

Madison River Foundation

*Minutes for Board of Directors Meeting
April 11, 2017
First Madison Valley Bank Conference Room*

Board Members in Attendance:

J. Mathews
B. Hageman
N. DiMeola
B. Richards
S. Shows
R. Clark

Via Phone:

Brian Barker
Jim Dawson

Others Present:

Liz Davis – ED
Pamela Kimmey – EA
Chelsea Pardo – BSWC Member
Dave Moser, FWP
Sunni Knapton – MCD
Ethan Kunard – MCD
Madeline Prusenski – BSWC Member
Bob Celecia – MRF member
Brian Patterson – MRF member

Guests, Representing Guardians of the Madison:

Terry Quirk
Jim Wilson
Dave Lattimore
Joe Fontaine

Guest Speaker

Tom Parker – Geum Consulting

Mr. Parker specializes in riparian ecology. He used a PowerPoint presentation including information and pictures from other projects completed by Geum. The purpose of the presentation was to describe a typical planning approach. Geum's work in the Kootenai Basin, for example, is intended to understand the effects of flow management and to find the best opportunities for vegetation protection and recruitment. Mr. Parker discussed using aerial photos and other tools to evaluate the Madison River upon approval by MRF.

Introductions Jackie asked for all Board members, staff, and guests to introduce themselves.

Minutes Bruce moved and Sherri seconded approval of the Minutes from the previous meeting. MOTION CARRIED.

Treasurer's Report Beth provided a snapshot of the current financial picture, included in Director's packets and referenced here. She also reported that the Ruud Review has been completed and the 990 Tax Return has been filed. Work with Ruud was completed within budget. Liz is using this Review to supplement several grant applications at present, grants that would have been outside our reach without the Review.

New Business

1. **Ballot for Board Election – June** Bruce says the By-laws require a nominating committee. Jackie, Liz, and Beth volunteer. Attention turned to Jim Dawson's proposed term limits to Directors' tenure (Item #3 under New Business). He proposes that each Director will serve a three year term and is eligible for two consecutive terms before being "term limited" out. The Director may then sit out one year and run for the Board again. Jim included with his proposal a chart of how this would apply in our current situation. Nancy and Sherri would be limited out in 2017. Adoption of Jim's proposed changes would require an amendment to the By-laws. Jackie wants the ballot for amendment of the By-laws per Jim's proposal to be on the same ballot in June as the vote for Directors. Nancy moves, Sherri seconds. MOTION CARRIED. Jim will draft proposed language changing the By-laws, to be reviewed by the Directors for inclusion in this June's election materials. Please refer to the proposed schedule for nominations and voting on the agenda.
2. **Letter from Guardians** Jackie reviews a letter from Guardians of the Madison, addressing the process that was followed in adopting the MRF position in support of the FWP recommendation to open the river year around. Jackie read Article 3, Section 3.13.

Section 3.13 Director Action Without a Meeting– The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the corporation. Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

3. Jackie said there are no Minutes but there are several emails on this subject. MRF did not follow its By-laws and therefore should rescind its letter of recommendation to FWP from 2015.
4. Ray said he had already sent Jackie documentation of the decision-making process and copies of some of the relevant emails. Bruce and Ray said when this unfolded there was very little time to respond, but a number of Directors met with FWP representatives to listen and discuss the topic. There was no formal meeting, there were no votes taken, and therefore no Minutes. Instead, a proposed position letter was drafted and circulated to Directors by email for their consideration and vote.. The Board had based its position on information presented by FWP and the understanding there would be no adverse biological consequences to the river, as well as a review of past membership surveys and the adopted Strategic Plan. Within a few days, the letter in support of the FWP recommendation was published on the MRF website.

Jim Dawson moved that the letter be rescinded, and Liz seconded. MOTION FAILED, with Jackie, Beth, Jim, and Liz voting "Aye," and Nancy, Brian, Sherri, Bruce, and Ray voting "Nay."

Jackie then turned to the list of requests submitted by the Guardians. Bruce said there is much here we have in common, at least on a personal level. Beth and Jackie suggested the Board form a group of Directors to talk with the Guardians. Beth says she wants the Guardians and MRF to merge. Jim says any member of the Guardians in this discussion group must also be a member of MRF. There appears to be agreement in proceeding with this joint discussion.

Jackie then asks for a new letter from MRF requesting reconsideration of FWP's change in regulations opening the Madison to year around fishing. She and the Guardians maintain the river has "too much pressure" and should be "rested" in the off-season. It was decided this request would be based on social concerns and the number of MRF members who oppose opening the river, not on any biological or scientific data. Sherri moves that a new letter of recommendation be drafted in this light, and Beth seconds. MOTION CARRIED. Jackie, Beth, Sherri, Jim, Liz, and Brian vote "Aye," and Bruce and Ray vote "Nay." Jim and Brian asked that the letter be circulated to Directors for comment before going out.

3. **Change in Annual Meeting Date** The date is moved to June 30 without objection.
4. **Volunteers needed** in picking up the boat from Clacka and in picking up plants in Belgrade.
5. **ED Evaluations** Jackie requests that evaluations of Liz be submitted to her.

Old Business

1. **Bubble Screen** Liz reported on her meeting with Scott Hibbard of Alton Ranch who said the owner of the Ranch may not be open to placement of a fish screen on the Ranch, but he may be willing to try a bubble screen or curtain. Liz is waiting to hear back from Scott about questions on installing a power source at the inlet to the ditch. She suggests, for this trial period, a generator that could supply the electricity to run the curtain and see how well it works. Bruce says we had already decided to do this. Beth says lets set it up in the ditch for Stage One in and see what kind of results we get. Possible funding sources are mentioned.
2. **Auction Items** Liz reiterates the request for auction items from each Director.
3. **Richards Memo re: Communication** Bruce had submitted a memo for discussion for the March meeting of which he was absent. It was included in the March agenda and was emailed to all Directors and a paper copy was given to all in attendance. He has sent numerous emails discussing technical issues and has had no replies. Jackie requests that all correspondence be directed to the Foundation. Discussion of technical issues, by-laws, other topics have not brought any responses when sent directly by Bruce. Beth wants to know when she receives something from a director if it is a formal email or something personal in order to provide a proper response. Brian says we do not communicate well as a Board. Brian stated that we do not do surveys well; the most recent survey question and tabulation were badly done. The question of our mission relative to social science vs. biological science was debated. Jackie says monthly meetings will help alleviate communications problems.
4. **Stagliano Report** -- Attached. Generally similar to the NWE study, but Dave has two sampling sites between the Dam and Cabin Creek. Very good data. Bruce suggests the entire study be posted on the website.
5. **Steward's Party** Host ideas?
6. **Catch the Hatch** Ten sponsorships have been received to date. Other notes are included on the agenda.
7. **Friend of the Madison Award** Several names were floated, including Lawrence Anderson, Buddy Drake, and Parker Kennedy. If Lawrence is selected, could he represent all the Volunteers? Parker has donated and been a strong supporter over the years. Jim will contact the Parker family and find out his willingness to accept the award. Bruce moves, Jackie seconds and MOTION CARRIED.

Announcements: Jackie mentions the annual "Yellowstone Forever" magazine as particularly interesting this year. She then shows the meeting a copy of the Henry's Fork Foundation Annual report as a matter of interest for MRF.

No Further Business – Meeting Adjourned