

FRIDAY, JANUARY 20, 2023

Via Zoom

*OSBA board members in attendance at meeting start:* President Sonja McKenzie, President-elect Sami Al-Abdrabbuh, Vice President Chris Cronin, Secretary-Treasurer Bill Graupp, Past President Scott Rogers, Kraig Albright, Ashley Carson Cottingham, ex officio Jill Conant, Jackie Crook, Miriam Cummins, Katrina Doughty, Neelam Gupta, Linda Hamilton, Kris Howatt, Greg Kintz, Erika Lopez, ex officio Guadalupe Martinez Zapata, Patti Norris, Chrissy Reitz, Emily Smith, Lori Theros, Dawn Watson

*OSBA staff in attendance at meeting start:* Executive Director Jim Green, Interim Deputy Executive Director Lori Sattenspiel, Chris Davidson, Richard Donovan, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski, Jane Leonhardt

*OSBA board members not in attendance at meeting start:* Susan Greenberg, Maureen Wolf

*Guests in attendance at meeting start:* Fritz Duncan, Fierce Catoc

**President Sonja McKenzie called the meeting to order at 6:13 p.m.**

I. Welcome and introductions

President Sonja McKenzie welcomed everyone to the meeting. Sonja welcomed new board members Neelam Gupta, President of the Oregon School Board Members of Color Caucus, Ashley Carson Cottingham, Salem-Keizer SD, and Kraig Albright, Dayton SD. Board members introduced themselves by saying their name, preferred pronouns, and the school district or ESD they serve on. Sonja outlined protocols for the meetings.

II. Approve agenda

**Motion: Lori Theros moved approval of the agenda with the removal of agenda item III(A)(1)(a) Appointment – Board of Directors. Seconded by Patti Norris.**

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

III. Association

A. Appointment - Board of Directors - one-year term ending Dec. 31, 2023 – ***This item removed from the agenda.***

1. Clackamas Region, Position 7
  - a. Name, District

IV. Consent agenda

- A. Approval of minutes
  1. September 23-25, 2022, Board of Directors meeting minutes
  2. November 13, 2022, Board of Directors meeting minutes
- B. Board written reports
  1. OAESD ex officio report
- C. Approval of PACE trustees

1. Jordan Ely, Chief Financial Officer, Gresham-Barlow SD - 3-year term starting July 1, 2023 and ending June 30, 2026
2. David Kruse, Director of Safety, Security & Risk Management, North Clackamas SD, 3-year term starting July 1, 2023 and ending June 30, 2026
- D. Appointment to OSBA Finance Committee
  1. Brett Yancey, Chief Operations Officer, Springfield SD
- E. Mid-year department reports
  1. Litigation Services
  2. PACE Administration
  3. Legislative Services
  4. Policy Services
  5. Board Development
  6. Business and Technology Services
  7. Communication Services
- F. OSBA elections
  1. 2022 Election results
  2. 2023 election calendar
- G. 2023 Calendar of OSBA and NSBA Events
- H. 2023 OSBA Board of Directors roster
- I. 2023 OSBA Board Committee list

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

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

V. Association

- A. Audit results - Fritz Duncan and Fierce Catoc, Jones & Roth  
Jim explained that audits were performed by Jones & Roth on three entities: The Local Government Center (LGC), the Legal Assistance Trust (LAT), and OSBA. Fritz Duncan started with the LAT audit. No irregularities were found. There is currently \$2M in reserves. The LAT brings in membership dues every year. There are currently no claims outstanding. The LGC Trust audit was then addressed. No irregularities were found. OSBA bought out one of the partners in the LGC, so there are currently two partners. OSBA is the majority owner. Fritz then moved on to the OSBA audit. There were no irregularities found. Fritz outlined assets, unrealized gains/losses. Discussion was held about environmental, social and governance (ESG) investing. Chris Davidson explained a small discrepancy that has shown up during audits the last few years. Fritz clarified that they are not finding anything wrong, but that there is a glitch in the accounting system in reconciliation of accounts.

**Motion: Linda Hamilton moved acceptance of the audit results as presented by Jones & Roth, P.C. Seconded by Erika Lopez.**

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

Chris provided a reminder that the OSBA audit report is a draft and that the Finance Committee will meet next week to review the final report. If there are changes made to the report, the board will be notified.

*\*\*Fritz Duncan and Fierce Catoc exited the meeting at 6:45 p.m.\*\**

B. Proposed revisions to OSBA Investment Guidelines

Chris Davidson explained that the Revenue Advisory Committee met several times in 2022 to draft revisions to the Investment Guidelines. The Finance Committee met in December 2022 to review and approve the proposed revisions. Chris explained that investments in public and private equities are being proposed. These same types of investments were added to the PACE investment guidelines in 2022. Potential returns are much higher than what OSBA's current investments are making, although they are higher risk. A second revision being proposed is to change the minimum trading volume for stocks that OSBA can invest in. The Revenue Advisory and Finance Committees are both recommending approval by the board.

**Motion: Scott Rogers move the board approve the proposed revisions to the OSBA Investment Guidelines as presented. Seconded by Kris Howatt.**

Jim explained that environmental, social and governance (ESG) investing is not part of the current investment guideline changes being proposed. DA Davidson will look through OSBA's portfolio to see if ESG investing is a viable option for OSBA. The Finance Committee will then talk about it, which will culminate in a discussion at the board level at the June meeting.

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

C. Staff verbal reports

1. Get on Board campaign

Alex Pulaski reported that the Get on Board campaign was started in 2017. It is run by Communication Services and its focus is to demonstrate the vital work of school board members and to encourage people to run for board seats, particularly people of color. A series of webinars are coming up, with the next one scheduled on January 25. Additional information can be found on the website at [getonboardoregon.org](http://getonboardoregon.org). A series of emails will go out to OSBA members, superintendents, and caucus members. Filing with the Secretary of State opens February 4 and closes March 15.

D. Board verbal reports

1. NSBA 2022 CUBE Annual Conference

Sonja McKenzie, Bill Graupp and Linda Hamilton provided verbal reports regarding their attendance at the 2022 NSBA CUBE Conference held in Miami, Florida in December 2022. Maureen Wolf attended the conference as well and submitted written materials for the meeting packet.

E. Appointments - Legislative Policy Committee - one-year term ending Dec. 31, 2023

1. Washington Region, Position 20

- a. Tj Johnson, Gaston 511J  
Jim referred to Tj Johnson's candidate application materials for the vacancy in the Washington Region, Position 20, in the meeting packet.

**Motion: Erika Lopez moved the board appoint Tj Johnson to LPC Position 20, Washington Region, for a one-year term ending Dec. 31, 2023. Seconded by Scott Rogers.**

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

2. Marion Region, Position 12
  - a. Mark Brenden, Mt. Angel 91
  - b. Osvaldo Avila, Salem-Keizer 24JJim noted that materials received from candidates for the vacancy in the Marion Region, Position 12, are printed and at each board members' seat. Jim indicated that OSBA staff does not edit or alter the materials submitted; they are posted as received. The floor was opened for discussion on each of the candidates.

**Motion: Bill Graupp moved the board appoint Osvaldo Avila to LPC Position 12, Marion Region, for a one-year term ending Dec. 31, 2023. Seconded by Ashley Carson Cottingham.**

Discussion was held on improvements that could be made to the application process.

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

**The meeting recessed at 7:47 p.m.**

**The meeting reconvened at 7:55 p.m.**

- F. Executive Director mid-year report  
Jim stated that his mid-year report isn't in the meeting packet because Melissa Goff left OSBA unexpectedly to become the Governor's Education Advisor which required him to revamp most of his goals. Jim pointed out the reports of the directors in the consent agenda. He noted that staff just completed two days of very intensive DEI training. He recognized the work of the directors and how they are working to meet the goals of the board. Dave Harvey was recognized as stepping in as Interim Deputy Executive Director. Board members expressed their appreciation for the work of OSBA staff and directors.
- G. OSBA Operating Agreements  
Sonja McKenzie referred to the Operating Agreements in the meeting packet which were adopted by the board in 2022. There are no current recommendations for changes. Sonja reiterated some of the agreements.

**Motion: Katrina Doughty moved the board reapprove the OSBA Operating Agreements as presented. Seconded by Jackie Crook.**

Greg Kintz noted there are two Section Vs as a housekeeping item.

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

H. Conflict of interest and ethics overview

Jim referred to page 172 of the meeting packet for a memo and a form that members need to fill out and return to Jane by February 17, 2023. The 2021 Oregon Government Ethics Law Guide for Public Officials is also included in the meeting packet. Questions were raised about statements of economic interest. Jim reported there has been a change in the law, and that by April 14, 2023 school board members must file a statement of economic interest. OSBA is working on a legislative fix. Jim noted that ESD board members do not need to file a statement of economic interest.

I. Request for LGBTQIA2S+ Advisory Committee

Board member Katrina Doughty indicated she has seen a lack of diversity in school board races. Her hope is to help to build alliances so people feel protected while running for school board office, and she wants to create a space for this. Jim outlined the process for Appointment of an Advisory Committee and Adding or Eliminating a Caucus beginning at page 229. Sonja asked for a thumbs-up consensus on exploring the request for an advisory committee and consensus was given by the board. Jim asked for a board member volunteer to step forward to serve as the liaison for the advisory committee.

J. Approval of OSBA strategic goals

Jim noted that the board began its work on strategic goals in August, and continued with facilitated work in September. At page 233 of the packet are strategic foci and goals for 2023-24. These were sent out to board members for feedback. He did not hear from anyone that changes were needed. He has already begun meeting with OSBA staff directors to begin some of the work. Once the goals are adopted, dates for completion of the work will be set. Staff action plans on how goals will be met will be presented in June.

**Motion: Scott Rogers moved the board adopt the 2023-24 board goals as presented. Erika Lopez seconded.**

Discussion was held regarding reducing the organization's reliance on investments. Jim outlined his goal to reduce reliance on investments by finding other sources of income.

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

*VI. Meeting recesses until 8:30 a.m. Saturday, January 21, 2023*

**President Sonja McKenzie recessed the meeting at 8:42 p.m.**

SATURDAY, JANUARY 21, 2023

Via Zoom

*OSBA board members in attendance at meeting start:* President Sonja McKenzie, President-elect Sami Al-Abdrabbuh, Vice President Chris Cronin, Secretary-Treasurer Bill Graupp, Past President Scott Rogers, Kraig Albright, Jackie Crook, Miriam Cummins, Katrina Doughty, Susan Greenberg, Neelam Gupta, Linda Hamilton, Kris Howatt, Greg Kintz, Erika Lopez, ex officio Guadalupe Martinez Zapata, Patti Norris, Chrissy Reitz, Emily Smith, Lori Theros, Dawn Watson

*OSBA staff in attendance at meeting start:* Executive Director Jim Green, Interim Deputy Executive Director Lori Sattenspiel, Chris Davidson, Richard Donovan, Dave Harvey, Steve Kelley, Spencer Lewis, Haley Percell, Alex Pulaski, Jane Leonhardt

*OSBA board members not in attendance at meeting start:* Ashley Carson Cottingham, ex officio Jill Conant, Maureen Wolf

*Guests in attendance at meeting start:* Lalitha Vaidyanathan, Abby Sarmac, Robin Eisenbach, Emily Daman

**President Sonja McKenzie called the meeting to order at 8:33 a.m.**

I. Welcome and outline of today's activities (5 minutes)

Sonja McKenzie introduced Lalitha Vaidyanathan, Abby Sarmac, Robin Eisenbach, and Emily Daman of The Giving Practice who will facilitate the day's activities. Lalitha and Robin introduced themselves and provided background on their journeys into equity and justice.

II. Association

A. Review/approval of OSBA equity statement

Board members were lead through a series of facilitated activities.

**The meeting recessed at 10:04 a.m.**

**The meeting reconvened at 10:18 a.m.**

Facilitation continued, including discussion about the OSBA equity statement. Abby spoke about her previous work with the board and their commitment to reviewing the equity statement periodically to measure progress and renew the board's commitment to the statement. Discussion ensued regarding why the statement reads as it does and the pride in the work and authorship.

Abby indicated the board's next steps are the "how" and what equity looks like for each region. Sonja expressed her appreciation for the work today. She asked for a thumbs-up consensus on the work accomplished today. She indicated the equity statement is a living document that will be reviewed annually. Consensus of board members was reached to keep the equity statement in place.

Robin closed the session by asking board members to share their appreciations for the day's work.

III. *Meeting adjourns*

**President Sonja adjourned the meeting at 11:42 a.m.**