



**OCEAN Board Meeting
Teleconference
Minutes
Thursday September 11, 2014 - 2:30PM**

Attendance

Jason Faucera-President	Shilah Olson- Vice President	Jeremy Baker
Teresa Matteson	Josh Uriarte	Liz Graham
Lisa Mahon	Janet Greenup	Tyler Joki
Walt Barton		

Jason called the meeting to order at 2:33 PM.

Recurring Items

Minutes-The Board reviewed the minutes presented from July 10, 2014. Shilah pointed out that the time needed corrected from 2:30 to 1:30. *Jeremy moved to accept the minutes presented as written with the change in starting time and Teresa seconded it. With no further discussion the motion passed unanimously.*

Financial Report-Janet presented the financial report. OCEAN’s current balance as of August 18th is \$4,351.67. *Jeremy moved to accept the financial report and Josh seconded. With no further discussion the motion passed unanimously.*

Calendar-Jason reviewed the calendar which currently just contains the board meetings. Teresa asked if we could add the Connect meetings to the calendar. In the future there will be more on the calendar, so Jason is working on setting up the communication committee members so they can upload to the calendar to spread out that task. It was asked if non-OCEAN events can be posted. Jeremy suggested at this time that we keep non-OCEAN stuff off the calendar and the board agreed with that idea. Jeremy suggested at some point having a separate calendar for districts to post non-OCEAN events and trainings on a separate calendar on the website. Jason said the communications committee will discuss that idea in the future. It was also suggested that when this is set up to have email notifications set up so those events will be sent only to the members in the regions that the topic applies to.

Work Plan-Jason reviewed the progress on each of the events in the Work Plan.

September 2014

Connect Planning	The team held their first meeting in August. They will be reviewing the facility and starting track topics at the September meeting.
Draft Basin Representative Roles and Responsibilities	Walt has made progress and will have a draft at the next meeting. This task will be moved to October. The basin structure reconfiguration will also affect this process.
Summer Training	Shilah reached out to managers about getting a group deal with online training opportunities. There is a lot of interest. This task

	will be moved to October.
Fiscal Procedure playbook	Move task to October. Jason suggested that the executive committee meet to lay out the playbook for following all the procedures and policies. This could possibly happen in Heppner sometime in October or November.
OCEAN Budget Discussion	We will push this back till October. The finance committee will start working on this. Board members need to be prepared for this discussion at the next meeting.
OWEB Grant	Grants due in October. Jason wanted to know if there are any grants OCEAN would like to apply for to put towards Connect or other trainings. There was no interest at this time so Jason will move this to next year and forego this application round.
Web Meetings for OCEAN	This is a low priority item so the board agreed to push this task till next year.

October 2014

Budget Meeting	Finance committee will start this process, then they will present their suggestions to the board to comment on. The final budget will be approved at the December meeting.
New Employee Meeting	Jeremy and Tyler worked on this task and should have it ready to look at in October.

[Josh left the meeting.]

Continuing Items

Committee Description-Shilah presented the education committee description. She asked if it was okay that the chair of a committee is selected by the committee. The board agreed that followed the bylaws and was okay. Shilah asked the board to review the last sentence, “The Education Committee is not required to seek permission from the Board of Directors regarding any activities unless they involve funding or policy.” The board agreed that this was okay, but to add that the committee cannot do anything that requires board authority including signing agreements. The approval of this description will be tabled till the next meeting so that people have more time to review it. [Josh returned to the meeting.]

501c3 Application and Extra Answers-Jason asked if there were any questions. Shilah asked why government grants were not marked on page 6 under fundraising. Lisa said that was a mistake and will correct that. Shilah and Teresa will send some grammatical errors they found in the extra answers. Jason asked if the board would like to approve the 501c3 application. *Jeremy motioned to accept the application with the extra answers as amended. Tyler seconded. The vote passed unanimously!*

Conflict of Interest Policy-Shilah brought up that the annual questionnaire was not attached. Lisa will send out the questionnaire on Friday September 12 for the board to sign. *Jeremy motioned to approve the Conflicts of Interest and Executive Compensation policy. Teresa seconded. The vote passed unanimously.*

Financial Controls Policy-Jason asked for any comments on the financial policies.

- Page 6-change the policy to saying “may be destroyed” instead of “will be destroyed”.
- Page 13-Tyler brought up the point that the level to require an audit is at \$500,000 and felt that was high. The board discussed the idea of lowering the amount to require an audit including looking at the costs of audits, requirements from funders, and other issues. Tyler suggested \$150,000. After discussion the board agreed that \$150,000 would be a good point to require a full external audit.
- Page 10-Treasurer bullet point 8. “Reviews and initials all reimbursements and fund requests”. Shilah suggested adding an initial space on the reimbursement form to make sure this task is completed.
- Page 10-Treasurer bullet point 10 delete “except bank statements”
- Page 20-23 Shilah pointed out that there is a lot of redundancy in this portion of the policy. It will not change the content to fix this issue so Shilah will work with Jason to simplify.
- Page 22-Under letter “J” change “Sample Organization” to OCEAN.
- Page 21-Letter “D” correct the Dane County to accurately represent our organization.
- Page 20-27-After discussion about concerns and some board members uncomfortable with the cost allocation section the board came to the conclusion to take out the cost allocation policy and replace it with a phrase stating that we will follow funder requirements when conducting our cost allocations in the future. The finance committee will then work on a future policy to put back in this place.

Jason asked for a motion to approve the financial controls policy with the below listed changes:

- Page 6-change the policy to saying “may be destroyed” instead of “will be destroyed”.
- Page 13-Reduce the level to require a full external audit from \$500,000 to \$150,000.
- Page 10-Treasurer bullet point 10 delete “except bank statements”
- Page 20-27-Remove the cost allocation policy and replace it with a phrase stating that we will follow funder requirements when conducting our cost allocations in the future.

If anyone has grammatical fixes please continue to send those in. Any content changes must be brought forward to the board. *Janet motioned to approve the policy with the above listed changes. Walt seconded the motion and it passed unanimously.* [Josh left the meeting.]

Internal Audit Checklist-Jason presented the checklist. The only comment Walt pointed out was to address the comments about offerings to reflect OCEAN’s financial policy that addresses handling cash. *Tyler moved to accept the Internal Audit Checklist as written with the change of handling cash to reflect the financial policy and Janet seconded it. With no further discussion the motion passed unanimously.*

Reimbursement Form-Jason presented the reimbursement form and the only change suggested was to add a line for the treasurer to sign her initials. *Teresa moved to accept the Reimbursement Form as presented with the addition of a line for the treasurer to initial on and Tyler seconded it. With no further discussion the motion passed unanimously.*

Basin Reconfiguration-Jason asked if there was any new feedback on reconfiguring the basins. Tyler reported that most staff in the North Coast basin like Scenario 4 with a few preferring Scenario 2. The underlying issue is the alignment of similar districts which is a common issue to address around the state. Tyler also pointed out that while we are trying to have close to even numbers across the

basin the board needs to accept that this is a constantly changing number and some regions are going to grow and shrink so unevenness is unavoidable. Walt heard from staff in his basin that there was no problem with realignment and they didn't have a preference.

Jason brought up that OACD is talking about realigning their basin structure at this time. So, we will be paying attention to their process while going through ours. It was brought up that a lot of districts want to focus more on SWCDs and what makes sense, not necessarily what our partners set ups are. The board will continue the realignment discussion in December.

OACD/NOWC Silent Auction-Janet and Jeremy will be putting together the silent auction. Janet sent an email to Jerry about it and has not heard back. Jason suggested contacting Ryan since he was the OACD/NOWC representative that contacted Jason about the silent auction. Ryan and Jerry are partnering on the planning so either one should be able to help out.

OACD/NOWC Regional Meetings-The regional meetings were good and very open ended with the topics to allow each region to gear the topics to what's important to them. OCEAN, COLT, OACD, and NOWC are being viewed as some of the lead organizations in the state in conservation. Jason will be part of the conversation of how OACD and NOWC will be spending their OWEB budget and how OCEAN fits in that. He will update the board on that conversation after the meeting.

New Items

Wallowa/OCEAN MOU-Lisa presented the Wallowa/OCEAN MOU. Janet pointed out that the agreement it still stated "The Resort". Lisa will fix that to say the facility. Lisa also mentioned that Cynthia would like something to say that OCEAN will invoice for the 10%. The board felt that Section V. B. d. covers this task. *Walt moved to accept the MOU as presented with the grammatical change of The Resort to the facility. Janet seconded it. With no further discussion the motion passed unanimously.*

Connect 2015-Lisa gave an update on Connect. The team met to start planning. They will review the facilities next meeting and have a recommendation for the board to approve in October. For funding to date we have \$5,149.60 in seed money, \$15,000 from NRCS, and approximately \$5,000 from OACD/NOWC.

Closing Comment

Next Meeting – October 9th at 2:30PM via teleconference.

The meeting was adjourned at 4:44PM.