

**SATURDAY, JUNE 17, 2023**

Via Zoom

*OSBA board members in attendance at meeting start:* President Sonja McKenzie, President-elect Sami Al-Abdrabbuh, Secretary-Treasurer Bill Graupp, Past President Scott Rogers, Kraig Albright, Ashley Carson Cottingham, Katrina Doughty, Susan Greenberg, Neelam Gupta, Linda Hamilton, Kris Howatt, Greg Kintz, Erika Lopez, Patti Norris, Chrissy Reitz, Emily Smith, Maureen Wolf

*OSBA staff in attendance at meeting start:* Executive Director Jim Green, Interim Deputy Executive Director Dave Harvey, Chris Davidson, Steve Kelley, Spencer Lewis, Haley Percell, Lori Sattenspiel, Jane Leonhardt, La’Nell Trissel

*OSBA board members not in attendance at meeting start:* Vice President Chris Cronin, Jackie Crook, Miriam Cummins, Lori Theros, Dawn Watson

*Guest in attendance at meeting start:* Jeff Crapper

**President Sonja McKenzie called the meeting to order at 9:03 a.m.**

- I. Welcome and roll call  
Sonja McKenzie welcomed everyone to the meeting.
- II. Approve agenda

**Motion:** Katrina Doughty moved the board to approve the agenda as presented. Seconded by Linda Hamilton.

**There being no votes in opposition, the motion passed unanimously.**

- III. Consent agenda
  - A. Approval of minutes
    1. March 10-11, 2023 Board of Directors meeting minutes
  - B. Acceptance of minutes
    1. March 13, 2023 Executive Committee meeting minutes
    2. April 10, 2023 Executive Committee meeting minutes
    3. April 17, 2023 Executive Committee meeting minutes
    4. May 8, 2023 Executive Committee meeting minutes
    5. May 15, 2023 Executive Committee meeting minutes
  - C. Ex officio written reports
    1. State Board of Education update
  - D. Board member written reports
    1. OSBMCC update
    2. Oregon Rural School Boards Advisory Committee status report
    3. LGBTQIA2S+ Exploratory Committee status report
    4. NSBA Delegate Assembly and Annual Conference report

- E. Staff written reports
  - 1. Report on private equity
  - 2. Year-end reports
    - a. Litigation Services year-end report
    - b. PACE Administration year-end report
    - c. Legislative Services year-end report
    - d. Communication Services year-end report
    - e. Policy Services year-end report
    - f. Business Services year-end report
    - g. Board Development year-end report
- F. Appointments
  - 1. OSBA Board of Directors, Position 7, Clackamas Region, term ending Dec. 31, 2023
    - a. Jeff Crapper, Dayton School District
  - 2. OSBA Policy Committee, two-year term ending June 30, 2025
    - a. Chris Cronin, Grant ESD
  - 3. PACE Trustee, three-year term ending June 30, 2026
    - a. Steve Taggart, Director of Risk Management & Deputy Title IX Coordinator, Rogue Community College

**Motion:** Kris Howatt moved the board to approve the consent agenda as presented. Seconded by Greg Kintz.

There being no votes in opposition, the motion passed unanimously.

#### IV. Advocacy

- A. Nomination of Pacific Region Director - three-year term beginning 2024 and ending 2027

The NSBA Pacific Region Nominating Committee will be asked to nominate a director for a three-year term on the NSBA Board of Directors for the term 2024-2027 during the August NSBA Summer Leadership Seminar in Salt Lake City. NSBA's Constitution and Bylaws require that candidates be a member of a school board belonging to a State Association Member who have served on either the NSBA Board of Directors or on the board of a State Association Member.

**Motion:** Kris Howatt moved the board to nominate Sami Al-Abdrabbuh as a candidate for the position of NSBA Pacific Region Director for the 2024-2027 term. Seconded by Erika Lopez.

Sami Al-Abdrabbuh accepted the nomination.

Kris Howatt expressed endorsement of Sami's nomination and her expressed her interest in any NSBA positions that may become available. Sami's nomination was further endorsed by three other members of the board.

There being no votes in opposition, the motion passed unanimously.

Point of Privilege: Sami Al-Abdrabbuh thanked the board for the nomination and noted that the nominating committee will be meeting later in the year to provide their recommendation and the final vote will happen next year.

V. Association

- A. Recognition of Board members with terms ending June 30
1. Secretary-Treasurer Bill Graupp (Board of Directors 2022-23)
  2. Patti Norris (OSBA Board of Directors 2018-2023)
  3. Lori Theros (OSBA President 2014; Board of Directors 2009-2023)

Sonja Mckenzie recognized Board members Bill Graupp, Patti Norris, and Lori Theros for their service on the OSBA Board of Directors. Jim Green and other members of the Board then shared appreciation for the service of OSBA's outgoing Board members. Patti Norris and Bill Graupp then issued their farewells.

B. Nomination and election of OSBA Secretary-Treasurer

The position of OSBA Secretary-Treasurer is currently held by Bill Graupp, whose position on his local school board will end as of June 30, 2023. The OSBA board must elect a new Secretary-Treasurer to serve the remainder of Bill Graupp's term, until December 31, 2023. Elections for all officer positions will be held during the September 2023 Board of Directors meeting for officer terms beginning January 1, 2024.

Motion: Scott Rogers moved the board to nominate Emily Smith for the role of OSBA Secretary-Treasurer.

Emily Smith accepted the nomination.

There being no votes in opposition, the motion passed unanimously.

C. New Board Member Welcome Ambassador Program

Jim Green shared with the committee the proposed changes to the New Board Member Welcome Ambassador Program: i) the OSBA communications office will mail to new board members a welcome letter; ii) the letter will include the name and contact information of the OSBA Board and LPC regional representatives of the new board member; and iii) OSBA staff will share with each OSBA Board of Director a list of the new board members in their region, should they wish to reach out personally.

D. OSBA Governance Committee

I. Recommendation on regional governance structure

The OSBA Governance Committee is charged with formally reviewing the regional governance structure of the association every three years. Responsibilities of this

committee also include executive director evaluation, board professional development and strategic planning oversight. Sonja McKenzie summarized the following work completed by the committee: i) reviewed the historical overview of the structure previously in place and the stated reasons to the move to the current model; ii) reviewed the current regional structure and the criteria used for decision making; iii) student enrollment by current OSBA region; and iv) school district size by student enrollment. Sonja stated the Governance Committee's recommendations: i) the data indicates minimal changes from the last review (2021); therefore, the committee does not recommend any changes to the regional structure of OSBA at this time; ii) most OSBA regions are represented by only one OSBA board director and the number of districts and ESDs, along with the size of the region, negatively impacts the director's ability to connect and represent their region; therefore, the committee strongly recommends that OSBA staff develop a comprehensive communication strategy for the OSBA board members to implement within their region.

**Motion: Kris Howatt moved the board to accept the Governance Committee recommendations regarding the OSBA regional governance structure as presented. Seconded by Katrina Doughty.**

The Board further discussed the Governance Committees review of the regional governance structure, including concerns whether student/school board member representation is equitable.

**There being one vote in opposition, the motion passed.**

Kraig Albright - Aye

Ashley Carson Cottingham - Aye

Katrina Doughty - Aye

Bill Graupp - Aye

Susan Greenberg - Aye

Neelam Gupta - Aye

Linda Hamilton - Aye

Kris Howatt - Aye

Greg Kintz - Aye

Erika Lopez - Aye

Sonja McKenzie - Aye

Patti Norris - Nay

Chrissy Reitz - Aye

Scott Rogers - Aye

Emily Smith - Aye

Maureen Wolf - Aye

II. Recommendation on Executive Director evaluation timeline, criteria, and process for 2023-24

The Executive Director evaluation process is governed by OSBA Policy 5200, the Executive Director's employment agreement and the criteria established by the Executive Committee and approved by the Board of Directors. This process was reviewed by the Governance Committee at its February 27, 2023, meeting and the committee recommends approval by the Board of Directors. Sonja McKenzie directed everyone's attention to the timeline that was included in the meeting packet and noted that no changes were being proposed from the last timeline used.

Motion: Linda Hamilton moved the board approve the Governance Committee recommendations regarding the executive director evaluation timeline, criteria, and process for 2023-24 as presented. Seconded by Kris Howatt.

There being no votes in opposition, the motion passed unanimously.

E. Budget and Finance

1. Finance Committee and Budget Committee update

Bill Graupp updated the Board on the joint Budget Committee/Finance Committee meeting that was held on April 18. The committee reviewed the staff recommended budget proposal and approved its presentation to the OSBA Board; with the following highlights: i) the 2023-24 budget is at \$9.9 million, an increase of \$580,000 over the previous year's budget and includes a 2% COLA for staff; ii) there is a \$630,000 reduction of the amount of principle money OSBA uses from the investment pool; iii) the budget includes a 20% fee increase to membership dues and services, and additional adjustment to OSBA hosted conference fees; iv) there was some FTE reduction that was gained through attrition; v) there is an additional option from the investment pool on the endowment fund to increase ROI; and vi) a reduction in Oregon School Board members of Color Caucus (OSBMCC) funds by 50% and an additional reduction in board member conference scholarships.

Jim gave some background on the composition and work of the OSBA Budget and Finance Committees; directed everyone's attention to the budget document included in the meeting packet; noted that the proposed budget includes a \$600,000 reduction, over the previous year's budget, in the reliance of investment principle to cover association overhead; mentioned that the work being conducted with The Coraggio Group towards creating a business plan will provide other opportunities for decreasing costs and maximizing the budget; and further highlighted the current FTE reduction, made through attrition, has removed the requirement for made reductions but has increased the individual workload for all OSBA staff, thus potentially creating an unhealthy work environment, therefore, there will be an increase in monitoring staff workloads.

Chris provided additional details regarding changes to staffing and its effect on the budget. A current evaluation of OSBA's salary scales shows that they are not keeping up with CPI; therefore, the budget includes an additional 1% step increase for those who are not at the top of their pay scale, the removal of the employee's out-of-pocket expense for health insurance, and fully funding HSA contributions to the 2023 IRS limits. Chris clarified that the changes made in the revised document were not substantive and included a format change that allowed all of the figures to be fully seen in the printed document.

**Motion: Scott Rogers moved the board adopt the 2023-24 OSBA budget as presented. Seconded by Sami Al-Abdrabbuh.**

Appreciation was given toward the work that goes into creating the budget and a recommendation was made for future consideration be given toward board scholarships for education opportunities. Further appreciation was given toward the work that OSBA staff carries out and recognition for OSBA's diligence to maintaining competitive wages.

**There being no votes in opposition, the motion passed unanimously.**

F. Staff action plans

Jim directed everyone's attention to the department reports that were included in the consent agenda as they detail the work reflected in the staff action plan, and thanked the Oregon Department of Education, the OSBMCC, the Oregon Rural School Board Advisory Committee, and the LGBTQIA2S+ Exploratory Committee for their reports.

Jim then directed everyone's attention to the Staff Action Plan that was included in the meeting packet and highlighted the work being done in conjunction with The Coraggio Group to survey the membership and then develop a business plan based on the data. Much of the work detailed in the staff action plan is dependent on the outcomes of the membership survey and the resulting business plan. In addition, while the plan is only 5 pages, it represents a vast amount of work that will need to be completed by staff to fulfil its directives.

G. Executive Director's year-end report

Jim directed everyone's attention to his written year-end report that was included in the meeting packet and highlighted the progress towards his personal goals: 1) hiring a Deputy Executive Director, though delayed when the originally hire moved on to become the Education Policy Advisory to the Governor, has been completed with the hire of Emielle Nischik, who will be starting July 10; 2) work continues in the Revenue Committee through The Coraggio Group project detailed above; 3) Jim provided some examples of his continued work to unite the membership across the state and promote a single voice for school board, ESD, and CC members; 4) work continues to secure Student Success Act funds.

The Board further expressed their appreciation for the work that Jim and OSBA staff carries out on behalf of the school children of Oregon.

Jim thanked Jane Leonhardt for the work that she accomplished during her time at OSBA and wished her well in her retirement.

Jim then dismissed the OSBA staff, except Jane Leonhardt and La'Nell Trissel, from the meeting.

*\*\* All OSBA Staff, including Jim and except Jane Leonhardt and La’Nell Trissel, exited the meeting at 11:17 a.m.\*\**

H. Executive Director year-end

President Sonja McKenzie led the board into executive session at 11:18 a.m.

ENTER EXECUTIVE SESSION

ORS 192.660(2)(i) "To review and evaluate the employment-related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing."

President Sonja McKenzie adjourned executive session at 11:19 a.m.-

I. Executive Director compensation package and Employment Agreement

The OSBA Board of Directors sets the OSBA Executive Director salary each year at the time of evaluation. In addition, the OSBA Executive Director has a three-year contract, currently effective up to and including June 30, 2025. The board may choose to amend or extend the contract by formal action of the board following the executive director’s performance evaluation.

Motion: Scott Rogers moved the board to approve the Executive Director's compensation package and changes to the Employment Agreement as presented. Seconded by Linda Hamilton.

There being no votes in opposition, the motion passed unanimously.

Sonja McKenzie gave closing comments and issued a farewell to Jane Leonhardt on behalf of herself and the Board.

The meeting adjourned at 11:22 a.m.