

TUESDAY, DECEMBER 19, 2023

Via Zoom

OSBA board members in attendance at meeting start: President Sonja McKenzie, President elect Sami Al Abdrabbuh, Vice President Chris Cronin, Secretary Treasurer Emily Smith, Past President Scott Rogers, Kraig Albright, Ashley Carson Cottingham, Jeffrey Crapper, Jackie Crook, Laurie Danzuka, Neelam Gupta, Linda Hamilton, Kris Howatt, Greg Kintz, Erika Lopez, Steve Lowell, Alonso Oliveros, Chrissy Reitz, Dawn Watson, Maureen Wolf, Guadalupe Martinez Zapata (ex-officio)

OSBA staff in attendance at meeting start: Deputy Executive Director Emielle Nischik, Director of Board Development Kristen Miles, Director of Communications Alex Pulaski, Director of Legislative Services Lori Sattenspiel, Chief Legal Officer Haley Percell, Chief Operations Officer Chris Davidson, PACE Administrator Dave Harvey, Director of Policy Services Spencer Lewis, Executive Assistant La’Nell Trissel, Legislative Specialist Efren Zamudio, Event Specialist Charissa Geib, Information Technology Analyst Henry van Vuuren

Guests in attendance at meeting start: Michael Porter, Miller Nash LLP; Robert Steringer, Harrang Long PC; Randy Geller, Harrang Long PC

OSBA board members not in attendance at meeting start: Katrina Doughty

President Sonja McKenzie called the meeting to order at 3:01 p.m.

I. Welcome and roll call

Sonja McKenzie welcomed attendees to the meeting. Roll call was taken. A quorum was present.

II. Approve agenda

Motion: Scott Rogers moved the Board to approve the agenda as presented. Seconded by Kris Howatt.

A roll call vote was taken. There being no votes in opposition, the motion passed unanimously.

III. Investigation of anonymous complaint

*** All staff and guests except Emielle Nischik, Haley Percell, La’Nell Trissel, Michael Porter, Robert Steringer, and Randy Geller, left the meeting ***

President Sonja McKenzie led the Board into executive session at 3:15 p.m.

Executive Session - ORS 192.660(2)(f)

"To consider information or records that are exempt by law from public inspection."

President Sonja McKenzie adjourned executive session at 4:10 p.m.

*** All staff and guests returned to the meeting. ***

IV. Authorization of the investigation of an anonymous complaint

Motion: Chris Cronin moved the Board to authorize the Acting Executive Director, in consultation with independent counsel, to review the investigation of the anonymous complaint. The review will be conducted by a third party and make any recommendations deemed appropriate based on the outcome or policies implicated by the complaint. Seconded by Kris Howatt.

Further discussion took place regarding the expected timeline and extent of the review of the investigation.

A roll call vote was taken, there being no votes in opposition, the motion passed unanimously.

V. Authorization the Acting Executive Director to take steps to address any compliance issues

Motion: Scott Rogers moved the Board to authorize the Acting Executive Director to take compliance steps as outlined in the investigative report, or as deemed appropriate by the Acting Executive Director, to address any compliance issues that have been identified. Seconded by Kris Howatt.

Further discussion took place regarding a report of progress by the Active Executive Director to the Executive Committee and through the Executive Committee an update of progress to the Board.

A roll call vote was taken, there being no votes in opposition, the motion passed unanimously.

VI. Ex-officio Board member eligibility

*** All staff and guests except Emielle Nischik, Haley Percell, La'Nell Trissel, Michael Porter, Robert Steringer, and Randy Geller, left the meeting ***

President Sonja McKenzie led the Board into executive session at 4:24 p.m.

Executive Sesson - ORS 192.660(2)(f)

"To consider information or records that are exempt by law from public inspection."

President Sonja McKenzie adjourned executive session at 5:07 p.m.

*** Maureen Wolf left meeting at 5:04 p.m. ***

*** Chrissy Reitz left meeting at 5:05 p.m. ***

*** All staff and guests returned to the meeting. ***

President Sonja McKenzie made the following public statement: The OSBA Board is aware that questions have been asked about whether Sami Al-Abdrabbuh, who was is a nonvoting member of the OSBA Board of Directors, is eligible to serve as President-Elect and then as President of the OSBA. Based on the advice of counsel, we have confirmed that the Sami Al-Abdrabbuh, the President-Elect, is eligible to serve in that position and to serve as President starting January 1, 2024. The OSBA Bylaws provide the Board with wide latitude in the election of officers, and it is not limited to members of the Board of Directors. During his term as President, Sami Al-Abdrabbuh will have all the powers assigned to the President under the OSBA Bylaws. Although he will preside over Board meetings, he will not have the power to vote or to make motions on Board matters because he will not be a nonvoting member of the Board of Directors.

VII. Acting Executive Director compensation package and Employment Agreement

President Sonja McKenzie invited Randy Geller to provide a high-level outline of the differences between the previous Executive Director contract and the proposed Acting Executive Director contract. The following changes were noted: 1) Section 3, removal of a specific end date to the agreement and add that the agreement will end upon hiring of a permanent executive director or for other reasons in which Emielle would move back to her position as Deputy Executive Director; 2) Section 4, salary has been increased to \$250,000 annually; 3) Section 5, tax sheltered annuity is substantially unchanged; 4) Section 6, the retention incentive has been removed; 5) Section 13, the termination section has been changed to an at-will arrangement (i.e., termination with cause, without cause, resignation, and mutual agreement, and any payout arrangements for these situations have been removed), the current Deputy Executive Director salary has been noted in this section for if/when Emielle moves back to the Deputy Executive Director role, and a clause has been added for severance pay of three months' salary upon termination under this contract.

Further discussion took place to clarify that the contract is retro-active to November 13, the proposed salary increase is based on a nationwide analysis of other school board associations and nonprofits corporations of comparable size that was provided by Emeille Nischik, and there is no expectation that a new Deputy Executive Director will be hired and the Chief Legal Officer will step in to fill the void.

A recommendation was made for the Board to complete a full salary evaluation as they permanently fill the Executive Director position.

Appreciation for Emielle stepping in to take on the role with no notice or preparation, and a general confidence for her ability to continue to execute the position with a good deal of mastery was expressed by several directors.

*** Katrina Doughty joined the meeting at 5:29 p.m. ***

Motion: Scott Rogers moved the board approve the Acting Executive Director's compensation package and Employment Agreement as presented. Seconded by Chris Cronin.

Further discussion took place regarding the duration of the contract and additional support for the motion.

A roll call vote was taken, there being one vote in opposition, the motion passed with a majority.

Kraig Albright - Aye

Ashley Carson Cottingham - Aye

Jeffrey Crapper - Aye

Chris Cronin - Aye

Jackie Crook - Aye

Laurie Danzuka – Aye

Katrina Doughty - Aye

Neelam Gupta - Aye

Linda Hamilton - Aye

Kris Howatt - Aye

Greg Kintz - Nay

Erika Lopez - Aye

Steve Lowell - Aye

Sonja McKenzie - Aye

Alonso Oliveros - Aye

Scott Rogers - Aye

Emily Smith - Aye

Dawn Watson – Aye

Motion: Kris Howatt moved the Board table agenda items VIII. OSBA Board Agreements, IX. Communication, and X. Governance to the next scheduled meeting, and adjourn the meeting. Seconded by Katrina Doughty.

Discussion took place regarding the intent behind the proposed tabled agenda items, questionable or undesirable actions or communications taken by directors outside of board meetings, timeliness and consequence of the tabled agenda items, board member safety, the facilitator that is being procured to help the board process what has happened and facilitate better inter-personal relationships among OSBA directors, and concerns about the institutional knowledge that will leave the board at the end of the year and how it will affect the discussion of the proposed tabled agenda items.

*** Kris Howatt left meeting at 5:45 p.m. ***

A roll call vote was taken, there being ten votes in opposition, the motion failed.

Kraig Albright - Nay

Ashley Carson Cottingham - Aye

Jeffrey Crapper - Nay

Chris Cronin - Nay

Jackie Crook - Nay

Laurie Danzuka – Aye

Katrina Doughty - Aye

Neelam Gupta - Aye

Linda Hamilton - Nay

Greg Kintz - Aye

Erika Lopez - Aye

Steve Lowell - Nay

Sonja McKenzie - Aye

Alonso Oliveros - Nay

Scott Rogers - Nay

Emily Smith - Nay

Dawn Watson – Nay

The meeting recessed at 5:50 p.m.

The meeting reconvened at 5:50 p.m.

VII. OSBA Board Agreements

President Sonja McKenzie announced that the meeting would adjourn at 6:15 p.m. and invited Emielle Nischik to facilitate a discussion with Jeffrey Crapper to discover, understand, and note for the record his concerns for any further necessary action. Discussion continued along these lines with no resolution.

Acknowledgement was made and disappointment was expressed towards some recent independent negative actions of directors. Hope was expressed for future resolution. Concern was expressed about how a facilitated discussion will affect new directors.

President Sonja McKenzie acknowledged regret for negative actions and asked the Board to work towards rebuilding trust, focus on the work going forward, commit to each other, learn from this experience, and grow from this. She stated that there are plans to convene the board and provide space for restorative conversations and the rebuilding of trust. She closed the meeting with a summary of her work with the Oregon School Board Members of Color Caucus and her hope for the future.

The meeting was adjourned at 6:15 p.m.