

Illinois Valley Watershed Council
331 E Cottage Park Suite 1B - P.O. Box 352
Cave Junction, OR 97523
Phone: 541-592-3731

Monthly Watershed Council Meeting Notice and Agenda Thursday, February 13, 2025

331 E Cottage Park Drive Suite 1 or Join the [Zoom Meeting](#)

Topic: Illinois Valley Watershed Council Monthly Meeting

Time: February 13th, 2025 05:00 PM Pacific Time (US and Canada)

Meeting ID: 869 6068 6555

Passcode: SaveFish

For Phone in:

One tap mobile

Dial by your location

+17193594580,,86960686555#,,,,*94761306# US

• +1 719 359 4580 US

+12532050468,,86960686555#,,,,*94761306# US

• +1 253 205 0468 US

Pacific

• +1 253 215 8782 US

- I. 5:00 PM: Call to Order**
- II. 5:02 PM: Acceptance of Minutes**
- III. 5:05 PM: Acceptance of Financial Reports**
- IV. 5:10 PM: Committee Reports – Community Engagement, Human Resources**
- V. 5:25 PM: Old Business**
 - a. Logo
 - b. Bank signatories * need action*
- VI. 5:50 PM: New Business**
 - a. Annual Conflict of Interest Statements
 - b. t.b.a
- VII. 6:15 PM: Council Updates & Staff Reports**
 - a. Kevin report
 - b. Arlyse report
 - c. Board Action Items/Homework
- VIII. 6:30 PM Partnering Agency Reports**
 - a. Illinois Valley SWCD
 - b. Others
- IX. 6:45 PM: Public Comments** (Relating to this agenda or IVWC Operations)
- X. 7:00 PM: Adjournment**

Meeting Minutes

Meeting Called to Order January 9, 2025, by Janice Denney, Vice-Chair at 5:10 pm.
 Prior to opening, a brief meeting of the recruitment committee was held to review application renewals.

ATTENDEES	ZOOM ATTENDEES	ABSENTEES
Katrina Poydack		Gene Merrill
Patty Downing		
Carol Crawford		
Janice Denney		
Kevin O'Brien (E.D.)		
Bill Joerger		
Arlyse DeLoyola (staff)		

SCRIBE

Notes were taken by: Arlyse DeLoyola

- **Committee Recommendations:**
 The Recruitment Committee presented two recommendations for renewal of board member terms. Janice Denney would be renewed in February, and Katrina Poydack in January.
 - Kevin O'Brien moved to accept the committee recommendations and install Janice Denney and Katrina Poydack for four-year terms, beginning on their expiration date.
 - Patty Downing seconded the motion.
 - The motion was approved unanimously.
- **Minutes:** The minutes of the December 2024 meeting were presented to the council for review.
 - Carol Crawford made a motion to approve the minutes.
 - Janice Denney seconded that motion.
 - The minutes were approved without dissent.
- **Financials:** The Financial Reports for November 2024 were presented to the Council for review.
 - Kevin O'Brien made a motion to approve the financial reports.
 - Patty Downing seconded that motion.
 - The motion was approved without dissent.

Committee Reports: The Policy Committee reported that they were still investigating the possibility of a Land Acknowledgement. Katrina has contacted a member of the tribe who will be scheduled to speak to the board next meeting on the subject. Kevin was asked to see if the US Forest Service has maps of native tribal historical sites. The HR Committee reported they need to have a meeting to set the processes for the review of the Executive Director and to do the research on comparable wages. The Strategic Plan update was reviewed by Kevin. We are on target with the plan on most tasks with the exception of Fundraising and Community Partnerships. He noted that on Projects and Programs they had been too specific with goals and that caused the list to be moot when grants were not funded for said projects. The future meetings were reviewed:

- Programs & Projects- Tuesday, January 14 at 10:00 am

- Organizational Development- Tuesday , January 21 at 10:00 am
- Community Engagement- Tuesday, January 28 at 10:00 am
- Human Resources- Tuesday, February 8 at 10:00 am

OLD BUSINESS

- **Harness Giving**

The renewal of this service is due in February. The board agreed to discontinue the service.

- **Recruiting**

Discussion was held regarding the process. Kevin asked board members to think about what skillsets we are in need of on the board. Cultural diversity was also discussed and recommended. Ideas for needs included: legal knowledge, fundraising experience, marketing experience, and youth.

NEW BUSINESS

- **Officers for 2025**

- Kevin O'Brien made a motion to retain the current slate of Officers for 2025: Katrina Poydack- Chair, Janice Denney- Vice Chair, Patty Downing- Secretary
- Carol Crawford seconded the motion.
- The motion passed.

Discussion was held regarding whether the Treasurer should be the person responsible for reviewing the monthly bank statements. (Carol Crawford). It was determined that Bill Joerger will take on the responsibility and Carol would remain a signer. New signature cards will have to be done soon.

- **Presentation:**

Janice Denney presented a Certificate of Appreciation to the Council from the garden Club for advertising in their yearbook.

CONTINUING

- **Staff and Partnering Agency reports:**

Kevin reviewed his report. It has been a wild month and he is happy to be back in the saddle.

Arlyse had nothing to add to her report.

Board Actions/Homework:

Patty Downing requested the board work on a Consensus policy/process. She suggested 5-10 minutes at a future meeting.

There were no Partnering Agency Reports

Public Comments:

Patty asked that the board keep on-focus during meetings and suggested each committee appoint a chair-person to give reports in order to keep the meetings flowing

NEXT MEETING

The next monthly meeting is to be held at 5:00 pm on February 13, 2025.

ADJOURNMENT

Meeting Adjourned by Katrina Poydack, Chair, at 6:30 pm.

Approved Minutes: **Signature**_____ **Date**_____

Illinois Valley Watershed Council
Profit & Loss
January 2025

	<u>Jan 25</u>
Ordinary Income/Expense	
Income	
Contributions Received	547.18
Grants Received	20,767.65
Total Income	<u>21,314.83</u>
Gross Profit	21,314.83
Expense	
Contracted Services	1,071.00
Fundraising Expense	299.00
Other	
Copier Lease	65.75
Dues & Subscriptions	135.00
Internet Services	21.25
Payroll Fees	143.00
Power	89.82
Telephone	122.64
Total Other	577.46
Printing & Copying	17.29
Salaries & Wages	12,937.10
Supplies & Materials	110.44
Total Expense	<u>15,012.29</u>
Net Ordinary Income	<u>6,302.54</u>
Net Income	<u><u>6,302.54</u></u>

Illinois Valley Watershed Council
Profit & Loss
July 2024 through January 2025

	<u>Jul '24 - Jan 25</u>
Ordinary Income/Expense	
Income	
Contributions Received	872.63
Grants Received	84,932.95
Total Income	<u>85,805.58</u>
Gross Profit	85,805.58
Expense	
Contracted Services	
Grant Administration	-16.80
Tax Preparation	2,015.00
Contracted Services - Other	9,218.50
Total Contracted Services	<u>11,216.70</u>
Fundraising Expense	2,093.00
Insurance	
Executive Protection & EPL	1,021.00
General Liability Insurance	2,863.00
Total Insurance	<u>3,884.00</u>
Other	
Bank Fees	20.06
Copier Lease	369.30
Dues & Subscriptions	535.00
Food & Water	27.67
Internet Services	148.75
Payroll Fees	743.00
PO Box Rent	116.00
Power	309.31
Rent Expense	3,334.50
Software	38.25
Telephone	874.24
Other - Other	58.84
Total Other	<u>6,574.92</u>
Printing & Copying	85.77
Project Expenses	123.08
Reconciliation Discrepancies	0.00
Salaries & Wages	65,575.36
Supplies & Materials	824.77
Taxes	157.00
Training and Associated Travel	<u>283.00</u>
Total Expense	<u>90,817.60</u>
Net Ordinary Income	-5,012.02
Other Income/Expense	
Other Income	
Refunds	21.00
Total Other Income	<u>21.00</u>
Net Other Income	21.00
Net Income	<u><u>-4,991.02</u></u>

Illinois Valley Watershed Council

Balance Sheet

02/07/25

As of January 31, 2025

Cash Basis

	<u>Jan 31, 25</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking Account	61,784.41
Stripe Account	17.36
	<u> </u>
Total Checking/Savings	61,801.77
Total Current Assets	<u>61,801.77</u>
TOTAL ASSETS	<u>61,801.77</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	-1,885.55
	<u> </u>
Total Accounts Payable	-1,885.55
Total Current Liabilities	<u>-1,885.55</u>
Total Liabilities	-1,885.55
Equity	
Unrestricted Net Assets	68,678.34
Net Income	-4,991.02
	<u> </u>
Total Equity	63,687.32
TOTAL LIABILITIES & EQUITY	<u>61,801.77</u>

Illinois Valley Watershed Council

2/6/2025 9:29 AM

Register: Checking Account

From 01/01/2025 through 01/31/2025

Sorted by: Date, Type, Number/Ref

Date	Number	Payee	Account	Memo	Payment	C	Deposit	Balance
01/02/2025	ACH	Slavic 401K Fund	Accounts Payable		544.48	X		54,924.70
01/02/2025	1189	Pacific Power	Accounts Payable		89.82	X		54,834.88
01/03/2025			Stripe Account	Funds Transfer		X	24.14	54,859.02
01/06/2025	1191	Non-Profit Associati...	Accounts Payable		110.00	X		54,749.02
01/07/2025			Undeposited Funds	Deposit		X	500.00	55,249.02
01/08/2025	1192	Pacific Office Autom...	Accounts Payable		65.75	X		55,183.27
01/15/2025			Stripe Account	Funds Transfer		X	35.00	55,218.27
01/16/2025	ACH	Slavic 401K Fund	Accounts Payable		1,245.65	X		53,972.62
01/23/2025	ACH	Cardinal-Tax Impound	Accounts Payable		3,153.05	X		50,819.57
01/23/2025	ACH	Cardinal Business Se...	Accounts Payable		85.00	X		50,734.57
01/23/2025	ACH	Cardinal Net-to-Bank	Accounts Payable		4,503.83	X		46,230.74
01/23/2025	ACH	Cardinal-Employee ...	Accounts Payable		2,347.85	X		43,882.89
01/23/2025	ACH	Cardinal-Tax Impound	Accounts Payable		1,142.24	X		42,740.65
01/23/2025	1193	Pacific Carvings	Accounts Payable		57.50			42,683.15
01/23/2025	1194	US Cellular	Accounts Payable		122.64			42,560.51
01/23/2025	1195	IV DATA CENTER	Accounts Payable		21.25	X		42,539.26
01/24/2025	ACH	Cardinal Business Se...	Accounts Payable		58.00	X		42,481.26
01/28/2025	1199	POA Medford Division	Accounts Payable		17.29			42,463.97
01/28/2025	1200	Cardmember Services	Umpqua Bank CC IV...		324.00			42,139.97
01/29/2025			Donation	Deposit		X	0.73	42,140.70
01/29/2025	1201	John Bellville	Accounts Payable	packet of 1096 ...	12.99			42,127.71
01/29/2025	1202	Staples Advantage	Accounts Payable		39.95			42,087.76
01/30/2025	1203	Siskiyou Research Gr...	Accounts Payable		1,071.00			41,016.76
01/31/2025			Grants Received:Gover...	Deposit		X	20,767.65	61,784.41

ILLINOIS VALLEY WATERSHED COUNCIL

RESOLUTION 2024 - 01

EXHIBIT A~ CONFLICT OF INTEREST POLICY

Section I. Purpose of Conflict-of-Interest Policy

The purpose of the conflict-of-interest policy is to protect the Illinois Valley Watershed Council's (hereinafter called the Council) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Council or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II. Definitions

A. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment in any entity with which the Council has a transaction or arrangement,
2. A compensation arrangement with the Council or with any entity or individual with which the Council has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with which the Council is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial.

A financial interest is not necessarily a conflict of interest. Under Section III Paragraph B, a person who has a financial interest may have a conflict of interest only if the governing board or committee decides that a conflict of interest exists.

Section III. Conflict-of-Interest Avoidance Procedures

A. Duty to Disclose

In connection with any actual or possible conflict-of-interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and member of committees with governing board delegated powers considering the proposed transaction or arrangement.

B.. Determining Whether a Conflict-of-Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict-of-interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict-of-interest exists.

C. Procedures for Addressing the Conflict-of-Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict-of-interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Council can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest,

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict-of-interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Council's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict-of-Interest Policy

1. If the governing board or committee has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict-of-interest, it shall inform the interested party of the basis for such belief and afford the interested party an opportunity to explain the alleged failure to disclose.

2. If after hearing the interested party's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the interested party has **intentionally** failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action, **as outlined in the Conflict-of- Interest disciplinary procedures document. (Attached)**

Section IV. Records of Board and Board Committee Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with and actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict-of-interest was present, and the governing board's decision as to whether a conflict of in fact actually existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of this discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V. Compensation Approval Policies

1. A voting director of the Council who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that member's compensation.

3. A voting director of the Council or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council, either individually or collectively, is not prohibited from providing information regarding compensation but is prohibited from deliberations regarding said compensation.

4. When approving compensation for directors, officers, employees, and any other compensation contract, agreement or arrangement, the board or duly constituted compensation committee of the board shall also comply with the following:

a. The terms of compensation shall be approved by the Council prior to the first payment of compensation;

b. Directors or members of a duly authorized compensation committee who approve compensation arrangements must not have a conflict-of-interest with respect to the compensation arrangement;

c. is not a person subject to the compensation arrangement, or a family member of such person;

d. is not in an employment relationship subject to the direction and control of the person who is the subject of the compensation arrangement;

e. does not receive compensation or other payment subject to the direction or control of

the person who is the subject of the compensation arrangement;

f. has no material or financial interest affected by the compensation arrangement;

g. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

5. The Council or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

a. Compensation levels paid by similar organizations, both taxable and nontaxable for functionally comparable positions;

b. availability of similar services in the geographic area; or

c. surveys compiled by independent firms.

Section VI. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflict-of-interest policy;

b. Has read and understands the policy;

c. Has agreed to comply with the policy;

d. Understands the Council is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII. Periodic Reviews

To ensure the Council operates in a manner consistent with charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Council's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section VIII. Use of Outside Experts

When conducting the periodic reviews as provided in Article VII, the Council may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Council of ensuring periodic reviews are conducted.

Conflict-Of-Interest Disciplinary Action Procedure

If an unresolved, intentional Conflict-of-Interest exists, the following procedure will be taken.

Executive Session will be called.

If it is determined that there have been intentional actions by decision makers who have a conflict of interest, they will be subject to discipline up to and including board dismissal.

Restitution may be required, and legal action may be taken.

Disclosure of Possible Conflict-of-Interest- Illinois Valley Watershed Council

Date:_____ **Name:**_____

I _____ hereby disclose the following potential Conflict-of-Interest related to my service on the Illinois Valley Watershed Council.

If so determined by the Council Directors, I will be excluded from voting on matters related to the above stated potential conflict.

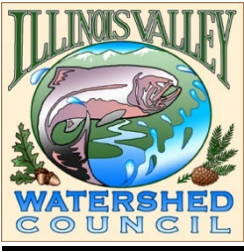
Signature_____

Annual Conflict-of-Interest Acknowledgement

Illinois Valley Watershed Council

I, _____ hereby acknowledge that I have received, read, and understand the Illinois Valley Watershed Council’s Conflict-of-Interest policy and agree to comply with said policy. Furthermore, I understand that the Illinois Valley Watershed Council is a non-profit organization and must engage primarily in activities that further its stated mission to maintain tax exempt status.

Dated this _____ day of _____, 2025



February, 2025 Executive Director's Report
(2/7/2025)

Good morning good directors,

I had a great reality check – in effect – last week, from one of you that has given me the opportunity to do a lot of deep soul-searching relative to where we are headed and how I have been leading us since our reorganization and especially since our strategic planning process concluded. This week's sudden winter storm/being snowed in gave me extra time for me to go even deeper inside. I'll go into and clarify this at the meeting, as it seems to me that would be most appropriate given the situation as opposed to trying to explain it all here or in an email.

I've done a lot of self-inventory about this and am committed to doing way better than I have given what I'm aware of now. I'm hoping you all will be open to an open discussion of how we can be more effective as a group.

I do believe that we are precisely where we are supposed to be organizationally, but it has been and is challenging for all of us. According to what I'm now aware of, it sounds to me as though it would be good for us to have a candid conversation about the importance of **placing principles before personalities.**

It is normal and even healthy for organizations going through drastic change to experience heavy challenges. Obviously, we are no different. I am very concerned, to the point that I think an open and direct discussion is in order so we may accelerate the timeframe for us to become a more cohesive group. The phase progression has been described by other professionals as Storming, Norming, and Performing.

We are at an important point in our existence as an organization. I believe it is super important we get things covered now that need to be so we can effectively move forward.

Yes, there are several projects and things to update you on that are not being covered in this staff report. The reason they're not being covered for you in this staff report is I don't believe any one of them is even remotely close to being as important as the ground we need to cover together about our relating to, communicating with, and working together that I'm cryptically introducing here.

I'm looking forward to our meeting next week and look forward to continuing to collaborate to be the best we can be for our watershed and its community.

In service to our shared mission,

Kevin O'Brien, Executive Director



Arlyse DeLoyola
Office Manager
Staff Report- February 2025

GENERAL ADMIN

- Payroll submitted.
- Payroll accrual tracked.
- Grant specific expense tracking in QuickBooks and Excel.
- Preparations for board meeting (pre-meeting packet assembly, QB reporting, coordinating agenda, minutes).
- Kept up with partnering agencies' newsletters and memos.
- Reconciled QB to bank account for January.
- Voicemails, email and phone calls.

What a week!

We have been working remotely since the storm hit hard and John and I were in the office Monday. We determined that we should get home while the getting was good!

All of us have been working at home since.

On Tuesday, our email broke. Today I set my mind to getting it fixed and have spent most of the day on that project. Turns out our DNS hosting renewed and somehow the links got broken, (or whatever in computer speak), and we were unable to communicate outside our three email addresses.

Between Microsoft finding the reason, and my call to Kelley, it appears to have been repaired. I am not certain when all of the old email will pop in, but it seems to be hit and miss as to what we're seeing in the inboxes.

Our committee meetings were postponed. I suppose we will find out the new schedule at this monthly meeting.

I am behind on preparing this packet and will likely not get it out to you until Friday, as long as the email stays up.

I've not done any more research on accounting software, but spent yesterday training on QB online. I am still leaning heavily toward that and I believe I can move the Council over and leave the district where it is until it HAS to move, but I believe I would like to defer this until the next biennium, since we didn't write it into this budget. I think running just one of the entities on the newer system will allow me the time to become comfortable with it and once I am confident, the District can think about a move. Meanwhile, I can continue scouring for a reasonable price for the District.

See you all soon,

Arlyse

Happy Valentines' Day

