



SUN RIVER WATERSHED GROUP

BOARD MEETING NOTES

December 17, 2018; Noon – 1:15 pm
Celtic Cowboy – 116 1st Avenue South – Great Falls, MT, 59401

ATTENDEES

Tracy Wendt – Coordinator
John Chase – CCD, Chairperson of the SRWG Board
Dean Pearson – TCD, SRWG Board Member
Skip Neuman – Muddy Creek landowners, SRWG Board Member
Paul Roos – SRWG Board Member elect
Al Rollo
Bruce Farling
Erling Juel – GID, SRWG Board Member elect
Lance Rosenkrance – Broken O Ranch
Laura Ziemer – Trout Unlimited, SRWG Board Member elect *by phone*
Perk Perkins – SRWG Board Member elect *by phone*

Comments:

- Paul and Perk represent the conservation community. They have interest in the Sun River Watershed and bring with them years of experience working and collaborating in the Blackfoot watershed.
- Laura has been working on Sun River issues for many years and brings important institutional knowledge to the SRWG. She represents Trout Unlimited, who has provided a lot of support for SRWG and is an important consideration in water mgmt.
- Erling represents a key water user and interested organization (GID) and has knowledge of issues in the watershed. His involvement in other organizations and with landowners will be very helpful to collaborative efforts.
- Lance represents the Broken O Ranch. Though he is not a board candidate at this time, he is very interested in staying involved with the organization and it's important that he and the Broken O have a "seat at our table".
- According to the proposed revised bylaws, there are open seats on the board. All board members should help try to fill these. It is important to keep in mind the skills, background, and interests potential board members would add to the group and to make sure pertinent interests are represented.
- There is an open spot on the board for Lewis & Clark Conservation District. Sarah H-Cobb previously held this spot, but she has decided to step back for a year, though she will continue to be involved. Jeff Ryan has been suggested as a potential representative of LCCD to the SRWG board. *Actions: Tracy will follow up with Jeff to see if he is interested in being on the SRWG board. Tracy will continue to attend LCCD board meetings and keep them engaged, especially while they don't have a representative on the board.*

BOARD ELECTIONS

The SRWG board members that were officially voted in previously include Skip, Dean, and John. They are the only three who are eligible to vote in the election of new board members.



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Once elected, new board members will participate in subsequent votes today and going forward.

Skip is currently a candidate for re-election to the board, however because he is out of town often, he suggested his son, Brandon, take his place. It was discussed whether to elect Skip or Brandon to the board at this time. The decision made was to elect Skip and later decide on a mechanism to replace him with Brandon or to add Brandon in addition to Skip.

Much of the follow up actions after this meeting can be conducted via email. The proposed revised bylaws allow for votes to be conducted by email.

Dean motioned to adopt board members as described in the roster included in the board packet: (Existing board members plus additional members Paul Roos, Perk Perkins, Laura Ziemer, and Erling Juel)

Motion seconded by Skip.

Discussion: Clarification that Brandon is not part of board voted in today, but we plan to add him later. Some new board members said they would be interested in serving a one-year rather than two-year term. The proposed revised bylaws specify two-year terms, with no limit to the number of terms for board members. Should the bylaws be adopted as written, the group may decide at a later date to revise the bylaws to add flexibility to member terms lengths. This would also allow for terms to be staggered so not all board positions would end at the same time, promoting continuity.

Motion unanimously approved.

QUORUM OF NEW BOARD DETERMINED

ELECTION OF OFFICERS

It was proposed that Erling step in as Chairperson of the Board to give John a break, as John has been the acting chair for quite a while. John stated that he would like to be relieved. John was proposed as Vice-Chair, so he is still participating in the Executive Committee. John's institutional knowledge is very important to the group. John agreed he would participate as Vice-Chair. There were no candidates for Secretary-Treasurer.

Paul nominated Erling as Chairperson. Seconded by Skip. Unanimously approved.

Dean nominated John as Vice-Chair. Seconded by Skip. Unanimously approved.

Discussion of the Secretary-Treasurer position:

- S-T is important as it takes pressure off the Chair and Vice-Chair positions; it is an additional person on the Executive Committee who can sign documents and participate in an executive manner
- Tracy said that many of the S-T duties are actually performed by the coordinator, but it is important to have the S-T review the coordinator's work. Especially with financial tasks, checks and balances are important. The proposed revised bylaws state that the officers must be members of the board, so the coordinator can't officially be the S-T. While there is no S-T, it is important that the rest of the



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Executive Committee perform those tasks, which are primarily oversight of the coordinator's performance of S-T tasks.

Dean moved that we table the Secretary-Treasurer position for now. Seconded by Skip.

Discussion: With only two officers, it is important to have a mechanism for breaking a tie vote. Tracy said that the proposed revised bylaws describe the Executive Committee as the officers of the board plus one "at large" member. This person would make it three votes, the Chair only votes in the case of a tie. *Action: as board members recruit others to the board, they will also look for someone willing to serve as Secretary-Treasurer.*

Motion unanimously approved.

The "at-large" Executive Committee member position is described in section II.6 of the proposed revised bylaws.

Paul nominated Laura as the At-Large Executive Committee Member. Perk seconded. Laura agreed to serve as At-Large. Unanimously voted to approve.

PROPOSED REVISED BYLAWS

Discussion of draft bylaws: To create a mechanism for the Board to operate, the bylaws should be accepted as-is with the understanding that the group will update them at a later date.

Dean moved that the bylaws be adopted as revised, with the intent to amend at a later date. Skip seconded the motion. Motion unanimously approved.

CONFLICT OF INTEREST POLICY

Tracy drafted a Conflict of Interest Policy based on examples from other organizations. A policy of this sort is important because they provide an agreement with Board members that they will not vote in self-interest. It provides a mechanism for Board members to identify and act to prevent conflicts of interest. Some insurance policies and federal funding programs require board-managed non-profits to have a Conflict of Interest policy, including agreements to be signed by Board members annually indicating they will comply with the policy. Perk said he has participated on many boards that have similar policies and they are very important to groups like ours. A Conflict of Interest Policy is a good governance practice.

John moved to adopt the Conflict of Interest Policy as presented with a provision to revise as needed. Paul seconded the motion. Unanimously approved.

FINANCIAL POLICY

The SRWG has a financial policy that needs to be revisited and updated. Dean pointed out that he is currently the only check signer for SRWG. Al added that John is also a signer, but



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he lives in Great Falls so it's harder for him to get out to the bank. Suggestion was to update bank users and include at a minimum a second signer in the Fairfield area.

Authorized bank users shall be:

- Erling Juel, Chairperson of the Board (signer)
(406) 799-4416
- John Chase, Vice-Chairperson of the Board (signer)
(406) 453-5097
- Dean Pearson, board member (signer)
(406) 590-3475
- Gary Kasper, SRWG accountant (signer)
(406) 466-2420
- Diane Gollehon, SRWG accountant (signer)
(406) 466-2420
- Tracy Wendt, SRWG Coordinator (Online banking authorization only)
(406) 214-2868
- Michael Konen will be removed as a signer
(406) 467-3776

Actions: Tracy will update the financial policy, making sure it states that there are two local check signers, among other relevant updates, and will get this out to the board to review in January. Also, Tracy will find out how to make the changes listed above.

BOARD RESPONSIBILITIES

The hand out about Board Responsibilities is not meant to be a policy per se, but a guideline for board members so they know what the expectations are of being on the board. This is important so people don't just sign up to be on the board and then not participate. It outlines that board members need to attend board meetings, participate in communication between meetings, and a code of conduct.

Paul moved that the SRWG Bylaws be amended to reference the Board Responsibilities document in section 11.5, "Board of Directors". Skip seconded the motion. Unanimously approved. *Action: Tracy to update bylaws to include this change.*

FUTURE BOARD MEETINGS

The SRWG Bylaws state that the board will meet quarterly. The board determined that the next meeting will be February 20th at noon at the Greenfields Irrigation District Office.

Action: Tracy to send out invitation for this meeting (and reminder)

Action: Erling to coordinate having the forecasting seminar in conjunction with this meeting so board members who would like to can attend.

It was determined that the board meetings should be at the same location each time instead of rotating as to avoid confusion.



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COMMUNICATIONS

With the coordinator

Tracy wanted to know how often the Board wants updates on her activities and plans. Past coordinators have sent weekly updates. Al suggested the updates be brief, just bullets of main activities, how time is being spent and where coordinator needs help or input. Tracy will send the board weekly updates to the board between now and the February meeting, frequency to be revisited at that meeting.

Among the Board

All board members should have one another's contact information. *Action: Tracy will create and distribute a contact sheet with email and phone numbers of all board members.*

Board members will receive notices of meetings, special meetings, votes, and other information in between meetings. It is important to check emails frequently. For those who do not check email often, Tracy will follow up with a text or call. Board members should expect to participate in these communications between meetings.

FINANCIAL UPDATE

The SRWG does not currently have a budget. Tracy will develop one for discussion at the February Board meeting. This will include funds coming in and going out, current period and year to date. *Actions: Erling and Al to send example budget spreadsheets. Tracy to create a budget for Board to review in February.*

Financial reports distributed were from the end of November. Total in checking of just over \$1000. The following contributions will be deposited on Tuesday, December 18:

GID: \$5,000 – the also plan to contribute in the spring, amount TBD

Orvis: \$2,000 – thank you, Perk for recommending Orvis contribute to SRWG!

In addition, TU has committed \$10,000, which has not arrived yet and a member has let us know he is making a contribution before the end of the year. Lewis and Clark Conservation District is contributing this spring. Tracy is visiting the Teton County Commissioners on Tuesday, 12/18 to get on their agenda for the January meeting. At that time, she will request a contribution – traditionally they contribute to gages. Tracy will also attend the Teton Conservation District meeting in January and ask for their annual contribution. *Action item: if members are still considering year-end giving, donations can be made to SRWG on the website or mail a check. For next year, Tracy will also get SRWG signed up to participate in the Montana Nonprofit Association's day of giving, which includes matching funds for a portion of the funds raised.*

ACTION ITEMS

ALL

- Work on recruiting additional board members. Consider making sure key groups are represented. Potential board members should be willing to be active and participate.



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- As board members recruit others to the board, they will also look for someone willing to serve as Secretary-Treasurer.
- Members still considering year-end giving, donations can be made to SRWG on the website or mail a check.

TRACY

- Find out how to get Erling added as a check signer to our bank account
- Follow up with Jeff to see if he is interested in being on the SRWG board and continue to attend LCCD board meetings and keep them engaged, especially while they don't have a representative on the board.
- Update the financial policy, making sure it states that there are two local check signers, among other relevant updates, and will get this out to the board to review in January.
- Update section II.5 of the Bylaws to include Board Responsibilities document reference as described above.
- Send out invitations and reminders for the next board meeting and reminder
- Create and distribute a contact sheet with email and phone numbers of all board members.
- Create a budget and fundraising plan for Board to review in February.
- Get SRWG signed up to participate in the Montana Nonprofit Association's day of giving, which includes matching funds for a portion of the funds raised.

ERLING

- Coordinate having the forecasting seminar in conjunction with the February board meeting so board members who would like to can attend.
- Send example GID budget spreadsheet to Tracy.

ALAN

- Make sure Tracy has past SRWG budgets.

BOARD MEETING NOTES ACCEPTED:

Erling A. Juel, P.E., Sun River Watershed Group Board Chairperson