



**NORTHEAST COALITION  
OF NEIGHBORHOODS**

**NECN Board of Directors Meeting  
Tuesday, September 17, 2013  
NECN Office – Conference Room  
Approved Minutes**

## **Meeting Attendees**

### **Board**

Chris Lopez, Sullivan's Gulch, NECN Board  
Isaac Quintero, Concordia Representative  
Peter O'Neil, Irvington, NECN Board  
Shirley Minor, Woodlawn, NECN Board  
Joan Ivan, Eliot, NECN Board  
Paul Anthony, Humboldt, NECN Board  
Carol Gossett, Sullivan's Gulch, NECN Board  
Luke Groser, Woodlawn, NECN Board  
Steve Cole, Irvington, NECN Board

Lupin Morgan, At-Large, NECN Board  
Stephen Gomez, Boise, NECN Board  
Diane Benson, Sabin, NECN Board  
Joshua Curtis, Sabin, NECN Board  
Jim Brown, Alameda, NECN Board  
Katie Ugolini, Concordia, NECN Board  
Robert Bowles, At-Large, NECN Board  
David Lomax, King, NECN Board  
Damon Isiah Turner, At-Large, NECN Board

### **Staff**

Shoshana Cohen, Executive Director  
Katie Chastain, Administrative Coordinator

### **Guests**

Owen Gabbert  
Alan Silver  
Dwayne Haag

## **Meeting called to order by Chris Lopez at 6:32pm**

**Welcome and introductions, including roundtable questions about what board members like about NECN and what they would like to see more of in the future.**

## **Review and Approve Agenda and Minutes**

Agenda addition of LUTC presentation by Carol Gossett proposed by Chris Lopez. **Jim Brown moves to approve revised agenda and minutes as written. David Lomax seconds. Unanimously approved, Chris Lopez abstaining.**

## **Presentation of N. Williams Development Project**

Owen Gabbert speaks about the FreWill Dock building currently under development and in process of working on floor plans and negotiating with NECN on programming and space utilization. Proposes NECN manages courtyard in exchange for incentives in lease costs. Courtyard is an open space for 200 people with shops surrounding and shared parking agreement possible with church to the north. Owen shares four floor plan models, still open to changes of the space to fit NECN programming needs. Spring 2015 completion of building shell, build out approximately Summer 2015. [Owen Gabbert leaves meeting]

## **Unfinished Business**

### **Discussion of N. Williams Project**

Board discusses current lease costs vs. proposed at FreWill Dock. Space concerns brought up, considering three new staff coming soon, able to accommodate and offer space to other priorities and community organizations, like Good in the Hood. Payment is close, but square footage is about half of what we have now. Utilities are included in both spaces, so it is comparable. No longer pure discount, but rather offering NECN chance to work for reduced rate in exchange for programming, which has staff costs associated to consider. This is a top-of-the-line building with high profile tenants and should anticipate rent to sharply and steadily increase, so a long-term lease would be needed to protect NECN from being priced out of the building and needing to move again in a couple of years. Steve Cole wants to pursue continued discussions with the developer and to line out all

considerations and clarify specific terms of the lease, size of space, and specific discount available and any associated expectations.

### **Executive Director's report**

Shoshana shares a few highlights from the written report. Working with two new projects relating to Community Watershed grants, lots of committee support happening. Have been tabling this summer and staff improved tabling presence. We are overwhelmed with resumes received for three open positions – in process of hiring. We are currently down a staff member, and the remaining 3 staff (all less than full time) are supporting 11 NECN committees and 12 neighborhoods while trying to hire, so we have a lot on our plates! We haven't slowed down – we're still going full steam ahead! We have many exciting opportunities but will need to prioritize to help us with organizational goals.

### **Unfinished Business, Continued**

#### **Good in the Hood**

Longtime fiscal sponsored project of NECN, separately incorporated, GITH went through their own transitions in leadership this year, and in spite of setbacks, pulled off a great event. Because we accept money for them under our 501c3, it is essentially NECN's money that we are responsible for, so we have a complicated relationship with them since they are also their own incorporated group with their own decision making structure. In order for us to continue the relationship we need to be sure the relationship is very clear and we have the ability to have as much oversight as necessary. This is a longstanding relationship and we want to make it continue to work for both sides if we can reach an understanding, but if not, then we cannot continue. GITH anticipated applying for their own 501(c)3 status, but it will not happen in time for next year's festival. We have another meeting scheduled with GITH tomorrow. We want to make sure if they choose to partner again next year that they clearly understand the partnership and contract. Steve Cole suggests the bringing this back to the board after tomorrow's meeting.

[7:40 Alan Silver enters meeting]

#### **Communications Funds to NAs**

Board previously discussed at two consecutive board meetings about distribution options of communications funds. Typically, NECN has given NAs \$1000 at the beginning of the fiscal year, but then struggles to get reports from the NAs at the end of the year. Other coalitions give out the money on a reimbursement basis, which could be the better practice for handling money. Another big implication is our ONI grant being on a reimbursement basis and needs to be spent by end of fiscal year or lost. Also, as a 501(c)3, it may not be a good practice to write non-501(c)3 organizations a blank check. However, in light of all other current priorities and timing, Shoshana proposes we hold the transition for this year, but tell NAs in advance for potential change next year so they can plan accordingly. There is consensus among the board to continue as we have and make changes later.

#### **Voting Structure in NAs**

In early 2012, nonprofit attorney, Cynthia Cumfer, a perceived expert in her field in Oregon, was contracted by the seven district coalitions to give trainings. Questions came up about NA membership governance rather than board governance. Cumfer stated membership should only vote on bylaws, board of directors, and dissolution. Neighborhoods have been operating for about 40 years under both models without any question or legal action and have equal citizen participation and engagement; however, members could potentially be held liable for decisions if they vote on them. NECN provides directors & officers insurance as well as liability insurance to NA boards and upon further investigation we have learned that our insurer would drop coverage under the membership governance model. It is nearly impossible to insure entire neighborhood memberships with D&O and is cost prohibitive, and even our liability insurance is at risk because of the body who is making decisions. We take this risk for our volunteers and organization very seriously and have concerns about losing insurance now that we are aware and have a duty to be transparent and comply. Also, we cannot obtain ONI grant without insurance.

NECN Executive Board directed staff to ask NAs to move to the board governance model and revise bylaws. Letters went out to NAs in April and some neighborhoods have made the changes but others have concerns. In particular, King has concerns about participation and believes it will prohibit engagement if they change from direct democracy to representative democracy. King would like to know the parameters of our D&O insurance policy. Alan Silver states King has eight general

meetings each year and they are having a difficult time accepting the choice of only having one annual meeting.

Discussion around options for NAs, such as possibility of operating without insurance, or purchasing their own insurance. NAs in the past that have operated without insurance have seen a drop in participation due to fear of individual liability. It is stated that it is likely NECN would have to cut all ties to NAs not in compliance due to our risk and assumed liability of umbrella association. Shoshana shares that the other coalitions are also recommending NAs switch to board governance model. In particular SE Uplift and Neighbors West NW have already required their neighborhoods to make these changes and all have complied. No one wants to break relationship with King. It is discussed that we NAs already operating under this model could offer to share how it works and how it can even be helpful. Staff can also provide technical assistance to King around how to increase participation.

Shoshana has attended one recent King meeting and had conversations with individuals in King and doesn't believe sharing the same information with them again will be more effective. What she has explained was sufficient for the NECN board in January and she is looking for guidance if she needs to spend more time trying to gather other information for King.

If King makes decision to not comply, we would need to notify our insurance company.

**Katie Ugolini makes a motion to explore middle ground that perhaps we can work with King for general membership to be more involved and talk with insurance companies. David Lomax seconds.** There is further discussion about implied responsibility that is still putting us at risk. Insurance doesn't provide for a middle ground. If King makes a decision to not comply we would need to notify our insurance company. Shoshana followed up with the agent lead given by Margo Dobbertin in King, but still got the same response that this model is nearly impossible to insure and would be cost prohibitive. **Vote taken, all opposed, Chris Lopez abstaining.**

Staff has already been working with NAs to make the changes towards board governance. Given the questions from King, staff requests the board provide guidance about if they still want our member NAs to move to the board governance model.

**Steve Cole moves to resolve all NAs move to board governance model verses membership governance model. Seconded by Luke Groser. Vote taken requiring boards change to board governance model, 14 in favor, David Lomax opposed, Chris Lopez & Katie Ugolini abstained.**

## **New Actionable Items**

### **Board Committee Roster Confirmations**

NECN Board Committees roster is reviewed. **Josh Curtis moves the Committees Roster be approved as is, seconded by Jim Brown. All in favor, Chris Lopez abstaining.**

### **Strategic Planning Questions for Coming Year**

Chris Lopez announces we have established a new committee for strategic planning, so far only Chris Lopez and Steve Cole have committed. Brainstormed ideas during introductions tonight. Called for additional committee members. Peter O'Neil volunteers.

### **Establish a Grievance Committee**

NECN received a grievance from Rick Sills, a member of King Neighborhood Association, against NECN. Chris was informed yesterday that Rick obtained a grievance form from ONI and is still considering it.

**Steve moves this grievance goes to the Rules Committee. Luke seconds.** Lupin would like to serve on the Grievance Committee. **All in favor, Chris abstains. Motion passes.**

### **Ratify Fiscal Sponsorship Policies**

The Executive Board voted to approve the Executive Director's proposal of taking on fiscal sponsorship of Neighborhood Associations at a set limit of up to 60 financial transactions per year, and if beyond 60 transactions the NA would be charged a reduced fee of 5% of total annual income for fiscal sponsorship. Exception being made for Sabin's 1% for Green project, where no fiscal sponsor fee will be taken. Similar limits to be implemented if NAs do individual projects rather than full neighborhood sponsorship.

**Motion made to ratify Executive Board decision of accepting NAs as fiscal sponsored projects by Paul Anthony, second by Jim Brown. All in favor, Chris abstains. Motion carries.**

## **Community Committee Reports**

### **CEDC**

CEDC is planning a Brownfields forum on October 22<sup>nd</sup>.

### **LUTC**

Carol reports upcoming LUTC meeting has PBOT coming to speak about the 20's Bike Project and Portland Housing Bureau about their strategic and comprehensive plans.

Carol gave a short presentation about expanding NECN's boundary to include an unaffiliated nine parcels to the east of Sullivan's Gulch and to the south of Grant Park. **Steve Cole moves NECN in favor of expanding the boundary as presented. Seconded by Paul Anthony. All in favor, Chris Lopez abstains. Motion carries.**

### **SALT**

SALT is hosting a two-part forum on Gender Injustice and Domestic Violence at NECN on September 19<sup>th</sup> and October 3<sup>rd</sup>, respectively. Begins at 6:00 for meet & greet, forum from 6:30-8:00. SALT has raised funds in excess of costs needed to put on the forum.

### **Schools**

No report.

## **Board Committee Reports**

### **Finance Committee**

Annual finance reports for FY 12-13 passed out. Executive Board has reviewed these a couple of times, but sharing reports with the full board tonight. We hit the ONI grant money within \$10 last year! Reports show we spent ONI exactly and netted some income. No questions from board.

### **Personnel Committee**

Luke Groser reports no crisis in last 90 days. Committee has met, has identified about 10 work areas. The committee aims to do things with you and for you to nurture culture and passionate collaboration. First draft of board orientation packets are passed out to board members who did not attend training.

Chris Lopez announces Executive Board officer changes over the summer: Paul Anthony moved to 2<sup>nd</sup> VP and Steve Cole rejoined as 1<sup>st</sup> VP.

### **Rules Committee**

David Lomax reports the Rules Committee met last week and discussed the board governance issue which was discussed previously tonight. The Rules Committee will meet again on Wednesday, September 25<sup>th</sup>.

## **Ad-Hoc Committee Reports**

### **Resource Development**

No report. Meeting on September 30<sup>th</sup>.

## **Adjourn 8:49pm**

Minutes submitted by Katie Chastain.