



OREGON SCHOOL BOARDS ASSOCIATION

OSBA Governance Committee Meeting

Friday, March 15, 2024, 11:00 AM

Via Zoom

Meeting Minutes

OSBA committee members in attendance at meeting start: President Sami Al-Abdrabbuh; Jackie Crook; Neelam Gupta; Linda Hamilton; Greg Kintz; Chrissy Reitz

OSBA staff in attendance at meeting start: Acting Executive Director Emielle Nischik, Chief Legal Officer and Interim Deputy Executive Director Haley Percell, Executive Assistant La'Nell Trissel

Guests in attendance at meeting start: OSBA President-elect Chris Cronin, OSBA Board Legal Counsel Bob Steringer

OSBA committee members not in attendance at meeting start: Jeffrey Crapper; Sonja Mckenzie; Laurie Danzuka

President Sami Al-Abdrabbuh called the meeting to order at 11:05 a.m.

I. Welcome and roll call

Roll call was taken, and a quorum was present.

President Al-Abdrabbuh welcomed everyone to the meeting; gave comments on the importance of the work, outlined the goals of today's meeting, provided a high-level overview of the process for reviewing the executive director evaluation timeline and process, reviewed today's expectation for starting the review of the OSBA Bylaws; and thanked the committee members for their service.

II. Approve agenda

Greg Kintz moved the committee to approve the agenda as presented. Seconded by Jackie Crook.

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

III. Executive Director evaluation timeline, criteria, and process

Chief Legal Officer and Interim Deputy Executive Director Haley Percell outlined the Acting Executive Director Evaluation: Timeline, Criteria and Process for 2024-25 that was proposed in the meeting packet. The proposed timeline, criteria, and process was modeled after the previous executive director evaluation and modified to reflect the status of an acting executive director as opposed to a permanent executive director. In addition, changes were made to replace the criteria selection process with the completion of, or work towards, the adopted acting executive director's goals; to add a provision that the acting executive director's goals shall align with the Board's strategic plan; to add an acting executive director goal's report to the Board during September Board of Directors meeting; to include the acting executive director in the Board's evaluation discussion; to clarify the process for reviewing the acting executive director's contract and compensation; and to clarify the processes surrounding the acting executive director's evaluation

documentation.

Additionally, Haley made the following recommendations regarding the Committee's course of action:

- For the purposes of streamlining the operations of the Committee, Haley recommended making the executive director evaluation timeline and process a permanent process.
- Due to the limited time frame and acknowledging that the acting executive director currently has no adopted goals, Haley recommended that the acting executive director evaluation required by contract to be completed by June 30, 2024, be waived by both the Acting Executive Director and the Board of Directors at the June Board of Directors meeting.

After further discussion, the Committee requested that staff propose additional modifications to include further clarification of the process defined in the "At the June 2025 Meeting" and "By June 31, 2025" provisions; further review of the changes made to replace the criteria selection process with the completion of, or work towards, the adopted acting executive director's goals to be sure that the proposed change was carried through the entire document; replacement of the "Mid-May 2025" provision with the directive that the Acting Executive Director will provide the Board with an update on the Acting Executive Director's adopted goals at each regular meeting of the Board; and the addition of a provision for Board review of the current, not acting, Executive Director evaluation at the June 2024 Board of Directors meeting.

IV. Bylaws review

President Al-Adrabbuh gave a high-level overview of the process for reviewing the Bylaws and the goals for today's meeting.

Haley reviewed the proposed changes that were submitted in the meeting packet. After a period of clarification and feedback, the committee requested the following topics be brought back for further discussion:

- 3.5.4 Ex-officio - general discussion regarding ex-officio members (i.e., cost, staff time, requirements, duties, and expectations)
- Section 5 Officers of the Board of Directors - eligibility of officers (e.g., ex-officio eligibility)

Additional discussion took place regarding Zoom protocols, which was differed to the Policy Committee.

V. Meeting adjourns

The meeting was adjourned at 12:44 p.m.