



Clearwater Resource Conservation and Development Council, Inc.

Council Annual Meeting Minutes

Thursday, September 22, 2016

7:00 p.m. to 8:00 p.m.

Best Western University Inn, Moscow, ID

Attendees (*X indicates attendance*)

CLEARWATER RC&D OFFICERS		COUNTY REPRESENTATIVES		AT-LARGE MEMBERS	
<input checked="" type="checkbox"/>	Jim Boland, President	<input checked="" type="checkbox"/>	Alan Martinson, Latah County	<input type="checkbox"/>	Malcolm Dell
<input type="checkbox"/>	Tera King, Executive Vice President (not present – voted by proxy)	<input type="checkbox"/>	Bob Tippet, Nez Perce County		
<input checked="" type="checkbox"/>	Clyde Hanson, Vice President	<input checked="" type="checkbox"/>	Clyde Hanson, Idaho County		
<input checked="" type="checkbox"/>	Alan Martinson, Treasurer	<input type="checkbox"/>	Greg Johnson, Lewis County		
<input checked="" type="checkbox"/>	Ivy Dickinson, Secretary	<input type="checkbox"/>	John Smith, Clearwater County		
OTHER					
<input checked="" type="checkbox"/>	Barbie Miller, Interim Exec. Director, Clearwater RC&D	<input checked="" type="checkbox"/>	Celia Boland, Guest		
<input checked="" type="checkbox"/>	Dick & Jodi Hodge, Guests	<input checked="" type="checkbox"/>	Marietta Hanson, Guest		

No-Host Social and Dinner 5:30 p.m. to 7:00 p.m.

Call Annual Meeting to Order

MEETING CALLED TO ORDER BY	Jim Boland, President	AT	7:05 p.m.
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Agenda Changes

REQUESTS	none
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Approval of August 25, 2016 Meeting Minutes

MINUTES WERE EMAILED ON	September 22, 2016				
CHANGES	None				
MOTION TO APPROVE BY	Clyde Hanson	SECONDED BY	Alan Martinson	PASSED	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Executive Director's Report

PRESENTED BY	Barbie Miller				
EXECUTIVE COMMITTEE VOTES BY EMAIL					
CBC USFS RAC agreement 14-CA-11011700-062 Mod #3 in the amount of \$25,000				Approved August 26, 2016	
CBC USFS WHRI agreement 13-CS-11011724-042 Mod #6 in the amount of \$25,000				Approved August 26, 2016	
CBC RFQ for helicopter services for fall elk capture and transport				Approved September 19, 2016	
CBC USFS WHRI agreement 13-CS-11011724-042 Mod #7 in the amount of \$50,000				Approved September 22, 2016	

ACTIVITIES, ACCOMPLISHMENTS, & UPDATES	
<p>Barbie Miller thanked the Council for their tremendous support beginning when she began employment with the Council in December 2015, through the transition to Interim Executive Director, and with the day-to-day activities. She also expressed appreciation for the Council’s additional efforts and support to identify and address organizational needs, and plan for growth.</p>	
<p>Barbie shared her excitement for the growth she has seen with the Clearwater Basin Collaborative, Idaho Firewise, and Inland Northwest Food Network.</p>	

Strategic Planning Committee Update

PRESENTED BY	Jim Boland
DISCUSSION	The committee’s primary focus is on hiring additional staff so that Barbie can focus on foundational issues and business framework before we grow our project base. The committee will meet with Robin Ohlgren on September 30, 2016, to discuss a strategic plan for outreach activities to grow the Council’s project base and recruit new board members.

Presentation of Awards and Recognition

PRESENTED BY	Alan Martinson
DISCUSSION	Alan Martinson recognized Dick Hodge for his many years of service to the Council, and presented him with a certificate and gift card. Alan also thanked Jim Boland for his time served as the outgoing President of the Council.

Treasurer’s Report

PRESENTED BY	Alan Martinson					
DISCUSSION	Alan Martinson presented the Treasurer’s Report and the Transaction Report by Class, as of September 22, 2016. Alan described the details of the Report, including any discrepancies and negative balances, and stated that Barbie will be processing the reimbursement requests.					
CONCLUSIONS	Motion to approve Treasurer’s Report as presented.					
MOTION TO APPROVE BY	Clyde Hanson	SECONDED BY	Ivy Dickinson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

FY 2017 Council Operations Budget

PRESENTED BY	Alan Martinson					
DISCUSSION	Alan Martinson presented a proposed budget for Fiscal Year 2017. Alan explained the purpose for each of the budget expenses. The estimated revenue reported for federally funded projects is based on funding already obligated and does not account for additional funding that may be awarded during FY2017. The estimated expenses to revenue show a loss. Alan stated that he carried over funds from the FY 2016 surplus to balance the FY 2017 budget. Alan also stated that the CBC is anticipating additional revenue in the upcoming fiscal year that will likely offset this loss.					
CONCLUSIONS	Motion to approve budget as presented.					
MOTION TO APPROVE BY	Clyde Hanson	SECONDED BY	Alan Martinson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

GEM Trail Branding Initiative Mary Jahn Studios Professional Services Contract Renewal for Approval

PRESENTED BY	Barbie Miller					
DISCUSSION	<p>The Clearwater Basin Collaborative would like to renew Mary Jahn Studios contract for continuation of professional services for the GEM Trail branding initiative. The contract renewal is based on the previously approved contract with the addition of the Council’s minimum insurance requirements, updated scope of work, and reimbursement for materials and expenses.</p> <p>The CBC passed along their appreciation for the Council’s support for the GEM Trail project, provided a copy of the new GEM Trail logo, and invited the Council to the trailhead dedication on October 1, 2016 in Elk City.</p>					
CONCLUSIONS	Motion to approve the contract renewal.					
MOTION TO APPROVE BY	Alan Martinson	SECONDED BY	Clyde Hanson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Proposed By-Law Changes for Approval

PRESENTED BY	Alan Martinson					
DISCUSSION	<p>Alan presented a revised draft of the Council’s By-Laws for approval. The officer nominating committee suggested changes to combine office positions, reducing the number of officers from five to three. Alan and Barbie Miller requested a few minor clerical changes. The changes are:</p> <ul style="list-style-type: none"> • Article I: Added “Council” to the organization name and updated address. • Article III: Revised timeline for mailing schedule of fees and contribution letters. • Article VI: Revised timeline for preparing budget and financial statements. • Article VII: Revised timeline for presentation of financial statements and audit. • Article VIII: Combined Executive Vice President and Vice President officer positions, and combined Secretary and Treasurer positions. Also, updated references to officer titles throughout the By-Laws to reflect these changes. • Article IX: Revised timeline for Conflict of Interest statements. • Article X: Combined Executive Vice President and Vice President duties, combined Secretary and Treasurer duties, and updated timelines for budget and financial statements. • Article XVII: Updated the Amendments Article to Article XVII to correct a numbering error (Article XVI was used twice), and added amendment dates. <p>Ivy Dickinson asked if the By-Laws can be voted on at this meeting because in the past they presented the proposed changes at one meeting and voted on at another. Clyde Hanson stated that the Council revised that procedure. Barbie Miller stated that the current By-Laws state that they may be amended by a simple majority vote, of the quorum of the membership, presiding at a Council meeting. Clyde also noted that Alan emailed the draft to the Council for review on September 16, and Barbie included the draft with the Annual Meeting invite, so the changes were not a surprise.</p>					
CONCLUSIONS	Motion to approve proposed By-Laws.					
MOTION TO APPROVE BY	Clyde Hanson	SECONDED BY	Ivy Dickinson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

FY 2017 Sponsor Membership

PRESENTED BY	Jim Boland	
DISCUSSION	Jim Boland read the list of sponsor organizations for FY 2016.	
	<ul style="list-style-type: none"> • City of CULDESAC • City of Grangeville • City of Kamiah • City of Kooskia • City of Lapwai • City of Lewiston • City of Moscow • City of Nezperce • City of Orofino • City of Peck • City of Pierce • City of Potlatch 	<ul style="list-style-type: none"> • Clearwater County Commissioners • Idaho County Commissioners • Latah County Commissioners • Lewis County Commissioners • Nez Perce County Commissioners • Clearwater Economic Development Association • Clearwater Soil & Water Conservation District • Idaho Soil & Water Conservation District • Ida-Lew Economic Development Council • Latah Soil & Water Conservation District • Lewis Soil Conservation District • Nez Perce Soil & Water Conservation District

FY 2017 County Representatives and At-Large Membership

PRESENTED BY	Jim Boland	
DISCUSSION	Jim Boland read the list of County Representatives and At-Large members for FY 2016.	
	<p>County Representatives</p> <ul style="list-style-type: none"> • Bob Tippett (Nez Perce County) • John Smith (Clearwater County) • Greg Johnson (Lewis County) • Clyde Hanson (Idaho County) • Alan Martinson (Latah County) 	<p>At-Large Members</p> <ul style="list-style-type: none"> • Malcolm Dell • Ken Roberts (resigned in April 2016) • Tera King • Dick Hodge (resigned in August 2016) • Ivy Dickinson

Nominations and Election of FY 2017 Officers

PRESENTED BY	Jim Boland					
DISCUSSION	<p>The officer nomination committee met and prepared the nominations list for the FY 2017 Board of Officers. Barbie Miller presented the nominations as follows:</p> <ul style="list-style-type: none"> • Secretary/Treasurer: Alan Martinson • Vice President: Clyde Hanson • President: Tera King <p>Having heard the Nominating Committee report, Jim Boland asked three times for any additional nominations from the floor for any of the Officer positions. Hearing none, the call for nominations was closed.</p>					
CONCLUSIONS	Motion to elect the slate of officers as presented.					
MOTION TO APPROVE BY	Clyde Hanson	SECONDED BY	Alan Martinson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Announcements

GEM Trail dedication October 1, 2016 in Elk City

Meeting Adjourned

MOTION TO ADJOURN BY	Alan Martinson	SECONDED BY	Clyde Hanson	PASSED	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	AT	8:00 p.m.
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