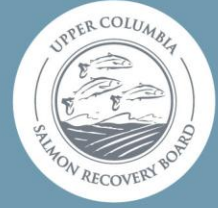


Working to restore viable and sustainable populations of salmon, steelhead and other at-risk species through collaborative, economically sensitive efforts, combined resources, and wise resource management of the Upper Columbia Region.



**DRAFT AGENDA**

UCSRB Directors' Meeting  
 Douglas County Transportation and Land Services Building  
 140 19th St NW A, East Wenatchee, WA 98802  
 Thursday, September 25, 2025  
 9:00 AM – 3:00 PM

[Join Virtual Meeting](#)

Meeting ID: 818 7265 6602 Passcode: 035513

Time	Topic	Presenter
9:00 am	Welcome and Introductions	Chair Shon Smith
9:05 am	Regular Business <b>Approve September 25, 2025 Board Meeting Agenda</b> <b>Approve June 26, 2025 Board Meeting Summary</b>	Chair Smith <b>Directors</b> <b>Directors</b>
9.10 am	Public Questions and Comments	
9:15 am	Finance report <ul style="list-style-type: none"> <li>• Overview of Financial Reports</li> <li>• Disbursement and revenue summaries for ... 2025                             <ul style="list-style-type: none"> <li>◦ Questions and discussion</li> </ul> </li> </ul> <b>Approve disbursement and revenue summaries for 2025</b>	Julie Foss  <b>Directors</b>
9.50 am	Contracts - Status and Updates <ul style="list-style-type: none"> <li>• RCO LE FY2025-27</li> <li>• UCSRB Small Grants summary</li> <li>• NCWFHC grant applications</li> <li>• Questions and discussion</li> </ul>	Amanda Ward  <b>Directors</b>
10.00 am	Budget updates – State, federal <ul style="list-style-type: none"> <li>• RCO Admin – PCSRF update</li> <li>• Questions and discussion</li> </ul>	Amanda Ward  Directors
10.10 am	UCSRB Operations manual and By-Laws <ul style="list-style-type: none"> <li>• Updates post legal review</li> <li>• Questions and discussion</li> </ul> <b>Approve Policy manual updates</b>	Amanda Ward  Directors <b>Directors</b>
10.25 am	<b>Break</b>	

10:40 am	Science conference update <ul style="list-style-type: none"> <li>• Questions and discussion</li> </ul>	Ryan Niemeyer Directors, Staff
11.00 am	Legislative strategy and fall project tour update <ul style="list-style-type: none"> <li>• Questions and discussion</li> </ul>	Leslie Selgestad, Ariel Edwards Board, staff
11.30	PCSRF Grant round/SRFB meeting update <ul style="list-style-type: none"> <li>• Questions and discussion</li> </ul>	Ariel Edwards, Amanda Ward Director
Noon	<b>Lunch</b>	
1.00 pm	Presentation: Peshastin Creek Outreach Project – Jason Lundgren (Cascade Fisheries) <ul style="list-style-type: none"> <li>• Questions and Discussion</li> </ul>	Jason Lundgren Directors
1:45 pm	Presentation: Salmon Ecology – Laurie Weitkamp (NOAA) <ul style="list-style-type: none"> <li>• Questions and Discussion</li> </ul>	Laurie Weitkamp Directors
2:30 pm	Items for future Board meetings <ul style="list-style-type: none"> <li>• Presentations, topics of interest, more information required, etc.?</li> </ul>	UCSRB staff and Directors
3:00 pm	Wrap-Up and Adjourn Meeting	Chair

**June 26, 2025**

**Draft UCSRB Board of Directors Mtg. Summary**

**Douglas County Transportation & Land Services Building – East Wenatchee, WA**

**9:00 am to 3:30 pm**



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**Formal Approvals**

<b>Item</b>	<b>Action-Decision</b>
Agenda for June 26, 2025 Board of Directors Meeting	Approved and posted online at: <a href="#">UCSRB Agenda</a>
Summary for April 24, 2025 Board of Directors Meeting	Approved and posted online at: <a href="#">UCSRB Summary</a>
Approving and signing the revenue and disbursement summaries for April and May 2025	Approved
Approving Banks Signature Resolution Bank Signature Resolution UCSRB #25-001	Approved
Approving amendment to BPA contract	Approved
Approving and signing the subcontract with Lichen Land and Water	Approved
Changes to the Executive Committee Charter as presented by Amanda Ward	Approved

**Present:** Board Chair Commissioner Shon Smith (Chelan County), Vice Chair Shannon Adams (Yakama Nation (remote), Treasurer Commissioner Randy Agnew (Douglas County), Charles “Chuck” Brushwood (Colville Confederated Tribes), Commissioner Andy Hover (Okanogan County), UCSRB Executive Director: Amanda Ward and UCSRB Staff: Ryan Niemeyer, Ariel Edwards, Julie Foss, Meghan Camp, Karen Berg, Gabby Vermeire.

Others Present: Steve Kolk (Bureau of Reclamation), Laura Rivera (Cascadia Conservation District), Monica Valle (Team Naturaleza), Mike Kane (Chelan County Department of Natural Resources), Keith van den Broek (Hinchinbrook Inc.)

**1. Welcome and Introductions**

Chair Smith welcomed everyone to the meeting at 9:00 am and participants introduced themselves.

**2. Regular Business**

Chair Smith presented the agenda for the meeting and asked if there were any corrections or additional items to be added to the agenda. No requests were noted.

*Commissioner Agnew made a motion to approve the June 26, 2025 agenda as presented. Chuck Brushwood seconded the motion and all approved.*

The meeting summary from the April 24, 2025 Board of Directors meeting was shared. No corrections or updates were noted.

*Commissioner Agnew made a motion to approve the April 24, 2025 Board of Directors meeting summary as presented. Commissioner Hover seconded the motion and all approved.*

**3. Public Questions and Comments**

Chair Smith asked if there were any public questions or comments. None were noted.

**4. Finance and Operations**

Finance manager Julie Foss reviewed the UCSRB financial reports.

### **Budget vs. Actual**

Based on the 18-month budget from July 2024 through December 2025.

- As at June 2025 - 61% of the budget period.
- Julie noted that some small adjustments have been made to the original budget.

UCSRB's 2024 income put us just over the \$750K threshold that triggers a mandatory federal audit. This will cost around \$25K to \$30K. Julie has an initial meeting with the SAO scheduled for the week of August 11. The audit will need to be completed by September 30. Julie will present the budget with adjustments for the audit at the next Board meeting.

Julie noted that the Partnership Outreach line item was less than anticipated due to waiting on invoices from the Small Grants. She will be revising the Data Management and Community Engagement numbers. The Equipment line item will increase as Ryan needs a new computer.

### **Current Grant Activity**

BPA – Contract runs from December 2024 through November 2025. So far, just under 50% of the budget is spent. Julie noted that the Lichen Land and Water and Bioanalysts subcontracts will increase spending on this contract.

CCT – Contract runs from April 2025 to October 2025. The contract started late but is expected to be fully expended. It includes funding for planning the Science Conference.

DNR – This grant expires June 30 and is dedicated to staff time for the NCWFHC activities. Commissioner Hover asked if the drone imagery data for the Upper Wenatchee Pilot project would be publicly available; Karen said that she believed it would be. DNR has not been able to extend a new contract at this time. Amanda said that the NCWFHC would be voting on applying for alternative grants to fund Karen's position at their next meeting.

USFS – This small 2-year grant will help fund Karen's role once the DNR grant expires.

TWS – This small funding award also contributes to NCWFHC expenses.

RCO LE – This 2-year grant expires June 30. The State funded portion of this grant FY25-27 will renew July 1. The federal funds will expire at the end of August. The grant has not yet been fully expended. Board members asked if any unexpended funds could be rolled over, and if so, if the rollover is subtracted from the next contract. Amanda said there is still a lot of uncertainty relating to federal funds at this time. She noted that estimated spending on this contract was low due in part to paid family medical leave (Ryan and Amanda) and the award amount had been increased from the previous biennium.

RCO Admin– These funds were initially set to expire June 30, 2025, but is now extended to August 31.

WSU – A small 4-year contract for Meghan Camp's work on the Rocky Mountain Pika Project.

YN – Contract expires October 2025, and YN has advised that funding FY25-26 will be halved. (to ~ \$64.5K). It will not be renewed FY2027. Amanda is providing updated numbers to Shannon Adams FY25-26. Shannon stated there were many reasons for YN terminating its funding moving forward.

Commissioner Hover asked what YN would need from the Board moving forward. There may be more discussions on this in the future.

### **Operating Reserve Activity**

Julie noted that interest on the new money market account with Glacier Bank was up \$31 to a total of \$80 after she transferred and additional \$50K to the account.

She said that the next Operating Reserve report will show an unexpected USFS refund of \$3,500, relating to the Snow2Flow web tool (2020).

### **Statement of Financial Position**

Because vouchers are typically paid within 30 days, this report was generally up-to-date. Accrued revenue was showing zero at this time last year as vouchering was delayed while she was on-boarded. The Board asked for the report to zero out depreciated assets in the future; Julie said she would do this.

### **End of year SAO BARS report/ Federal audit – August 2025**

Julie reiterated that upon submitting the state BARS report, she was immediately notified that UCSRB's revenue for 2024 was \$19K over the \$750K threshold that would trigger a federal audit. Commissioner Hover asked if language in our contracts stated a contractor will check all subcontractors for debarment and suspension. Amanda confirmed UCSRB contracts had this language.

### **Disbursement and revenue summaries for April and May 2025**

The Board inquired about the expenditures for TwispWorks and Python; UCSRB rented a room at TwispWorks for a CAC meeting. Python is a data tool that provides the UCSRB live fish update information on the website.

*Commissioner Hover made a motion to approve the Disbursement and Revenue Summaries for April and May 2025. Charles Brushwood seconded the motion and all approved.*

### **Resolution #25-001 - Bank Signature**

*Commissioner Hover made a motion to approve the Bank Signature Resolution UCSRB #25-001. Charles Brushwood seconded the motion and all approved.*

### **Resolution # 25-002 - RCO Contract 2025-2027 / RCO Applicant Resolution/Authorization Electronic Signatures**

Commissioners Agnew and Hover said that it was standard to have the ED listed as either approval or signing, but not both. The Board agreed to amend the form to only list signers for the contract.

### **2025-2027 RCO Contract**

Amanda noted that this FY25-27 RCO contract only provided state funding. Year one of two, allocated \$325K for LE work. PCSRF FY25 funding is "in the bank" but has yet to be formerly allocated for this year's SRFB grant round.

*Chuck Brushwood made a motion to approve the RCO Electronic Signature Resolution and the 2025-2027 RCO Contract. Commissioner Agnew seconded the motion and all approved.*

## **5. Contract Reviews – BPA, Colville Confederated Tribes, Yakama Nation**

### **BPA amendment – Lichen Land and Water subcontract**

This amendment to the BPA contract provides an additional \$69K for a subcontract with Lichen Land and Water. SOW is to develop an adaptive management report and recommend habitat actions moving forward. The grant expiration date is extended from Nov 2025 to February 2026.

*Commissioner Hover made a motion to approve signing the Lichen Land and Water subcontract and to approve the BPA contract amendment. Commissioner Agnew seconded the motion and all approved.*

### **Geosyntec**

A small subcontract will be extended to Geosyntec (formerly Aspect) for data work, and to deliver previous data and tools to UCSRB, in case the UCSRB decided to engage an alternative provider.

### **CCT**

UCSRB has submitted a draft scope of work and alternatives to CCT for \$48K.

### **YN**

Yakama Nation's FY25-26 contract will be cut. Amanda is currently amending the proposed budget submitted earlier this year. This contract covers WAT coordination, MaDMAC, and writing the annual report. Board members discussed whether the counties should consider contributing funding towards some of these work elements.

## **6. 2026 UCSRB Science Conference**

Ryan Niemeyer presented on the importance of the biannual Upper Columbia Science Conference to UCSRB's mission, noting that complications have arisen due to state and federal funding uncertainty for the organization and its partners.

The Conference, held every 2 years, has two objectives: sharing science, strategies, and research for salmon recovery, and bringing recovery partners together in-person. Challenges for holding the Conference in 2026 include rising costs and the ability of partners to attend and/or sponsor the conference. Ryan noted that while the annual RCO salmon recovery conference scheduled for April 2025 was canceled, other conferences in the state have been held, some with higher attendance than before current funding challenges.

Ryan presented cost options for hosting the conference at 3 venues: the Wenatchee Convention Center (most expensive), Leavenworth Festhalle (second most expensive), or the Wenatchee Valley College (least expensive, but with a maximum capacity of 200 people).

Ryan had also surveyed a number of partners and received confirmation on likely sponsorships for the conference. He reminded the Board that the last conference provided a net income of several thousand

dollars for the UCSRB. Following some discussion, the Board and staff agreed to go forward with planning the 2026 UC Science Conference to be held at the Leavenworth Festhalle.

## **7. Legislative strategy and fall project tour update**

Gabby Vermeire said that she had reached out to state and federal elected officials about the UCSRB hosting project tours in the fall. Ideally, one day would tour a project in state legislative district 12 and a second day in LD 7. The week of September 22<sup>nd</sup> is the only time both chambers would be on recess. It is also the week of the next Board meeting.

Amanda had suggested having the Board meeting in the morning followed by the LD 12 project tour. Commissioner Hover suggested also inviting members of the WA House and Senate with leadership positions. Gabby said that she could do this. It was noted that the NCWFHC will also be hosting project tours for legislators in that same time period.

## **8. Outreach Coordinator and Program Assistant hiring update**

Amanda reported that Leslie Selgestad had accepted the job offer for the Outreach Coordinator and Program Assistant position and that Leslie could potentially start on July 21.

## **9. UCSRB Internal Policies**

### **UCSRB Operations Manual updates**

Amanda said that she had made several updates, suggested at the previous Board meeting, to the Operations Manual, and included the Board member conflicts of interest policy, previously a separate document. Policies relating to disclosure and updates to the RCW were also added. Gabby noted that UCSRB meetings were now generally recorded, and retained should a public request be made. She will look into the retention time for recordings of public meetings. Amanda said that she will have the UCSRB legal advisor review the documents prior to officially updating these policies.

Commissioner Hover asked who the public records officer was if someone made a public records request. Amanda said that she would be.

### **UCSRB Bylaws**

A policy for timely decision making between meetings was added. The Board discussed what type of decisions the policy would apply to. Amanda noted that decision making needed to be made on a consensus basis, meaning 100% agreement, and that a quorum for the decision making should also be 100%. Members discussed what should be the procedure for taking action outside regular Board meetings. It was decided that the Bylaws should state that the Board Chair would call special meetings as needed, and that the Board would agree to communicate for the meeting by phone, email, or in-person.

### **Executive Committee Charters**

The main change was in regard to authorities granted, particularly for the Executive Director. Amanda preferred greater ED authority for approving income and expenditures to allow more flexibility should

Board members not be available or it was in between Board meetings. She noted that the Board is always updated regarding past and expected income and expenditures at every meeting and, if something out of the ordinary came up between meetings, she would always reach out to the Board chair. Commissioner Smith asked how often expenditure contracts above \$50K needed signing; Amanda said not frequently. Karen noted she had experienced signing authority causing a delay in approving a subcontract slightly over \$10K for the NCWFHC. The Board and staff discussed the balance of having an ED with more flexibility and greater signing authority versus the need to keep the Board apprised of organization spending.

It was agreed that the Executive Director would have the signing authority for income and expenditure contracts up to \$80K.

*Commissioner Hover made a motion to approve the changes to the UCSRB Executive Committee Charters in full as presented. Chuck Brushwood seconded the motion and all approved.*

### **Conflict of Interest Form**

The Board agreed that all members would sign a single conflict of interest form. Amanda passed the form for signing and advised Shannon she would email the form for her signature.

### **Board Member Handbook**

Amanda said that she will send out new handbook to all Board members once the internal UCSRB documents presented earlier had been reviewed by legal counsel.

## **10. Presentations**

Three recipients of the UCSRB Small Grants presented on activities completed with this funding.

### **Cascadia Conservation District – Laura Rivera**

Laura spoke about the 10 short videos CCD created as part of a bilingual social media video series on the salmon life cycle and previewed some of the video content. The videos were posted strategically to align with the timing of salmon runs in the rivers. Laura reviewed data on engagement and noted a high non-follower audience, achieved by partners sharing these videos. She said that future engagement with a bilingual audience about salmon recovery would ideally include more verbal information sharing at in-person events.

### **Chelan County Natural Resources Department – Mike Kane and Keith van den Broek**

Mike Kane and Keith van den Broek described their project that collected data on Chinook and steelhead presence in lower Squilchuck and Stemilt creeks. They began by describing the state of the lower Squilchuck creek watershed, which was neglected and included diversions, upstream barriers and was close to the road. The project goals were to describe the status of fish populations in the two basins, find out how and when fish are using this habitat, and to address identified data gaps.

Species of interest are Coho, spring Chinook, and steelhead. Data collection consisted of 3 days of surveying and mixed capture methods, along with PIT tag arrays.

Next steps for this project include more sampling in the late summer and early fall, while investigating options for winter sampling. They would also like to continue assessments on Columbia tributaries and collect additional eDNA above and below the barriers.

A Board member questioned the temperature difference between tributaries and the mouth of the Columbia River confluences – they were not sure. In addition, gravity diversions were used on the Squilchuck and turbidity was too high in both streams to view any redds.

### **Team Naturaleza**

Monica Valle presented on an after-school program that educated students on the salmon lifecycle. It was part of a series of other STEM presentations to Mission View Elementary and John Newberry Elementary Schools in Wenatchee. Monica gave a demonstration of the salmon lifecycle activity where salmon eggs were represented by red lentils and, through playing a game, children learned how few salmon actually returned to spawn relative to the number of eggs laid at the beginning of the cycle.

### **11. Suggestions for next Board Meeting Agenda items**

Members discussed how to allocate meeting time for longer discussions on future funding, priorities, and strategic planning. The Board also emphasized the need to have a better idea of priorities and what to focus on, especially if the UCSRB has to operate from a “bare bones” budget situation in the future. It was suggested that a NOAA representative could speak to this. Members were also interested in discussing if the current prioritization strategy supports salmon recovery and learning about efforts from RCO for more monitoring funding.

**Chair Smith adjourned the meeting at 2:26pm.**

**Budget vs. Actual - Total for All Programs**

July 2024 - December 31, 2025

As of 08/31/2025 = 77%

	Actual	Budget	Budget Remaining	% of Budget Utilized to Date
<b>Grants &amp; Donations Revenue</b>	\$ 1,266,619	1,683,532	416,913	75.2%
<b>6079.10 Science Conference Revenue</b>				
9915 Advertising/Promotional				
9916 Professional Fees*				
9917 Science Conference Expenses				
<b>Science Conference, Net</b>		0	0	0.0%
<b>6150 Miscellaneous Income/reimbursements</b>	3,372	3,500	128	96.3%
<b>Total Revenue</b>	<b>1,269,991</b>	<b>1,687,032</b>	<b>417,041</b>	<b>75.3%</b>
<b>Expenditures</b>				
Total Payroll Expenses	753,313	934,509	181,196	80.6%
8077 Training	10,192.44	15,750	5,558	64.7%
8078 Training Travel	4,977.42	5,250	273	94.8%
8079 Teambuilding Event	835.12	7,000	6,913	11.9%
8105 Professional Association Dues	86.55	2,100	1,445	4.1%
8106 Recruitment Expenses	654.92	750		87.3%
<b>Total 8000 Personnel Expenses</b>	<b>770,059</b>	<b>965,359</b>	<b>195,385</b>	<b>79.8%</b>
<b>9100 Outreach Activities</b>				
9160 Website	2,473.50	3,060	587	80.8%
9150 Consultant - podcast editing and producing	1,297.71	5,400	4,102	24.0%
9130 Advertising - promotion		1,000	1,000	0.0%
9135 Promotional Materials		1,800	1,800	0.0%
9145 Travel (General)	5,064.48	8,000	2,936	63.3%
9140 Meeting Expenses	1,192.63	2,000	807	59.6%
9110.1 Chelan County LE Outreach	43,575.44	37,500	(6,075)	116.2%
9110.2 Okanogan County LE Outreach	35,325.85	37,500	2,174	94.2%
9120 Partnership Outreach	69,575	105,186	35,611	66.1%
<b>Total 9100 Outreach Activities</b>	<b>158,504</b>	<b>201,446</b>	<b>42,942</b>	<b>78.7%</b>
<b>9200 Data Collection &amp; Stewardship</b>				
9210 GIS Contractor - Prioritization Support	25,634.55	45,000	19,365	57.0%
9220 Consultants Data Collection	41,120.00	44,239	3,119	93.0%
9230 GIS Software Subscription	5,809.92	6,776	966	85.7%
9235 Consultants - Adaptive Management	19,428.52	123,417	103,988	15.7%
9245 Data Management Hosting	2,721.11	3,500	779	77.7%
<b>Total 9200 Data Collection &amp; Stewardship</b>	<b>94,714</b>	<b>222,932</b>	<b>128,218</b>	<b>42.5%</b>
<b>9300 Community Engagement</b>				
9320 Regional Technical Team	32,472.27	67,780	35,308	47.9%
9330 Wenatchee WAT	13,623.23	15,250	1,627	89.3%
9340 Methow WAT	15,650.00	15,650	-	100.0%
9350 Entiat WAT	10,666.91	15,650	4,983	68.2%
9370 NCV Forest Health Collaborative	13,100.00	13,100	-	100.0%
9380 Project Sponsors	1,312.37	2,500	1,188	52.5%
9390 Other Community Meetings	3,994.31	7,500	3,506	53.3%
Outreach Travel	4,176.53	5,000	823	83.5%
Meeting Expenses	1,756.84	2,400	643	73.2%
Science Workshops	2,820.62	2,500	(321)	112.8%
SRFB Packets		500	500	0.0%
<b>Total 9300 Community Engagement</b>	<b>99,573</b>	<b>147,830</b>	<b>48,257</b>	<b>67.4%</b>
<b>Board Engagement</b>				
9410 Board Meeting Expenses	1,291.70	3,000	1,708	43.1%
9420 Board travel expenses		2,000	2,000	0.0%
9430 Board Legislative Outreach		-	-	0.0%
9440 Board Consultants / Strategic Planning / Retreat		-	-	0.0%
<b>Total Board Engagement</b>	<b>1,292</b>	<b>5,000</b>	<b>3,708</b>	<b>25.8%</b>
<b>9800 Administrative Expenses</b>				
9810 Occupancy - Rent	62,885.40	76,147	13,262	82.6%
9815 Occupancy - Cleaning & Maintenance	2,794.83	4,100	1,305	68.2%
9820 Vehicle Lease & Expenses		-	-	0.0%
9825 Copier Lease & Expenses	3,344.27	3,700	356	90.4%
9830 Audit Fees		5,000	5,000	0.0%
9835 Professional Services - Other	2,562.50	4,500	1,938	56.9%
9840 Commercial Insurance	2,004.00	3,000	996	66.8%
9845 Taxes & Licenses	100	100	(180)	100.0%
9850 Computer Security & Maintenance	13,740.67	20,365	6,624	67.5%
9855 Software Subscriptions	7,703.61	19,900	12,196	38.7%
9860 Office Supplies	2,009.98	3,150	1,140	63.8%

As of 08/31/2025 = 77%

	Actual	Budget	Budget Remaining	% of Budget Utilized to Date
9865 Equipment	2,964.76	5,000	2,035	59.3%
9870 Phone & Internet	1,633.40	2,250	617	72.6%
9875 Staff Cell Phones	4,430.00	6,300	1,870	70.3%
9880 Conferencing Services	1,343.32	2,000	657	67.2%
9885 Postage	279.70	1,100	820	25.4%
<b>Total 9800 Administrative Expenses</b>	<b>107,796</b>	<b>156,612</b>	<b>48,636</b>	<b>68.8%</b>
9900 Operating Reserve (Income) Expenses	5,900	6,000	100	98.3%
<b>Total Expenditures</b>	<b>1,237,301</b>	<b>1,699,179</b>	<b>461,878</b>	<b>72.8%</b>
<b>Net Operating Income</b>	<b>32,690</b>	<b>-</b>		<b>72.8%</b>
<b>Other Revenue</b>				
9010 Interest Income	522.48	750	228	69.7%
9015 Dividend Income		-	-	0.0%
9020 Unrealized Gain (Loss)		-	-	0.0%
9025 Realized Gain (Loss)		-	-	0.0%
<b>Total Other Revenue</b>	<b>522.48</b>	<b>750</b>	<b>228</b>	<b>69.7%</b>

**UCSRB**  
**Grant Activity - Current Grants**  
 July 1, 2023 through August 31, 2025

	BPAAdmin #96139 24-25	CCT 2025	US Forest Service	RCO LE #25-1258	RCO Admin #23-1257	TWS 24-01	WSU - NASA	Yakama Nation 2024-25
	12/01/24 - 02/28/2026	4/15/2024-10/31/2025	9/2024-9/30/2026	07/01/25 - 08/31/2027	07/01/2023 - 08/31/25	01/01/24 - 09/30/25	2023 - 2027	10/01/2024 - 09/30/25
Payroll Expenses	52,045	14,884	20,000	13,607		5,554	10,500	43,276
Outreach						1,238		
Travel/Training	900			308		4,938		
Data Collection & Stewardship								
GIS/Data Software	1,089							1,061
Other Consultants	16,743							-
Aspect Consulting (GIS)						-		-
Total Consultants	18,731					-		1,061
Board Engagement						-		
Community Engagement								
RTT / BioAnalyst	7,747			4,014				
Methow WAT / MSRF	-			7,109		-		8,173
Wenatchee WAT / CCNR	-					-		7,039
Entiat WAT / Cascadia CD	-					-		7,462
NCWFHC	-							-
Other Community Meetings	-					100		
Total Community Engagement	7,747	-				100		22,673
Administrative Expenses	6,268			174		1,994		20,436
Sponsored Workshop	-							-
<b>Total Expenditures</b>	<b>\$ 86,780</b>	<b>\$ 14,884</b>	<b>20,000</b>	<b>25,212</b>	<b>\$ 1,289,315</b>	<b>\$ 13,825</b>	<b>\$ 10,500</b>	<b>\$ 86,386</b>
Total Funding Source Award	234,253	19,471	20,000	325,585	1,543,870	24,700	39,905	130,939
Expenses to date	86,780	14,884	20,000	25,212	1,289,315	13,825	10,500	86,386
Balance Remaining	147,473	4,587	-	300,373	254,555	10,875	29,405	44,553
Percentage of Grant Funds Expended	37%	76%	100%	8%	84%	56%	26%	66%
Percentage of Contract Period Completed	60%	69%	47%	8%	100%	95%	46%	92%
Total Expenses Billed to Date	86,781	14,884	-	25,212	1,289,315	13,825	10,500	86,386
Unbilled Expenses	(0)	-	-	-	-	(0)	-	-
Total Expenditures	<b>86,780</b>	<b>14,884</b>	<b>20,000</b>	<b>25,212</b>	<b>1,289,315</b>	<b>13,825</b>	<b>10,500</b>	<b>86,386</b>

**Statement of Financial Position Comparison**  
**Upper Columbia Salmon Recovery Board**  
**As of August 31, 2025**

Distribution account	Total	
	As of August 31, 2025	As of August 31, 2024 (PY)
<b>Assets</b>		
Current Assets		
Bank Accounts		
1011 Glacier Checking Account	102,963.82	161,598.48
1011.2 Restricted Cash	13,722.11	62,984.17
<b>Total for 1011 Glacier Checking Account</b>	<b>\$116,685.93</b>	<b>\$224,582.65</b>
1011 NCNB Checking Account		
1015 Glacier Money Market	50,472.48	
1111 Adjustment Register		
1319 Agency Advised Fund - CFNCW		
<b>Total for Bank Accounts</b>	<b>\$167,158.41</b>	<b>\$224,582.65</b>
Accounts Receivable		
1510 Accounts Receivable	33,002.10	15,196.97
<b>Total for Accounts Receivable</b>	<b>\$33,002.10</b>	<b>\$15,196.97</b>
Other Current Assets		
<b>Total for Other Current Assets</b>	<b>\$155,898.29</b>	<b>\$69,381.69</b>
<b>Total for Current Assets</b>	<b>\$356,058.80</b>	<b>\$309,161.31</b>
Fixed Assets		
<b>Total for Fixed Assets</b>	<b>0.00</b>	<b>0.00</b>
Other Assets		
<b>Total for Other Assets</b>	<b>0.00</b>	<b>0.00</b>
<b>Total for Assets</b>	<b>\$356,058.80</b>	<b>\$309,161.31</b>
<b>Liabilities and Equity</b>		
Liabilities		
Current Liabilities		
Accounts Payable		
2020 Accounts Payable	55,292.61	4,310.83
<b>Total for Accounts Payable</b>	<b>\$55,292.61</b>	<b>\$4,310.83</b>
Credit Cards		
2030.10 Credit Card (9545)	964.30	1,371.64
2035 US Bank NASPO Cards		1,616.05
<b>Total for Credit Cards</b>	<b>\$964.30</b>	<b>\$2,987.69</b>
Other Current Liabilities		
2005.001 Payroll Liabilities	0.06	0.00
<b>Total for 2005.001 Payroll Liabilities</b>	<b>\$1,078.99</b>	<b>\$3,165.72</b>
2005.065 Direct Deposit Payable		
2005.06 Direct Deposit Liabilities		

2005 Payroll Liabilities Payable	0.00	0.00
<b>Total for 2005 Payroll Liabilities Payable</b>	<b>0.00</b>	<b>0.00</b>
2006 Accrued Payroll	47,837.76	48,293.52
2021 Accrued Expenses		
2025 Other Current Liability		
2100 Deferred Revenue	13,722.11	62,984.17
2200 Accrued Leave	0.00	0.00
2200.10 Accrued Comp Time	754.00	624.00
2200.20 Accrued Vacation Time	19,782.00	14,817.00
2200.30 Accrued Sick Time	18,381.00	13,934.00
<b>Total for 2200 Accrued Leave</b>	<b>\$38,917.00</b>	<b>\$29,375.00</b>
2400 Note Payable - NCB LOC		
<b>Total for Other Current Liabilities</b>	<b>\$101,555.86</b>	<b>\$143,818.41</b>
<b>Total for Current Liabilities</b>	<b>\$157,812.77</b>	<b>\$151,116.93</b>
Long-term Liabilities		
<b>Total for Liabilities</b>	<b>\$157,812.77</b>	<b>\$151,116.93</b>
Equity		
3000 Unrestricted Net Assets	183,396.53	89,229.12
Net Income	14,849.50	68,815.26
<b>Total for Equity</b>	<b>\$198,246.03</b>	<b>\$158,044.38</b>
<b>Total for Liabilities and Equity</b>	<b>\$356,058.80</b>	<b>\$309,161.31</b>

Accrual Basis Monday, September 22, 2025 06:24 PM GMTZ

UCSRB  
 Operating Reserve Activity  
 January 1, 2025 through August, 2025

	Prev Reported to Board	Recent transactions	YTD
<b>Operating Reserve Income</b>			
Science Conference, Net			-
CFNCW Donations		-	-
Amazon Smile Donations			-
Credit Card Rebates -FirstBank/Glacier	50.00	150.00	200.00
Credit Card Rebates -USBank		97.17	97.17
Money Market Acct interest	237.22	285.26	522.48
USFS Refund from 2020 contract	-	3,526.30	3,526.30
			<hr/> 4,058.73
<b>Employee Termination Payouts</b>			
			<hr/> -
<b>Office Expenses</b>			
Office supplies	58.55	102.57	161.12
			<hr/> -
			<hr/> 161.12
<b>Other Operating Reserve Expenses</b>			
			<hr/> -
			<hr/> -
<b>Interest Expense</b>			
			<hr/> -
			<hr/> -
<b>Current Year Activity</b>			<hr/> <hr/> <b>\$ 4,218.85</b>

**Upper Columbia Salmon Recovery Board**

**Disbursement Summary for June 1 – August 31, 2025**

*The following disbursements have been approved and paid in accordance with UCSRB policies and are hereby ratified:*

<b>Checks:</b>		<b>Total:</b>
June 2025 - Numbers: 8253-8262	24,803.19	
July 2025 - Numbers: 8263-8271	59,434.95	
August 2025 – Numbers: 8272-8296	66,892.44	
		<b>\$151,130.58</b>
<b>Payroll - Electronic payments:</b>		
Payroll pd. June 2025	33,214.58	
Payroll taxes pd. June 2025	10,465.76	
Simple IRA contributions ACH in June	271.44	
<b>June Total</b>	<b>43,951.78</b>	
Payroll pd July 2025	34,051.04	
Payroll taxes pd July 2025	10,819.19	
Simple IRA contributions ACH in July	262.08	
Q2 Labor & Industries	704.47	
<b>July Total</b>	<b>45,836.78</b>	
Payroll pd. August 2025	37,351.95	
Payroll Taxes pd August 2025	11,915.80	
Simple IRA contributions ACH in August	309.20	
<b>August Total</b>	<b>49,566.95</b>	<b>\$139,355.51</b>
<b>June-August Payroll &amp; ACH Total:</b>		
<b>Credit cards: - Electronic Payments:</b>		
First Bank + US Bank pd June 2025	3,877.88	
First Bank + US Bank pd July 2025	2,835.38	
ACH Firefly – July	968.37	
First Bank + US Bank pd August 2025	6,445.09	
<b>EFT Total</b>		<b>\$14,126.72</b>

<b>TOTAL:</b>		<b>\$ 304,612.81</b>

*I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim.*

Amanda Ward, UCSRB Executive Director	
Date:	
Disbursement summary approved - UCSRB Board Secretary Treasurer	
Board meeting date:	<b>September 25, 2025</b>

Supporting documentation has been retained and is available upon request.

## Upper Columbia Salmon Recovery Board

### Revenue Summary for June 1- August 31, 2025

*The following vouchers have been approved and submitted in accordance with UCSRB policies and are hereby ratified:*

<b>JUNE VOUCHERS</b>		
BPA Admin 24-25	9,997.11	
RCO – LE	37,714.42	
RCO – Admin	36,532.02	
WSU	300.00	
DNR (final)	12,008.31	
CCT	4472.11	
TWS	4,030.21	
USFS	9,792.72	
Yakama Nation	6,160.49	
<b>June Total</b>		<b>\$ 121,007.39</b>
<b>JULY VOUCHERS</b>		
Yakama Nation	5,573.90	
BPA Admin 24-25	11,150.11	
RCO – LE	15,591.00	
RCO – Admin	48,363.83	
CCT	7,576.38	
USFS	7,560.22	
TWS	2,340.79	
<b>July Total</b>		<b>\$ 98,156.23</b>
<b>AUGUST VOUCHERS</b>		
BPA Admin 24-25	16,595.25	
RCO - LE 25-27	10,052.73	
RCO - Admin	109,816.35	
Yakama Nation	10,896.24	
CCT	2,835.46	
USFS	2,647.06	
WSU	3,000.00	

<b>August Total</b>		<b>\$155,843.09</b>
<b>June - August Totals</b>		<b>\$375,006.71</b>
Date:		
Amanda Ward, UCSRB Executive Director		
Revenue summary approved - UCSRB Board Secretary Treasurer		
Board meeting date:	<b>September 25, 2025</b>	

Supporting documentation has been retained and is available upon request.

**Disbursement Report2**  
**Upper Columbia Salmon Recovery Board**  
June 1-30, 2025

1011 Glacier Checking Account

Num	Transaction type	Date	Amount	Name	Memo/Description
	Bill Payment				
8253	(Check)	06/01/2025	\$ 4,420.60	JDSA	June Rent
DD	Payroll Check	06/05/2025	\$ 4,613.01	Julie L Foss	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 5,518.02	Ryan Niemeyer	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 3,287.14	Karen H Berg	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 3,455.22	Gabrielle H. Vermeire	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 5,668.76	Meghan J. Camp	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 4,817.75	Ariel N. Edwards	Pay Period: 05/01/2025-05/31/2025
DD	Payroll Check	06/05/2025	\$ 5,854.68	Amanda J. Ward	Pay Period: 05/01/2025-05/31/2025
	Tax Payment	06/05/2025	\$ 10,465.76	QuickBooks Payroll	Tax Payment
8254	Check	06/06/2025	\$ 7,969.28	WA Health Care Authority	900 D43 March 2025 premium
8261	Check	06/12/2025	\$ 2,018.50	Charles Schwab	8422-5931
8262	Check	06/12/2025	\$ 1,582.09	Edward Jones	Simple IRA
	Bill Payment				
8255	(Check)	06/12/2025	\$ 250.00	509 Cleaning Service	
	Bill Payment				
8256	(Check)	06/12/2025	\$ 968.37	FireFly	
	Bill Payment				
8257	(Check)	06/12/2025	\$ 2,280.32	Cascadia Conservation District	
	Bill Payment				
8258	(Check)	06/12/2025	\$ 3,865.00	Lichen Land & Water Inc.	
	Bill Payment				
8259	(Check)	06/12/2025	\$ 119.03	LocalTel	
	Bill Payment				
8260	(Check)	06/12/2025	\$ 1,330.00	BioAnalysts, Inc	
	Credit Card				
	Payment	06/12/2025	\$ 1,059.86	FirstBank VISA	
ACH250616AmF	Check	06/16/2025	\$ 271.44	American Funds	ACH
	Credit Card				
	Payment	06/24/2025	\$ 2,818.02	US Bank	

**Total for 1011 Glacier Checking Account**

**\$ 72,632.85**

2035 US Bank NASPO Cards

ACH250623US	Expense	06/06/2025	\$ 131.15	USPS	
ACH250623US	Expense	06/06/2025	\$ 55.00	Conservation Job Board	
ACH250623US	Expense	06/23/2025	\$ 28.68	Fred Meyer	snacks for SRFB board meeting
ACH250623US	Expense	06/23/2025	\$ 125.99	Costco	snacks for SRFB board meeting
ACH250623US	Expense	06/23/2025	\$ 14.00	Circle K	snacks for Adaptive Mgmt Workshop
ACH250623US	Expense	06/23/2025	\$ 4.39	Circle K	snacks for Adaptive Mgmt Workshop
ACH250623US	Expense	06/23/2025	\$ 16.45	Walmart	Beverages for CAC Meeting
ACH250623US	Expense	06/23/2025	\$ 270.50	Local Myth Pizza	Food for CAC Meeting
ACH250623US	Expense	06/23/2025	\$ 128.80	spring lotus	refreshments Strategic Planning Meeting
ACH250623US	Expense	06/23/2025	\$ 123.80	La Fonda Lopez	refreshments Okanogan CAC Meeting
ACH250623US	Expense	06/23/2025	\$ 153.65	Northern Quest	Training Lodging
ACH250623US	Expense	06/23/2025	\$ 153.65	Northern Quest	Training Lodging

**Total for 2035 US Bank NASPO Cards**

**\$ 1,206.06**

2030.10 Credit Card (9545)

ACH250623FB	Expense	06/12/2025	\$ 148.55	USPS	
ACH250623FB	Expense	06/12/2025	\$ 429.76	Quickbooks Online	INTUIT *QBooks Online - CL.INTUIT.COM, CA
ACH250623FB	Expense	06/12/2025	\$ 156.45	Amazon Web Services	
ACH250623FB	Expense	06/12/2025	\$ 20.66	Amazon.Com	
ACH250623FB	Expense	06/12/2025	\$ 14.13	Adobe	Creative Cloud
ACH250623FB	Expense	06/12/2025	\$ 138.17	Amazon.Com	
ACH250623FB	Expense	06/12/2025	\$ 230.65	Office Depot	items purchased online returned in store (slightly different pricing)
ACH250623FB	Expense	06/12/2025	\$ 65.24	Adobe	Creative Cloud refund
ACH250623FB	Expense	06/12/2025	\$ 49.86	Mailchimp	Mailchimp - 678-9990141, GA
ACH250623FB	Expense	06/12/2025	\$ 10.00	Zoom	Zoom software

**Total for 2030.10 Credit Card (9545)**

**\$ 1,263.47**

**Disbursement Report2**  
**Upper Columbia Salmon Recovery Board**  
July 1-31, 2025

Num	Transaction type	Date	Amount	Name	Memo/Description
DD	Payroll Check	07/03/2025	\$ 5,356.25	Meghan J. Camp	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 3,301.21	Gabrielle H. Vermeire	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 5,414.68	Ryan Niemeyer	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 4,628.30	Julie L Foss	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 4,760.90	Karen H Berg	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 5,727.85	Amanda J. Ward	Pay Period: 06/01/2025-06/30/2025
DD	Payroll Check	07/03/2025	\$ 4,861.85	Ariel N. Edwards	Pay Period: 06/01/2025-06/30/2025
	Tax Payment	07/03/2025	\$ 10,819.19	QuickBooks Payroll	Tax Payment
	Tax Payment	07/07/2025	\$ -	QuickBooks Payroll	Tax Payment
	Bill Payment				
8263	(Check)	07/09/2025	\$ 13,000.00	Resilient Forestry	
	Bill Payment				
8264	(Check)	07/09/2025	\$ 4,420.60	JDSA	
8266	Check	07/10/2025	\$ 2,016.16	Charles Schwab	8422-5931
	Bill Payment				
ACH250710FF	(Check)	07/10/2025	\$ 968.37	FireFly	
	Bill Payment				
8267	(Check)	07/10/2025	\$ 6,417.27	BioAnalysts, Inc	
	Bill Payment				
8268	(Check)	07/10/2025	\$ 118.92	LocalTel	
ACH250714AmF	Check	07/14/2025	\$ 262.08	American Funds	ACH
8269	Check	07/14/2025	\$ 1,582.09	Edward Jones	
	Bill Payment			Okanogan Conservation	
8270	(Check)	07/14/2025	\$ 6,819.65	District	
	Credit Card				
	Payment	07/14/2025	\$ 1,815.47	FirstBank VISA	
8265	Check	07/15/2025	\$ 7,969.28	WA Health Care Authority	900 D43 July 2025 premium
	Bill Payment			Chelan County Natural	
8271	(Check)	07/17/2025	\$ 17,090.98	Resources	
	Credit Card				
	Payment	07/22/2025	\$ 1,019.91	US Bank	
	Tax Payment	07/25/2025	\$ 704.47	WA Labor & Industries	Tax Payment for Period: 04/01/2025-06/30/2025 Q2-2025
			<b>\$ 109,075.48</b>		
	Transfer	07/09/2025	\$ 4,030.21		May-June-July TWS
			\$ (4,030.21)		
ACH250715FB	Expense	07/15/2025	\$ 3,916.80	esri	
ACH250715FB	Expense	07/15/2025	\$ 309.47	Lemolo Cafe & Deli	
ACH250715FB	Expense	07/15/2025	\$ 152.21	Amazon Web Services	
ACH250715FB	Expense	07/15/2025	\$ 1,223.32	Zoom	Zoom software
ACH250715FB	Expense	07/15/2025	\$ 23.28	Safeway	
ACH250715FB	Expense	07/15/2025	\$ 14.13	Adobe	Creative Cloud
ACH250715FB	Expense	07/15/2025	\$ 65.24	Adobe	Creative Cloud refund
ACH250715FB	Expense	07/15/2025	\$ 42.82	Mailchimp	Mailchimp - 678-9990141, GA
ACH250715FB	Expense	07/15/2025	\$ 429.76	Quickbooks Online	INTUIT *QBooks Online - CL.INTUIT.COM, CA
			<b>\$ 6,177.03</b>		

**Disbursement Report2**  
**Upper Columbia Salmon Recovery Board**  
 August 1 - 31, 2025

Num	Transaction type	Date	Amount	Name	Memo/Description
8272	Bill Payment (Check)	08/01/2025	6405.39	Chelan County Natural Resources	
8273	Bill Payment (Check)	08/01/2025	7108.71	Okanogan Conservation District	
8274	Bill Payment (Check)	08/01/2025	200	509 Cleaning Service	
8275	Bill Payment (Check)	08/01/2025	1049.97	FireFly	
8276	Bill Payment (Check)	08/01/2025	1497.98	Cascadia Conservation District	
8277	Bill Payment (Check)	08/01/2025	4420.6	JDSA	
DD	Payroll Check	08/05/2025	673.23	Leslie E. Selgestad	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	4915.37	Julie L Foss	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	4924.87	Ariel N. Edwards	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	5414.67	Ryan Niemeyer	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	6474.27	Karen H Berg	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	5809.65	Amanda J. Ward	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	3783.64	Gabrielle H. Vermeire	Pay Period: 07/01/2025-07/31/2025
DD	Payroll Check	08/05/2025	5356.25	Meghan J. Camp	Pay Period: 07/01/2025-07/31/2025
	Tax Payment	08/05/2025	11915.8	QuickBooks Payroll	Tax Payment
	Credit Card Payment	08/12/2025	6177.03	FirstBank VISA	
8278	Check	08/13/2025	2048.72	Charles Schwab	8422-5931
ACH250805AmF	Check	08/13/2025	309.2	American Funds	ACH
8279	Check	08/13/2025	1582.07	Edward Jones	
8280	Check	08/13/2025	7969.28	WA Health Care Authority	900 D43 July 2025 premium
8281	Bill Payment (Check)	08/19/2025	308.07	Jim Johnson	
8282	Bill Payment (Check)	08/19/2025	752	Berkley Select	
8283	Bill Payment (Check)	08/19/2025	5622.98	Cascadia Conservation District	
8284	Bill Payment (Check)	08/19/2025	1020.11	Kelley Connect	WE0412
8285	Bill Payment (Check)	08/19/2025	8055	Lichen Land & Water Inc.	
8286	Bill Payment (Check)	08/19/2025	118.92	LocalTel	
8287	Bill Payment (Check)	08/19/2025	570	BioAnalysts, Inc	
	Credit Card Payment	08/22/2025	268.06	US Bank	
				ENVIRONMENT FOR THE	
8288	Bill Payment (Check)	08/28/2025	396.5	AMERICAS INC.	
8289	Bill Payment (Check)	08/28/2025	200	509 Cleaning Service	
				Cascade Columbia Fisheries	
8290	Bill Payment (Check)	08/28/2025	600	Enhancement Gr	
8291	Bill Payment (Check)	08/28/2025	1049.97	FireFly	
8292	Bill Payment (Check)	08/28/2025	219.55	Cascadia Conservation District	
8293	Bill Payment (Check)	08/28/2025	6876.02	Lichen Land & Water Inc.	
8294	Bill Payment (Check)	08/28/2025	4420.6	JDSA	
8295	Bill Payment (Check)	08/28/2025	800	University of Utah	
8296	Bill Payment (Check)	08/28/2025	3590	Lichen Land & Water Inc.	
			<b>\$ 122,904.48</b>		
ACH250811US	Expense	08/11/2025	94.00	HireSafe	116229 GV
ACH250811US	Expense	08/11/2025	174.06	FARBANK	Order #322229
			<b>\$ 268.06</b>		
ACH250812FB	Expense	08/12/2025	65.24	Adobe	Creative Cloud refund
ACH250812FB	Expense	08/12/2025	14.13	Adobe	Creative Cloud
ACH250812FB	Expense	08/12/2025	156.64	Amazon Web Services	
ACH250812FB	Expense	08/12/2025	42.82	Mailchimp	Mailchimp - 678-9990141, GA
ACH250812FB	Expense	08/12/2025	484.16	Quickbooks Online	INTUIT *QBooks Online - CL.INTUIT.COM, CA
ACH250812FB	Expense	08/12/2025	171.31	South	
ACH250812FB	Expense	08/12/2025	10.00	Zoom	Zoom software
ACH250813FB	Expense	08/13/2025	20.00	Washington Nonprofits	
			<b>\$ 964.30</b>		

# UPPER COLUMBIA SALMON RECOVERY BOARD

## Executive Summary

BOIARD MEETING DATE: September 25, 2025  
Action item: Updates to UCSRB Operations Manual  
Board action requested: Review and approve

## Context

The UCSRB Operations Manual was last reviewed in 2022. This revision updates an RCW and adds a copy of the conflict of Interest Policy.

A legal review was completed by Steve Smith of the Davis Arnell Law Firm, Wenatchee, and commented:

“In the Operational Policies I only had a couple changes. Otherwise I thought it looked good.”  
His amendments are in red, below.

## Summary

SECTION	Sub-section	PAGE	COMMENTS
1	Conflict of interest	3	Adds a conflicts of interest statement, and includes a copy of the conflict of Interest Policy as Addendum A
2	Disclosure of Public Records		Updates RCW <b>SS – amended wording of Public Record definition.</b> Addition of “No duty to Create a Public Record” (pg 4).
3	Purchasing Goods, Services and Equipment		Addition – Contract Amendments “if approved by the Board ... Executive Director can sign to avoid delays”
	Executive Director Transition		Moved from 1.3 to 5.
<b>Appendix A</b>	<b>Conflict of Interest</b>	<b>16 &amp; 17</b>	<b>SS – added relevant RCWs.</b>
			All other changes are minor edits

## Board Input Sought:

Review and approve.

# UPPER COLUMBIA SALMON RECOVERY BOARD

## Executive Summary

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			All other changes are minor edits

## Board Input Sought:

Review and approve.



# Upper Columbia Salmon Recovery Board Operations Manual

Approved Revised June February 28, 2019 25

# OPERATIONAL POLICIES

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Appendix A - Conflict of Interest Policy

## Operational Policies

### 1. Conflict of Interest

A potential conflict of interest arises when a director, officer or key person, or that person's relative or business (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the Corporation.

The UCSRB Conflict of Interest policy is regularly reviewed and signed by Board members and the Executive Director. A copy of the Conflict of Interest policy is included in this Operations Manual, attached as Appendix A.

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### 4.2 2. Disclosure of Public Records

The Public Records Act (PRA) requires that all public records maintained by state and local agencies be made available to all members of the public, with very narrow statutory exemptions.

#### Definitions

"Public record" is defined in RCW 42.56.010 (3) as any writing that is prepared, owned, used, or retained by any state or local government agency, and which contains information that relates to the conduct of government, or the performance of any governmental or proprietary function. containing information relating to the conduct of government or the performance of any governmental or proprietary function prepared, owned, used, or retained by any state or local agency regardless of physical form or characteristics. includes any writing containing information relating to the conduct of government or the performance of any governmental or proprietary function prepared, owned, used or retained by any state or local agency regardless of physical form or characteristic.

The term "writing" is broadly defined to include not only traditional written records, but also photos, maps, videos, voicemails, webpages, emails, text messages, and social media content (RCW 42.56.010 (4)). "Writing" means handwriting, typewriting, printing, Photostatting, photographing, and every other means of recording any form of communication or representation, including letters, words, pictures, sounds, or symbols,

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~~or combination thereof, and all papers, maps, magnetic or paper tapes, photographic films and prints, magnetic or punched cards, discs, drums and other documents.~~

### Requests for Public Records

~~The Executive Director will act as the UCSRB Public Records Officer (PRO). The Executive Director will also advise the UCSRB Board if a public records request is received. All requests shall be directed to the Management Board business office. The Public Records request shall include the following information:~~

1. The name of the person requesting the records;
2. The date of the request;
3. The identifiable record(s) being requested.

### Time, Inspection and Copying of Public Records

Public records shall be available for inspection and copying during the regular office hours: Monday through Friday, 8:00 AM to 5:00 PM, excluding legal holidays. Public records required to be disclosed by ~~Chapter 42.17-56 RCW~~, shall be made available for inspection under the supervision of the Board's ~~business office administrative staff~~. Arrangements for photocopying of documents in accordance with ~~RCW 42.17.30056.080~~ shall be made by the Board's ~~business office administrative staff~~ in such a way as to protect the records ~~from~~ damage or disorganization and to prevent excessive interference with other essential functions of the agency.

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No fee shall be charged for the inspection of public records. The Board imposes a charge for providing copies of public records and for the costs of envelopes, postage, and other charges as allowed by the law. No person shall be provided a copy of a public record which has been copied by the Board at the request of such person until and unless such person has tendered payment for the charge for providing such copying. No document shall be physically removed by a member of the public from the viewing area. Nor shall any member of the public who is viewing documents disassemble, deface, or cause the disorganization of documents for any reason whatsoever.

### Exemptions

~~The majority of Public Records Act exemptions are found in RCW 42.56.230-475. The Code Reviser's Office also annually prepares a comprehensive list of exemptions and prohibitions contained with the RCWs. The Management-UCSRB Board reserves the right to determine that a public record requested is exempt under RCW 42.17. Responses by the Board refusing, in whole or in part, inspection of any record shall include a statement of the specific exemption authorizing the withholding of the record (or part) and a brief explanation of how the exemption applies to the record withheld.~~

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### Denial of Public Records Request

The person who has been denied access to public records may submit a petition for reconsideration to the Chairman through the UCSRB Executive Director, who will pass the petition to the Board Chair, Board's business office. The petition shall be reviewed promptly, and the Board will determine what action they would like to take with regards to the petition request, of the executive assistant shall be approved or disapproved. Action upon the petition shall constitute the Board's final action for purposes of judicial review.

#### **No duty to create a public record**

The UCSRB is not required to create new records, such as lists, reports, summaries, spreadsheets, or data files, that did not exist at the time the request was submitted.

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### **4-3 3. Purchasing Goods, Services and Equipment**

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#### **Intent**

~~This policy is intended to provide guidelines for procuring goods and services for the Board's operations.~~ As a grant-based organization the Board is mindful that the prudent use of public funds is expected. Effort should be made to procure goods and services in a manner consistent with public agency standards while not sacrificing quality. In addition to these policies, the Board is required to adhere to the procurement policies set forth by their granting agencies, specifically RCW 39.26 and CFR 200.320. Procurement of goods and services insofar as practicable, must utilize a competitive, transparent process, which may include telephone, electronic or web-based estimates or bids.

#### **Definitions**

"Competitive solicitation" means a documented process providing an equal and open opportunity to goods/services providers and culminating in a selection based on predetermined criteria which may include such factors as the consultant's fees or costs, ability, capacity, experience, reputation, responsiveness to time limitations, responsiveness to solicitation requirements, quality of previous performance, and compliance with statutes and rules relating to contracts or services.

"Bid" means an offer, proposal, or quote for goods or services in response to a solicitation issued for such goods or services.

"Bidder" means an individual or entity who submits a bid, quotation, or proposal in response to a solicitation issued for such goods or services

Non-competitive procurement can only be used for emergency or sole-source justified contracts, direct buy purchases less than \$10,000, or for contracts between UCSRB and entities of the UCSRB Interlocal Agreement.

### **WA Master Service Contracts**

Procurement through the WA Dept. of Enterprise Services' Master Contracts may be used when it can reasonably address UCSRB's needs for goods/services.

### **Direct Buy**

Purchases under \$10,000 (or \$13,000 from a micro- or minibusiness with gross annual revenues less than \$1 million) may be obtained directly from a vendor without a competitive process. The cumulative total per year to any one direct buy vendor cannot exceed these amounts without initiating a competitive solicitation.

### **Solicitation of Estimates Process For Procurement Under \$50,000**

Solicitation of estimates requires the following:

1. Prepare written document to include, at a minimum: description of services required, project schedule, request for consultant's qualifications, request for costs or fees, and due date for responses.
2. Request cost estimates or rate quotes from a minimum of three firms or individuals. May be solicited and received via telephone or email.
3. Evaluate responses and make award decision.
4. Document for the file: names of firms solicited; copy of solicitation document; copy of rates/estimates received; basis for award decision; and copy of the contract.

### **Competitive Bid Process For Procurement Greater Than \$50,000**

Competitive bid process for procurement greater than \$50,000 requires the following:

1. Advertising the solicitation for a minimum of one day in at least one major daily newspaper generally distributed in the North Central Washington area and posting the solicitation on the Board's website;
2. A formal Request for Proposal (RFP) and Request for Qualification and Quotations (RFQ) document shall be available to inquirers.
3. Date of Receipt will be stamped and documented.
4. Late proposals are not generally accepted.
5. A selection committee will make contracting recommendations to the Board. Evaluation Criteria will be published, and the screening committee will document their findings.
6. Formal documentation of the process will be retained as a permanent record. Such documentation shall include:
  - Public Notice

- Names of firms that were directly sent the solicitation
- Copies of all proposals
- Scoring Evaluation Criteria
- Summary sheet of selection committee scoring and recommendations
- Written notification of successful and unsuccessful bidders.

### **Sole Source Contracts**

“Sole source” means a contractor providing goods or services of such a unique nature or sole availability at the location required that the contractor is clearly and justifiably the only practicable source to provide the goods or services.

### **Emergency Contracts**

“Emergency” means a set of unforeseen circumstances beyond the control of the agency that either:

1. Present a real, immediate threat to the proper performance of essential functions; or ~~(b) M~~ may reasonably be expected to result in material loss or damage to property, bodily injury, or loss of life if immediate action is not taken.
2. When contracting under an emergency basis the competitive bid process is not used however emergency circumstance justification shall be documented prior to contracting.

### **Contracts Under Interlocal Agreement**

Pursuant to RCW 39.34.080 any one or more public agencies may contract with any one or more other public agencies to perform any governmental service, activity, or undertaking which each public agency entering into the contract is authorized by law to perform: PROVIDED, that such contract shall be authorized by the governing body of each party to the contract. Such contract shall set forth fully the purposes, powers, rights, objectives, and responsibilities of the contracting parties.

### **Contract Amendments**

The Board will approve contract amendments that change the scope, budget and schedule. The Executive Director will also approve no-cost time extensions. If an amendment was reviewed and discussed at a previous Board meeting the Executive Director may also be given permission to sign the amendment so that contract execution is not delayed.

When the cumulative total of the procurement or subsequent amendment is awarded to a contractor in a fiscal year reaches \$50,000 or greater, the contract or amendment that brings the total to or over the \$50,000 amount shall require competitive bid process, or sole source justification.

## **Equipment**

“Capital expenditure” means the cost of the asset including the cost to put it in place. Capital expenditure for equipment means the net invoice price of the equipment, including the cost of any modifications, attachments, accessories, or auxiliary apparatus necessary to make it usable for the purpose for which it is acquired.

“Equipment” means an article of non-expendable, tangible personal property having a useful life of more than one year and an acquisition cost of at least \$5,000.

“Other capital assets” means buildings, land, and improvements to buildings or land that materially increase their value or useful life.

Items of equipment with an acquisition cost of less than \$5,000 are considered to be supplies for purchasing purposes, although equipment valued at \$5,000 or more will be depreciated per UCSRB accounting policy.

#### 1.4 4. Executive Director Transition

The executive director is the most critical position within an organization. When an executive director leaves prematurely or without planning, staff turnover may increase, programs and special initiatives may lose momentum, services may weaken, and some organizations may tailspin into crisis. Carefully planned executive transitions can minimize these consequences and lay the groundwork for new leadership, innovation and ideas. Executive director departures present many challenges and opportunities that the board and staff need to be prepared to handle to make the organization's transition effective.

In the executive director transition process, the director, board, and staff each has a critical role to play. The following are general recommendations for preparing for the departure of an executive director. A fundamental recommendation is that the board and executive director discuss the director's plans regarding tenure and executive director transition as a regular part of the director's annual evaluation.

The departing executive director should:

1. Give as much notice as possible of the director's resignation to the board and staff. The length of resignation may depend on how long the director has held the position, the status or fragility of the program and the transition plans in place.
2. Develop a departure communication strategy first to the board and in consultation with the board then to staff and the broader community explaining why and when the director will be leaving.

The board should:

1. Strengthen its leadership by becoming more active and engaged in the organization and taking stock of existing board roles, relationships, and expectations.
2. Ensure that the executive director, board, and staff are in regular communication about the transition process as it unfolds.

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**The board, executive director and staff working together should:**

1. **Notify key funders of the impending departure of the director and plans for a carefully planned transition.**
2. **Minimize the impacts of the departure on staff morale and retention by fostering communication, teambuilding, and attending to employee relationships.**
3. **Ensure that enough funds are available at the time the new director starts for operating expenses and to avoid financial crisis management. During this transition the board may empower its executive committee to meet more frequently to oversee spending if there is a concern about the program's fiscal situation.**
4. **Handle any pending major legal issues affecting the internal organization.**
5. **Work to ensure that the bookkeeping, records, information systems and physical property are secure and maintained during the transition.**

Leading and managing the transition process is the responsibility of the board. In carrying out these tasks, the board may appropriately engage others. For example, the board, staff and outgoing executive director could establish a group (for clarity such a group will be referred to as a "Transition Committee") to develop and implement a plan for the hiring and orientation of the new director and ensure a smooth leadership transition from the outgoing executive director to the new executive director. Smaller boards may not need to establish a separate group to engage in this work.

**The transition committee or other body should:**

1. **Be responsible for the overall transition process.**
2. **Consist of board and staff leaders and such other persons as will represent a broad spectrum of interest in program.**
3. **Strive for diversity on the committee, particularly with regard to race, gender, and organizational position.**
4. **Report to and make recommendations to the full board with input and involvement from the staff.**

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~~5.—Develop a plan, timetable, and budget for its work.~~

~~6.—Hire an outside organizational development consultant to give advice to the transition committee throughout the process, unless there are compelling reasons not to do so.~~

~~The board should adopt specific hiring protocols to conduct a search process for the new executive director. The following protocols are suggested:~~

#### ~~Interim Director~~

~~Many organizations have found that naming an interim director has been useful. The board should consider if it will need an interim executive director. An interim director may be necessary if the departing director provides little notice or the departure will occur significantly before the new director is hired and oriented, or if the board anticipates it will have difficulty in acquiring a diverse candidate pool. An interim executive director may be an outside consultant, or an internal person such as a deputy director, associate director, other managing staff or board member. Generally, an interim director should not be a candidate for the permanent position, unless they are a serious candidate for the position, possess the qualities and skills necessary for long-term leadership, and their involvement in the search process would not provide them with an unfair advantage.~~

~~The interim director and the board chair should establish a temporary chain of command and system for decision-making and communication among board, staff, funders, and volunteers to ensure a smooth interim transition.~~

#### ~~Executive Director Hiring~~

~~The board may decide to hire a search firm to lead the search for the permanent executive director. Search firms may offer valuable assistance with recruitment, initial screening, and advice about effective resume review, interview and hiring techniques. These firms should have extensive experience in outreaching to diverse candidates. Some firms may be strong search firms but may not have the organizational development skills to assist with activities that need to happen before~~

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~~and after the search process. Organizational development or executive transition consultants may be more helpful with non-search activities. Your organization should explore the advantages and disadvantages of working with search or other types of consultants to assist you with this process.~~

~~The board may decide to delegate many of its hiring functions, but, the full board should be fully informed about and approve the major steps taken as the process moves forward. If the board decides to delegate its functions it may appoint the transition committee, or/and other body to conduct the hiring process. This “hiring body’s” (which could be the transition committee) responsibilities could include developing a plan and timetable that includes drafting a job description to be approved by the board, supporting recruitment, ensuring diversity in the applicant pool, reviewing resumes, and conducting interviews.~~

~~Board members and/or members of the hiring body may benefit from training or consultation from the diversity coalition or others on effective diversity hiring practices.~~

## Mini Organizational Assessment

Once the new Executive Director is hired he/she may want to work with the Board to conduct listening sessions or a mini organizational assessment to determine immediate priorities and needs of staff, stakeholders, partners and Board members.

1. The assessment should examine current organizational strengths, weaknesses, opportunities, threats, priorities and resources. The assessment should be designed to allow the new Executive Director and Board to identify any priority actions that should be undertaken.
2. The Board and new Executive Director may wish to pursue a full strategic planning process once the new Executive Director is situated in his/her role

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## 4.5 4. Document Retention and Destruction Policy

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This Document and Retention and Destruction Policy of the identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the UCSRB's documents and records.

### Rules

The staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to transfer to the UCSRB Human Resources, Legal or Administrative staffs/departments or their equivalents all paper or electronic documents. These documents will be retained and maintained under the terms below:

### Terms for Retention

#### RETAIN PERMANENTLY:

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*Governance Records* – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.

*Tax Records* – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

*Intellectual Property Records* – Copyright and trademark registrations and samples of protected works.

*Financial Records* – Audited financial statements, attorney contingent liability letters.

**RETAIN FOR TEN YEARS:**

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*Pension and Benefit Records* – Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

*Government Relations Records* – State and Federal lobbying and political contributions reports and supporting records.

**RETAIN FOR FIVE YEARS:**

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*All Other Electronic Records, Documents, and Files* – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, and survey information.

**RETAIN FOR THREE YEARS:**

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*Employee/Employment Records* – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensations information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

*Lease, Insurance, and Contract/License Records* – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

**Exceptions**

No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation. Exceptions to these rules and terms for retention may be granted only by the UCSRB's Executive Director or Chairman of the Board.

**5. Executive Director Transition**

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The executive director is the most critical position within an organization. A carefully planned executive transition can minimize detrimental consequences and lay the groundwork for new leadership, innovation and ideas. Communication between the board and staff needs to be transparent and corroborative to facilitate an effective transition.

In the executive director transition process, the director, board, and staff each has a critical role to play. The following are general recommendations for preparing for the departure of an executive director. A fundamental recommendation is that the board and executive director discuss the director's plans regarding tenure and executive director transition as a regular part of the director's annual evaluation.

The departing executive director should:

1. Give as much notice as possible of the director's resignation to the board and staff. The length of resignation may depend on how long the director has held the position, the status or fragility of the program and the transition plans in place.
2. Develop a departure communication strategy first to the board and in consultation with the board then to staff and the broader community explaining why and when the director will be leaving

The board should:

1. Strengthen its leadership by becoming more active and engaged in the organization and taking stock of existing board roles, relationships, and expectations.
2. Ensure that the executive director, board, and staff are in regular communication about the transition process as it unfolds.

The board, executive director and staff working together should:

1. Notify key funders of the impending departure of the director and plans for a carefully planned transition.
2. Minimize the impacts of the departure on staff morale and retention by fostering communication, teambuilding, and attending to employee relationships.
3. Ensure that enough funds are available at the time the new director starts for operating expenses and to avoid financial crisis management. During this transition the board may empower its executive committee to meet more frequently to oversee spending if there is a concern about the program's fiscal situation.
4. Handle any pending major legal issues affecting the internal organization.
5. Work to ensure that the bookkeeping, records, information systems and physical property are secure and maintained during the transition.

Leading and managing the transition process is the responsibility of the board. In carrying out those tasks, the board may appropriately engage others. For example, the board, staff and outgoing executive director could establish a group (for clarity such a group will be referred to as a "Transition Committee") to develop and implement a plan for the hiring and orientation of the new director and ensure a smooth leadership transition from the outgoing executive director to the new executive director. Smaller boards may not need to establish a separate group to engage in this work.

The transition committee or other body should:

1. Be responsible for the overall transition process.

2. Consist of board and staff leaders and such other persons as will represent a broad spectrum of interest in program.
3. Strive for diversity on the committee, particularly with regard to race, gender, and organizational position.
4. Report to and make recommendations to the full board with input and involvement from the staff.
5. Develop a plan, timetable, and budget for its work.
6. May decide to hire an outside organizational development consultant to give advice to the transition committee throughout the process, unless there are compelling reasons not to do so.

The board should adopt specific hiring protocols to conduct a search process for the new executive director. The following protocols are suggested.

#### **Interim Director**

The board should consider if it will need an interim executive director. An interim director may be necessary if the departing director provides little notice or the departure will occur significantly before the new director is hired and oriented, or if the board anticipates it will have difficulty in acquiring a diverse candidate pool. An interim executive director may be an outside consultant, an internal person such as a senior managing staff, or a board member. Generally, an interim director should not be a candidate for the permanent position, unless they are a serious candidate for the position, possess the qualities and skills necessary for long-term leadership, and their involvement in the search process would not provide them with an unfair advantage. The interim director and the board chair should establish a temporary chain of command and system for decision-making and communication among board, staff, funders, and volunteers to ensure a smooth interim transition.

#### **Executive Director Hiring**

The board may decide to hire a search firm to lead the search for the permanent executive director. A search firm should have extensive experience in outreaching to diverse candidates and may offer valuable assistance with recruitment, initial screening, and advice about effective resume review, interview and hiring techniques.

The board may decide to delegate many of its hiring functions, but the full board should be fully informed about and approve the major steps taken as the process moves forward. If the board decides to delegate its functions it may appoint the transition committee, or/and other body to conduct the hiring process. The responsibilities of the "hiring body", which could be the transition committee, could include developing a plan and timetable that includes drafting a job description to be approved by the board, supporting recruitment, ensuring diversity in the applicant pool, reviewing resumes, and conducting interviews.

### **Mini Organizational Assessment**

Once the new Executive Director is hired he/she may want to work with the Board to conduct listening sessions or a mini organizational assessment to determine immediate priorities and needs of staff, stakeholders, partners and Board members.

1. The assessment should examine current organizational strengths, weaknesses, opportunities, threats, priorities and resources. The assessment should be designed to allow the new Executive Director and Board to identify any priority actions that should be undertaken.
2. The Board and new Executive Director may wish to pursue a full strategic planning process once the new Executive Director is situated in his/her role

APPENDIX A

UPPER COLUMBIA SALMON RECOVERY BOARD

CONFLICT OF INTEREST POLICY

Article I - Purpose

The purpose of the conflict of interest policy is to protect the Upper Columbia Salmon Recovery Board's (UCSRB Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the UCSRB 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.

Article II – Definitions

1. 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.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the UCSRB has a transaction or arrangement,
- b. A compensation arrangement with the UCSRB or with any entity or individual with which the UCSRB has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the UCSRB is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists, or violates [Chapter 42.23 RCW](#).

## **Article III – Procedures**

### **1. 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 members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. 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, he/she 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 [consistent with this policy and RCW 42.23.030-.040](#).

### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. 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.
- c. After exercising due diligence, the governing board or committee shall determine whether the UCSRB 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.
- d. 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 UCSRB's best interest, or 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.

### **4. Violation of the Conflict of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV - Records of Proceedings**

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

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V - Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the ~~Organization~~UCSRB for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ~~Organization~~UCSRB, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- c. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the UCSR~~B~~, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI - Annual Statements**

Each director, principal officer and member of a committee with a 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, and
- d. Understands the ~~Organization~~UCSRB 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.

### **Article VII - Periodic Reviews**

To ensure the Organization-UCSRB operates in a manner consistent with charitable purposes 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 arrangement 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 Organization's-UCSRB's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.

### **Article VIII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization-UCSRB may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

# UPPER COLUMBIA SALMON RECOVERY BOARD

## Executive Summary

BOIARD MEETING DATE: September 25, 2025  
Action item: Updates to UCSRB Executive Committee Bylaws  
Board action requested: Review and approve

### Context

The UCSRB Executive Committee Bylaws were last reviewed in 2022. The Bylaws did not include a protocol for a decision making process in between regularly scheduled Board meetings. Because Board meetings are at least two months apart, this can lead to operational delays. This revision provides an outline for dealing with unexpected or emergency matters, should a timely decision be necessary.

A legal review was completed by Steve Smith of the Davis Arnell Law Firm, and commented:

“On the bylaws, related to the meeting schedules, you need a set meeting schedule otherwise each meeting would be like a special meeting and would need notices to be sent out. That would be true for the board and the RTT. You don’t have to use the dates I put in there, but it should be a set time, date and place.

In section 11 re decision-making, there can be no group communication by phone or email as that would be a “meeting” under the OPMA and a violation of the OPMA. With respect to an emergency decision that needs to be made outside a board meeting, the ED and perhaps the Board Chair should be authorized to make the decision, provided that they bring it back to the board at the next regularly scheduled meeting for ratification by the entire board. Also in Section 11 under the RTT section there was language that said a member could convey his vote to the chair prior to a meeting. That’s a proxy. A few sentences before that there was language that said no proxies. So I deleted the language that provided for a proxy as I think it’s better to not have proxy voting.”

His amendments are in red, below.

### Summary

SECTION	Sub-section	PAGE	COMMENTS
6 - Meetings		3	SS – add set meeting schedule – BOD and RTT
11 - Decision Making	Board of Directors	6	Added protocol for timely decision-making, if necessary, in between Board meetings SS – Amended to removed details
11 - Decision Making	RTT	7	SS – Amended to remove proxy vote to chairman
			All other changes are minor edits

### Board Input Sought:

Review and approve.

# UPPER COLUMBIA SALMON RECOVERY BOARD

## Executive Summary

BOIARD MEETING DATE: September 25, 2025  
Action item: Updates to UCSRB Executive Committee Bylaws  
Board action requested: Review and approve

### Context

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			All other changes are minor edits

### Board Input Sought:

Review and approve.

Bylaws  
of  
**Upper Columbia Salmon Recovery Board**  
BYLAWS

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**PREAMBLE**

The local governments and government agencies in the upper Columbia River basin recognize a need to form a cooperative endeavor to facilitate a variety of needs with respect to salmon recovery. The capacity and authority of each entity will provide a strong basis to advocate protection and restoration of fish species, and the protection and enhancement of human and fish environments through cooperation. The mission of the *Upper Columbia Salmon Recovery Board* is to restore viable and sustainable populations of salmon, steelhead and other at-risk species through collaborative, economically sensitive efforts, combined resources, and wise resource management of the upper Columbia region.

**BYLAWS**

The corporation will operate under these Bylaws. The intent of these bylaws is to create and maintain efficient operation of the Upper Columbia Salmon Recovery Board and to provide certainty for process and responsibility. Any organizational changes as a result of evolving and adaptive need shall not change the intent of these bylaws. Bylaw modifications shall be by consensus of the Board.

**1. TITLE**

The name of this group shall be the Upper Columbia Salmon Recovery Board (UCSRB).

**2. GEOGRAPHIC AREA OF CONCERN**

The geographic area of concern of the UCSRB is Chelan, Douglas and Okanogan Counties.

**3. ORGANIZATIONAL STRUCTURE**

The UCSRB organization will consist of a Board of Directors (Board), Staff, Implementation Team (IT), and a Regional Technical Team (RTT).

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**BOARD OF DIRECTORS**

The Board shall consist of five ~~members;~~ members; one each from Chelan County, Douglas County, Okanogan County, the Confederated Tribes of the Colville Reservation, and the Yakama Nation.

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### UCSRB STAFF

The UCSRB Staff shall consist of an Executive Director, Program Manager(s), Lead Entity Coordinator, Administrative Assistant, and other positions added as needed to perform the functions of the Board.

### REGIONAL IMPLEMENTATION TEAM

The Implementation Team (IT) is an advisory group of representative stakeholders across the region that provides recommendations to the Upper Columbia Salmon Recovery Board. Each of the following organizations may be represented with one vote: *Chelan County, Douglas County, Okanogan County, Yakama Nation, Confederated Colville Tribes, Methow Restoration Council, Entiat Watershed Planning Unit, Wenatchee Watershed Planning Unit, Okanogan Restoration Council, Foster Creek/Douglas County Planning Unit, Upper Columbia Salmon Recovery Board, Regional Technical Team, Upper Columbia Regional Fisheries Enhancement Group, Washington Department of Fish and Wildlife, Governor's Salmon Recovery Office, Chelan County Public Utility District, Douglas County Public Utility District, Grant County Public Utility District, National Marine Fisheries Service, US Forest Service, US Fish and Wildlife Service, Bureau of Reclamation, Bonneville Power Administration, and Bureau of Land Management.*

### REGIONAL TECHNICAL TEAM

The Regional Technical Team (RTT) shall consist of ~~persons~~people with appropriate technical skills and shall be appointed by the RTT. The RTT may consist of members of private, tribal, public utility, and government entities, but is not representational of these entities. A team member must possess a strong technical background and knowledge of salmonids and their habitats in the upper Columbia Region. To reduce the potential for conflicts of interest, RTT members must place no vested interest in a particular subbasin or activity within the region and must reflect regional responsibilities in their deliberations.

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Entities that seek membership on the RTT shall provide written notice to the RTT of their request to join. The RTT shall determine, in consultation with the UCSRB chairperson, whether the candidate meets the criteria for RTT membership stated in the preceding paragraph. The RTT chairperson will provide written notice to the Board of revisions to RTT membership. A member shall formally notify the chairpersons of the RTT of his or her intent to leave the RTT.

## **4. DURATION**

The UCSRB shall function as long as the Board Members maintain support of the body. Board Members shall provide written notice of their intent to leave the body. Upon receipt of written notice of a party's intent to leave the body, the remaining Board Members shall convene to pass a formal statement of action regarding the notice. In the case of a notice of intent to leave the body, the Board Members shall determine whether to continue the UCSRB. If the UCSRB is continued, the Board Members shall adapt

~~the~~ Bylaws to reflect the changed nature of the UCSRB.  
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## 5. MEMBERSHIP

Members of this corporation consist of Confederated Tribes of the Colville Reservation, Yakama Nation, Okanogan County, Douglas County, and Chelan County, Washington.

At the discretion of the Board, ~~meetings will be facilitated by the Executive Director or designee~~ the Executive Director or designee will facilitate meetings to assure that members have an equal opportunity to participate.

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## 6. MEETINGS

Regular meetings of the Board will be scheduled on the fourth Thursday of, ~~generally, every other month. February, and the 4<sup>th</sup> Thursday semi-monthly thereafter except December~~ at from 9:00 am to 3:00 p.m., ~~to be held at the Douglas County Transportation and Land Services Building, 140 19th St NW A, East Wenatchee, WA 98802.~~ ~~UCSRB office.~~

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Commented [SS3]: Need regularly scheduled meeting place, date and time. Otherwise it's a special meeting.

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The Annual Business Meeting shall be held ~~in~~ on the 2<sup>nd</sup> Thursday of December from 9:00 am to 3:00 pm, to be held at the Douglas County Transportation and Land Services Building, 140 19th St NW A, East Wenatchee, WA 98802. ~~at~~ p.m. ~~at the UCSRB office.~~ ~~December.~~

The Regional Technical Team (RTT) ~~meetings~~ will be scheduled on the second Wednesday of each month, ~~and at the discretion of the RTT Chair, at~~ from 9:00 am to 1:00 pm, ~~either in-person, at the UCSRB office or as a virtual meeting via Zoom, Teams or similar platform, unless stricken by the RTT chair due to lack of quorum or business.~~

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All meeting times, places, and other logistical details may be changed as needed and will be given a seven-calendar-day notice.

Meetings of the Board and the Regional Technical Team are open to the public. Meetings shall be advertised to the extent practicable, and dates and times will be posted on the corporation's website. Minutes will be taken of the Board meetings. Public participation at such meetings shall be at the discretion of the Board.

## 7. SPECIAL MEETINGS

If it is necessary to make a decision outside of a regular board meeting if the issue is time-sensitive and/or complicated, a special meeting may be called at any time by the Board chair or a majority of board members.

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A special meeting notice must specify the date, time and place of the special meeting, and the business to be transacted. This notice must be delivered personally, by mail or ~~email~~email, at least 24 hours before the meeting to each member of the Board and each news media who has provided UCSRB with a written request for notice of special meetings.

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A special meeting notice must also be posted on UCSRB's website and prominently displayed at the main entrance of the agency's principal location and/or meeting location, at least 24 hours prior to the special meeting.

A special meeting notice is not required if the special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements would make this notice impractical and increase the possibility of such injury or damage.

Final disposition cannot be taken on any matter not listed in the special meeting notice.

## 8. QUORUM

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A quorum is required to hold an official Board meeting. A quorum for the transaction of business exists when two of the three counties and one of the two tribes are in attendance at any scheduled Board meeting and no action may be taken by less than a quorum of members. ~~Board~~ Members may appoint a policy representative or alternate to attend a regularly scheduled meeting. Members present at a meeting in which a quorum is not present may either: 1) elect to proceed with the business of the meeting subject to ratification of all actions taken whenever a quorum is next present at a meeting; or 2) elect to adjourn to a definite time and place at which a quorum will be present.

A quorum for the transaction of RTT business exists when a super majority (defined as 60%) of voting members is in attendance at any meeting. Members shall not assign an alternate or proxy without previous approval from the RTT.

## 9. ATTENDANCE OF MEETINGS

The operation of the UCSRB is a voluntary, cooperative process intended to recognize and account for the needs of each individual government and stakeholder group. Attendance at meetings by representatives is necessary to provide for the proper functioning of the UCSRB. It is the responsibility of each government Member represented to assure participation in the UCSRB functions to prove successful.

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Participation in Board meetings, including committee and special meetings, may be by way of telephone or electronic platform such as Teams or Zoom, that provide the means for all persons participating in the meeting to hear and/or see each other at the same time and thereby constitute presence in person at a meeting. In-person meeting accommodations may be provided in the UCSRB office or at an alternative location approved by the Board.

**BOARD OF DIRECTORS**

Members shall make a concerted effort to attend all Board meetings. When a member is unable to attend a Board meeting, s/he should make an effort to advise the Chair, Executive Director, or other members of any issues of concern or special interest to such member.

**REGIONAL TECHNICAL TEAM (RTT)**

Members shall make a concerted effort to attend all RTT meetings. When a member is unable to attend a RTT meeting, s/he should make an effort to advise the RTT Chair or other RTT members of any issues which are of concern or of special interest to such member.

**10. CHAIR AND DELEGATION**

**BOARD OF DIRECTORS**

~~The terms of all officers will be for one year, with appointments made at the first regularly scheduled meeting of each year.~~ The Board will select a chairperson to preside over the meetings, sign decisional documents that meet the criteria for decision-making, and speak on behalf of the Board in public forums. A vice-chair will be appointed to serve as chair pro-tem in the event that the chairperson is unavailable and a secretary-treasurer will be appointed annually as well. ~~The terms of all officers will be for one year, with appointments made at the first regularly scheduled meeting of each year.~~ The three appointments will be made chair, vice chair, and secretary-treasurer will be appointed by consensus of the Board.

UCSRB STAFF

The Executive Director shall facilitate staff meetings and submit staff progress reports to the Board.

REGIONAL IMPLEMENTATION TEAM

UCSRB staff shall act as the Implementation Team Leader and shall facilitate the Implementation Team meetings and submit periodic progress reports to the Board.

REGIONAL TECHNICAL TEAM

In consultation with the Board chairperson, the RTT shall appoint a chairperson to facilitate the deliberations of the RTT and to take notes of attendance, decisions, and action plans of the RTT. The RTT chairperson shall act in an *ex officio* capacity and shall be the official spokesperson for the RTT. –The RTT shall appoint a vice-chairperson to preside as chair pro-tem in the absence of the chairperson. At the request of any Board member, the chairperson shall provide a formal report of RTT activities to the Board.

**11. DECISION-MAKING**

BOARD OF DIRECTORS

Decision-making by the Board shall be by consensus. Consensus is defined as unanimous agreement or lack of disagreement amongst Board Members present for a vote.

Whenever possible, a decision can be made in advance if a known circumstance is expected to arise between Board meetings. Should an unexpected or emergency situation occur that requires a timely Board decision, the following process will be followed:

- The Executive Director will advise the Board Chair and provide all the relevant information for review and discussion,
- ~~- If the Board Chair agrees a timely decision is necessary, the Executive Director will call a Special Meeting, then advise all the Board members and provide all relevant information, including a clear statement of the question or matter at hand, and a brief explanation of why the decision needs to be made now rather than at the next Board meeting,~~
- ~~- The Board members will agree on whether to communicate by phone, email or call a special meeting. A quorum must be met.~~
- Any decision made by the Board will be ratified at the next Board meeting. The decision and a statement that the decision happened between meetings will be included in the Board packet.

**Commented [AW4]:** Clarify - email votes, in between meetings voting needs, etc.

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REGIONAL IMPLEMENTATION TEAM

Decisions of the group are based on consensus, which is defined as the agreement of all parties present at a meeting.

**Commented [SS5]:** What happens if the board cannot come to a consensus?

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### REGIONAL TECHNICAL TEAM

For the transaction of RTT business, 60% of the RTT membership needs to be present, [in-person or virtually](#), or on the phone (this includes the chairperson), and a supermajority<sup>4</sup> of the RTT is necessary to make RTT decisions, except for the acceptance of new members, project scoring, and a new Chairperson (see below).

The chair will give a seven-day notice of decisional items to be addressed by the RTT at a regularly scheduled meeting, typically identified in the agenda for an upcoming meeting. Members shall not assign a proxy. When a member is unable to attend a meeting, he or she should advise the chairperson or other RTT members of any issues of concern or of special interest to such member. The chairperson shall provide for members to participate by conference call. ~~If unable to attend a meeting, a member may convey his/her vote to the chairperson prior to the meeting, or after the meeting by responding to the draft meeting notes.~~ Members must respond within five working days of the notification; non-response indicates concurrence. RTT members shall make no recommendation to the UCSRB or other entity without a formal decision. Any member may submit a minority opinion with the recommendation report of the RTT.

**Commented [SS6]:** Supermajority of the entire RTT, not just a supermajority of those RTT members present at the meeting

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**Commented [SS7]:** This is a proxy. Conflicts with the prior statement in this paragraph that members shall not assign a proxy.

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## 12. ACTIONS BY WRITTEN CONSENT

Any board action taken at a meeting of the directors may be finalized after a meeting with consent in writing or email, setting forth the action so taken. Such consent shall have the same force and effect as a quorum vote and may be described as such.

These updated Bylaws, are ADOPTED and signed by Resolution of the Corporation's Board of ~~Directors~~Directors on this 22<sup>nd</sup> day of September 2022:

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~~BOB BUGERT~~SHON SMITH, Chelan County Commission

CHUCK BRUSHWOOD, Colville Confederated Tribes

~~MARC STRAUB~~BRANDY AGNEW, Douglas County Commission

ANDY HOVER, Okanogan County Commission

SHANNON ADAMS, The Yakama Nation