



OREGON SCHOOL BOARDS ASSOCIATION OSBA Board of Directors Meeting

Friday, January 19, 2024, 6:30 PM

Salem Convention Center, 200 Commercial Street SE, Salem, OR 97301

Meeting Minutes

OSBA board members in attendance at meeting start: President Sami Al-Abdrabbuh; President-elect Chris Cronin; Vice president Emily Smith; Secretary-treasurer Dawn Watson; Past-President Sonja Mckenzie (Zoom); Kraig Albright; Jeffrey Crapper; Jackie Crook; Katrina Doughty (Zoom); Neelam Gupta (Zoom); Linda Hamilton; Tristan Irvin; Greg Kintz; Kristy Kottkey; Steve Lowell; Alonso Oliveros; Chrissy Reitz (Zoom); Clyde Rood; Nichole Schott (Zoom); Ex-officio Will Cahill; Ex-officio Guadalupe Martinez Zapata

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

Guests in attendance at meeting start: Fritz Duncan and Fierce Catoc, Jones & Roth; Bob Steringer, Harrang Long P.C.

OSBA board members not in attendance at meeting start: Laurie Danzuka; Kris Howatt; Nancy Thomas; Glenn Wachter

President Al-Abdrabbuh called the meeting to order at 6:33 p.m.

I. Welcome, introductions, roll call

President Al-Abdrabbuh welcomed everyone to the meeting; introduced the new Directors of the Board and tomorrow's facilitator Salam Noor; highlighted the use of the table tents as a identifier for those who wish to be recognized and as a resource for the Board's portion of the operating agreements; reminded the Board that the meeting is being recorded and requested Board members to use a microphone whenever they are addressing the Board along with other meeting logistics; thanked OSBA staff for all the work that goes into hosting a Board meeting and asked them to introduce themselves; focused the meeting on the work that needs to be done by the Board for the success of the Association to serve the students of Oregon, acknowledged that this is a time of healing, understanding, and assessment, and stressed the requisite that the goals of the Board are driven by the Board.

Roll call was taken, and a quorum was present.

II. Approve agenda

Motion: Chris Cronin moved the Board to approve the agenda as presented. Seconded by Emily Smith.

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

III. Consent agenda

Appreciation was given for the outstanding department reports from the staff as they represent the tremendous amount of work and scope of services provided by OSBA.

*** Laurie Danzuka joined the meeting via Zoom at 6:58 p.m. ***

Motion: Sonja McKenzie moved the Board to approve the consent agenda. Seconded by Jackie Crook.

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

III.A. Approval of minutes

September 22, 2023, Board of Directors regular meeting
November 2, 2023, Board of Directors special meeting
November 12, 2023, Board of Directors regular meeting
December 9, 2023, Board of Directors special meeting
January 11, 2024, Board of Directors special meeting

III.B. Acceptance of minutes

September 18, 2023, OSBA Executive Committee meeting
October 9, 2023, OSBA Executive Committee meeting
November 6, 2023, OSBA Executive Committee special meeting
November 7, 2023, OSBA Executive Committee special meeting
November 13, 2023, OSBA Executive Committee meeting
December 5, 2023, OSBA Executive Committee special meeting
December 11, 2023, OSBA Executive Committee meeting
January 5, 2024, OSBA Executive Committee meeting

III.C. Board written reports

NSBA Pacifi Region Winter Meeting update
Oregon School Board Members of Color Caucus update
Oregon Rural School Board Members Caucus update
LGBTQIA2S+ Advisory Committee update

III.D. Ex-officio written reports

COSA Report to the OSBA Board
OAESD Report to the OSBA Board

III.E. Mid-year department reports

Board Development Mid-year Report
Communication Services Mid-year Report
Legal Services Mid-year Report
Legislative Services Mid-year Report
PACE Administration Mid-year Report
Policy Services Mid-year Report

III.F. OSBA Elections

2023 OSBA Election Results
2024 OSBA Elections Calendar- Proposed

III.G. 2024 Calendar of OSBA and NSBA Events

III.H. 2024 OSBA Board of Directors roster

- III.I. 2024 OSBA Board Committee list
- III.J. Acceptance of processes recommended by the Executive Committee
 - Process for Appointing an Acting Executive Director
 - Process for Hiring an Executive Director
 - Process for Hiring an Interim Executive Director
- III.K. Appointments
 - III.K.1. OSBA Policy Committee
 - a. Kris Howatt- term ending 5/31/25
 - b. Dawn Watson- term ending 5/31/24
 - III.K.2. OSBA Governance Committee
 - a. Jackie Crook- term ending 12/31/25

IV. Audit results

Chris Davidson introduced Fritz Duncan and Fierce Catoc, CPA's with Jones & Roth.

Point of Order: The December 19 minutes are missing from the Consent Agenda.

After the proposed revisions to OSBA Investment Guidelines presentation, President Al-Abdrabbuh announced that there was a typo in the meeting packet cover page and the correct copies of meeting minutes were provided in the meeting packet. Further inquiry was made into the process for tabled agenda items, which was differed to the Proposed Guidelines: Placing Items on the Board Agenda, agenda item.

Duncan and Catoc presented a brief summary of the audits for the Oregon School Boards Association, the Legal Assistance Trust, and the Local Governance Center; and answered clarifying questions from the Board.

Motion: Chris Cronin moved the Board to accept the audit results as presented by Jones & Roth, P.C. Seconded by Dawn Watson.

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

V. Proposed revisions to OSBA Investment Guidelines

Chief Operations Officer Chris Davidson presented a brief summary of the proposed changes to the OSBA Investment Guideline to include an ESG lens and its intended application.

Motion: Dawn Watson moved the Board to approve the proposed revisions to the OSBA Investment Guidelines as presented with the addition of the word mission.

Point of Order: Clarification was requested regarding the procedure for requesting a motion from a committee without requiring a second.

President Al-Abdrabbuh explained the parliamentary procedure requirements for requesting a motion from a committee without requiring a second. With the agreement of the Board, the President entertained a second.

Seconded by Katrina Doughty.

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

VI. OSBA Board of Directors and Executive Director Operating Agreements

President Al-Abdrabbuh summarized the history and purpose of the OSBA Board of Directors and Executive Director Operating Agreements.

Motion: Greg Kintz moved the Board to reapprove the OSBA Board of Directors and Executive Director Operating Agreements as presented. Seconded by Emily Smith.

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

VII. Signatory authorization for non-profit corporation

Motion: Chris Cronin moved the Board to authorize OSBA President Sami Al-Abdrabbuh and OSBA Executive Director Emielle Nischik to sign necessary non-profit corporation filings with the Secretary of State and the IRS. Seconded by Sonja McKenzie.

Clarification was provided regarding the requirement that the Association's authorized signatories need to be updated to reflect the recent changes of Board officers and staff to allow for the appropriate and necessary annual filings with the Secretary of State and the IRS.

Amended Motion: Greg Kintz moved the Board to authorize OSBA President Sami Al-Abdrabbuh and OSBA Acting Executive Director Emielle Nischik to sign necessary non-profit corporation filings with the Secretary of State and the IRS. Seconded by Steve Lowell.

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

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

VIII. Proposed Guideline: Placing Items on the Board Agenda

President Al-Abdrabbuh gave a high-level overview of the proposed guideline and its purpose to provide clarification on how board members can move topics forward for consideration at a Board meeting.

Clarification was made that an agenda topic needs to be presented to the Executive Committee prior to the committee meeting that precedes the desired board meeting, the agenda topic only needs to be submitted once to be placed on the list of agenda items for consideration, follow up communication will be made regarding receipt and anticipated address or denial of the agenda item, and other best practices for submission of an agenda item for consideration.

Point of Order: Was the agenda item for the Board's Operating Agreements missed?

President Al-Abdrabbuh provided clarification that the Operating Agreements and the OSBA Board of Directors and Executive Director Operating Agreements are the same document. It was discovered that there was a misinterpretation of the digital meeting packet, and the agenda item regarding OSBA Board of Directors and Executive Director Operating Agreement was reopened.

Motion: Jeffrey Crapper moved to the Board to reopen a matter that had been previously considered. The motion was seconded.

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

Further discussion took place on agenda item VI. OSBA Board of Directors and Executive Director Operating Agreement regarding the consequences for violating the Board's agreements or policy. The question was referred to staff and an answer will be presented to the Board at a later time.

Motion: Kraig Albright moved the Board to approve the proposed guideline, Placing Items on the Board Agenda, with the addition of "the Executive Committee meeting" at the end of the second bullet point of the second paragraph. Seconded by Alonso Oliveros.

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

IX. Acting Executive Director update

Acting Executive Director Emielle Nischik updated the committee on staffing changes within the association- Haley Percell has accepted the Chief Legal Officer and Interim Deputy Executive Director position and Michael Miller has accepted the Interim Director of Legal Services. A member of the legal department will assume a supervisory position for the preloss attorneys. Chris Davidson will be leaving the Association in June. The Chief Operations Officer position will be split into two positions- Director of People Operations and Director of Finance and Member Services.

The Board Member Orientation that was planned for this Board meeting has been moved to a special meeting in February. All Board members are encouraged to attend the orientation.

Further discussion took place regarding retention of staff and budget implications.

Appreciation was given for the work Emielle and staff do.

X. To consider attorney-client privileged information or records that are otherwise exempt by law from public inspection regarding the investigation of anonymous complaint

*** All OSBA Staff, guests, and members of the public, except Emielle Nischik, Haley Percell, Mike Porter, Bob Steringer, and La’Nell Trissel, left the meeting at 8:10 p.m.***

President Al-Adbrabbuh led the Board into executive session at 8:12 p.m.

Executive Session: ORS 192.660(2)(f) "To consider information or records that are exempt by law from public inspection.", ORS 192.355(9), and ORS 40.225.

President Al-Adbrabbuh adjourned executive session at 9:33 p.m.

*** All OSBA Staff, guests, and members of the public were invited to return to the meeting at 9:33 p.m.***

XI. Meeting recesses until 8:30 a.m. Saturday, January 20, 2024

The meeting recessed at 9:33 p.m.



OREGON SCHOOL BOARDS ASSOCIATION OSBA Board of Directors Meeting

Saturday, January 20, 2024, 8:30 AM

Salem Convention Center, 200 Commercial Street SE, Salem, OR 97301

Meeting Minutes

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Guests in attendance at meeting start: Bob Steringer, Harrang Long P.C.; Sarah Lechner, The Coraggio Group; Salam Noor

OSBA board members not in attendance at meeting start: Kris Howatt; Nancy Thomas; Glenn Wachter

President Al-Abdrabbuh reconvened the meeting at 8:38 a.m.

I. Welcome, introductions, roll call

President Al-Abdrabbuh noted some logistics pertaining to those staying at the hotel and overviewed the days agenda.

II. OSBA Business Plan

Sarah Lechner with The Coraggio Group updated the Board on the work that has taken place, presented the results of the membership survey, and outlined the next steps for developing a 3-5 year business plan with anticipated timelines.

*** Sarah Lechner left the meeting at 8:53 p.m. ***

*** Nancy Thomas joined the meeting at 9:10 a.m. ***

III. Facilitated discussion

Salam Noor led the Board through a facilitated discussion based in conflict resolution and team building to accomplish the first phase of a SWOT analysis to bring clarity and unity to Board's ability to conduct business moving forward.

The meeting recessed at 10:27 a.m.

The meeting reconvened at 10:38 a.m.

Steve Lowell left the meeting at 12:04 p.m.

Guadalupe Martinez Zapata left the meeting at 12:09 p.m.

Kraig Albright left the meeting at 12:09 p.m.

Linda Hamilton left the meeting at 12:57 p.m.

President Al-Abdrabbuh provided closing comments.

IV. Meeting adjourns

The meeting adjourned at 1:00 p.m.