



## OREGON SCHOOL BOARDS ASSOCIATION OSBA Board of Directors Meeting

Saturday, June 15, 2024, 8:00 AM

*Via Zoom*

### Meeting Minutes

*OSBA board members in attendance at meeting start:* President Sami Al-Abdrabbuh; President-elect Chris Cronin; Vice President Emily Smith; Secretary-treasurer Dawn Watson; Past President Sonja McKenzie; Kraig Albright; Katrina Doughty; Linda Hamilton; Kris Howatt; Tristan Irvin; Kristy Kottkey; Steve Lowell; Chrissy Reitz; Clyde Rood; Nichole Schott; Nancy Thomas

*OSBA staff in attendance at meeting start:* Emielle Nischik, Interim Executive Director; Haley Percell, Interim Chief Legal Officer and Deputy Executive Director; Jake Arnold, Communications and News Specialist; Jaime Conder, Director of Finance and Member Services; Chris Davidson, Chief Operations Officer; Dave Harvey, PACE Administrator; Spencer Lewis, Director of Policy Services; Kristen Miles, Director of Board Development; Michael Miller, Interim Director of Legal Services; Lori Sattenspiel, Director of Legislative Services; La'Nell Trissel, Executive Assistant

*Guests in attendance at meeting start:* Susan Kerosky and Sarah Lechner, The Coraggio Group

*OSBA board members not in attendance at meeting start:* Jeffrey Crapper; Jackie Crook; Laurie Danzuka; Neelam Gupta; Greg Kintz; Alonso Oliveros; Glenn Wachter

#### **President Al-Abdrabbuh called the meeting to order at 8:03 a.m.**

##### **I. Welcome, introductions, roll call**

President Al-Abdrabbuh welcomed everyone to the meeting and introduced staff and guests. Al-Abdrabbuh provided opening remarks regarding June being a month of celebrating graduations and passed budgets and acknowledging all the hard work those things represent. Al-Abdrabbuh invited board members to reach out to La'Nell if they desired an OSBA issued email address and provided some procedural logistics for the meeting.

Roll call was taken, and a quorum was present.

##### **II. Approve agenda**

**Motion: Emily Smith moved the Board to approve the agenda as presented. Seconded by Kris Howatt.**

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

##### **III. Consent agenda**

###### **III.A. Approval of minutes**

January 19, 2024, Board of Directors meeting

March 9, 2024, Board of Directors meeting

April 19, 2024, Board of Directors special meeting

May 16, 2024, Board of Directors special meeting

- III.B. Acceptance of minutes
  - March 12, 2024, Executive Committee meeting
  - April 17, 2024, Executive Committee meeting
  - May 14, 2024, Executive Committee meeting
- III.C. Board member written reports
  - Oregon Rural School Board Members Caucus
  - Oregon School Board Members of Color Caucus
  - NSBA Director Update
- III.D. Ex-officio reports
  - OAESD
- III.E. Policy committee update
- III.F. Staff written reports
  - Board Development year-end report
  - Communication Services year-end report
  - Legislative Services year-end report
  - Legal Services year-end report
  - Operations and Finance year-end report
  - PACE Administration year-end report
  - Policy Services year-end report
- III.G. 2023-2028 Staff action plan update
- III.H. PACE annual report
- III.I. Zoom Meeting Netiquette - updated document
- III.J. Place and time of the 2024 Annual Membership meeting: The OSBA 2024 Annual Membership meeting will be held Saturday, November 9, 2024, at the OSBA Annual Convention in Portland, Oregon.

**Motion: Kris Howatt moved the Board to approve the consent agenda as presented. Seconded by Sonja Mckenzie.**

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

*\*\*Anna Ali joined the meeting at 8:15 a.m. \*\**

*\*\*Jeffrey Crapper joined the meeting at 8:16 a.m. \*\**

*\*\*Greg Kintz joined the meeting at 8:30 a.m. \*\**

*\*\*Neelam Gupta joined the meeting at 9:00 a.m. \*\**

#### **IV. The Coraggio Group**

Acting Executive Director Nisckik introduced Sarah Lechner and Susan Kerosky with The Corragio Group and briefly highlighted the combined work by staff and The Corragio Group to support the Board's goal of reducing our reliance on the endowment.

Sara Lechner and Susan Kerosky provided the Board with an overview of the work that was completed in the recent member survey and focus groups, the work that The Corragio Group and staff have completed to refine the data and develop next steps, and the work being done towards achieving the identified next steps: raising membership dues; increasing the education

of new and potential board members, and reviewing conference structures to identify how they can be more effective and efficient.

Further discussion took place regarding consideration of statewide and association specific current events, timing and marketing scenarios of a dues increase, proposed expansion/reorganization of board trainings including reducing access barriers and aligning training to current data trends, financial impacts, OSBA Board professional development, and Board of Directors as ambassadors and communications to their individual school boards and regions.

There was a request for staff to provide details about what OSBA services cover, what dues cover, and what Board of Directors expenses are covered (past and current).

*\*\* Sara Lechner and Susan Kerosky left the meeting at 9:07 a.m. \*\**

#### V. Finance and Budget Committee update

Secretary-treasurer Watson and Chief Operations Officer Davidson provided a high-level update on the Finance and Budget Committees work on the dues increase scenarios and an overview of the dues increase scenario being brought forward- 15% dues increase year over year for the next five years.

Further discussion took place regarding the board's goal of implementing a business strategic plan with the outcome of reducing the organization's reliance on investment principal by at least 50% over the next 5 years; the year-long process of gathering stakeholder feedback and financial analysis to develop a five-year strategic business plan to create financial stability for the organization; that the dues have not been increased in over 25 years; the Finance and Budget Committee's recommendation to the Board for staff to develop a resolution that will be voted on by the Board in their September meeting and go before the membership for vote this Fall, and the requirement that the membership vote on any changes to the dues structure. Examples were provided of what a 15% increase would look like for most districts and other considerations that were made for the largest districts and other entities like community colleges and ESDs.

A request was made for staff to provide talking points on a dues increase plan.

Consensus was reached to move forward with the recommendation that staff draft a resolution for the proposed dues increase scenario.

**The meeting recessed at 9:27 a.m.**

**The meeting reconvened at 9:38 a.m.**

#### VI. Proposed 2024-25 OSBA budget

Chief Operations Officer Davidson provided an overview of the proposed 2024-25 Budget highlighting the \$690,000 increase over the last budget resulting in a \$2.4 budget deficit which includes: an increase in expenses for subcontracts, in person board meetings, NSBA conference scholarships, BoardBook fees (which were offset by an increase in the fees for service to our members), conferences, caucus budgets, security for the parking lot, policy department web interface upgrade, and additional legal expenses; and an increase in revenue through the increase in fees and services.

Further discussion took place regarding this year's current legal expenses impact on the budget deficit.

**Motion: Chris Cronin moved the Board adopt the 2024-25 OSBA budget as presented. Seconded by Kris Howatt.**

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

*\*\*Sonja McKenzie left the meeting at 9:43 a.m.\*\**

#### **VII. OSBA Scholarships**

President Al-Abdrabbuh provided information on past practice for scholarship development, including predetermined amounts that were awarded to directors who wished to attend NSBA conferences and that, due to budget restraints, last year's scholarship development decisions were delegated to the finance committee and scholarships were only awarded to Officers of the Board. Greg Kintz has requested that the full board revisit this decision, but no action is required at this time.

Further discussion took place on NSBA's recent move to reimburse NSBA board members for their attendance at NSBA board meetings and conferences, the need for professional development for OSBA Directors of the Board, the financial impact of registration and travel costs on individuals and school districts, OSBA budget considerations, potential policy review, other state associations practice, scholarships that are offered through the Caucuses, reporting practices for scholarship recipients, consecutive year caps, timelines, priorities, and public/OSBA membership perception, and other logistical considerations.

Consensus was reached for staff to work with the Policy Committee to propose language for a policy that would delineate what budget considerations would trigger scholarships, criteria for scholarship amount development, what scholarships could be offered, who scholarships would be offered to, and how scholarships would be offered/distributed.

#### **VIII. Acting Executive Director's year-end report**

Executive Director Nischik provided a high-level overview of the 2023-24 executive director year-end report that was included in the meeting packet. In addition, Nischik expressed appreciation for Dave Harvey's facilitation of the work being done by staff and The Corragio Group to create a 3-5 year business plan, each Director of the Board and Board committee members' for their commitment to accomplishing the increased workload during the challenges of the past year, and Haley Percell's master of her new position and the work that she has done to make sure OSBA has clear systems and process in place to support the work of both staff and the Board.

#### **IX. OSBA Governance Committee**

Interim Chief Legal Officer and Deputy Executive Director Percell directed everyone's attention to the draft bylaw amendments and the summary memo that was included in the meeting packet, and invited everyone to provide comments, suggestions, or questions in the chat or to send them to herself or La'Nell.

**IX.A. OSBA Bylaws review**

Interim Chief Legal Officer and Deputy Executive Director Percell provided a high-level overview of the proposed amendments that may benefit from additional clarification, including sections 3.5.4, 3.19, 7, and 5.1.

**IX.B. Waive Acting Executive Director 2023-24 evaluation**

Interim Chief Legal Officer and Deputy Executive Director Percell explained that the Acting Executive Director was hired in December 2023, that the Board did not have sufficient time to establish an evaluation process for a 2024 evaluation of the Acting Executive Director, and that the Acting Executive Director has agreed to waive an evaluation for 2024; then requested that, for these reasons and at the recommendation of the Governance Committee, the Board take action to waive the Acting Executive Directors 2023-24 evaluation.

**Motion: Greg Kintz moved the Board to waive Acting Executive Director Emielle Nischik's evaluation for 2024. Seconded by Kris Howatt.**

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

**IX.C. Adopt Acting Executive Director 2024-25 evaluation timeline and process**

Interim Chief Legal Officer and Deputy Executive Director Percell informed the Board that the Governance Committee met three times to develop the proposed Acting Executive Director 2024-25 evaluation, timeline, and process; that it has been modeled after past practice; that, because there will be no evaluation this year, Nischik has offered to provide an update to the Board at every regular board meeting, instead of just a mid- and year-end report; and noted that the Governance Committee is considering drafting a guideline that will streamline this process and provide consistence year after year going forward.

Further discussion took place around the specifics regarding the evaluation process.

**The meeting recessed at 10:59 a.m.**

**The meeting reconvened at 11:10 a.m.**

**Motion: Greg Kintz moved the Board approve the Governance Committee's recommendation for the executive director evaluation, timeline, and process for 2024-25 as presented. Seconded by Chris Cronin.**

**There being no opposition, the motion passed unanimously.**

**X. Acting Executive Director's 2024-25 Goals**

Acting Executive Director Nischik provided a synopsis of how the development of this year's goals has differed from past practice and gave an overview of the five goals being presented for this year.

Consensus was reached to support Nischik's goals as presented.

*\*\*Bob Steringer joined meeting at 11:00 a.m.\*\**

*\*\*Linda Hamilton left meeting at 11:03 a.m.\*\**

**XI. Executive Director hiring process**

President Al-Abdrabbuh presented a high-level overview of the events that have taken place that require the Board to hire an Executive Director according to the OSBA Board process for Hiring an Interim Executive Director.

- XII. To consider attorney-client privileged information or records that are otherwise exempt by law from public inspection regarding legal advice
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*\*\*All OSBA Staff, guests, and members of the public, except Emielle Nischik, Haley Percell, La'Nell Trissel, Bob Steringer, stayed in the meeting room while board members and invited staff moved into a breakout room at 11:25 a.m.\*\**

**President Sami Al-Adbrabbuh led the board into executive session at 11:25 a.m.**

Executive Session: ORS 192.660(2)(f) "To consider information or records that are exempt by law from public inspection.", ORS 192.355(9), and ORS 40.225.

**President Sami Al-Adbrabbuh adjourned the executive session at 11:53 a.m.**

*\*\*Nichole Schott left the meeting at 11:30 a.m.\*\**

*\*\*Katrina Doughty joined the meeting at 11:36 a.m.\*\**

*\*\*Chrissy Reitz left the meeting at 11:50 a.m.\*\**

*\*\*All Board members, OSBA Staff, guests, and members of the public returned to the meeting room at 11:53 a.m.\*\**

**Motion: Chris Cronin moved to offer to employ Emielle Nischik in the position of interim executive director on the same terms found in her existing contract. Seconded by Nancy Thomas.**

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

- XIV. Meeting adjourns

President Al-Abdrabbuh reminded directors that a meeting summary would be provided in the meeting follow-up email and encouraged each director to update their region via the region's preferred method of communication.

**The meeting was adjourned at 11:59 a.m.**