

## FRIDAY, MARCH 16, 2018

Chemeketa Eola Northwest Wine Studies Center, Salem, OR

*OSBA board members in attendance at meeting start:* President LeeAnn Larsen, President-elect Tass Morrison, Vice President Kevin Cassidy, Secretary-Treasurer Maureen Wolf, Past President Betty Reynolds, Paul Anthony, Terry Deacon, Susan FitzGerald, Liz Hartman, Greg Kintz, Melissa LaCrosse, Patti Norris, Hank Perry, Craig Prewitt, Scott Rogers, Lori Theros, Michelle Vo

*OSBA staff in attendance at meeting start:* Executive Director Jim Green, Deputy Executive Director Mary Paulson, Jenny Fedler, Jon Greeley, Dave Harvey, Donna Herren, Peggy Holstedt, Steve Kelley, Haley Percell, Alex Pulaski, Lorri Sattenspiel, Peggy Stock, Jane Leonhardt

*OSBA guest in attendance at meeting start:* Salam Noor

**President LeeAnn Larsen called the meeting to order at 5:33 p.m.**

I. Welcome and introductions

President Larsen welcomed board members to the meeting. No introductions were done as those will be conducted Saturday morning.

II. Approve agenda

**Motion: Tass Morrison moved approval of the agenda as presented. Seconded by Craig Prewitt.**

**The board voted and the motion passed unanimously.**

III. Consent agenda

A. Approval of minutes

1. January 11, 2018, OSBA Board of Directors' meeting minutes
2. January 19-20, 2018, OSBA Board of Directors meeting minutes

B. Acceptance of minutes

1. January 19, 2018, Finance Committee meeting minutes
2. January 20-21, 2018, OSBA Legislative Policy Committee meeting minutes
3. January 31, 2018, Executive Committee conference call minutes

C. Staff reports

1. June 2018 Board of Directors' meeting, Jim Green
2. Current financial statement, Jon Greeley
3. Investment report, Jon Greeley
4. Directors and Officers Employment Practices Liability Insurance, Jon Greeley

5. Summer Board Conference and Annual Convention planning, Steve Kelley
6. OSBA non-profit corporation status, Mary Paulson

**Motion: Patti Norris moved approval of the consent agenda as presented. Seconded by Tass Morrison.**

**The board voted and the motion passed unanimously.**

*\*\*Sherry Duerst-Higgins entered the meeting at 5:38 p.m.\*\**

IV. Advocacy

A. Advocates for School Trust Lands Conference, July 7-9, 2018, Duluth, MN  
Jim Green indicated that OSBA sends one or two board member representatives to this conference each year. This year the meeting is in Duluth, MN, July 8-9. OSBA covers the cost of registration, travel and lodging. Tass Morrison and Greg Kintz indicated they are interested in attending.

**Motion: Kevin Cassidy moved the board support the attendance of Tass Morrison and Greg Kintz at the Advocates for School Trust Lands 2018 Summer Conference in Duluth, Minnesota. Seconded by Patti Norris.**

**The board voted and the motion passed unanimously.**

B. 2018 NSBA Advocacy Institute

LeeAnn indicated her report, as well as reports of attendees Maureen Wolf and Rose Wilde are included in the meeting packet. LeeAnn provided a brief outline of the activities attended by the group while in Washington, D.C. Betty Reynolds outlined her work with NSBAC while there.

C. 2018 legislative session report

Lori Sattenspiel summarized bills of importance to OSBA from the 2018 short legislative session. Jim acknowledged the work of Richard Donovan on the class size bill. The new Joint Committee on Student Success will hit the road to tour schools and talk to students, superintendents and board members. Looking ahead to 2019, several key legislators will be leaving the legislature. Lori indicated she and Richard Donovan are working on the 2018 Legislative Report that is published with COSA.

*\*\*Kris Howatt entered the meeting at 5:55 p.m.\*\**

V. Association

A. Executive Director's report

Jim referred to his report in the meeting packet. Related to work outside of OSBA, he indicated he continues to meet with coalition partners on revenue reform. OBC and OBI have formed several work groups to put together a revenue reform package. Jim will serve on their revenue and PERS work groups. Related to internal matters, Jim outlined steps being taken to fully staff

the association and outlined work currently being done by the departments.

B. Executive Director evaluation - review timeline and purpose

LeeAnn referred to the evaluation time line included in the meeting packet and summarized the process.

C. Budget and Finance

1. OSBA Finance Committee update

Maureen Wolf provided highlights from the Finance Committee meeting held earlier that afternoon. The committee took action in favor of budget options presented but requested additional information. Because of expected changes in staffing of the Finance Department, the committee discussed putting in place internal controls, risk assessments and financial reporting and monitoring.

2. Budget proposals

Jim referred to his report regarding member services enhancement options requiring additional investment using funds from unrestricted reserves. Three proposals presented in detail included increased staffing, purchase of Forecast5 analysis software, and pursuing a revenue reform/cost containment package.

3. Budget direction from Board

**Motion: Tass Morrison moved the board approve the budget direction as proposed by OSBA Director of Finance and Operations Jon Greeley. Seconded by Scott Rogers.**

Jim indicated no decision is being requested from the board at this time, that he is seeking consensus from the board to move ahead to investigate potential costs and timelines for the three optional services enhancements previously discussed.

Kris Howatt asserted a point of order. President Larsen declared the previous motion out of order.

Consensus was shown for staff to move forward to gather additional information on strategies and budget requirements which will be presented to the board for action at the June meeting.

**The meeting recessed at 7:19 p.m.**

**The meeting reconvened at 7:28 p.m.**

*\*\*Salam Noor exited the meeting at 7:28 p.m.\*\**

D. Signatory authorization for non-profit corporation

Jim indicated that with the governance change that goes into effect July 1, 2018, Articles of Incorporation must be filed with the Secretary of State. Action of the board is needed to authorize signatories on behalf of the organization. This may be an annually recurring item as the

OSBA president changes.

**Motion: Sherry Duerst-Higgins moved the board authorize legal counsel Michele Wasson to sign and file Articles of Incorporation with the Secretary of State and OSBA President LeeAnn Larsen and OSBA Executive Director Jim Green to sign other necessary nonprofit corporation documents. Seconded by Lori Theros.**

Clarification was made that signatory authorization would be for the current nonprofit corporation documents such as Articles of Incorporation only and not for financial documents.

**The board voted and the motion passed unanimously.**

- E. Appointments
  - 1. LPC vacancies
    - a. Position 8 (Clackamas Region) / Linda Brown, Clackamas ESD
    - b. Position 14 (North Coast Region) / John Hartsock, Gresham Barlow 10
    - c. Position 19 (Multnomah Region) / Rita Moore, Portland 1J

Jim outlined the three vacancies on the Legislative Policy Committee and referred to the application materials in the meeting packet.

**Motion: Betty Reynolds moved the OSBA board appoint Linda Brown to fill Position 8 of the Clackamas Region, John Hartsock to fill Position 14 of the North Coast Region, and Rita Moore to fill Position 19 of the Multnomah Region on the OSBA Legislative Policy Committee. Seconded by Kris Howatt.**

**The board voted and the motion passed unanimously.**

- 2. PACE trustee appointments
  - a. Tim Belanger, Business Director, Oregon Trail 46
  - b. Tenneal Wetherell, Superintendent, South Coast ESD
  - c. Mike Schofield, CFO, Gresham-Barlow 10

Dave Harvey indicated that the OSBA board approves nominations made by PACE trustees to fill vacancies on the PACE board. He outlined existing and future vacancies and referred to the application materials in the board packet. All three applicants are recommended for appointment by the PACE board of trustees.

**Motion: Kris Howatt moved the OSBA board appoint Tim Belanger, Tenneal Wetherell and Mike Schofield to the PACE board of trustees. Seconded by Patti Norris.**

**The board voted and the motion passed unanimously.**

- F. Board committee reports
  - 1. OSBA Revenue Reform Advisory Workgroup

LeeAnn indicated the Revenue Reform Advisory Workgroup and the Governance Committee remain active from 2017. The Revenue Reform Advisory Workgroup met March 1. LeeAnn's report from that meeting is in the meeting packet.

2. OSBA Governance Committee

Tass Morrison indicated the Governance Committee met March 7. Items discussed at the meeting were review of the governance structure as OSBA moves to non-profit status, and board professional development topics and calendar.

**President LeeAnn Larsen recessed the meeting at 7:50 p.m.**

## SATURDAY, MARCH 17, 2018

Chemeketa Eola Northwest Wine Studies Center, Salem, OR

*OSBA board members in attendance at meeting start:* President LeeAnn Larsen, President-elect Tass Morrison, Vice President Kevin Cassidy, Secretary-Treasurer Maureen Wolf, Past President Betty Reynolds, Terry Deacon, Sherry Duerst-Higgins, Susan FitzGerald, Liz Hartman, Kris Howatt, Greg Kintz, Melissa LaCrosse, Patti Norris, Hank Perry, Craig Prewitt, Scott Rogers, Lori Theros, Michelle Vo

*OSBA staff in attendance at meeting start:* Executive Director Jim Green, Deputy Executive Director Mary Paulson, Jenny Fedler, Jon Greeley, Dave Harvey, Donna Herren, Peggy Holstedt, Steve Kelley, Haley Percell, Alex Pulaski, Lori Sattenspiel, Peggy Stock, Jane Leonhardt

*OSBA guest in attendance at meeting start:* Salam Noor

### **President LeeAnn Larsen called the meeting to order at 8:04 a.m.**

#### I. Association

##### A. OSBA board self-evaluation

LeeAnn referred to the results of the board self-evaluation in the meeting packet. Board members discussed the results and provided feedback.

*\*\*Paul Anthony entered the meeting at 8:09 a.m.\*\**

Key areas for improvement were noted and next steps as a board were discussed. Input was sought on whether the self-reflection was helpful and if the self-evaluation questions were thorough enough.

##### B. Roles and responsibilities of a non-profit corporation board

LeeAnn introduced Salam Noor of Education Consultants International. Salam expressed appreciation to board members for the opportunity to work with them and thanked them for the work they do. He asked board members to introduce themselves and indicate why they chose to be on the OSBA board. He then outlined the purpose of the day's exercise which will set the foundation for the June board retreat. The first phase of work is to talk about the distinction between being a local school board and statewide executive board. Board members began work in small groups to answer questions posed by Salam.

**The meeting recessed at 9:50 a.m.**

**The meeting reconvened at 10:12 a.m.**

Work continued in small groups, followed by discussion of the pace of change in education. Salam encouraged board members to keep in mind that as OSBA board members they

collectively enable their local boards to achieve their goals. The meeting closed with reflection on the day's work and next steps moving forward.

**President LeeAnn Larsen adjourned the meeting at 11:32 a.m.**