



OREGON SCHOOL BOARDS ASSOCIATION

OSBA Governance Committee Meeting

Tuesday, August 6, 2024, 12:00 PM

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; Sonja McKenzie

OSBA staff in attendance at meeting start: Interim 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 Board Legal Counsel Bob Steringer

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

President Sami Al-Abdrabbuh called the meeting to order at 12:00 p.m.

I. Welcome and roll call

Roll call was taken, and a quorum was present.

President Al-Abdrabbuh welcomed everyone to the meeting, provided overview of the committee's responsibilities and the committee's work this year.

II. Approve agenda

Motion: Jackie Crook moved to approve the agenda as presented. Seconded by Sonja McKenzie.

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

III. Approve minutes

Motion: Jackie Crook moved to approve the June 26, 2024, OSBA Governance Committee meetings minutes as presented. Seconded by Sonja McKenzie.

There being no votes in opposition and one abstention, the motion passed with a majority.

Sami Al-Abdrabbuh: Yea

Laurie Danzuka: Absent

Greg Kintz: Yea

Jeffrey Crapper: Absent

Neelam Gupta: Yea

Sonja McKenzie: Yea

Jackie Crook: Yea

Linda Hamilton: Abstain

Chrissy Rietz: Yea

IV. Bylaws review

**** Laurie Danzuka joined the meeting at 12:19 p.m. ****

President Al-Abdrabbuh introduced the agenda topic, indicated that the packet had been submitted to the Committee a week in advance for review, and noted that neither himself nor staff had received any questions regarding the proposed bylaws revisions packet.

Chief Legal Officer and Interim Deputy Executive Director provided an overview of the layout of the document provided for approval by the Governance Committee, noted that staff had not received any questions regarding the proposed document, and opened the floor for a question and answer session.

Further discussion took place regarding bylaws 4.2 and the creation of the Governance Committee, its members, and the designation of its leadership; the purpose, composition, election of leadership, and due diligence of the Caucuses; and clarification of the proposed changes to bylaws 3.5.3.

Director Kintz objected to the proposed changes in 5.1 and the inclusion of Caucus representatives as part of the collective for officer eligibility. Director Crook objected to the proposed changes in 4.1.1 and the proposed requirements for the Executive Committee updates to the Board. Director Hamilton objected to the proposed changes in 4.1.1 and 5.1 and the proposed requirements for the Executive Committee updates to the Board and the inclusion of Caucus representatives as part of the collective for officer eligibility.

Point of order: Disclosing privileged information in a public setting violates the Board's duty of care. President Al-Abdrabbuh reminded members of the committee to contain their questions and comments to the agenda topic.

Interim Executive Director Nischik reminded the Committee that additional provisions are being considered in OSBA Policy that will provide additional structure to bylaws 5.1.

Motion: Neelam Gupta moved the Committee to recommend the proposed revisions of the OSBA Bylaws to the Board as presented for adoption and forward, as a resolution, to the OSBA member boards for vote. Seconded by Sonja McKenzie.

Further clarifications were made on process.

A voice vote was taken. There being one vote in opposition, the motion passed with a majority.

Sami Al-Abdrabbuh: Yea

Laurie Danzuka: Yea

Greg Kintz: Yea

Jeffrey Crapper: Absent

Neelam Gupta: Yea

Sonja McKenzie: Yea

Jackie Crook: Yea

Linda Hamilton: Nay

Chrissy Rietz: Yea

V. For the good of the order

Additional discussion took place regarding the process.

President Al-Abdrabbuh provided closing comments.

VI. Meeting adjourns

The meeting was adjourned at 12:51 p.m.