



OREGON SCHOOL BOARDS ASSOCIATION

OSBA Board of Directors Meeting

Saturday, March 9, 2024

Via Zoom

Meeting Minutes

OSBA board members in attendance at meeting start: President Sami Al-Abdrabbuh; President-elect Chris Cronin; Secretary-treasurer Dawn Watson; Jackie Crook; Katrina Doughty; Neelam Gupta; Linda Hamilton; Tristan Irvin; Greg Kintz; Kristy Kottkey; Alonso Oliveros; Chrissy Reitz; Clyde Rood; Nichole Schott; Glenn Wachter; 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, Chief Operations Officer Chris Davidson, PACE Administrator Dave Harvey, Director of Policy Services Spencer Lewis, Director of Board Development Kristen Miles, Interim Director of Legal Services Michael Miller, Director of Communications Alex Pulaski, Director of Legislative Services Lori Sattenspiel, Information Technology Analyst Henry van Vuuren, Executive Assistant La'Nell Trissel

Guests in attendance at meeting start: Brent Peterson, D.A. Davidson

OSBA board members not in attendance at meeting start: Past-president Sonja McKenzie, Vice President Emily Smith, Kraig Albright, Jeffrey Crapper, Laurie Danzuka, Kris Howatt, Steve Lowell, Nancy Thomas

President Al-Abdrabbuh called the meeting to order at 8:01 a.m.

I. Welcome, introductions, roll call

Roll call was taken, and a quorum was present.

President Al-Abdrabbuh welcomed everyone to the meeting and provided reminders that the board orientation video has been posted on the board resources portal and requested that, anyone who has not done so already, please fill out the logistics survey for the April board meeting.

II. Approve agenda

Motion: Chris Cronin moved the Board to approve the agenda as presented. Seconded by Clyde Rood.

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

*** Emily Smith joined the meeting at 8:15 a.m. ***

III. Consent agenda

III.A. Approval of minutes January 19, 2024, Board of Directors special meeting
February 23, 2024, Board of Directors special meeting

III.B. Acceptance of minutes January 16, 2024, Executive Committee Meeting Minutes
January 18, 2024, Executive Committee Meeting Minutes
February 13, 2024, Executive Committee Meeting Minutes

- III.C. Board written reports NSBA Equity Symposium and Advocacy Institute update
Oregon Rural School Board Members Caucus update
Oregon LGBTQIA2S+ School Board Members Advisory Committee update
- IV. Appointments: PACE Trustee (three-year term ending June 20, 2027) George Mendoza, Superintendent, La Grande School District

Motion: Dawn Watson moved the Board to approve the consent agenda as presented. Seconded by Kristy Kottkey.

Two typos were identified, and a question was raised concerning the comprehensiveness of the discussion regarding unfinished business summarized in the Point of Order section of agenda item IV of the minutes for the January 19 Board of Directors meeting.

Motion: Chris Cronin moved the Board to pull the January 19, 2024, Board of Directors meeting minutes from the consent agenda and to approve the remainder of the consent agenda. Seconded by Jackie Crook.

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

V. OSBA investments report

Chief Operations Officer Chris Davidson introduced Brent Peterson, D.A. Davidson, as OSBA's investment manager, who gave a brief update on the status of OSBA's investments and described the evaluation process for long term income generation and expenses.

Thanks was given to both Brent and Chris for their work.

Kraig Albright joined the meeting at 8:23 a.m.

Sonja McKenzie joined the meeting at 8:26 a.m.

VI. Fee structure for association services

Acting Executive Director Emielle Nischik gave an overview of the proposed edits to the association's fee structure, highlighting the primary goal of updating the fee structure to better align with current market rates, while maintaining a balance between covering costs and what the membership can reasonably assume, and not draining investment reserves. Nischik noted that the Executive Director may adjust and/or establish fees, if need arises, and that the planning for the annual convention is still underway, which may require further adjustment to that particular line item. Further clarification was made that the fee structure was increased last year and, as there was a pause during COVID, the fees are currently being adjusted incrementally to help districts manage the necessary increase in cost for services. Nischik also mentioned that it has been approximately 25 years since the OSBA membership dues have been increased and the fee structure is one of the ways that the association can maintain financial sustainability.

Additional discussion took place concerning the use of caution and care should any potential dues increase be put forward.

Motion: Greg Kintz moved the Board to approve the fee structure for association services as presented with the minor change. Seconded by Clyde Rood.

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

Brent Peterson left the meeting at 8:50 a.m.

VII. Summer Board Conference and Annual Convention planning report

Director of Board Development Kristen Miles gave an update on the planning for the Summer Board Conference and Annual Convention. Additional discussion took place regarding the current venue contracts for these events and clarification was provided regarding keynote speaker planning.

VIII. Executive Director mid-year report

Acting Executive Director Emielle Nischik provided space for the Board to ask questions or provide comments on the executive director mid-year report that was provided in the meeting packet. There being no questions or comments, President Al-Abdrabbuh congratulated Nischik on the thorough and efficient report, its clearly identified pathways forward, and the phenomenal work that has been accomplished.

*** Bob Steringer, Harrang Long P.C., joined the meeting at 8:59 a.m. ***

*** Mike Porter, Miller Nash LLP, joined the meeting at 9:00 a.m. ***

IX. Proposed OSBA policies for adoption

Policy Committee Chair Chris Cronin thanked committee members Kris Howatt and Dawn Watson, and Director of Policy Services Spencer Lewis and Senior Policy Services Assistant Colleen Allen for their contributions to the work of the committee, summarized the updates to the policies currently being brought before the Board, and informed the Board of the Committee's intent to review the entire manual over the course of the year.

Motion: Chris Cronin moved the Board to adopt revised OSBA Policies 4800, 7100, and 7360 as presented. Seconded by Greg Kintz.

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

X. Update on the Governance Committee

Chief Legal Officer and Interim Deputy Executive Director Haley Percell provided an update on the work that the Governance Committee will be carrying out over the next nine months, including the completion of the contractually required executive director evaluations for both the executive director and the acting executive director.

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

XII. To consider attorney-client privileged information or records that are otherwise exempt by law from public inspection regarding consideration of legal issues concerning executive director evaluations

XIII. To consider attorney-client privileged information or records that are otherwise exempt by law from public inspection regarding complaints and concerns raised by Directors about other Directors

Point of Order: Clarification was requested that allowing ex-officio members of the Board into executive session did not violate the Board's attorney-client privilege.

Bob Sterinber, OSBA Legal Counsel, verified that in this case, allowing the Board's ex-officio members into this executive session does not violate attorney-client privilege, that the ex-officio members should hold themselves to the same fiduciary duty as all other members of the Board, and further explained that in the conduct of meetings the President or the presiding officer routinely makes decisions on behalf of the

Board, in this case who is and who is not allowed to attend in executive sessions, and that there is a process in which any Board member may challenge such a decision of the President.

*** All OSBA staff, guests, and members of the public, except Emielle Nischik, Haley Percell, La'Nell Trissel, Bob Steringer, and Michael Porter, stayed in the meeting room while the Board and other invited staff and guests moved to a breakout room at 9:31 a.m. ***

President Al-Abdrabbuh led the Board into executive session at 9:31 a.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-Abdrabbuh adjourned executive session at 10:20 a.m.

The Board returned to the meeting room at 10:20 a.m.

Michael Porter left the meeting at 10:20 a.m.

XIV. Action on complaint(s) about Director(s)

Motion: Chris Cronin moved the Board to adopt the resolution as presented in satisfaction of Mr. Crappers complaint and all future possible complaints. [The resolution states:]

Whereas, the Executive Committee has thoroughly investigated Director Crapper's complaint against Director Doughty's conduct;

Whereas, the Board is cognizant of multiple other concerns raised by various Directors about each other that have not been investigated by the Board, including concerns raised by Director Doughty about Director Crapper's conduct, and the Board wishes to resolve all issues with this Resolution;

Whereas, certain Directors have engaged in actions, published statements, used social media, and communicated with each other in ways that have been disruptive, detrimental to OSBA's reputation, and potentially in violation of OSBA policies;

Whereas, certain Directors have expressed experiencing displeasure, discomfort, and trauma due to the actions and statements of their peers.

Whereas, OSBA, as a governmental entity, possesses limited legal authority and resources to regulate individual Directors' speech;

Whereas, the applicability of certain OSBA policies, such as Policy 7730, to interactions between Directors remains unclear;

Whereas, ongoing interpersonal disputes among certain Directors have resulted in a substantial toll on staff time and morale, leading to significant expenses for legal and mediation services, diverting focus away from the primary mission of serving Oregon students and boards;

Now, therefore, be it resolved that:

1. The Board unequivocally disapproves of past conduct by Directors that has been disruptive, inappropriate, detrimental to OSBA's reputation, or is in potential violation of OSBA policies.

2. The Board commits to conducting themselves in a respectful and civil manner, upholding their fiduciary duties of care and loyalty to OSBA, adhering to the Board's operating agreements, and aligning with the purpose of the OSBA as outlined in its bylaws.

3. The Board commits to fostering a culture of dignity, respect, and effective communication within OSBA, recognizing the impact that interpersonal dynamics have on staff morale, legal expenses, and the overall reputation of the organization.

4. The Board emphasizes the importance of focusing on the core mission of serving Oregon students and board members, and desires to direct energy and resources towards improving student success and education equity through advocacy, leadership and service to Oregon public school boards.

5. The Board supports a comprehensive review of existing OSBA policies to clarify their applicability to interactions between Directors and ensure a framework that promotes a professional and collaborative working environment.

Seconded by Glenn Wachter.

Concern was raised regarding the proposed Board Resolution being a viable solution to the conflict at hand. Individuals who have been significantly involved in the process of developing the Resolution, assured the Board that all parties involved are in agreement that the Resolution is sufficient. Further discussion took place and statements were made regarding the parameters of the conflict, the process, and the proposed solution.

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

Kraig Albright:	Yea	Kristy Kottkey:	Yea
Jeffrey Crapper:	Absent	Steve Lowell:	Absent
Chris Cronin:	Yea	Sonja Mckenzie:	Yea
Jackie Crook:	Yea	Alonso Oliveros:	Yea
Laurie Danzuka:	Absent	Chrissy Reitz:	Yea
Katrina Doughty:	Yea	Clyde Rood:	Nay
Neelam Gupta:	Yea	Nichole Schott:	Yea
Linda Hamilton:	Yea	Emily Smith:	Yea
Kris Howatt:	Absent	Nancy Thomas:	Absent
Tristan Irvin:	Yea	Glenn Wachter:	Yea
Greg Kintz:	Nay	Dawn Watson:	Yea

XV. Action on investigation (if necessary)

The agenda item was no longer necessary and removed from the agenda.

XVI. Meeting adjourns

The meeting was adjourned at 11:20 p.m.