



NORTHEAST COALITION
OF NEIGHBORHOODS

NECN Emergency General Board Meeting
Friday, September 5, 2014
NECN Office – Conference Room
Approved Minutes

Meeting Attendees

Board

Steve Cole, Irvington, President
Paul Anthony, Humboldt, 1st Vice President
Robert Bowles, At-Large, NECN Treasurer
Carol Gossett, Sullivan's Gulch, NECN
Parliamentarian
Katie Ugolini, Concordia Representative
Joan Ivan, Eliot Representative
Ken Peterson, Grant Park Representative
Micah Meskel, Humboldt Representative

Peter O'Neil, Irvington Representative
Margo Dobbertin, King Representative
Diego Gioseffi, King Representative
Luke Groser, Woodlawn Representative
Shirley Minor, Woodlawn Representative
Loulie Brown, At-Large Representative
Jordan Davis, At-Large Representative
Alan Silver, At-Large Representative

Staff

Katy Asher, Neighborhoods Program Director
Cameron Herrington, Communications Manager
Randi Razalenti, Administrative Coordinator

Guests

Lupin Morgan, Boise Representative (not yet confirmed)
Diane Benson, Sabin Representative (not yet confirmed)
Rachel Lee, Sabin Representative (not yet confirmed)

Meeting called to order by Steve Cole at 7:02 pm

Steve gives history to new Board members about his position with the Board and names the long-time standing members of the Board. Steve was elected President in June, after he was elected NECN Executive Director (ED) resigned. Over the summer the Board usually does not meet. The Executive Committee acts as Board during the summer. The Executive Committee held an Emergency Meeting after the ED resigned and decided to have Steve take on tasks that the ED usually takes on. Some members of the Board wanted to have an Emergency Meeting of the full board & the email poll Steve conducted resulted in not enough to have the meeting. Steve went on vacation, and within a few days of leaving, ONI representative Paul Leistner sent out an email indicating that he had been getting calls from Board members and possibly staff stating that there was widespread alarm for concern at NECN. Board members called a general emergency meeting while Steve was still on vacation. Steve goes on to recap the first general emergency meeting and that this is a continuation of that meeting. Steve discusses the role of the Executive Committee and its duties with administration, etc. emphasizing that the Executive Committee meetings are open to everyone.

Steve shares concern about a lack of trust between board members and about assertions made against him during the meeting held while he was out of town. He states that the Board will enter into executive session.

Margo asks what the agenda items are for the meeting. Steve says that this is a continuation of the last meeting. Margo states that the action items to take at this meeting is to name Interim Director and talk about the assessment, and disagrees about whether to go into executive session.

Steve notes Margo's statements and asks staff to leave for executive session. Micah takes executive session notes. Executive Session ends approximately 45 minutes later. Lupin has left and Robert arrived toward the end of the executive session. Board meeting continues at approximately 8:00p.

Luke suggests that the rest of the meeting should be about the issue of appointing Katy Asher as Interim

ED and engaging in an assessment. He offers to report on both issues.

Motion made by Luke Groser (handwritten copies passed around table):

I move that it be the sentiment of the NECN Board of Directors to direct the NECN Executive Committee to create a plan and engage outside consultants to perform expeditiously a thorough and objective organizational assessment containing the essential components of staffing (configuration & tasking), Board Culture (roles, responsibilities, practices and equity), and the organizational future strategic direction alternatives. The cost not to exceed \$25,000 and to be taken out of the organization savings.

Ken Seconds the motion.

Paul and Margo have had one discussion since their meeting with Kim Cummings from the Transition Services Program at the Non-Profit Association of Oregon (NAO). Margo thinks NECN should do just an assessment; they gave Kim an idea of the help they would like to get from the assessment and believe it will take more than the 20 hours originally estimated by NAO. They received the name of a candidate, Hollis Bredeweg, to run the assessment and Margo and Paul differ on impressions of this person. The candidate's resume is passed around to everyone. Paul received good references for this person, saying he heard that his judgment was sound, he is approachable and he is very honest and blunt when it comes down to writing a report.

Alan asks how long the assessment would take and what NAO's affiliation will be during the assessment with NECN to make sure we are happy with the outcome. Paul says it will take 40-50 hours. Margo notes that in the process of making the plan with the contractor, it might be smart to do 10-15 hours the first week, 10 hours the next week, 5-10 hours the following week to make sure he had a chance to talk to everyone. Paul insists that everybody should speak with the assessor as it is his recollection it didn't happen last time. Ken says it seems probable that people could be on vacation during the time of the assessment if it's during a short time. Alan asks if neighborhoods that don't have representatives on the Board will be invited to participate. Paul says it will have to be negotiated with the assessor and would like this to happen. Paul wants to ask staff about people that are not on the Board who should participate, including organizations outside of NECN. Paul is not anticipating all one on one sessions, but group sessions instead. Ken asks if the motive for speaking to others outside of the organization would be to get the other neighborhoods not represented to be represented. Paul says for instance, with Boise having a lot of issues with turnover, it would be good for them to have a conversation with people from Boise.

Paul says what he thinks the Board needs to commit to is empowering the ED or Executive Committee to enter into negotiating a contract with someone [for assessment].

Loulie asks if they should look into someone else to do the assessment as it might be good to have a second opinion. She asks whether this would be helpful or more work? Paul doesn't have a frame of reference for this and says that it would cost \$7-8,000 for the assessment from NAO. Ken expresses interest in getting this done quickly and notes that NAO independently suggested this person so there are no personal interests. In the interest of time, it may be best to go with NAO. Paul says it bothers him that the proposed assessor hasn't worked for any community based non-profits, rather the Boards that he has worked with are big organizations that are receiving a lot of money. Paul would want to make this point very clear to Hollis that we are not like these organizations [in respect to money], stating that other than this, he looks great.

Carol wonders about Luke's estimate from the motion vs. Paul's estimate from NAO that it will cost about \$10,000. Discussion about the current money in the bank – Robert & Randi believe there to be about \$46,000 in checking, \$49,000 in money market, and \$74,000 in reserves.

**Ken moves to amend Luke's motion to specify \$10,000 from \$25,000.
Paul seconds it.**

Luke says he does not agree with this motion. He thinks that this is an emergency. Robert says we could cap it at \$10,000 and go up if needed.

Ken withdraws his motion to amend.

Steve asks if there is more discussion on this motion.

Luke clarifies that his suggested big dollar amount is to decide what committee needs to be created to make sure the assessment is taken care of. He believes a smaller group needs to take care of this for efficiency, a smaller group needs to be empowered to take care of administrative tasks. Luke continues to talk about all the different things that need to be taken care of during this assessment, asking, whether the Board wants to have an ED to run programs, hire another person to pull in another \$150K in fundraising to pull in more staff, enable them to do more, etc. He states that now is the time for the board to decide whether to stay the same size or increase. He suggests that a thorough assessment will take 5-6 weeks, and that the assessment report needs to be looked at for a couple of weeks once completed. Based upon that information, he doesn't think it makes sense to have ED Search Committee move forward when we don't know what it is we need. The assessment needs to be done first. Luke wants there to be options, and doesn't want to limit the budget.

Alan asks what the assessment will look like at the end, for example whether there will be some suggestions about how to move forward, or a list of things to think about. Margo says she thinks that's something that NECN will structure when the contract is negotiated. Peter says that he agrees with Luke's motion.

Peter moves for an amendment to create a separate committee to arrange for the assessment. Luke seconds.

Paul asks for a show of hands from people who do not already serve on the Executive Committee or ED Search Committee who want to be on this new committee. Luke notes that his motion would have the Executive Committee create a plan to put together this committee by deciding who would be good for it. Discussion.

Steve asks if the amendment is withdrawn. Peter withdraws his motion.

Paul wants buy-in from the whole Board about whether or not to go into negotiation with NAO or whether to get more bids.

Peter asks for more information about NAO. Loulie gives a brief description of her positive experiences with NAO suggesting that there are other groups in town that does this type of work. She is leery of a place having an assessment from a subcontractor rather from NAO staff. Peter wonders whether the contractor's name given to us was given to us because he was available vs. not on his qualification. Paul thinks Kim recommended him because he was qualified.

Steve asks if the other organizations suggested by Loulie are radically different [than NAO]. Loulie says she has worked with all these groups in different capacities and that they have different kinds of backgrounds, and experience with small groups like NECN. Alan asks if we would be considering other organizations because of cultural differences or cost. Loulie says both. Steve says there are a lot of extra hours for the Board as it is, and it's something to keep in mind. Ken reads Luke's motion again.

Alan asks how long it will take to get this taken care of through the Executive Committee. Steve says that another Executive emergency meeting can be called before the next general Board meeting or it can be discussed at the Sept. 16 Board meeting.

Carol asks about Margo's impression with Hollis. Margo says that she hasn't met him yet, there are steps they have to go through first (describes basic steps). Steve says that Margo and Paul could continue the process with NAO while we're looking for other places. Ken doesn't think the current motion requires that it should occur. Ken feels comfortable that all viewpoints will be represented on Executive Committee.

Paul requests a show of hands straw poll regarding whether the board should look at other options. Steve counts 7. Paul thinks that is enough to commit to looking into more. Loulie will email Paul names of two

other assessment organizations. Margo brings up that NAO can also suggest other places.

Luke asks if NECN will actually want these organizations to “bid” – meaning that the whole process has to be gone through several times regarding what NECN is looking for to come up with a cost amount. Ken says it would be the same language each time. Paul was not anticipating exactly a “bid” – he has drawn up a list of what is being looked for already, this was based on Search Committee discussions.

All in favor of Luke’s motion? Unanimously passed.

Issue of Katy Asher to be named as Interim ED to be addressed.

Steve asks for executive session. Micah to take minutes.

Motion made by Ken: Approve report of Personnel Committee to appoint Katy Asher as Interim Executive Director with provisions of Sullivan’s Gulch and Vernon be struck. Paul seconds the motion.

Steve says part of the motion is that the Board will take on more duties. Who is going to do this is vague. Katy wants this to be decided tonight. Steve says some volunteers are needed. Rachel notes that if the Board supports the motion but board members aren’t available to help, then the Board can’t vote on it.

Katy lists duties and asks Board members to step forward to volunteer:

- Fall Event – Margo says it’s clear we don’t have time, we can hold on to do this in the future, October 2015 would be good. She would still keep working on it when the time comes.
- Video Committee - Damon would keep working on video committee.
- FSP contracts – someone needs to look at language on new contract, Katy needs help with this. Peter will help.
- FSP – new projects – Katy would bring any new projects to the full Board.
- GITH – Robert & Steve have already been working with them. After next September meeting there might not need to be more work done on this.
- Equity Committee – Katy would not have time to devote to this. Alan Silver and Katie Ugolini can take this on.
- Insurance Liability – Peter says he could help with this. This would be advising on insurance and liability questions.
- Renewal of Worker’s Compensation Insurance – Ken will help with this. Shirley will also work on this.
- Volunteer Accident Insurance, Employee Health Insurance – Ken and Shirley can help; Ken states he is not an expert (more comfortable with worker’s comp).
- ONI meetings – Micah currently has been helping. Paul will work with him on this to help ensure attendance. Katy will provide them both with the schedule of meetings.
- Meetings with Bookkeeper – Robert said he would help with this. Alan will also.

Ken wonders when the current insurance renewals are. Randi states Worker’s comp expires at the end of September.

Peter asks if liability insurance will cover Board doing these extra duties. Nobody is sure. Katy says she

doesn't believe these duties would shift them into a staff role and will look into this.

All in favor? Motion passes unanimously.

Ken Motions to ratify agreement by Personnel Committee to have Katy Asher take on Interim director as defined by agreement.

Paul seconds.

Unanimously passed.

Luke asks if anything needs to be asked of ED search committee to step back for a couple of weeks. Margo thinks it would be wise to have the assessment first, but can look at budget numbers in the meantime. They could take a look at the last search and think about exercises in looking for a new ED. If Executive Committee wants to look for volunteers to oversee search committee it might help with how many hours are spent on this.

Meeting adjourned by Steve Cole at 9:09p.

Minutes taken by Randi Razalenti.