President Tass Morrison called the meeting to order at 6:04 p.m.

I. Welcome and introductions
Board members introduced themselves. President Tass Morrison welcomed new board member Sonja McKenzie who will represent Position 19, Multnomah Region.

II. Approve agenda
Motion: Sherry Duerst-Higgins moved approval of the agenda as presented. Seconded by Patti Norris.

The board voted and the motion passed unanimously.

III. Consent agenda
A. Approval of minutes
   1. June 21-23, 2019, Board of Directors meeting minutes
   2. August 20, 2019, Board of Directors conference call minutes
B. Acceptance of minutes
   1. August 5, 2019, Executive Committee conference call minutes
C. Staff written reports
   1. 2019 Summer Board Conference, Steve Kelley
   2. 2020 Bonds, Ballots & Buildings Conference, Alex Pulaski
   3. PACE update, Dave Harvey
   4. Federal legislation, Lori Sattenspiel
   5. Promise of Oregon campaign, Alex Pulaski
   6. Fall Regional meetings, Lori Sattenspiel
   7. 2019 Annual Convention preview, Steve Kelley
D. Board member written reports
   1. ESSA/Oregon plan, Betty Reynolds
E. 2020 Calendar of OSBA, NSBA and PACE events
F. OSBA 2019 Election – Candidates

Motion: Kris Howatt moved approval of the consent agenda as presented. Seconded by Lori Theros.

The board voted and the motion passed unanimously.

IV. Association
A. Ex officio reports
   1. OAESD
      Due to traffic, Rose Wilde was not present to provide her report. It was presented out of order.

   2. Oregon School Board Members of Color Caucus
      Bill Graupp referred to his report in the meeting packet. He summarized past activities of the Caucus as well as upcoming plans for the Caucus meeting being held during the OSBA Annual Convention, and three workshops to be given by Caucus members.

   3. COSA, Craig Hawkins
      Craig Hawkins was unable to attend the meeting.

B. Officer Succession Planning Committee
LeeAnn Larsen referred to her report in the meeting packet and summarized activities of the committee to be a resource for those interested in stepping into a leadership role on the OSBA Board of Directors.

C. Nomination of OSBA officers
Tass Morrison outlined officers whose terms end this year. Kevin Cassidy automatically becomes President and Tass becomes Past President.

   1. President-elect
      President Tass Morrison opened nominations for President-elect. Lori Theros nominated Scott Rogers. LeeAnn Larsen nominated Maureen Wolf. No further nominations were received, and nominations closed. Scott Rogers expressed his appreciation, however, declined the nomination. Maureen accepted the nomination. The board approved the nomination of Maureen Wolf as President-elect by affirmation.

   2. Vice President
      President Tass Morrison opened nominations for Vice President. Sherry Duerst-Higgins nominated Liz Hartman. No further nominations were received, and nominations closed. Liz accepted the nomination. The board approved the nomination of Liz Hartman as Vice President by affirmation.
3. Secretary-Treasurer
President Tass Morrison opened nominations for Secretary-Treasurer. Craig Prewitt nominated Scott Rogers. No further nominations were received, and nominations closed. Scott accepted the nomination. The board approved the nomination of Scott Rogers as Secretary-Treasurer by affirmation.

D. Finance Committee update
Maureen Wolf briefly reported from the Finance Committee meeting held earlier in the day where Brent Peterson of RBC had provided an overview of OSBA investments.

**Rose Wilde entered the meeting at 6:47 p.m.**

Maureen acknowledged the support of Scott Rogers and Craig Prewitt on the committee and thanked Brent Peterson for his smart management of OSBA investments.

A. Ex officio reports
1. OAESD – This item was received out of order
Rose Wilde introduced herself. She currently serves as Chair-elect of the Oregon Association of Education Service Districts (OAESD). Rose distributed a printed version of the OAESD newsletter and provided highlights from items in the newsletter.

E. Real property transaction

**Salam Noor, Renee Sessler, Kristen Miles, Sarah Herb, Peggy Holstedt, Steve Kelley, Rose Wilde and Haley Percell exited the meeting at 6:30 p.m.**

President Tass Morrison lead the board into executive session at 6:30 p.m.

Executive Session - ORS 192.660(2)(e)
"To conduct deliberations with persons designated by the governing body to negotiate real property transactions."

President Tass Morrison adjourned executive session at 6:49 p.m.

**Salam Noor, Renee Sessler, Kristen Miles, Sarah Herb, Peggy Holstedt, Steve Kelley, Rose Wilde and Haley Percell returned to the meeting at 6:50 p.m.**

The meeting recessed at 6:50 p.m.

The meeting reconvened at 7:04 p.m.

F. Collaborative governance model
Members of the OSBA Board Development team led discussion of the concept of collaborative governance. Board members were divided into small groups for discussion and feedback was given on position papers drafted by Board Development staff. The draft papers outlined links between district leadership and training and facilitation for
school boards, and how those affect student achievement. The goal is to provide boards and district leadership with research-based information on collaborative governance and the value of boards engaging in professional development.

V. **President Tass Morrison recessed the meeting at: 8:32**
OSBA board members in attendance at meeting start: President Tass Morrison, Vice President Scott Rogers, Secretary-Treasurer Maureen Wolf, Past President LeeAnn Larsen, Terry Deacon, Sherry Duerst-Higgins, Bill Graupp, Liz Hartman, Kris Howatt, Greg Kintz, Erika Lopez, Sonja Mckenzie, Patti Norris, Craig Prewitt, Betty Reynolds, Lori Theros, Michelle Vo, ex officio Rose Wilde

OSBA staff in attendance at meeting start: Executive Director Jim Green, Deputy Executive Director Mary Paulson, Chris Davidson, Jenny Fedler, Peggy Holstedt, Steve Kelley, Haley Percell, Alex Pulaski, Lori Sattenspiel, Jane Leonhardt

OSBA board members not in attendance: President-elect Kevin Cassidy, Jackie Crook, Melissa LaCrosse, Brandy Penner

President Tass Morrison called the meeting to order at 8:01 a.m.

I. Advocacy
   A. NSBA
      1. NSBA Summer Leadership Seminar,
         Tass Morrison, Leeann Larsen, Scott Rogers and Maureen Wolf provided reports from their attendance at the NSBA Summer Leadership Conference in Chicago.

**Melissa LaCrosse joined the meeting at 8:06 a.m.**

2. 2020 NSBA Advocacy Institute planning update
   Lori Sattenspiel indicated the 2020 NSBA Advocacy Institute will be held in Washington, D.C. February 2-4, 2020. She provided a reminder that NSBA sends weekly updates which are posted on OSBA’s legislative website.

   a. Advocacy Institute attendees
      Jim summarized the process for selecting attendees of NSBA’s Advocacy Institute. Congressional districts are covered first by officers then by board members. Board members are currently needed to cover DeFazio and Blumenauer’s districts. Board members in those districts should look at their calendars to determine if they are available, then discuss with fellow board members from those congressional districts to determine who will attend.

   b. Advocacy Institute scholarships
      Jim reminded directors that OSBA offers scholarships for attendance at NSBA’s Advocacy Institute and Annual Conference. He referred to his memo on page 10 of the meeting packet. An $18,000 budget line item was approved by the board for scholarships to both events. Staff recommends four $2,000 scholarships for board and LPC members to
attend Advocacy Institute and suggested using a different process, outlined in the memorandum in the meeting packet, to determine how the scholarships are distributed.

**Chris Davidson exited the meeting at 8:15 a.m.**

Discussion was held that $2,000 does not cover all costs to attend Advocacy Institute and Equity Symposium and that smaller districts may financially be unable to pick up those expenses. It was suggested that staff look within the budget to find a way to cover the full cost of four scholarships.

Motion: Kris Howatt moved OSBA provide four $3,000 scholarships to OSBA board and LPC members who wish to attend the NSBA Equity Symposium and Advocacy Institute in 2020. Seconded by Lori Theros.

Jim reminded board members that if the motion passes it will mean $12,000 comes out of the $18,000 scholarship budget, leaving $6,000 for NSBA Annual Conference scholarships. Discussion was held on what the process would be to amend the budget.

The board voted by show of hands. The motion passed with 11 voting in favor and six voting in opposition.

Jim reminded directors that the scholarship distribution process still needed action.

Motion: Kris Howatt moved the board adopt the process for distribution of Advocacy Institute scholarships as presented in the memorandum on page 10 of the meeting packet. LeeAnn Larsen seconded.

Jim clarified that “The week after the board meeting” language in paragraph one of the memorandum means the week after the September board meeting, however, indicated that nominations for board and LPC positions do not close until September 27.

Motion: Patti Norris moved to amend the motion to specify that the week after the November board meeting an email will be sent to board and LPC members that sets the deadline to submit a request for a scholarship. Seconded by Melissa LaCrosse.

The board voted by show of hands and the amendment passed with 16 voting in favor; no votes in opposition.

The board voted by show of hands and the motion as amended passed with 18 voting in favor; no votes in opposition.
3. 2020 NSBA Annual Conference – Chicago
Jim reported the NSBA Annual Conference will be held April 4-6, 2020, in Chicago. He referred to his memorandum on page 13 of the meeting packet. Staff had recommended five scholarships at $2,000 each, however, there is only $6,000 remaining in the budget for Annual Conference scholarships. Adjustments need to be made if the board wishes to go outside of the approved budget. Jim recommends three scholarships at $2,000 each.

Motion: LeeAnn Larsen moved OSBA provide three scholarships of $2,000 each to attend the NSBA Annual Conference in Chicago April 4-6, 2020. Seconded by Maureen Wolf.

Discussion followed. The consensus was that the amount of scholarship amount is small, but the benefit is large. Directors requested that consideration be given to a larger scholarship budget next year, including scholarships for attendance at other conferences such as the CUBE Annual Conference.

The board voted by show of hands. The motion passed with 18 voting in favor; no votes in opposition.

a. Selection of Delegate Assembly representatives
Jim Green reported that the Delegate Assembly is the voting body of the NSBA. Oregon has three voting delegates, one of which must be a minority delegate. In the past OSBA has sent the president and past president to serve as voting delegates, and with creation of the Caucus, the Caucus has nominated one of its members as the minority representative. That is the recommendation of staff again. All costs associated with attending the Delegate Assembly and Annual Convention are covered by OSBA.

Motion: Scott Rogers moved OSBA send the president and past president to serve as general delegates at the April 3, 2020, NSBA Delegate Assembly, and that the OSBMCC select one of its members to serve as minority delegate representing Oregon. Seconded by Erika Lopez.

The board voted by show of hands. The motion passed with 18 voting in favor; no votes in opposition.

b. NSBA Annual Conference scholarships
Kris Howatt pointed out that the NSBA Annual Conference scholarship award process is slightly different than the Advocacy Institute scholarship award process. Scholarships for attendance at the NSBA Annual Conference are offered only to board members. Jim recommended the process as outlined in paragraph one be changed to the week after the November board meeting.
Motion: Kris Howatt moved the board adopt the process for distribution of NSBA Annual Conference scholarships as presented in the memorandum on page 13, except to change that the week after the November board meeting an email will be sent to board members that sets the deadline to submit a request for a scholarship. Patti Norris seconded.

The board voted by show of hands. The motion passed with 18 voting in favor; no votes in opposition.

II. Association
   A. Election of OSBA Officers
      1. President-elect
      2. Vice President
      3. Secretary-Treasurer
   
   Election of officers was finalized on Friday, September 20, 2019.

   B. Follow-up on OSBA Summer Board Conference
   
   Jim Green reminded directors of the issues that arose during preconference at the Summer Board Conference. He reported on steps being taken to put the association on the right path going forward.

   **Salam Noor entered the meeting at 8:57 a.m.**

   C. Proposed OSBA policy revisions
   
   Mary Paulson indicated that proposed revisions to the four policies presented come from the OSBA Policy Committee. All four policies are recommended for board approval en masse unless a policy is specifically pulled for discussion.

   1. Policy: 3310 Governance Committee
      Proposed changes align Governance Committee terms of office with OSBA director terms of office and provides an opportunity to stagger terms.

   2. Policy: 3500 Property and Casualty Coverage for Education (PACE) Board of Trustees
      Proposed changes relate to general language clean-up and includes the PACE Trust Agreement in the governance documents.

      This proposed policy is the final step in decoupling OSBA investment policies from the PACE investment policies. The OSBA board approved OSBA Financial Investment Policy (4400) on June 23, 2019.

   4. Policy: 7730 Hazing, Harassment, Intimidation, Bullying, Menacing, and Acts of Cyberbullying
      Proposed changes include general housekeeping items and added definitions for clarity.
Motion: Craig Prewitt moved the OSBA board adopt the revised policies as presented. Seconded by Kris Howatt.

Discussion was held related to removal of the word “employee” from the definition of bullying in Policy: 7730. Peggy Holstedt, Director of Policy Services indicated the definition comes from BOLI.

Motion: Erika Lopez moved to amend Policy 7730 to remove the word “employee” from the definition of bullying and include “staff, directors of the board and third parties” in its place. Seconded by Betty Reynolds.

A recommendation was made to approve the original motion and request that Policy 7730 go back to the Policy Committee for further review as this is a legal definition and it may not be revised.

The board voted by show of hands and the motion failed with five voting in favor and 13 voting in opposition.

Motion: Michelle Vo moved to amend the motion to send Policy 7730 back to the Policy Committee for review. Seconded by Lori Theros.

Craig Prewitt raised a point of order indicating a cleaner motion would be to remove Policy 7730 from the original motion and make inclusive of Policies 3310, 3500 and 3510. He suggested the board approve the original motion then direct staff to rework Policy 7730.

The board voted by show of hands and the amendment failed with 3 voting in favor and 12 voting in opposition.

The board voted by show of hands and the motion as amended (approve 3310, 3500, 3510 and 7730 as presented) passed with 18 voting in favor; no votes in opposition.

Clarification was made that Policy 7730 will go back to the Policy Committee for review and recommendation.

D. Investment Guidelines for PACE
Mary Paulson indicated that these guidelines represent the final step in decoupling OSBA and PACE financial procedures. In June the board approved the OSBA invest guidelines. The Investment Guidelines for PACE were received by the PACE trustees in July. PACE worked with SDAO and Russell Investments to match practice with guidelines. Jim reminded directors that this is not a policy; it is a guideline for investment of PACE funds.

Motion: Patti Norris moved the OSBA board approve the Investment Guidelines for PACE as presented. Seconded by Craig Prewitt.
The board voted by show of hands and the motion passed with 18 voting in favor; no votes in opposition.

The meeting recessed at 9:36 a.m.

The meeting reconvened at 9:52 a.m.

E. Appointments

1. Legal Assistance Trust
   a. Name, School District, term expiring Dec. 31, 2019
   b. Kris Howatt, Gresham Barlow SD, term expiring Dec. 31, 2021
   c. Hank Perry, Douglas ESD, three-year term expiring Dec. 31, 2022

Jim reported that Lyle Utt was not reelected to his local school board seat and Dave Krumbein did not seek reelection and therefore may no longer serve on the Legal Assistance Trust. Kris Howatt has indicated she is interested in serving to fill Lyle Utt’s term ending December 31, 2021. Hank Perry is willing to be reappointed for an additional three-year term ending December 31, 2022. The third seat remains vacant. Melissa LaCrosse verbally indicated interest in serving. She will send her application to Tass Morrison for appointment.

Motion: Craig Prewitt moved approval of the recommendation of OSBA President Tass Morrison to appoint the following to the OSBA Legal Assistance Trust: Kris Howatt for a term ending December 31, 2021; and Hank Perry for a term ending December 31, 2022. Seconded by Sherry Duerst-Higgins.

The board voted via show of hands and the motion passed with 18 voting in favor; no votes in opposition.

2. Governance Committee
   b. Terry Deacon, two-year term expiring Dec. 31, 2021
   c. Sherry Duerst-Higgins, two-year term expiring Dec. 31, 2021
   d. Patti Norris, one-year term expiring Dec. 31, 2020
   e. Bill Graupp, one-year term expiring Dec. 31, 2020
   f. Liz Hartman, one-year term expiring Dec. 31, 2020

Jim referred directors to page 33 of the meeting packet. He outlined the role of the Governance Committee. Six individuals have shown interest in serving staggered two-year terms.

Motion: LeeAnn Larsen moved the OSBA board appoint Melissa Lacrosse, Terry Deacon and Sherry Duerst-Higgins to the OSBA Governance Committee for two-year terms ending December 31, 2021, and Patti Norris, Bill Graupp and Liz Hartman to the OSBA Governance Committee for one-year terms ending December 31, 2020. Seconded by Craig Prewitt.
The board voted by show of hands and the motion passed with 18 voting in favor; no votes in opposition.

F. Executive Director's 2019-20 goals
Jim referred to his report on page 35 of the meeting packet. He outlined his goals of implementation of SSA; rebuilding and restructuring the OSBA Labor Services Department; and developing a plan for OSBA staff and board that are committed to diversity, equity and inclusiveness. He outlined steps to be taken toward accomplishing each goal and indicated he will have update for the board in June 2020 on the progress he has made.

G. Ad Hoc Committee guidelines - first reading
Tass referred to page 37 of the meeting packet. Past President LeeAnn Larsen reported that the committee was charged with developing recommendations for adding and eliminating a caucus, appointment of an advisory committee and adding ex-officio and voting members to the OSBA Board of Directors. The committee met by phone several times. Each process was addressed individually. The document is for the board’s review only and will not go to a vote until the January 2020 board meeting.

The meeting recessed at 10:23 a.m.

The meeting reconvened at 10:35 a.m.

H. Guided Strategic Direction
Jim introduced Salam Noor. Salam thanked the board for work they do and the leadership they provide. The board’s work is a continuation of work started last year where the board developed a three-year strategic plan that included vision, mission, values, and strategic direction/goals. The board will make modifications to its strategic direction and goals; however, no changes will be made to its vision, mission or values. With board members seated in small groups Salam assigned duties and outlined the questions to be asked and answered. Groups reported out on each of the questions.

Salam reported there appeared to be consensus that there could be minor wordsmithing of the goals but that they did not need to be completely thrown out. Additionally, there was consensus that an equity goal should be articulated. Work with board will continue in January to define what equity looks like and to set the expectation for all boards to follow.

III. OSBA board meeting evaluations

IV. Meeting adjourns
President Tass Morrison adjourned the meeting at 12:01 p.m.