

Final 2/16/2023

Key: [Board Action](#)

[Individual Commitment](#)

SAWTOOTH INTERPRETIVE & HISTORICAL ASSOCIATION

Board of Directors

Zoom Teleconference

February 16, 2023

Participants

Officers: President – Stewart Wilder, Vice-president Terry Clark, Treasurer Liesl Schernthanner, Secretary Open, Gary Gadwa

Directors: (Present) Becky Obletz, Amy Jones, Ed Cannady, Bernie Hartz, Caitlin Straubinger, Paul Hill

Excused Absent – Jenny MacNichol, Roland Miller, David Pinney

Executive Director: Lin Gray

Business Manager: Erica Cole

Forest Service Liaison: Sarin Lomascolo

Guest: Hannah Fake

Meeting called to order at 10:03 a.m. by President Wilder. Roll call of participants conducted.

[Motion by Gary Gadwa, seconded by Paul Hill to accept the Consent Agenda \(Attachment #1\), and the notes from the 12/8/2022 Board Meeting notes. Motion passed unanimously.](#)

UPDATES AND REPORTS

President's Report: Stewart Wilder

- Commended Lin for her hard work these past couple of months with regard to recruitment activities for 2023 season and continuing the Work Plan.
- Expressed appreciation Liesl, Lin and Erica for their diligence on setting up QuickBooks Online (QBO) and review of Federal Labor Standards Act (FLSA) review with legal (Attachment #6) to best determine SIHA's classification for summer employee status. More in budget discussion.
- Thanked Finance Committee, FLS Committee and Obsidian Committee work these past couple of months.
- Secretary: Stewart put a call out to request consideration by Board membership for fill of the Secretary position for SIHA with Ed Waldapfel's resignation in December. Stewart commended the fine work Ed contributed to SIHA over his tenure and advised expectation of the position on taking meeting notes will be up the new Secretary while meeting objectives of responsible reporting.
- Stewart provided a brief update on the ATT Cell Tower status. ATT has taken proposal to the FCC without FirstNet in this next round. SIHA signed on letter to oppose the draft with mitigation options recommended. Advocates for the West and ICL are leading the follow up and conversations. Terry Clark advised SHPO was involved in writing mitigation initiatives which SIHA does not support. Will keep board apprised.

Paul advised that Advocates for the West has a speaker series on Zoom and Dark Sky Reserve with Carol Cole is coming up. May be something to consider for FLS format as an online option.

UPDATES AND REPORTS (Continued)

Forest Service Liaison Reports: – Sarin Lamascolo

- Sarin took time to introduce herself as is new to the format and reporting objectives for the SIHA Board of Directors. She requested any comments and suggestions that will help her get up to speed for our next meeting.
- Advised that Kate Olsen is new temporary Deputy Area Ranger just started this week.
- Erica expressed appreciation to work together.
- Gary requested further information on filling the Deputy Area Ranger. Sarin will look into the process for permanent hire.
- Stewart suggested sending last board meeting note section to Sarin so she has a feel for the type of reported information SIHA would like to expect as an example and for follow up. Stewart sent draft email to Lin to pass along.
- Terry is very pleased Sarin got this position as worked with her on the SNRA 50th.
- Terry requested confirmation about who SIHA's permit administrator will be; Liesl requested update on new hires and the status of FS projects
- Stewart suggested SIHA sends past discussion topics so Sarin can see what the board typically likes to be updated on.

Caribou/Targhee NF Liaison

- No updates as quiet over the winter months per Lin.

Finance Report: Liesl Scherthanner

- See Attachment #2
- Liesl updated the board on the migration to QBO and working with Erica and Caitlin that Little Green Light and future sales will flow nicely with clean and true reporting. Future financial reports will look a little different but hopeful will be more informative for the Board and Admin.
- Liesl provided update on budget adjustment for 2023 based on wage restructuring to projections Lin has provided for staffing needs as we predict at this time to coincide with W2 employee status at minimum wage plus housing stipends. See Lin's ED report for more information on this.
- Megan is returning as Museum Docent and will be increasing her wage due to her multi year commitment and experience.
- Year end budget was in the black for 2022! Need to continue work on big donors as opposed to status quo to continue momentum.
- Paul asked if new CPA firm working with in Challis and QBO will continue with our annual reporting; 990 etc? Liesl said yes, a work in progress and they will help with payroll taxes etc with help from Erica.

Motion to accept the adjusted 2023 Budget and Finance Report for February by Terry Clark, Gary seconded the motion. Motion passed unanimously. (Note: Budget was adjusted to show increases to Naturalist salaries and associated personnel costs).

Membership Update: Caitlyn Straubinger

- Caitlin updated we have 15 new members since Jan 1 for total \$2240 in donations. Larger donations vs last year at this time,
- Raffle sales still selling and no new brick sales since December meeting update.

UPDATES AND REPORTS (Continued)

- Caitlin advised that the response to the Annual Newsletter has brought in \$21,314 with 88 donors! A mix of memberships and donations.
- Idaho Gives will be coming up first week of May.
- Caitlin advised that she is working with Lin and Liesl on Little Green Light (LGL) to match accounting fields properly in QBO for membership/donor reporting.

Outlet Report: Erica Cole

- Erica provided update: Sales for January were \$1700 vs \$300 same time last year. A great start!
- Erica has completed 2022 Outlet inventory for planning needs for 2023.
- Updated on additional support work with Caitlin, Lin and Liesl for LGL and QBO transition from desktop version. Erica is very excited for this change.
- Erica continues research on moving to tablet and Square based application to replace merchant service at Redfish Center this summer. Training will help staff vs credit card processing. Will be a much more efficient process. Goal would be to get this trial up and if successful phase in a plan to replace Museum, FS HQ, and outlets for the future. Much of our current tech is outdated and processing fee savings would pay for investment. This technology will be much simpler to use and reduce current credit card fees processed.
- Stewart asked if ability to incorporate a round up/donation feature in QBO? Erica is excited that this is a feature she will be exploring; especially for Redfish Center to increase donations at point of sale.
- Paul asked if January sales were outlet related; Erica stated most of sales were from FS HQ.
- Terry noted that the location of SIHA display moved at Mountain Village. Erica advised that she feels the change is good due to a more increased traffic section of the store.
- Erica would like to look into production of some cards and other print media using photos from Board members and potentially photo contest entrants/winners with authorization. Would save on some comp costs to professional photographers and increase value to sales. Gary has lots of options to work with Erica.
- Stewart asked what the cost of a tablet with card reader would be budgeted, Erica said \$200 conservatively with Android tablet.
- Stewart asked if adding similar point of purchase tech to the museum and Stanley Ranger Station this year would be advisable. Erica felt it would but not a budgeted item. At Stanley Ranger Station as credit card machine is obsolete. There may be additional up-front cost for phone line access that would need to be looked into at Ranger Station. The board seemed to be in favor to investigate these 3 upgrades and would work with Lin and Liesl on general fund expenditures.

Preservation Committee: Gary Gadwa

- Gary reported that Becky Oblatz is working to get Oral History with Phil Sullivan for an online recording. Phil not comfortable with in person.
- Becky advised that her coordination with Phil Sullivan has been assisted with help of Myla Naillon. Very thankful for her help as she has assisted in past connections.
- Gary reported that Laurii Gadwa is willing to assist helping with oral history transcriptions and will provide the committee at proposal for time and compensation.

UPDATES AND REPORTS (Continued)

- The Board acknowledged Laurii for this offer as has stalled this past couple of years and would welcome any participation.
- Terry advised Frank Rowland would like a copy of his interview.

Gary will send a dvd copy of Frank Rowland's interview to Frank as requested by Terry.

Executive Committee Update: Board Development: Terry Clark

- Terry updated that next Board recruitment candidate are Drs. Kim (husband and wife). If not, will move to the next candidate on the Committee's plan.
- We have Ed Waldapfel and Ken Hartz's positions to fill.

Stewart will reach out to the Kim's to seek potential interest. If so will follow up with Terry for resume/additional follow up meeting if necessary.

FLS Committee Report: Lin Gray

- June 30, 14, July 28 dates confirmed.
- September 22 FLS at Community Library
- Wide range of topics: Bears, Cultural history of American West, Geologist from Idaho State University, Amy Gulick for Salmon Recover in August (internationally recognized speaker).

Executive Director Report (Attachment #3): Lin Gray

- Lin thanked Erica and Liesl for the work on getting QBO in the works!
- Lin expressed thanks that Sarin is stepping into the position for our FS Liaison.
- Working with campground concessionaires.
- Raft trip fundraiser continues to push along: 98 tickets remaining to sell. May look at suggestions for future summer raffle opportunities.
 - Stewart offered to post posters in Boise area and outdoor recreation businesses; QR code would be very helpful.
 - Gary suggested Mountain Village restaurant table teepees with info: Lin will look into with management.
 - Paul suggested similar help in Wood River Valley.
 - Would Hughes be willing to put in a note in communications with their patron communications?

Lin will send to the Board an electronic copy of the flyer to be printed off and posted/shared in communities.

- Lin referenced her Executive Director Report (Attachment).
 - Amy asked where to find some reports as could not find ED Report. Stewart meant to advise earlier that Lin has created a Board Resource link on our website where all board documents for future and past meetings will be kept. This is a password encrypted site only for Board member access. The password was provided to the Board. Lin advised that the agenda has a hyperlink to access documents.

UPDATES AND REPORTS (Continued)

- Hiring status is underway and may be challenges with job post sites.
- Gary asked if budget will be ok to meet the minimum wage salary plan? Lin: yes.
 - Stewart expressed his appreciation with the investigative work and plan with budget to move in the direction to meet FLSA requirements.
- Lin advised there will be a need for Worker's Compensation premium increase to be determined.
- Lin gave a grant status update that is provided in the ED Report.

Terry expressed his thanks for Lin's efforts and especially with the campground concessionaires as may have a creative approach. Lin mentioned this was a Hannah suggestion.

- Stewart asked about any updates on Work Plan (Attachment # 4). Lin will work on updating living document available to the Board Resource site. Depending on the outcome of Obsidian Project the Plan may need to be reworked.
- Terry requested to keep on Sarin's radar for the Headquarters rebuild. SIHA has a need to be included in design for reception as is a critical sales opportunity to be on top of.
- Stewart asked if there is a reset modification for FS housing fee structure to be able to budget and plan for. Lin stated is a 5 yr plan.

Obsidian Committee Report: Stewart Wilder

Attachments # 7, 8, 9 (3)

- Stewart outlined the steps for this discussion item as follows:
 - Provide update to Board since our last discussion.
 - Allow Amy Jones to provide any general comments.
 - Recuse Amy from the remainder of the meeting to avoid conflicts of interest. (Amy left the call at 11:21 am).
 - Open for full Board discussion and potential Action
- Board was in approval of this action plan for discussion.
- Amy advised family is very anxious to get the Donation Agreement signed. The tank removal process with the State can not start until there is an Agreement in place.
- Stewart provided update on Committee work, Attorney discussions and draft of the Obsidian Donation Agreement (DA). It was reiterated that signing the Donation agreement sets the following critical path items in place:
 - The DA outlines a 180 timeline to close upon signing.
 - Jones family to get environmental remediation for all underground fuel storage tanks, pump and infrastructure scheduled for 2023.
 - Allows SIHA to start capital campaign fundraising.
- The Committee reviewed the latest draft from John Seiller on Friday February 3. There were several minor edits for clarification but did not change any substantive language. Clarity for the board. These additions were sent back over to John Seiller to update and John sent the final draft from Committee to Jones family attorney Tom Pragastis and Amy on Monday February 6th.
- To date: SIHA is close to reaching the initial \$160,000 in pledged funds.
- Open discussion was requested:

UPDATES AND REPORTS (Continued)

- Paul Hill: reiterated 6 month (180 days) to raise funding including matching pledge from Jones family. A construction plan will be critical to tune in our funding needs; potentially \$400k. During the closing period honing in on projected cost updates will be key.
 - Right of Reversion language has been replaced by CCRs and is much more beneficial for both SIHA and Jones family thereby negating potential issues with the family donation.
 - Clarification that environmental remediation of tanks, pumps, lines, etc prior to closing by Jones family. Should future environmental issues be discovered after one year post closing, SIHA would be responsible. The one year provision is prudent to ensure that SIHA and Jones transfer of any potential liability is addressed.
 - Paul thanked Becky and Doug for their efforts to review and express comments for addition.
 - Stewart mentioned that SIHA will move forward with ALTA survey to protect the investment with higher title insurance coverage.
 - Paul mentioned that the language protects the future potential transfer to another non-profit or governmental entity is comprehensive. Stewart expressed same would go for a potential sale should there not be a transferee to meet the non-profit/governmental entity as ensured by counsel. Neither of these situations are our desire but are set forth in the ability to address in the future if needed.
 - Stewart expressed the importance to circle with other non-profit entities as potential partners that may help with institutional funders as letters of potential support during the 180 day fundraising period.
- Stewart requested next steps for this process to consider a recommendation by the Committee to the board to agree to signing the Donation Agreement with the minor edits as long as the final draft back from Jones family contains no other substantive changes of fact.
- Paul suggested that a motion to proceed to signature of execution as long as no additional substantive additions are returned.
- Becky wished to express thanks to Jenny and Carter and Doug for their hard work throughout this process which has been critical to the Board.

Motion by Paul Hill: Authorize Stewart to execute the Donation Agreement as currently written and to make any non-substantive changes when returned back from the Jones family, on the condition that if the Jones' make any substantive changes, Stewart will bring the revised document back to the board for further discussion and approval. Seconded by Gary Gadwa. Motion passed unanimously.

- Liesl requested if a need to approve the consideration for a separate LLC entity to structure at this time. Paul advised that this is something the board needs to review during the 180-day period but is not needed at this time and was reaffirmed by counsel. The Jones family understood that this approach may make good sense in the future, but SIHA must be the donation entity with institutional investors.

UPDATES AND REPORTS (Continued)

- Terry mentioned that Sharon Barnes has requested any status updates. SIHA must communicate with Kirk once a DA is signed and we are moving forward. Keith Reese asks to keep updated as well.

New Business/Roundtable: All

- Getting off to a good start for 2023: Paul.
- Gary asked if any discussion needed on John Rember's (Attachment # 5) letter to the board as requested of him at December meeting? Letter was disseminated to the board prior to this meeting. Stewart and Lin apologized that this wasn't to be covered earlier. Consensus of discussions were to incorporate John's letter into our next strategic planning discussions as there were many beneficial considerations he raised. Stewart advised there is a lot to unpack and if Obsidian moves forward to close, this will all be helpful in future discussions on strategic planning.
- Liesl and Terry expressed the thought of internship positions seemed widely worthy of consideration and may open the door to potential education/non-profit partners. Stewart sent a thank you to John for his follow through for the Board.
- Bernie requested a conversation with Lin and Hannah to discuss the concessionaires objectives with her experience.
- Terry expressed a concern that a person felt SIHA is interpreting history in our own way and felt is a concern that some may not understand our mission.
- Gary provided a brief and general update on Michael Boren's defamation lawsuit status pending hearing this past Monday with Judge Thompson as several on the Board and community are involved as defendants or "Does". First decision and follow up appeal were denied. Discussion was respectful but concerned with this type of action.

12:56 pm Meeting Adjourned

Respectfully submitted,

Stewart Wilder

Lin Gray

Terry Clark