

FRIDAY, JUNE 22-24, 2018
Mount Bachelor Village Resort, Bend, OR

OSBA board members in attendance at meeting start: President LeeAnn Larsen, President-elect Tass Morrison, Vice President Kevin Cassidy, Past President Betty Reynolds, Paul Anthony, Sherry Duerst-Higgins, Susan FitzGerald, Liz Hartman, Kris Howatt, Greg Kintz, Melissa LaCrosse, ex officio Bob Moore, 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, Dave Harvey, Peggy Holstedt, Steve Kelley, Haley Percell, Alex Pulaski, Mike Robison, Lori Sattenspiel, Peggy Stock, Sarah Herb, Jane Leonhardt

OSBA guests in attendance at meeting start: Ana del Rocio, Jessica Arzate

OSBA Board members not in attendance: Secretary-Treasurer Maureen Wolf

President LeeAnn Larsen called the meeting to order at 6:33 p.m.

I. Welcome and introductions

President LeeAnn Larsen welcomed attendees. Meeting attendees introduced themselves.

II. Approve agenda

Motion: Sherry Duerst-Higgins 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. March 16, 2018 OSBA Board of Directors meeting minutes
 - 2. April 28, 2018, OSBA Board of Directors meeting minutes
- B. Acceptance of minutes
 - 1. March 16, 2018 Finance Committee meeting minutes
 - 2. April 27, 2018, Policy Committee meeting minutes
 - 3. April 27-28, 2018 Legislative Policy Committee meeting minutes
 - 4. May 4, 2018 Budget Committee meeting minutes
 - 5. May 11, 2018 Executive Committee meeting minutes
 - 6. May 14, 2018 Policy Committee meeting minutes
 - 7. May 31, 2018 Budget Committee meeting minutes
- C. Staff written reports
 - 1. Year-end reports
 - a. Litigation Department year-end report, Haley Percell

- b. Labor Services year-end report, Peggy Stock
 - c. PACE Services year-end report, Dave Harvey
 - d. Legislative Services year-end report, Lori Sattenspiel
 - e. Communication Services year-end report, Alex Pulaski
 - f. Board Development year-end report, Steve Kelley
 - g. Policy Services year-end report, Peggy Holstedt
 - h. Operations and Finance year-end report, Mary Paulson
2. 2019 OSBA Board of Directors' and LPC meetings calendar
 3. Liaison chart
 4. OSBA board committees participation list
 5. Current financial statements
 6. Investment report
 7. Investment Policy Guidelines
 8. Promise Scholarship Program
 9. Promise of Oregon campaign
- D. Board written reports
1. PACE report, Craig Prewitt
 2. OCCA report, Betty Reynolds
 3. Committee on Safe and Effective Schools, Maureen Wolf

Motion: Kris Howatt moved approval of the consent agenda. Seconded by Melissa LaCrosse.

The board voted and the motion passed unanimously.

IV. Advocacy

A. Legislative update

Lori Sattenspiel outlined workgroup activity at the capitol and the Joint Committee on Student Success road show. She discussed potential ramifications of the decision in the *Janis* case which expected to be released next week. She has been meeting with the business community and unions on PERS. She is working with Lindsay Capps to get the Governor at an OSBA event at some time in the near future. Jim Green talked about the QEC model report recently released.

1. 2019-20 Legislative Priorities and Policies

Lori indicated the proposed Legislative Policies and Priorities will be distributed to the OSBA membership for review and feedback.

V. Ex officio reports

A. OAESD, Bob Moore

Bob summarized recent newsletters released by OAESD and outlined work being done by the OAESD. He answered questions about services provided by ESDs and Measure 98 implementation.

B. School Board Members of Color Caucus (SBMCC)

Jessica Arzate and Ana del Rocio reported on the caucus meeting held in May. The main

priority currently is relationship building and establishing a welcoming culture within caucus membership. The caucus is interested in workforce equity (certified and classified), curriculum transformation, fully funding k-12 and leveraging caucus membership for lobby work in Salem. There is also interest in contributing to the OSBA legislative agenda. The caucus is compiling and finalizing its budget and so they can move forward. The caucus is seeking voting seats on the OSBA Board of Directors and Legislative Policy Committee which requires an amendment to the OSBA Bylaws. A resolution asking for an amendment to the bylaws must be voted on by the full membership. Jessica appreciated the opportunity to go to San Antonio for the NSBA Annual Conference and indicated it raised her interest in representing caucus members nationally.

Terry Deacon entered the meeting at 7:07 p.m.

VI. Association

A. OSBA organizational status

Jim Green referred to the memorandum at page 102 of the meeting packet. On July 1 OSBA will switch to nonprofit status. The bylaws will be filed with the Secretary of State by June 29. Charter schools will no longer be associate members but can receive OSBA services by signing a Memorandum of Understanding with their school districts.

B. Pacific Region Nominating Committee member appointment

LeeAnn outlined the purpose of the NSBA Pacific Region Nominating Committee. LeeAnn sat on the committee last year and Tass has volunteered to serve this year.

Motion: Kris Howatt moved the board appoint Tass Morrison to the NSBA Pacific Region Nominating Committee. Seconded by Craig Prewitt.

The board voted. Betty Reynolds abstained. The motion passed.

C. 2018 Nominations for NSBA Board of Directors

Jim Green reported that Betty Reynolds is putting her name forward for the position of NSBA Director for the Pacific Region. A copy of Betty's application was distributed to everyone except Tass Morrison as she will serve on the Pacific Region Nominating Committee.

Motion: Lori Theros moved the OSBA board recommend that Betty Reynolds be considered by the Pacific Region Nominating Committee for the position of Regional Director for the Pacific Region. Seconded by Craig Prewitt.

The board voted. Betty Reynolds abstained. The motion passed.

D. OSBA budget

1. Budget Committee update

Tass Morrison indicated she is reporting on behalf of Maureen Wolf, Chair of the OSBA Budget Committee, who wasn't able to attend this meeting. The Budget

Committee met on May 31, 2018, to review the 2018-19 budget, including budget option packages. Budget Committee members received an update on the option packages and heard recommendations from staff on how the options would be funded. There was a request from Bill Graupp, Treasurer of the SBMCC, for funds to pay for caucus meetings and professional development. The committee approved the budget, including the capital assets budget and all four option packages, for a total of \$10.5 million.

2. 2018-19 fee structure

Jim referred to the revised Fee Structure for Association Services document on page 139 of the meeting packet. Changes to the OSBA Annual Convention fee schedule require board approval. OSBA is raising fees on some professional services to recognize the increasing costs of providing services.

Motion: Kris Howatt moved the OSBA board adopt the Fee Structure for Association Services for 2018-19 as presented. Seconded by Scott Rogers.

The board voted and the motion passed unanimously.

3. Proposed 2018-19 OSBA budget

Jim referred attendees to pages 151-170 of the meeting packet and summarized the recommended OSBA budget and four member services enhancement option packages. He recommended the board approve all four expenditure options pending approval of the School Board Members of Color Caucus' bylaws and budget.

Motion: Betty Reynolds moved the OSBA board adopt the budget for 2018-19 as presented, including all four option packages. Seconded by Craig Prewitt.

The board voted and the motion passed unanimously.

President LeeAnn Larsen recessed the meeting at 8:20 p.m.

SATURDAY, JUNE 23, 2018
Mount Bachelor Village Resort, Bend, OR

OSBA board members in attendance at meeting start: President LeeAnn Larsen, President-elect Tass Morrison, Vice President Kevin Cassidy, Past President Betty Reynolds, Paul Anthony, Terry Deacon, Sherry Duerst-Higgins, Susan FitzGerald, Liz Hartman, Kris Howatt, Greg Kintz, Melissa LaCrosse, ex officio Bob Moore, 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, Dave Harvey, Peggy Holstedt, Steve Kelley, Alex Pulaski, Lori Sattenspiel, Peggy Stock, Sarah Herb, Jane Leonhardt

OSBA guest in attendance at meeting start: Salam Noor

OSBA Board members not in attendance: Secretary-Treasurer Maureen Wolf

President LeeAnn Larsen called the meeting to order at 8:30 a.m.

President LeeAnn Larsen welcomed everyone back to the meeting. She introduced Salam Noor, who will facilitate the board's continued work on goals and strategic planning.

- I. Association
 - A. Strategic planning
- Salam Noor outlined the day's agenda which will build on work done by the board in March 2018, to develop vision, mission and values statements, develop goals, then talk about board responsibilities in collaboration with OSBA's executive director and staff.

Ana del Rocio entered the meeting at 8:55 a.m.

The meeting recessed at 10:15 a.m.

The meeting reconvened at 10:33 a.m.

Work was done by the board in breakout groups on vision, mission and value statements. Based on the board's work, Alex Pulaski will draft the statements and bring them back to the board for review and potential approval.

Salam indicated the next phase will focus on goals for the organization. Mary outlined goal setting time lines. Current goal setting will take the board through to 2020.

Tass Morrison exited the meeting at 12:03 p.m.

The meeting recessed at 12:03 p.m.

The meeting reconvened at 12:33 p.m.

Ana del Rocio exited the meeting at 1:00 p.m.

B. Strategic planning (continued)

Work on board goals continued. Board members were asked to vote on the goals they support and wish to see as priorities for the organization. Three common themes found were (1) revenue reform, (2) data driven decision-making to drive student success, and (3) board development. Consensus was reached that these three should be areas of focus. Each group came back with a rewritten goal to share with the rest of the group. Consensus was sought on the goals with the understanding that staff will finesse the wording.

Discussion on board/staff and executive director relationship portion of the training will be continued at a later date. A brief conversation was held on what the board wants from the executive director and staff, and what the executive director and staff needs from the board.

President LeeAnn Larsen recessed the meeting at 2:49 p.m.

SUNDAY, JUNE 24, 2018
Mount Bachelor Village Resort, Bend, OR

OSBA board members in attendance at meeting start: President LeeAnn Larsen, President-elect Tass Morrison, Vice President Kevin Cassidy, Past President Betty Reynolds, Paul Anthony, 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, Dave Harvey, Peggy Holstedt, Steve Kelley, Alex Pulaski, Lori Sattenspiel, Peggy Stock, Sarah Herb, Jane Leonhardt

OSBA Board members not in attendance: Secretary-Treasurer Maureen Wolf

President LeeAnn Larsen called the meeting to order at 8:31 a.m.

I. Association

A. Executive Director year-end report

Jim Green began by thanking the board for their hard work on Saturday. OSBA directors will meet with their staff to set department goals and will report out to board in September. Staff retreat this year will be used to do the DiSC profiles to help the lead team understand how their staff communicate.

Jim referred to his report in the meeting packet. He laid out his externally and internally focused goals for 2018-19 as well as his work with the staff to meet the board's four bold steps. He recognized the work of OSBA staff and directors and reported on his work to improve staff morale as well as the status of hiring to fill vacancies and new positions. Jim and Peggy Stock outlined the *Janus* opinion that will be released this week.

1. OSBA compensation schedule/vacation variance requests

Jim referred to the report at page 10 of the meeting packet which reports total compensation for all employees who earn in excess of \$100,000. The report also shows staff who have requested vacation leave variances.

B. Executive Director Evaluation

1. Executive Director year-end evaluation

***Executive Director Jim Green, Deputy Executive Director Mary Paulson, Dave Harvey, Peggy Holstedt, Steve Kelley, Alex Pulaski, Lori Sattenspiel, Peggy Stock, and Sarah Herb exited the meeting at 9:02 a.m. ***

President LeeAnn Larsen led the Board of Directors into executive session at 9:02 a.m.

Executive Session - ORS 192.660(2)(I)

"To review and evaluate the employment-related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing."

Ana del Rocio entered the meeting at 9:10 a.m.

Executive session ended at 9:22 a.m.

Executive Director Jim Green, Deputy Executive Director Mary Paulson, Dave Harvey, Peggy Holstedt, Steve Kelley, Alex Pulaski, Lori Sattenspiel, Peggy Stock, and Sarah Herb entered the meeting at 9:23 a.m.

C. Executive Director salary

Leeann referred meeting attendees to her corrected report which was distributed today. She highlighted information from the report. Jim's base salary is currently \$170,000. OSBA staff was approved for a 2% COLA and a 1% potential merit raise. LeeAnn reported on the salary of OSBA's previous executive director. Information from NSBA on executive director salaries from around the nation was included in the packet. LeeAnn opened the floor for discussion.

Motion: Craig Prewitt moved that the Executive Director's salary for the 2018-19 year be increased to \$175,100, which is his current salary plus 3%. Seconded by Liz Hartman.

The question was asked how staff salary increases are determined. Jim indicated he has asked that OSBA directors base merit increases on evaluations of their staff in alignment with staff goals. Discussion was held of NSBA's salary schedule and the lack of comparison to Oregon superintendent salaries.

Motion: Betty Reynolds moved to amend the motion that the Executive Director's salary increase by 2% COLA and a 1% merit adjustment based on the evaluation. Seconded by Tass Morrison.

Discussion was held that the amended motion was the same as the original motion. Betty explained that her reasoning for the proposed amendment is to align the executive director's salary with that of staff and that it builds in work measures or accountability into the salary proposal.

A point of order was raised that the motion to amend could be ruled out of order as it is the same as the primary motion. LeeAnn stated the motion to amend is out of order.

The board voted on the original motion and the motion passed unanimously.

D. Executive Director Employment Agreement and Memorandum of Understanding
LeeAnn referred to the Executive Director's Employment Agreement on page 19 of the meeting packet. Three changes are recommended: (1) the salary amount that was just

approved by the board will be changed; (2) change to a three-year contract so that contract is not year-to-year; and (3) correct paragraph 11(e) which had been hand-corrected and initialed in 2016, so that there is a clean contract moving forward. LeeAnn penciled in 2022 as the ending date for the amended contract language. She indicated the language of contract addendum is no longer valid.

Motion: Kevin Cassidy moved the board approve the amended language of the Executive Director Employment Agreement as presented including the increased salary of \$175,100 and authorize OSBA President LeeAnn Larsen to execute an MOU with Executive Coach Sydney Joyner. Seconded by Scott Rogers.

Clarification was sought whether the motion included a change in the term of the contract. Kevin indicated it did include the change in the term of the contract. LeeAnn also clarified that the MOU includes a six month extension of services with Sydney Joyner in the amount of \$5,000.

The board voted and the motion passed unanimously.

President LeeAnn Larsen recessed the meeting at 9:38 a.m.

The meeting reconvened at 10:04 a.m.

E. Policy Committee

1. Appointment of Policy Committee at-large member

a. Scott Rogers, Athena-Weston 29J (two-year term)

LeeAnn reported that Tass Morrison's at-large position on the Policy Committee became vacant when Tass moved in to the position of President-elect. Scott Rogers was appointed to the at-large position in January 2018. He has agreed to continue in the position for the full two-year term.

Motion: Kris Howatt moved the board approve President LeeAnn Larsen's appointment of Scott Rogers to fill the at-large position on the OSBA Policy Committee through May 30, 2020. Seconded by Susan FitzGerald.

The board voted and the motion passed unanimously.

2. Report on recommendations

Tass Morrison indicated that minutes of the Policy Committee are in the meeting packet. The committee undertook a complete rewrite of the Policy Manual to bring the policies into alignment with OSBA's new organizational status and bylaws that go into effect July 1, 2018, as well as changes in state and federal law, and to make it more manageable and easy to read. Tass acknowledged the work of Peggy Holstedt, Mary Paulson and La'Nell Trissel in preparation of the new manual. Peggy Holstedt referred to a redlined version of the Policy Manual in the meeting packet. A clean copy is also included with all proposed changes

incorporated into it. On page 135 of the meeting packet is an overview of the Policy Manual rewrite which tells what was changed and the rationale behind the change. Peggy indicated the Policy Committee recommends the revised manual for adoption by the board. Mary Paulson referred to her memo that was distributed today which represents guidelines that will be created if the Policy Manual, as revised, is adopted by the board. Some of the items being removed from the Policy Manual will be moved to guidelines which are housed on OSBA's intranet. Jim outlined the approval process for guidelines.

3. Policy adoption
a. Policies Pertaining to the Organization and Management of the Oregon School Boards Association

LeeAnn opened the floor for questions and comments. Kris Howatt indicated she met via conference call with Jim and Mary to go over the suggested policy changes. She appreciated the opportunity to discuss the changes and overall is pleased with the result. She indicated she still has a few questions. Mary distributed a document which proposes additional language changes to several policies. Peggy Holstedt indicated the board can adopt the Policy Manual then address individual policies in question by giving OSBA staff the authority to revise and bring back as recommendations to the board. Kris indicated if the board votes to approve the Policy Manual as revised she would ask to pull out three policies for discussion.

Motion: Kris Howatt moved acceptance of the policy revisions as presented except for Policy 2700 Travel - Board of Directors, Policy 4800 Expense Reimbursement - Directors of the Board, and Policy 7740 Nondiscrimination. Seconded by Scott Rogers.

Jim indicated the policies pulled by Kris are not critical to the operation of the association. The motion approves every other policy as presented. Discussion will be held on the three held out. Kris would also like consideration of the document distributed today by Mary. LeeAnn indicated she is not inclined to vote on changes proposed in Mary's document as she hasn't yet had an opportunity to review the document. Peggy recommended the changes in Mary's document go to the Policy Committee who will make recommendations to board in September. The three policies pulled in Kris' motion will be sent through that same process.

The board voted and the motion passed with one vote in opposition.

Jim clarified that the three policies excluded in the motion will revert to the old language until the board acts otherwise. Those three policies won't have an impact on association's ability to work as a nonprofit corporation beginning July 1, 2018.

II. Board reports

A. 2018 NSBA Annual Conference

LeeAnn referred to written reports in the meeting packet regarding NSBA's Annual Conference held in San Antonio. Attendees provided verbals report on the conference. Scott Rogers and Melissa LaCrosse expressed appreciation for the opportunity to attend under scholarships authorized by the board. Betty Reynolds also attended a NSBAC meeting while in San Antonio and provided an outline of that meeting.

B. ESSA Advisory Committee

Betty Reynolds included a written report in the meeting packet. She summarized her report and indicated Oregon is a model for implementation of ESSA.

C. OSBA Revenue Reform Advisory Workgroup

Leeann included a written report in the meeting packet. She indicated OSBA's revenue reform work is currently on hold awaiting an opinion from OSBA's attorneys. She will work with Jim to see if the workgroup needs to reconvene. Jim provided a brief report on his work recently on revenue reform.

III. Board meeting evaluation

LeeAnn asked that everyone fill out the evaluation forms. The forms are in a new format and she asked that board members be honest when completing the evaluations.

Other business:

Jim indicated NSBA's Equity Symposium West and CUBE Conference will be held September 26-29, 2018, in Las Vegas. OSBA wants to send one or two board members and asked that anyone interested in attending contact LeeAnn. Jim also noted that the January 2019 board meeting has been moved to February 8-9 due to a conflict with NSBA's Advocacy Institute.

President LeeAnn Larsen adjourned the meeting at 11:04 a.m.