



**NORTHEAST COALITION
OF NEIGHBORHOODS**

**NECN Board of Directors Meeting
Tuesday, October 20, 2015
NECN Office – Conference Room
Approved Minutes**

Meeting Attendees

Board

Alan Silver, At-Large, President
Loulie Brown, At-Large, 1st Vice President
Robert Bowles, At-Large, Treasurer
Paul van Orden, Eliot Rep., Parliamentarian
Luke Groser, Woodlawn Rep., Exec. At-Large
Dave Johansen, Alameda Rep., Exec. At-Large

Garner Moody, Boise Representative
Joan Ivan, Eliot Representative
Rachel Lee, Sabin Representative
Shirley Minor, Woodlawn Representative
David Lomax, At-Large

Staff

Damon Isiah Turner, Executive Director
Lokyee Au, Community Committees and Public Affairs Coordinator

Guests

Mark Fulop, Consultant
Kathy Eaton, Hollywood Star News
Eric Foley, Vernon neighbor (newly appointed NECN Representative)
Carson Mead, Vernon neighbor (newly appointed NECN Representative)
Brendan Mortimer, Vernon neighbor

Meeting called to order by Alan Silver at 6:35 pm

Introductions, Approval of Minutes, Announcements

Alan notes that the new Vernon Representatives cannot actually vote in tonight's meeting, but their appointments will be confirmed at tonight's meeting. Alan adds to the agenda the confirmation of the Vernon Representatives.

Finance Committee

Agenda item for finance committee was moved up since Loulie has to leave. Organization is at 21% of overall expenditures of the year; past the first quarter with a bit of a cushion. Finance committee will look at next quarter's possible expenditures to plan for expenses.

Executive Director Report

Damon points to several points of highlight from the report: 1) NECN's Community Small Grants evaluation committee needs at least one Board member to participate. The goal is to form the committee by December since grant applications are due February. If interested, please let Damon know. 2) Portland Playhouse and NECN are partnering for a showing of How We Got On, on October 24. He encourages the Board and their neighborhood association members to attend. 3) Damon is attending the Port of Portland PDX Stakeholder Advisory Committee meeting Wednesday, Oct 21. Are there any updates or questions from the neighborhood associations regarding the Portland Airport? Alan asks, when was the last time NECN gained material benefits to participate in this committee? Damon responds, saying he's been going the last 3 meetings since the spring of 2014. The meetings have been informative to learn about and keep updated on what's happening around our neighborhood and beyond. Eric mentions that bike accessibility to airport is important and could be improved upon. Paul notes quiet zone funding would be of interest. Alan states it would be worth taking discussions from the meeting and putting them on an ED report. Loulie leaves the meeting.

Appointments to outside boards, committees

Alan states that Garlynn serves at the NECN representative for the Residential Infill Stakeholder Advisory Committee, and that the Board should have discussions and stronger responsibility to keep in

communication with representatives, as well as give guidance based on neighborhood association concerns. Garner notes Sara Cantine serves as a representative and is providing reports back to Boise on a monthly basis. Rachel asks if there was any discussion related to how Garlynn would report back to the Board. Alan responds, there was no formal process determined. Dave says the Board should require some kind of summary, and Alan adds that he should also be requesting input from the Board. Final decision: Alan will contact Garlynn to figure out how he will report back.

Confirming Vernon Neighborhood Association Board Appointments

After a successful turnout and election, Vernon now has 10 board members. Eric and Carson were voted to serve as NECN representatives. Eric is relatively new to Portland but he's ready and excited to get involved. Carson has lived in Portland for 10 years, and is really excited about the opportunity to be here. Luke suggests sitting down with new Board members to make sure there is some context and background information given regarding serving as an NECN representative.

Robert moves to approve the Vernon slate of board members. Paul seconds. All in favor. Motion passes unanimously.

Alan states this is the third NECN Board meeting Sullivan's Gulch representatives (Britt Brewer and Kari LaForge) have not attended. Alan will contact them to talk about their absence. King neighborhood withdrew the two representatives to the NECN Board- they currently do not have any representatives. Regarding Grant Park and Irvington, Alan asks if there has been any communication or outreach to the two neighborhood associations. Damon responds that staff have communicated with both neighborhood associations through email. Alan asks the Board if any members have any leads to encourage participation from either neighborhood association.

Approval of LUTC Letter

Board reviews the Mixed Use Zones Project Draft letter crafted by LUTC. Dave reads off the summary of points provided at the top for the Board. Alan states he does not quite understand what the letter is referring to when saying "Plazas for their own sake", and he is unsure of the letter's referral to MLK Jr Blvd. and Alberta Street. Lokyee suggests that statement refers to the need to make sure plazas are actually open to the public and promote active usage by the public/community. Alan responds, saying it might be better to just say Vanport Square plaza, instead of referring to the intersection of MLK Jr Blvd. and Alberta Street.

Rachel notes that the Design Review recommendation set up within coalition boundaries proposes NECN might be willing to propose and set up a design review. Alan says neighborhood associations might be valuable partners in a design review process, but can we make the language more vague?

Paul states he was comfortable with the language since it would never happen. This recommendation falls more along the lines of a philosophical pitch to ask for better public involvement. He thinks that the recommendation lacks clarity because it got too wordy – suggests simply stating that the city's design review process does not work, and that the city needs to figure out how to better involve the public.

Paul motions to make edits proposed and approve letter to send. Garner seconds. Shirley abstains. Motion passes.

Personnel

Personnel Committee will meet with the Executive Director on Thursday October 22nd at 4pm to conduct interview part of the 6-month review process of the Executive Director.

Rules

Rachel says a fair number of changes have been made – some still need to be discussed, some are stylistic changes, some language has been cleared up, and some are larger, more substantive changes. They include:

- Provision for an annual member meeting: set of provisions create the annual meeting, have notice requirements, have community members elect individuals for the at-large level.
- By-laws now provide flexibility for how often the Board will meet.
- By-laws removes ability for Board to appoint neighborhood reps. It is up to the neighborhood association as to who will sit as the NECN Board representative.
- Bylaws move to 1 neighborhood association representative per neighborhood and 6 at-large reps, for a maximum Board size of 18 (Currently neighborhood associations can appoint up to 2

representatives). Up to 3 At-Large members can represent organizations/agencies operating within NECN boundaries, and up to 3 will not represent organizations/agencies. Mark notes that this framework keeps 2/3 of the power within the neighborhoods.

- Draft sets up term limits on officers (currently there are no term limits for officers of Executive Committee). This does not change or create term limit for Board members.

Rachel states that current By-laws state community committees do not have executive authority. As the Board changes its meeting schedule, issues may arise regarding letter writing or taking action in a timely manner. She provides the option of delegating authority to Executive Director to approve letters on behalf of NECN, with the ability for Executive Director to choose to send letter to NECN Board for consideration. Alan asks when this structure would go into place. Rachel responds that they need to consult with the attorney on how to best transition from old to new structure. Mark says his guess would be at next election cycle. Garner states that if this change moved forward, updates, letters, and/or reports coming back to the Board would be important.

Rachel states that current By-laws state the chair/co-chair of community committee must be a NECN Board member. She asks the Board whether they would like to change that language to relieve a Board member of chairing a committee by no longer requiring a Board member to serve as chair/co-chair. Dave responds, saying the Board loses something if a Board member doesn't serve as chair/co-chair. Alan asks if the Rules Committee could write up what the major questions at play are. Then Board members can bring those back to their respective neighborhood association.

Straw poll conducted, asking who among the Board likes the idea of moving authority to sign off on letters to Executive Director. Every voting member raises their hand indicating they like the idea.

Another straw poll is conducted regarding the question of whether or not a Board member needs to serve as the chair or co-chair of a committee. Three options are presented:

1. Board member required to participate as chair/co-chair – no Board members raise their hand for this option.
2. Board member must participate on a regular basis. Robert asks what the Board is defining as participation. Response: Active membership in committee, involvement is tied to the Board. Luke, Shirley, Robert, David, Joan, Eric, and Garner raised their hands for this option.
3. No required Board member participation at all – No Board member raised their hand.

Regarding the language of removing a member or officer, Dave asks if someone is removed as officer, are they still a Board member. Rachel responds, they'd still be Board member. Additionally, the discrepancy noted by Dave regarding the different Board vote requirements was not intentional, and currently Board member and officers can be removed with or without cause.

Rachel asks what Board members think should be the threshold to vote someone off the Board. Dave notes he thinks it should be 2/3. Paul clarifies that would mean 2/3 of ALL Board members need to vote for the action. Mark adds, the thought surrounding simple majority vote to remove a Board member is because of difficulty getting all Board members to a meeting to vote.

Emergency Meetings

Rachel asks the Board whether or not they want to make changes to provisions for calling emergency meetings. Alan responds, when things deteriorated at the Board level, the Board had 19 Board members and 9 called for the first emergency meeting, but the Board President shot it down.

Paul asks if the Board would like the Rules committee to take a closer look at this. Rachel adds the Rules Committee can easily write into provisions that says "no full quorum necessary to schedule emergency meeting". Mark adds that the intention behind emergency meeting is to give voice if a significant enough number of members feel there is something significant enough to discuss – It won't be possible to write for every possible contingency.

Mark suggests the next step for By-laws is to send them to NECN's lawyer to walk through them. They could probably offer options to wrestle with the issues. He asks the Board to understand that in addition to

By-laws, the Rules Committee is working on policies and procedures for the Board to hopefully thwart future attempts of hostile takeover.

Rules committee will continue with their work and will speak with the NECN lawyer in the future.

Consideration for new contract with Mark Fulop

Mark made a request for Board to consider 20 hours at coaching rate (\$75/hour) to extend his services. Half (\$750) to be paid at October, and the other half (\$750) to be paid in November. Rules committee felt Mark had a valuable presence. Rules committee recommends to move forward with Mark's request. Paul's recommendation is that it is a reasonable request. Rachel adds that at the onset of this work, neither Mark nor the Rules Committee thought about how much time it would in actuality take to write the policies/procedures and troubleshoot issues.

Dave motions to accept recommendation made by Rules Committee. David seconds. All in favor. Motion passes.

Question asked regarding who would draft up the contract. Luke responds that in the past, Mark drafted a contract for Board or Executive Director signature. Alan's concern is that whoever signs it would be the only one looking at it. Rachel recommends to designate someone to tell him they'd like him to draft up a contract – send the contract to Alan, Damon, and Rules Committee for review to make sure it matches what the Board thought they're signing onto. If so, Damon can sign the contract.

Meeting adjourned at 8:35 p.m.

Minutes taken by Lokyee Au, Community Committees and Public Affairs Coordinator.