

Russian River Watershed Council
"To Protect and Restore the Russian River Watershed"

October 31, 2005

To All Russian River Watershed Council Members and Interested Citizens:

Our next Russian River Watershed Council (RRWC) meeting will be held on **Saturday, November 12, 2005 from 8:30am – 1:00pm at Veteran's Memorial Hall in Cloverdale.**

Our regular meeting will start promptly at 9:00AM with announcements from the agencies, work groups, and individuals. Announcements are limited to 2 minutes and should be relevant to the larger Council.

Time will be given for caucuses to meet and nominate new Steering Committee members for the 2006 term. New officers will also be elected for the 2006 term.

The Council has been working through an organizational development process for the last few months in order to become a more sustainable organization. The Council voted to incorporate as a nonprofit at the last general meeting and charged the Incorporation Workgroup, which includes the Steering Committee to develop potential organizational structures. These structures will be presented the Council for a final vote at this meeting. It is important that all interested Council members attend this meeting and participate in the vote.

In order to save funding, the RRWC is moving towards distributing this meeting packet as an electronic file format such as Adobe Acrobat PDF. If you are unable to receive e-mail and would like to continue receiving a mailed copy, we ask that you send a written request to Russian River Watershed Council, PO Box 3908, Santa Rosa, CA 95402 and please include your name and mailing address. Meeting packets and minutes are also posted online at www.RRWC.net

Please plan to attend our next RRWC meeting! Please contact our Watershed Coordinator at steward@rrwc.net, if you have any questions.

Sincerely,

The Steering Committee
Russian River Watershed Council
steward@rrwc.net

P.O. Box 3908, Santa Rosa, CA 95402 • steward@rrwc.net • www.rrwc.net

Russian River Watershed Council Meeting

Saturday, November 12th, 2005

8:30AM –1:00PM

Cloverdale Veteran's Memorial Hall, Cloverdale, CA

The mission of the Russian River Watershed Council is to protect, restore, and enhance the biological health of the Russian River and its watershed through a community-based process, which facilitates communication and collaboration among all interested parties.

8:30-9:00	Refreshments and Sign-in	
TENTATIVE AGENDA		
9:00-9:05	Approve Agenda for November 12, 2005	ACTION ITEM
9:05-9:10	Approve Minutes of September 17, 2005	ACTION ITEM
9:10-9:25	Agency Announcements	<i>DISCUSSION</i>
9:25-9:40	Work Group Announcements & Steering Committee Report	<i>DISCUSSION</i>
9:40-9:55	Other Announcements	<i>DISCUSSION</i>
9:55-10:20	Coordinator's Report <ul style="list-style-type: none"> • Watershed Stewardship Celebration Event Update • Public Outreach Grant Update 	<i>REPORT</i>
10:20-10:30	<i>Break</i>	
10:30-11:15	Elect 2006 Steering Committee Members & Officers	ACTION ITEM
11:15-12:15	Select Future Organizational Structure Jody Hymes for the Incorporation Workgroup	ACTION ITEM
12:15-12:25	<i>Break</i>	
12:25-12:40	Determine Appropriate Involvement in City of Santa Rosa Settlement Agreement Bob Rawson	ACTION ITEM
12:40-1:00	Next Steps & January Agenda Items	<i>DISCUSSION</i>
1:00	Adjourn	

Meeting packet also posted at: www.RRWC.net

Meeting facilitated by: Jerome Dix

DRAFT MEETING MINUTES
Russian River Watershed Council

September 17, 2005, Veteran's Memorial Hall, Cloverdale, California

A total of 8 voting members were needed to make a quorum and 8 voting members were in attendance at the start of the meeting. Quorum equals 40% of voting member attendance at the last three meetings + 1. Total meeting attendance was 20.

Approve Agenda of September 17, 2005 - ACTION ITEM

Agenda approval – 9 ayes, 0 nays, 2 abstentions

Approve Minutes of July 9, 2005 - ACTION ITEM

Minutes approval – 9 ayes, 0 nays, 0 abstentions

Agency Announcements - DISCUSSION

Derek Acomb – Dept. of Fish & Game is working on allocating funds for the 2005 Fisheries Restoration Grant program recipients.

Karen Rippey – Army Corps, the Watershed Management Plan Technical Advisory Committee has scheduled another meeting for Monday, October 24th at 1:00pm at the Healdsburg Public Library.

Workgroup Announcements & Steering Committee Report – DISCUSSION

Jody Hymes – Steering Committee at their 8/24/2005 meeting reviewed, and with minor changes, approved Fiscal Policies and Procedures drafted by Jody Hymes, Secretary/Treasurer. These policies must be in place prior to opening a bank account.

Other Announcements – DISCUSSION

Victoria Wikle – Russian River Keeper is having their annual Riverfest fundraiser on September 18th in Forestville.

David Berman – Watershed education map finally complete! Map of lower Russian will be delivered to all schools in lower watershed and available on RRIIS for download.

Tara Athan – Photo's depicting different uses of river are needed for the RRWC website update. Please send any photo's to Michelle at Steward@RRWC.net or PO Box 3908, Santa Rosa, CA 95402.

Jody Hymes – The Children's Village of Sonoma County is looking for partners to enhance green design and sustainability features in its new facility soon to be constructed in Santa Rosa. Contact Jody for more information.

Colleen Fernald – Graton Day is September 24th at the Oak Grove School and the Eco Fest/GE- Free Sonoma County event is October 8th @ 6:30, the Sebastopol Community Center.

Coordinator's Report

Watershed Stewardship Celebration Event Update

Event is Thursday, October 27th from 6:30pm-9:00pm at the LBC in Santa Rosa. Nominations for stewardship awards are due by Sept. 21st. Nomination forms and other event information is posted at www.RRWC.net.

Organizational Development Grant Update

We are currently undergoing an organizational development process. We have worked with Conservation Impact and today with Joan Riback to help us determine the future strategic direction, organizational goals, mission, and structure of the Council. Summary of 9/10 workshop was distributed to full Council.

Appoint Review Committee for Current Grant Contracts – ACTION ITEM

Motion: Appoint current officers to a Review Committee to approve the completion of tasks on current grant contracts on behalf of the Council, so reimbursements can be processed in a timely manner, with approval needed from any two officers.

Amendment: Colleen Fernald asked to also serve on the committee.

Proposed By: Michelle LeBeau

Motion Approval: 15 ayes, 0 nays, 0 abstentions

**RRWC Organizational Direction Mini Workshop – Joan Riback
Force Field Analysis Exercise on Incorporating as a Nonprofit**

Pro	Con
501c3	Fear of loss of control
Voting & paying membership	Commitment & capacity for active board
Liability	Carrying forward baggage from past
Decision making structure	Mind set & skills for developing programs/focus
Fiscal accountability	Fear of becoming exclusionary
Access to expanded funding sources	Increased legal responsibilities for office operations
Maintain all earned funds (no admin fees)	
Own bank account	
Manage staff	
Tax benefits	

Nonprofit Incorporation – ACTION ITEM

Motion: To become a nonprofit organization.

Proposed By: Peggy Maddock

Motion Approval: 10 ayes, 3 nays, 2 abstentions

Note: Motion passed with the understanding that the specific structure will be developed in the upcoming Steering Committee meetings with an invitation for any member to participate (Incorporation Workgroup) and the proposed structure to be approved by the full Council at the November 12th general meeting.

Next Steps & November Agenda items - DISCUSSION

Potential agenda items for November 12th meeting

- 1) Carry over the following action items:
 - a. Report an/or recommendation from Incorporation Workgroup on proposed org. structure
 - b. 20-30 minute presentation on an active watershed improvement project

Meeting Adjourned.

Draft minutes produced by Michelle LeBeau 9/21/2005

Revised 9/29/05 due to comments submitted during review period.

Organizational Model Comparison

STANDARD CONTENTS	FUND MODEL	COUNCIL MODEL	CORPORATE MODEL
Name of Organization	RR Watershed Fund	RR Watershed Council	RR Watershed Council
Purpose	expanded	same	same
Membership			
Categories of Membership	no members	individuals & organizations	individuals & organizations
Qualifications for Membership	no members	diversity & balance of stakeholders	any tax payer (any kind of tax)
Terms	no members	3 year terms, 2 consecutive allowed	??
Selection	no members	by Board	by Board
Dues/Participation Requirements	no members	set by Board	set by Board
Meetings of the membership			
Frequency	no members	no more than 6/year	one annual meeting
Quorum	no members	majority of members	simple majority of members
Meetings of the Board			
Frequency	set by Board; monthly	set by Board; monthly	set by Board; monthly
Quorum	majority of Directors	majority of Directors	majority of Directors
Voting Qualifications			
Proxies	phone voting w/ simultaneous communication		phone voting w/ simultaneous communication
Board of Directors			
Number of Directors	6 from RRWC;9 at-large	9 from RRWC;6 at-large	4 Mendo.;4 Sonoma;1 at-large(founding brd SC)
Terms of Office	2 years; no more than 2 consecutive	2 years; no more than 2 consecutive	2 years;after founding board
Scope of Authority	overall oversight of management		overall oversight of management
Executive Committee	oversight of day-to-day management		
Method of Nomination & Election	Nom Com; elected by Board	Nom Com; elected by membership	nom board & memb; elected by memb
Conflict of Interest and Recusal	not allowed; must recuse	not allowed; must recuse	not allowed; must recuse
Removal of Directors	2/3 vote of Directors	2/3 vote of Directors	majority of Directors
Filling Vacancies		majority of Directors	majority of Directors
List of Officers			
Method of Nomination & Election	elected by Board	elected by Board	elected by Board
Terms of Office	1 year	1 year	??
Duties	customary for office	customary for office	customary for office
Filling Vacancies	appointed by Board	appointed by Board	appointed by Board
Chief Staff Executive			
Title	Executive Director	all employees appointed by Board	??
Scope of Authority	day to day management	duties assigned by Board	??

STANDARD CONTENTS	FUND MODEL	COUNCIL MODEL	CORPORATE MODEL
Recording Keeping	customary	customary	customary
Financial Reporting	customary	customary	customary
Standing Committees, Membership & Authority			
Executive Committee	yes: officers + 3 Directors	Board establishes by majority vote	Not specified - Set by board???
Nominating Committee	special Board committee	Board establishes by majority vote	Not specified - Set by board???
(Board creates all other com's)	yes	comprised of 2 or more Directors	yes
Executive Committee	RRWC as a Standing Committee	ad hoc com's: Board member Chair	ad hoc com's: Board member Chair
Nominating Committee	work groups	ad hoc com's: Board member Chair	ad hoc com's: Board member Chair
(Board creates all other com's)	task forces	ad hoc com's: Board member Chair	ad hoc com's: Board member Chair
By-Law Amendment Procedure	2/3 vote of Directors	3/4 Directors or majority of members	majority directors & simple majority memb
Method of Dissolution of Organization	assets to qualified nonprofit	assets to qualified nonprofit	assets to qualified nonprofit