

FRIDAY, MARCH 17, 2017

Chemeketa Eola Northwest Wine Studies Center, Salem, OR

OSBA board members in attendance at meeting start: President Betty Reynolds, Vice President Tass Morrison, Secretary-Treasurer Don Cruise, Past President Doug Nelson, Paul Anthony, Kevin Cassidy, Sherry Duerst-Higgins, Susan FitzGerald, Cheri Helt, Kaye Jones, Greg Kintz, Hank Perry, Craig Prewitt, Scott Rogers, Lori Theros, Michelle Vo, Maureen Wolf, ex officio Joel Robe (OAESD)

OSBA staff in attendance at meeting start: Executive Director Jim Green, Deputy Executive Director Mary Paulson, Jenny Fedler, Lisa Freiley, Alex Pulaski, Mike Robison, Lori Sattenspiel, Kate Wilkinson, Jane Leonhardt

OSBA Board members not in attendance: President-elect LeeAnn Larsen, Carlos Castaneda, ex officio Craig Hawkins (COSA), Charles Martinez, Jr. (State Board of Education)

President Betty Reynolds called the meeting to order at 5:34 p.m.

I. Welcome and introductions

Betty welcomed everyone and thanked them for their service to children. She welcomed new board member Michelle Vo. Board members introduced themselves.

II. Approve agenda

Motion: Tass Morrison moved approval of the agenda as presented. Seconded by Paul Anthony.

The board voted and the motion passed unanimously.

III. Consent agenda

A. Approval of minutes

1. January 20-21, 2017, OSBA Board meeting minutes

B. Acceptance of minutes

1. December 19, 2016, Regional Governance Structure Subcommittee conference call minutes
2. January 6, 2017, Board Professional Development Subcommittee conference call minutes
3. January 20, 2017, Finance Committee meeting minutes
4. February 2, 2017, Executive Committee meeting minutes

C. Staff reports

1. 2017 OLN Spring Leadership Institute: April 5, 2017 in Salem, Steve Kelley
2. Promise of Oregon / Oregon Rising update, Alex Pulaski
3. June Board of Directors' meeting, Jim Green
4. Current financial statement, Mike Robison

5. Investment report, Mike Robison
 6. Directors and Officers Employment Practices Liability Insurance, Mike Robison
- D. Board member reports
1. NSBAC update, Betty Reynolds

Motion: Lori Theros moved approval of the consent agenda as presented. Seconded by Tass Morrison.

The board voted and the motion passed unanimously.

IV. Association

- B. Budget and Finance (*item taken out of order*)
3. Change of LGC bank account signatories
- Mike Robison reported that signatories on the Local Government Center (LGC) bank account wasn't addressed at the January 2017 board meeting when the board approved changing signatories on the three OSBA bank accounts. Current signatories on the LGC bank account are Betsy Miller-Jones, Jim Green, Lisa Freiley and Mike Robison. The LGC bank account is maintained by OSBA, however, Association of Oregon Counties Executive Director Mike McArthur must also be a signatory on the account.

Motion: Tass Morrison moved the board authorize OSBA staff to change signatories on the Local Government Center Trust bank account. Signatories on that account will be OSBA Executive Director Jim Green, OSBA Deputy Executive Director Mary Paulson, OSBA Director of Operations and Finance Michael Robison, and Association of Oregon Counties Executive Director Mike W. McArthur. Seconded by Kaye Jones.

Kris Howatt entered the meeting at 5:48 p.m.

The board voted and the motion passed unanimously

4. Finance Committee update (*item taken out of order*)
- Don Cruise reported on the Finance Committee meeting held earlier in the afternoon. He indicated the association is financially stable and investments are doing well.

Michelle Wasson and Brent Peterson entered the meeting at 5:52 p.m.

- A. OSBA IRS status

Joel Robe and Brent Peterson exited the meeting at 5:53 p.m.

Enter executive session at 5:53 p.m.

Executive Session pursuant to ORS 192.660(2)(f)

"To consider information or records exempt by law from public inspection."

Exit executive session at 6:28 p.m.

Heidi Franklin, Brent Peterson and Joel Robe entered the meeting at 6:28 p.m.

Michelle Wasson exited the meeting at 6:29 p.m.

- B. Budget and Finance
 - 1. Understanding OSBA financial statements
Heidi Franklin provided information to the board on how to read and understand the financial statements and audit reports provided to them.
 - 2. Understanding OSBA investment statements
Brent Peterson provided information to the board on how to understand investment reports and portfolio summaries, including asset allocations and stock types.

Heidi Franklin and Brent Peterson exited the meeting at 7:20 p.m.

- 5. Budget proposals
Jim Green referred board members to pages 73-75 of the meeting packet and summarized the information found in the budget documents. There will be no increase in dues rates this year.
- 6. Budget direction from Board

Motion: Craig Prewitt moved the board approve the budget direction as proposed by OSBA Director of Operations and Finance Mike Robison. Seconded by Kevin Cassidy.

The board voted and the motion passed unanimously.

The meeting recessed at 7:35 p.m.

The meeting reconvened at 7:46 p.m.

- C. Appointments
 - 1. Finance Committee
 - a. Appointment of at-large member
Mike Robison indicated there is a vacancy for the at-large position on the OSBA Finance Committee. Anyone who is qualified and interested in being on Finance Committee should contact Mike directly. There is no deadline for applications.

- D. Executive Director's report
Jim Green referred board members to his written report at page 80 of the meeting packet and summarized what is in his report. Jim continues to meet with executive coach

Sydney Joyner. He will have a full report in June on his transition. Jim reported on two IT projects yet to be completed.

E. Board committee reports

1. OSBA Governance Committee meeting

Betty Reynolds provided an outline of the work of the subcommittees and thanked members of the subcommittees for their work.

a. Board Professional Development

Maureen Wolf thanked Kris Howatt and Sherry Duerst-Higgins for their work on the subcommittee. The subcommittee looked at compliance- and education-based training for the board. Kris Howatt and Mary Paulson will create a calendar of training going forward.

b. Regional Governance Structure

Maureen Wolf thanked Scott Rogers and Kaye Jones for their work on the subcommittee. Maureen summarized information found in her report on pages 88-91 of the meeting packet regarding region population and geography, as well as the subcommittee's recommendations and budget impact of the recommendations.

c. Executive Director Evaluation

Betty Reynolds referred board members to her report on page 93 of the meeting packet and summarized the executive director evaluation process.

d. Strategic Planning

Doug Nelson reported that in June the board will revisit the strategic plan in a facilitated discussion with Rangineh Azimzadeh Tosang, to be guided by Jim's visits internally with staff and externally with partners, as well as the membership survey.

e. Elections and resolutions

Jim referred board members to page 95 of the meeting packet. In January the board reviewed a letter expressing dissatisfaction with the "all or nothing" method of voting on OSBA resolutions. Vice President LeeAnn Larsen and Jim Green will discuss potential development of new bylaws relating to the elections and resolution process for consideration at the June board meeting.

V. Advocacy

A. Advocates for School Trust Lands (formerly Children's Land Alliance Supporting Schools (CLASS)) Conference: July 9-13, 2017, Anchorage, AK

Jim reported that historically OSBA sends at least one board member representative to the summer conference. The Executive Committee in February expanded the opportunity to include LPC members, and advertised the opportunity for attendance. Greg Kintz, Susan FitzGerald, and Liz Hartman responded expressing interest and each were

provided an opportunity to explain why they wished to attend. Estimated costs are approximately \$2,000-2,300 per person.

Motion: Craig Prewitt moved the board support the attendance of Greg Kintz, Susan FitzGerald and Liz Hartman, contingent upon her re-election, at the Advocates for School Trust Lands Conference July 9-13, 2017, in Anchorage, Alaska. Seconded by Kevin Cassidy.

The board voted and the motion passed unanimously.

Jim clarified that Liz Hartman will not attend in the event she is not re-elected to her board seat.

VI. Board meeting evaluations

Chair Betty Reynolds adjourned the meeting at 8:45 p.m.