

SATURDAY, JUNE 19, 2021

Via Zoom

OSBA board members in attendance at meeting start: President Maureen Wolf, President-elect Scott Rogers, Vice President Sonja McKenzie, Secretary-Treasurer Patti Norris, Past President Kevin Cassidy, Sami Al-Abdrabbuh, ex officio Jerry Colonna, Chris Cronin, Libra Forde, Linda Hamilton, Liz Hartman, Kris Howatt, Greg Kintz, Melissa LaCrosse, LeeAnn Larsen, ex officio Annette Mattson, Brandy Penner,

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

OSBA board members not in attendance: ex officio Kelly Bissinger, Jackie Crook, Terry Deacon, Jesse Lippold, Lori Theros, Dawn Watson

President Maureen Wolf called the meeting to order at 9:02 a.m.

I. Welcome and roll call

President Maureen welcomed attendees to the meeting. Jim Green conducted roll call to assure a quorum.

A. Adoption of Resolution to Commemorate Juneteenth

Scott Rogers read the resolution to commemorate Juneteenth.

Motion: Kevin Cassidy moved the board adopt the Resolution to Commemorate Juneteenth as presented. Seconded by LeeAnn Larsen.

There being no votes in opposition the motion passed unanimously.

Board members were sent into breakout rooms and were asked to share with their group something they learned in 2020 that will impact their work or thinking in the coming school year, and what they are most excited about looking toward the 2021-22 school year.

Katrina Doughty entered the meeting at 9:18 a.m.

Jim Green recognized Jerry Colonna who is attending the meeting on behalf of the Oregon State Board of Education.

II. Approve agenda

Motion: Melissa LaCrosse moved approval of the agenda as presented. Seconded by Sami Al-Abdrabbuh.

There being no votes in opposition the motion passed unanimously.

III. Consent agenda

A. Approval of minutes

1. February 5-6, 2021 Board of Directors' meeting minutes
2. March 18, 2021 Board of Directors meeting minutes
- B. Acceptance of minutes
 1. April 1, 2021 Executive Committee minutes
 2. May 3, 2021 Executive Committee meeting minutes
- C. Staff written reports
 1. Year-end reports
 - a. Litigation Services year-end report, *Haley Percell*
 - b. PACE Administration year-end report, *Dave Harvey*
 - c. Legislative Services year-end report, *Lori Sattenspiel*
 - d. Communication Services year-end report, *Alex Pulaski*
 - e. Board Development year-end report, *Steve Kelley*
 - f. Policy Services year-end report, *Spencer Lewis*
 - g. Business Services year-end report, *Chris Davidson*
 2. Summer Board Conference and Annual Convention Planning, *Steve Kelley*
- D. Board written reports
 1. OSBMCC report, *Sami Al-AbdRabbuh*
 2. OCCA ex officio report, *Libra Forde*
- E. Ex officio written reports
 1. OAESD, *Kelly Bissinger*
- F. Appointments
 1. PACE Trustees (three-year terms ending June 30, 2024)
 - a. Tim Belanger, Business Services Director, Oregon Trail SD
 - b. Brad Henry, CFO, Bend La-Pine SD
- G. OSBA-PACT Restated Trust Agreement revision

Motion: Sonja McKenzie moved approval of the consent agenda as presented. Seconded by Chris Cronin.

There being no votes in opposition the motion passed unanimously.

IV. Leadership

A. Recognition of outgoing board members

1. LeeAnn Larsen
2. Jesse Lippold

Maureen Wolf shared LeeAnn Larsen's long history of service on the Beaverton school board, OSBA Board of Directors and on many OSBA board committees. Maureen also acknowledged Jesse Lippold's service on the Salem-Keizer School Board, OSBA Board of Directors beginning January 2021, and NSBA National American Indian and Alaska Native Council.

B. New Board Member Welcome Ambassador Program

Jim referred to his report at page 74 of the meeting packet. The New Board Member Welcome Ambassador Program is done every two years during school board elections. His email and a welcome brochure has already been sent to new board members. The proposed process is included in the packet. OSBA board members will send an email to

each new board member in their region to welcome them and introduce them to the association.

Motion: Kevin Cassidy moved the OSBA board reauthorize the New Board Member Welcome Ambassador Program as presented. Seconded by Linda Hamilton.

There being no votes in opposition the motion passed unanimously.

Maureen announced that she has been appointed to an at-large position on the Northwest Regional ESD board effective July 1. Jim noted that Chris Cronin will be going to the Grant ESD board on July 1 and will continue her service on the OSBA Board as the Eastern Region representative.

V. Association

A. OSBA Governance Committee

1. Recommendation on regional governance structure

Maureen reported that every three years OSBA's regional governance structure is reviewed. She indicated the Governance Committee met in February to look at regional boundaries based on student population and geographic location. The committee reviewed the data and concluded there have been minimal changes since 2017. The committee's recommendation is to stay the course with the current governance structure. The next review is in 2024. The committee will make sure proper priorities are in place around student population and geographic representation.

Motion: Chris Cronin moved the board approve the Governance Committee's recommendation regarding OSBA's regional governance structure as presented. Seconded by Kris Howatt.

Discussion followed regarding the three guiding principals used during review of the regional structure. A suggestion was made for the addition of a fourth guiding principal that aligns with OSBA's equity statement while working with the color caucus to make sure under represented students are properly represented. Maureen indicated the request will be incorporated in the next governance review and acknowledged the need to evaluate those pieces. The data used by the committee to make decisions will be reflected based on the fourth criteria.

Motion: Kris Howatt moved to amend the motion to add a fourth guiding principal to review governance structure changes through an equity lens with assistance from the color caucus. Seconded by Brandy Penner.

Clarification was sought on the future work of the committee. Mary Paulson reported that the Governance Committee meets as needed. The work can begin at any time to prepare for the next regional governance structure review in 2024. Jim indicated Governance Committee members are appointed by the President. He will make sure there is at least one caucus representative on the committee going forward. Sami Al-Abdrabbuh and Sonja McKenzie will decide who will be part of that conversation.

There being no votes in opposition the amendment passed unanimously.

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

2. Recommendation on Executive Director evaluation timeline, criteria and process for 2021-22

Maureen reported that the Governance Committee reviewed this process at its meeting in April 2021. The biggest addition to the timeline this year was addition of a 360 evaluation. There were no other significant shifts.

Motion: Sami Al-Abdrabbuh moved the board approve the Governance Committee's recommendation for the executive director evaluation timeline, criteria and process for 2021-22 as presented. Seconded by Sonja McKenzie.

There being no votes in opposition the motion passed unanimously.

The meeting recessed at 10:25 a.m.

The meeting reconvened at 10:32 a.m.

- B. Adoption of 2021-22 board goals

Jim referred to his memo at pages 87-88 of the meeting packet. At the February 2021 meeting there was consensus to move the 2020-21 goals forward with the addition of a goal reflecting the work brought on by the pandemic. Jim indicated he is asking for a continuation of the goals as presented. In September the board will dive deeply into the goals of the association as well as add meaningful discussion around an equity lens.

Motion: Sami Al-Abdrabbuh moved the board adopt the 2021-22 board goals as presented. Seconded by Linda Hamilton.

There being no votes in opposition the motion passed unanimously.

- C. Budget and Finance

1. Finance Committee and Budget Committee update

Patti Norris reported that the Finance Committee reviewed proposals for changes to the Fee Structure for Association Services, which will be presented to the board today. They also met in executive session to talk about a potential property transaction. The Budget Committee met to review the proposed budget. Changes were made, and the budget will be presented today for adoption.

2. 2021-22 Fee Structure for Association Services

Jim reminded board members of the need for budgeting changes. He outlined the three ways to overcome the budget issues: (1) raise dues; (2) choose different types of investments to offset market changes, and (3) reduce expenditures. The first thing considered related to the fee structure. For many years OSBA has underwritten the cost of services to its members. This will continue even with the new fee structure.

Jim referred to the document at page 90 of the meeting packet for changes being proposed.

Motion: Kris Howatt moved the board adopt the Fee Structure for Association Services for 2021-22 as presented. Seconded by Greg Kintz.

There being no votes in opposition the motion passed unanimously.

3. Proposed 2021-22 OSBA budget

Jim indicated this budget proposal went through the Finance and Budget Committees. The propose budget has a decrease for second year in a row. Last year all OSBA employees took a salary freeze. In addition, to address expenses this year, one of two health insurance plans has been eliminated and OSBA's contribution to employee HSAs was also reduced. Employees were given a 2% raise across the board to recognize their work during the pandemic. OSBA will reduce its contribution to Forecast5. Costs were lower because staff and the OSBA Board were not traveling to trainings and national conferences. Discussion was held about the various cost saving measures taken. Jim indicated he will look at ways to provide the benefits that attract and retain employees at a reasonable cost to the association.

Motion: Scott Rogers moved the board adopt the 2021-22 OSBA budget as presented. Seconded by Liz Hartman.

There being no votes in opposition the motion passed unanimously.

4. Finance Committee Operating Guideline

Patti Norris reported that the Finance Committee approved revisions to the Finance Committee Operating Manual at its March 2021 meeting. The new streamlined document, which lays out the rules for the Finance Committee, is being presented to the board for final approval.

Motion: Greg Kintz moved the board adopt the Finance Committee Operating Guideline as presented. Seconded by Chris Cronin.

There being no votes in opposition the motion passed unanimously.

5. Real property transaction

*** Jerry Colonna, Annette Mattson, Chris Davidson, Jenny Fedler, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski, and Lori Sattenspiel exited the meeting at 11:10 a.m. ***

President Maureen Wolf lead the board into executive session at 11:10 a.m.

ENTER EXECUTIVE SESSION

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

President Maureen Wolf adjourned executive session at 11:30 a.m.

Jerry Colonna, Annette Mattson, Chris Davidson, Jenny Fedler, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski, and Lori Sattenspiel entered the meeting at 11:30 a.m.

D. Executive Director's year-end report

Jim referred to his written report in the meeting packet. He indicated that although the last year has been very difficult, the time and effort put in by OSBA staff has been extraordinary. Jim outlined his three main goals for the past year and the work he and the association have done to meet those goals. Not all decisions were popular with the membership, but it was important work. In the midst of the pandemic there were school board elections. There continues to be a tremendous amount of work to do to assure administrative teams work cohesively with their boards. Jim outlined the work done during the legislative session. He also announced that Deputy Executive Director Mary Paulson will retire at the end of this year. She has been a tremendous asset to the association. Jim outlined that Fall Regional Meetings will be different this year. OSBA staff will visit eight or nine sites this fall and will finish up in February of next year visiting the remaining locations. It will be an opportunity to reconnect with members to see what they have to say.

E. Executive Director year-end evaluation

Jerry Colonna, Annette Mattson, Jim Green, Mary Paulson, Chris Davidson, Jenny Fedler, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski, and Lori Sattenspiel, exited the meeting at 11:46 a.m.

President Maureen Wolf lead the board into executive session at 11:46 a.m.

ENTER 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."

President Maureen Wolf adjourned executive session at 12:09 p.m.

Jerry Colonna, Annette Mattson, Jim Green, Mary Paulson, Chris Davidson, Jenny Fedler, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski and Lori Sattenspiel, entered the meeting at 12:09 p.m.

F. Executive Director compensation package and Employment Agreement

Maureen Wolf referred to her memo in the executive session packet which include proposals to extend Jim's contract to 2024, a COLA adjustment of 2%, and a 2% COLA adjustment to his annual annuity contribution. She also proposed provision of a retention incentive with additional funds to his annual compensation at the end of the year.

Maureen explained the reason for the proposed raise in compensation is because of Jim's

depth of knowledge of education in Oregon and his ability to move the equity agenda forward.

Motion: Brandy Penner moved the board approve the Executive Director's compensation package and changes to the Employment Agreement as presented. Seconded by LeeAnn Larsen.

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

VI. Meeting adjourns

President Maureen Wolf adjourned the meeting at 12:16 p.m.