernster (USACE)

CPRCD/NSWC Staff Present: Rebecca McCoun, Executive Director

General Members Present: Jeremy Mills, Jay Hennigan, Woody Jackson

I CORPORATE ACTIONS

6:04 pm Minutes to Previous Meeting: Minutes of the previous meeting held on August 9, 2018 were brought to the floor. Suzette motioned to approve the August 2018 minutes. Jan Irene seconded the motion. No further discussion. The August 2018 minutes were adopted.

II REPORTS

6:08 pm Finance Committee Report:

The Finance Committee held their first meeting just before the council meeting at 5:30pm. The Finance Committee is made up of Suzette Boudreaux, Chair of Finance Committee, John Caruso, Treasurer and Rebecca McCoun, Executive Director. The Finance Committee has agreed to meet once a month at 5:30pm before the regular monthly watershed council meeting with additional meetings as needed.

The Finance Committee approved switching from Barker Uerlings Insurance to Lynn Omev with WSC Insurance for the following policies: Worker Compensation, General Liability and Directors & Officers Insurance. Lynn Omev is utilized by a large number of watershed councils and is very familiar with OWEB's insurance requirements.

The Finance Committee reviewed the bookkeeper rate comparison sheet Rebecca provided. BSC Professional and Ascension Accounting rates were compared by monthly and annual tasks. Ascension Accounting came in a few thousand less. In additions, Gloria Petrie with Ascension Accounting is currently working with Luckiamute WC and has come highly recommended. The Finance Committee approved going with Ascension Accounting. Rebecca will work with Gloria to put together a service contract agreement.

The Finance Committee reviewed the six draft fiscal policies Rebecca sent out and recommended the following changes:

NSWC Contracting Policy: Removed the words “whenever possible” from last sentence in Section II paragraph 2. In Section 3, NSWC contracts \$5,000 or less require only one authorized signature. NSWC contracts \$5,001 or greater require at least two authorized signers.

NSWC Authorized Signer Policy: Second sentence in Section II was changed to “Any expenditure in excess of \$5,000 requires two authorized signatures.”

NSWC Internal Control Policies: The following addition was made under Section V 1(b) “Expenditures for \$5,000 or less require one authorized signature. Expenditures for \$5,001 or more require two authorized signatures.” The following change was made to Section V, 3(a)(ii): “The aggregate credit limit of all credit cards shall not exceed \$5,000.” The following change was made to Section V (3)(c): “For purchases over \$5,000, three competitive bids must be obtained.”

No recommended changes were made to the draft NSWC Banking Policy, NSWC Loans, Credit and Lending Policy or the Budgeting Policy.

Suzette noted the Finance Committee will review these policies annually.

Jan Irene moved to approve the six fiscal policies as presented by the Finance Committee with annual review. Discussion followed. Jon Tucker noted he was concerned about internal controls. Suzette noted the bank statements will be submitted to the Finance Committee unopened. Rebecca noted we will have both a bookkeeper and accountant along with the Finance Committee reviewing the books. Brad noted it would be important to have an annual audit as well. Jon Tucker made a 2nd. All were in favor and the following policies were adopted: Banking Policy, Loans Credit and Lending Policy, Authorized Signer Policy, Internal Control Policies, Contracting Policy and the Budgeting Policy.

6:30 pm NSWC Employee Policies

Rebecca noted she just received a more thorough Employee Handbook from Brad at the Executive Committee meeting on Tuesday. She needs a bit more time to review and edit the template before sharing a recommended draft with the board. Jan Irene noted we could

potentially vote on the policies electronically if needed.

6:45 pm Strategic Planning Meeting Tasks - Follow Up

Jan Irene reviewed her notes from the August Strategic Planning Meeting.

The following tasks have been completed or are in progress:

- Judy Beebe was contracted to set up the NSWC Quickbooks and to help with the transition away from CPRCD.
- Gloria Petrie was chosen to be the NSWC contracted bookkeeper. She is currently doing the books for Luckiamute WC.
- Brad contracted Cascade Employers to do an Executive Director salary assessment. We are waiting on the report.
- John Tucker and Rebecca submitted the health insurance paperwork to Daniel Weiss. The health insurance will take effect 10/1/2018. The Executive Committee approved using Providence Health as the provider.
- Rebecca noted she is unable to sign up for Office 365 for Nonprofits as a cloud sharing platform given the NSWC has not yet received its IRS nonprofit tax status letter.
- Brad, Brent, Jan Irene and Rebecca set up a NSWC bank account at Citizen's Bank. Rebecca will be ordering checks from Costco.
- The board has the following committees in place: Executive Committee (Brad, Brent, John C, Jan Irene), Finance Committee (Suzette, John C, Rebecca), Nomination Committee (Brad, Suzette, Jan Irene).

6:55 pm Treasure Report - John Caruso

John noted there are several grants coming up that will be ending soon. John noted he is looking forward to working with the Finance Committee.

7:00 pm Executive Director Update - Rebecca McCoun

Rebecca noted the NSWC/Marion SWCD Partnership Agreement issue regarding the Indemnity Clause has not yet been resolved. She has a call with David Atkin on 9/24/18 to discuss the language as provided by the Marion SWCD. David has been out on vacation over the last month or so and has been difficult to reach.

Rebecca also noted the NSWC will need to go through the necessary process to create Master Service Agreements with River Design Group and with R. Franco. She will start gathering contractor rates from the various local contractors. Rebecca will also see if Clean Water Services has contract rate information for comparison.

7:10 pm Director Updates & Announcements

Jan Irene Miller noted she will be working with Rebecca to organize a Bear Branch Restoration Symposium for the spring of 2019. The symposium will highlight and educate the residents of the Bear Branch the extensive restoration effort taking place in the watershed and inform them of the various programs the NSWC and other Partners have available to assist landowners

of the various programs the NSWC and other Partners have available to assist landowners with regards to their natural resource issues and concerns. Jan Irene noted she will work with Rebecca to nail down a date.

Woody Jackson sent out an email earlier in the week regarding the graffiti occurring at the Lower Breitenbush Hot Springs. Woody is organizing a SOLVE clean up event for September 29th for the Lower Breitenbush Hot Springs area. The event will be from 9 to 3pm

7:18 pm Meeting Adjourned

Signature of Secretary Jan Irene Miller Date: 10/11/18
Jan Irene Miller
Secretary