



# OREGON SCHOOL BOARDS ASSOCIATION

## OSBA Board of Directors Special Meeting

Friday, February 23, 2024, 5:00 PM

*Via Zoom*

### Meeting Minutes

*OSBA board members in attendance at meeting start:* President Sami Al-Abdrabbuh; President-elect Chris Cronin; Secretary-treasurer Dawn Watson; Kraig Albright; Jackie Crook; Katrina Doughty; Linda Hamilton; Kris Howatt; Tristan Irvin; Greg Kintz; Kristy Kottkey; Alonso Oliveros; Clyde Rood; Nichole Schott; Glenn Wachter; Ex-officio Will Cahill

*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, Information Technology Analyst Henry van Vuuren, Executive Assistant La'Nell Trissel

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

*OSBA board members not in attendance at meeting start:* Jeffrey Crapper; Laurie Danzuka; Neelam Gupta; Steve Lowell; Sonja Mckenzie; Chrissy Reitz; Vice president Emily Smith; Nancy Thomas

#### **President Al-Abdrabbuh called the meeting to order at 5:12 p.m.**

I. Welcome, introduction, and roll call

Roll call was taken, and a quorum was present.

II. Approve agenda - **ACTION**

**Chris Cronin moved the board to approve the agenda as presented. Seconded by Greg Kentiz.**

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

III. Accessing OSBA web portal and OSBA website resources

President Al-Abdrabbuh welcomed everyone to the meeting and introduced the meetings as a professional development opportunity for all board members to better understand the resources available, the services provided by OSBA, and the documents that are crucial to the organization. Additionally, he thanked everyone for their commitment to achieving one of the Board's most important goals - onboarding its members.

Acting Executive Director Emielle Nischik informed the Board that the content today is primarily a training opportunity and invited Board members to place any questions in the chat. All questions placed in the chat will be answered by staff as time allows or in follow up to the meeting.

Executive Assistant La'Nell Trissel provided a demonstration on how to access the Board resources that are available on the OSBA website and the OSBA membership portal.

- IV. **OSBA department overview**
  - IV.A. Board Development
  - IV.B. Communication Services
  - IV.C. Legal Services
  - IV.D. Legislative Services
  - IV.E. Operations and Finance
  - IV.F. PACE Administration
- V. **Policy Services**

Each department director introduced themselves and gave an overview of the services their department provides to the membership, as La'Nell provided a visual for locating the corresponding web resources.

- VI. **OSBA Vision, Mission, Values, and Board Goals**

Executive Assistant La'Nell Trissel finished the tutorial for accessing the Email My Region Tool.

Acting Executive Director Emielle Nischik provided a brief overview of the OSBA Vision, Mission, Values, and Board Goals that included a history, key elements of the document, key examples of how the document is used, and the process for updating the elements of the document; as La'Nell provided a visual for locating the web resources.

- VII. **OSBA Call for Equity**

Director of Board Development Kristen Miles provided a brief overview of the OSBA Call for Equity that included a history, key elements of the document, and key examples of how the document is used; as La'Nell provided a visual for locating the web resources.

- VIII. **OSBA Board of Directors, OSBA Officers, OSBA election process, and OSBA governance regions**

President Al-Abdrabbuh presented an overview of the composition of the OSBA Board of Directors, the election process, the role of the officers, and the duties of its directors; as La'Nell provided a visual for locating the various web resources.

- IX. **OSBA Governance Documents**

- IX.A. Bylaws
- IX.B. Policies
- IX.C. Guidelines
- IX.D. Processes

Chief Legal Officer and Interim Deputy Executive Director Haley Percell gave a brief overview of the OSBA Bylaws, Policies, Guidelines, Processes, and Meeting Minutes including reasons for the documents, applicable definitions, key elements, and the process for updating the elements of each document; as La'Nell provided a visual for locating the web resources.

- X. **Board of Directors and Executive Director Operating Agreements - OSBA Board member relationships with the Executive Director and OSBA Staff**

President Al-Abdrabbuh provided an overview of the OSBA Board of Directors and Executive Director Operating Agreements that included a history, key elements of the document, key

examples of how the document is used, and the process for updating the document; as La'Nell provided a visual for locating the web resources.

#### **XI. Roles of a nonprofit Board and how it differs from a school board role**

Attorney Bob Steringer provided a presentation on the difference between a director's role on a non-profit corporation board and a board member on a local school district, including government ethics and conflict of interest; and non-profit corporation fiduciary duties of good faith, due care, and loyalty.

#### **XII. OSBA Board Committees and Caucuses**

##### **XII.A. Ad-hoc committees**

XII.A.1. Oregon LGBTQIA2S+ School Board Members Advisory Committee

##### **XII.B. Caucuses**

XII.B.1. Oregon School Board Members of Color Caucus

XII.B.2. Oregon Rural School Board Members Caucus

##### **XII.C. Standing committees**

XII.C.1. Executive Committee

XII.C.2. Finance Committee

XII.C.3. Budget Committee

XII.C.4. Governance Committee

XII.C.5. Policy Committee

#### **XIII. Legislative Policy Committee**

Chief Legal Officer and Interim Deputy Executive Director provided a brief overview of the Board's standing committees, ad hoc committees, advisory committees, and caucuses; noting the type of committee, its membership, its function, and the staff that support the committee; as La'Nell provided a visual for locating applicable web resources.

#### **XIV. OSBA Legislative Priorities and Principles**

Director of Legislative Services Lori Sattenspiel provided an introduction of the Legislative Policy Committee, its role in the development of the Legislative Priorities and Principles, how the document is used by the Association, and information on general advocacy; as La'Nell provided a visual for locating corresponding web resources.

#### **XV. NSBA and Partner Organizations**

Acting Executive Director Emielle Nischik provided an introduction to some of OSBA's partner organization and how OSBA interacts with them.

#### **XVI. Calendar of Events**

Acting Executive Director Emielle Nischik introduced the Board's calendar of events and detailed key events; as La'Nell provided a visual for locating the resource in the portal.

#### **XVII. Conflict of interest and ethics overview**

Director of Policy Services Spencer Lewis provided information on Oregon Government Ethics laws, resources, and background; what comprises a conflict of interest; regulations surrounding gifts, prohibited use, honoraria, and nepotism; a brief overview of the Statement of Economic Interest; and OSBA's acknowledgment and disclosure form.

#### XVIII. Public meeting law for board members

Chief Legal Officer and Interim Deputy Executive Director Haley Percell presented on Oregon's Public Meeting Law, including applicable definitions, quorum requirements and serial meetings, OSBA email address for Board members, records retention, public meeting requirements (location, notice, minutes), public meeting violations, and public meeting law mandatory training for school board members.

#### XIX. Meeting adjourns

Acting Executive Director Emielle Nischik and President Al-Abdrabbuh gave closing comments.

**The meeting adjourned at 7:58 p.m.**