



# OREGON SCHOOL BOARDS ASSOCIATION

## OSBA Executive Committee Meeting

Tuesday, February 13, 2024, 12:30 PM

*Via Zoom*

### Meeting Minutes

*OSBA committee members in attendance at meeting start:* Sami Al-Abdrabbuh; Chris Cronin; Emily Smith; Dawn Watson

*OSBA staff in attendance at meeting start:* Acting Executive Director Emielle Nischik, Chief Legal Officer and Interim Deputy Executive Director Haley Percell, Director of Policy Services Spencer Lewis

*Guests in attendance at meeting start:* Bob Steringer, Harrang Long P.C.

*OSBA committee members not in attendance at meeting start:* Sonja McKenzie

**President Sami Al-Abdrabbuh called the meeting to order at 12:32 p.m.**

#### I. Welcome and roll call

Sami Al-Abdrabbuh welcomed everyone to the meeting.

Roll call was taken, and a quorum was present.

#### II. Approve agenda

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

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

#### III. Review February Special Board Meeting Agenda

Sami Al-Abdrabbuh referenced the drafted agenda for the February 23, 2024, Board of Directors meeting that was included in the packet and reminded the Committee that this is part of the Board's goal to implement an on-boarding program for new OSBA board members and officers. Emielle Nischik provided a high-level overview of the proposed agenda items. Further discussion took place around the length of the meeting, strategies for keeping the meeting within the 4-hour timeline, and reduction of information fatigue. A request was made for all board members to attend, regardless of the amount of time served on the Board, to establish a baseline for expectations and available resources.

#### IV. Review March Board Meeting Agenda

Sami Al-Abdrabbuh referenced the drafted agenda for the March 9, 2024, Board of Directors meeting that was included in the packet. Emielle Nischik reviewed the agenda items, drew attention to the facilitated discussion with Salam, and noted that the facilitated discussion agenda item may need to be flexible. Further discussion took place regarding time availability, the necessary format for optimized productivity (i.e., in person or virtual, chat features, etc.), and the

potential for the facilitated discussion to be moved to a special meeting of the Board in conjunction with the Legislative Policy Committee's April meeting.

#### V. Policy committee update

Sami Al-Abdrabbuh thanked Spencer Lewis, Director of Policy Services, for his leadership and work on the proposed policy updates. Chris Cronin also expressed gratitude to the staff and committee members involved in the policy update process. Spencer updated the Committee on the policy committee's member status, the list of policies that are being considered for priority update in March, and the future full manual review that is planned for this year.

#### VI. Governance committee update

Haley Percell introduced herself as the staff person for the Governance Committee and outlined the Governance Committees duties to review the Bylaws and develop the process for executive director evaluation. She updated the Committee on the current review of the Bylaws and the plan to have outside legal counsel present at the March 15 Governance Committee meeting to be able to answer any legal questions that may come up during the review. She also provided an update regarding the current contract requirements for both the Acting Executive Director and the Executive Director to provide reports to the Board in January and May and to receive evaluations by June 30, 2024, and next year. Further discussion took place on how to bring the necessary information to the Board to make the most informed decisions regarding the Acting Executive Director and Executive Director contract requirements.

#### VII. Acting Executive Director update

Emielle Nischik updated the Committee on the incurred expenses from the investigation and mediation services (from the original investigation to current) totaling approximately \$95,000 outside this year's budgeted funds and that there is still work to be done to bring resolution to these two activities.

#### VIII. To consider attorney-client privileged information or records that are otherwise exempt by law from public inspection pursuant to ORS 192.355(9)(a) and ORS 40.225.

*\*\* All OSBA staff, guests, and members of the public, except Emielle Nischik, Haley Percell, La'Nell Trissel, and Bob Steringer, left the meeting at 1:21 p.m. \*\**

#### **President Sami Al-Abdrabbuh led the board into executive session at 1:22 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 Sami Al-Abdrabbuh adjourned executive session at 1:56 p.m.**

*\*\* All OSBA staff, guests, and members of the public returned to the meeting at 1:57 p.m. \*\**

#### IX. Director complaint - **ACTION**

**Chris Cronin moved the committee to delegate authority to Dawn and myself to work with legal counsel to propose a resolution to resolve complaints and concerns from director towards another director. Seconded by Dawn Watson.**

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

X. For the good of the order

Sami Al-Abdrabbuh introduced the new standing agenda item "For the good of the order" as an opportunity for Committee members to bring forward any potential future agenda items for consideration. There were no topics brought forward.

XI. Meeting adjourns

**The meeting was adjourned at 2:01 p.m.**

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**Secretary's Notes** (to be deleted prior to submitting draft minutes for review):

Meeting start: [TITLE NAME] called the meeting to order at [TIME].  
Roll call: [Roll call was taken, and a quorum [was] present.]  
Motion: [Name who made motion] moved the committee to [motion language that was used]. Seconded by [Name who seconded].  
Vote: [A roll call vote was taken. There being no votes in opposition, the motion passed unanimously.][A roll call vote was taken, there being [one] vote in opposition, the motion passed with a majority.][A roll call vote was taken, there being [ten] votes in opposition, the motion failed.] [A roll call vote was taken. There being [no] votes in opposition and [one] abstention, the motion passed with a majority.]  
No roll call vote or a vote by opposition: [There being no votes in opposition, the motion passed unanimously.]  
NOTE: Anything other than a unanimous vote requires a list of votes by name.  
Late Arrival: \*\* [NAME] joined the meeting at [TIME]. \*\*  
Early Departure: \*\* [NAME] left the meeting at [TIME]. \*\*  
Breaks: The meeting recessed at [8:33 p.m.]  
The meeting reconvened at [8:38 p.m.]  
End of 1<sup>st</sup> day: [NAME] recessed the meeting at [9:20 p.m.]  
Start of 2<sup>nd</sup> day: [NAME] reconvened the meeting at [8:31 a.m.]  
Point of order: **Point of order:** [stated infraction.]  
[[Chair Name] [the settlement, paraphrased if needed].  
NOTE: Points of order are only included in the minutes if there was action taken on them (listed on the left margin in bold font). Example of a POO included in minutes: agenda item 5 was missed and the chair stated that the agenda item currently before the committee would be settled before going back to attend the missed agenda item. Points of question/information are questions that can be included in the discussion notes of the agenda item, but are not action items. Points of privilege should only be included if they are acknowledged by the chair, are germane to the topic, and are not part of the discussion.  
Executive Session: \*\* All OSBA Staff, guests, and members of the public, except [list names] left the meeting at 11:12 a.m.\*\*  
**[President Sonja McKenzie] led the board into executive session at [10:15 a.m.]**  
Executive Session - ORS 192.660(2)(e) "To conduct deliberations with persons designated by the governing body to negotiate real property transactions."  
**President Sonja McKenzie adjourned executive session at 11:11 a.m.**  
\*\* All OSBA Staff, guests, and members of the public returned to the meeting at 11:12 a.m.\*\*  
Meeting end: The meeting was adjourned at [1:18 p.m.]