

MINUTES OF THE BOARD OF DIRECTORS' MEETING
OF
THE FRIENDS OF SAUSAL CREEK
A CALIFORNIA (NONPROFIT PENDING) PUBLIC BENEFIT CORPORATION
APRIL 10, 2002

A regular meeting of the Directors was held on April 10 2002, at 7 p.m. at Chabot Space and Science Center, Oakland, California for the purpose of transacting all proper business of the corporation.

There were present, representing a quorum of the Board:

NAME	ADDRESS (<i>REMOVED FOR WEB USE</i>)
Anne Hayes, President	
Sally Kilburg, Vice-president	
Eleanor Dunn, Treasurer (interim)	
Martha Lowe, Secretary	
Charlotte Bell	
Sam Cohen	
Kristin Hathaway	
Ralph Kanz	
Mark Lane	
Linda Morse	
Mark Rauzon	
Stuart Richardson	
Michael Thilgen	

Monica Stafford, FOSC Workday Coordinator and Halima O'Neil, FOSC Administrative Coordinator were also present.

Anne Hayes, President, acted as Chairperson, and Martha Lowe, Secretary, acted as Secretary of the meeting.

The minutes of the meeting of the Board held on March 13, 2002, having been distributed electronically prior to the April meeting, were approved with minor changes pending.

On motion duly made and carried by the affirmative vote of the majority of Directors present at the meeting, the following resolutions were adopted:

RESOLVED that this corporation will enter into a fiscal sponsorship agreement with Urban Creeks Council in order to obtain the 2002 funding from Alameda County. [see Attachment A for a copy of the agreement]

RESOLVED that the Board authorizes Anne Hayes and Eleanor Dunn to write checks as needed for the purpose of paying regular FOSC contractors, specifically Monica Stafford, Halima O'Neil, Nance _____, and Jennifer Stanley, without prior authorization of the Board. The Board will be notified by email of checks in excess of \$500 and will have 48 hours within receipt of this notice to respond.

RESOLVED that Anne Hayes is authorized by the Board to open a checking account for the Friends of Sausal Creek with Community Bank of the Bay, located at 1750 Broadway, Oakland, California. This account shall be used for conducting the proper business of the Friends of Sausal Creek. [This resolution ratifies and replaces the emergency resolution conducted by email earlier in April.]

RESOLVED that Sally Kilburg, on behalf of FOSC, is authorized by the Board to enter into a two year contract for cell phone service with AT&T.

RESOLVED that Sally Kilburg, on behalf of FOSC, is authorized by the Board to obtain insurance coverage for the organization, for a period lasting from 3 months to one year and an amount of up to \$4000.

Discussions were carried out on the following subjects:

Wild Trout in Sausal Creek:

Anne Hayes reported on a meeting in the field between Heather Brasheir, California Department of Fish and Game's (CDFG) Central Region Wild Trout Biologist and FOSC members. The purpose of the meeting was twofold: 1) to introduce CDFG to the trout of Sausal Creek and 2) to get the regulations regarding fishing in the creek changed in order to protect our small trout population. Trout were seen during the meeting in the El Centro pool. CDFG will assess Sausal's trout population by electrofishing the creek [do we know how thorough their surveys will be i.e.; what reaches of the creek will they be sampling, will they be assessing habitat as well?]. Based on the results of their assessment, CDFG will make a recommendation as to whether or not the 5 fish per day limit that is currently in effect for Sausal Creek should be changed. Ms Brasheir also made suggestions regarding potential funding for trout related projects on the creek.

Status Report on Accounting Systems:

Anne Hayes distributed reports from FOSC bookkeeper, Nance _____. These included a Balance Sheet, a Revenue and Expenses by Program Report, and a General Ledger Report [see Attachments B, C, and D]. Financial reports will now be made to the Board on a monthly basis.

A resolution was passed authorizing FOSC to enter into a fiscal sponsorship agreement with Urban Creeks Council (UCC) so the organization can obtain the Alameda County funding allotted to it for 2002. FOSC is unable to obtain this funding directly until it attains non-profit status. Under the Agreement (see Appendix A) FOSC will bill UCC for incurred expenses and UCC will bill the County, FOSC will be reimbursed when UCC is

reimbursed from the County. FOSC's current contract with the County has been extended through August 2002, instead of expiring June 30.

A discussion on what constitutes a reimbursable expense (as opposed to donations in kind) identified items such as out of pocket expenses for projects, such as printing, tools, stamps, copies, as well as payments to FOSC contractors.

Risk Management Plan Update:

Sally Kilburg presented handouts that were the result of a meeting of the Board's Risk Management Subcommittee, including an outline for a comprehensive risk management plan and a new waiver form to be used at all work events [see Attachments E and F]. The waiver will be signed once by each volunteer and kept on file by FOSC's Administrative Coordinator. The California Volunteer Protection Act, which applies only to volunteers of non-profit organizations not paid workers, provides immunity from liability as long as the group has insurance and has made a good faith effort to address risk management and safety issues. Development of a solid risk management plan and a system to ensure that volunteers have signed the new waiver will help ensure that individuals volunteering for FOSC are protected in the event of a lawsuit against the group.

Additions to the risk management plan discussed included the idea that project planning should include potential project impacts on adjacent private properties and that all tools should be inventoried, cleaned, and repaired at least twice a year so that they are always in good working order.

Sally had talked with several insurance companies that will insure non-profits and noted that the cost for such insurance is rising rapidly. Currently costs range from \$2500 to over \$3000/year for one million dollars worth of coverage for general commercial liability and medical payments of up to \$5000.

Joaquin Miller Nursery Status Report:

Councilman Dick Spees is still willing to advance money for nursery projects. FOSC would pay him back after receiving funds from the City. Four Dimensions is willing to do the nursery design as well as oversee volunteers such as the National Civilian Conservation Corps to carry out the work.

Workday Scheduling and Recommendations:

Monica Stafford presented recommendations to enhance and strengthen FOSC's volunteer programs, especially those related to the nursery. Recommendations included establishing both morning and afternoon nursery programs as regular, ongoing events and establishing restoration and project goals that fit with current staffing levels and volunteer support. See Attachment G for details.

Ideas for Corporate Fund Raising:

Linda briefly presented the Board with ideas on corporate fund raising aimed at defining goals, what kinds of support FOSC might seek from corporations, what FOSC might offer in return for donations, and the mechanisms FOSC can use to accomplish defined goals (see Attachment H for further details). Linda informed the Board at their last meeting that CH2MHill wishes to donate \$1000 to FOSC.

There being no further business to come before the meeting, it was adjourned on motion duly made and carried.

Martha E. Lowe, Secretary