



NORTHEAST COALITION
OF NEIGHBORHOODS

**NECN Board of Directors Meeting
Tuesday, November 17, 2015
NECN Office – Conference Room
Approved Minutes**

Meeting Attendees

Board

Alan Silver, At-Large, President
Loulie Brown, At-Large, 1st Vice President
Katie Ugolini, Concordia Rep., Recorder
Robert Bowles, At-Large, Treasurer
Luke Groser, Woodlawn Rep., Exec. At-Large
Dave Johansen, Alameda Rep., Exec. At-Large

Joan Ivan, Eliot Representative
Micah Meskel, Humboldt Representative
Rachel Lee, Sabin Representative
Brendan (Mort) Mortimer, Vernon Rep.
Shirley Minor, Woodlawn Representative

Staff

Damon Isiah Turner, NECN Executive Director
Anjala Ehelebe, Board Assistant

Guests

Toby, Loulie's dog
Mark Fulop, Consultant

Meeting called to order by Alan Silver at 6:30 pm but since there is no quorum yet (need eight in attendance) there is discussion of current events. Vernon changed its meeting night and location and now meets at the Redeemer Lutheran/Leaven Community/Tool Library building. When Joan, Katie and Shirley arrive at 6:50, a quorum is achieved.

Introductions, Approval of Minutes, Announcements

Alan said that we all knew each other, and welcomed Brendan, who gave a summary of his background and said that he is usually called Mort.

Loulie sees some edits to the September and October draft minutes: September has: “: affordability requires more density, some....” What is the conclusion of this sentence fragment she asks? Alan says that he was the one talking then, and his thought was that people have different ideas how that should proceed.

September draft minutes, Page 2, 2nd paragraph, Loulie says the minutes should reflect apartment unit size allowing 7'x10' bedrooms, not 7' x10' apartment units.

Micah makes a motion to approve September minutes as edited, Dave seconds, Loulie abstains. Motion passes.

Brendan says Robin wasn't an attendee at the October meeting.

Robert makes the motion to approve October minutes with Robin's name off the attendance, Robert makes the motion, Luke seconds this, Loulie, Katie and Micah abstain, and the motion passes.

Review and Approval of Consent Agenda

Luke asks if the **personnel committee report could be moved to the end of the meeting, Katie makes this motion, Loulie seconds, all in favor and the motion passes.**

Unfinished Business

Rachel and Margaret, a King Neighborhood Association (NA) member, worked on a grievance committee process document (40 pages)*. Margaret has asked to be appointed King's representative without King electing her. It seems she was elected but her election was canceled somehow. The Board doesn't want to appoint her and wants to leave the decision up to King NA. Alan wants someone to attend King NA meeting and talk 20 minutes about what it means to be a representative to the Board. Dave Johansen said that he would do this.

Residential Infill Stakeholder Advisory Committee Update [Garlynn Woodsong]. This agenda item was not discussed.

***Amended in the January 19, 2016 Board of Director's meeting:
Margaret presented approximately 40 pages of grievances and Rachel was advising the grievance subcommittee on how to handle them.**

New Business

Board Composition, New Board Member Orientation and Committee Participation

Confirming the new Board Member from Vernon, Brendan Mortimer. Eric Foley will be the second Vernon representative, per email from Robin Stevens, the former Vernon representative. **Alan motions to approve Brendan Mortimer "Mort" as Vernon's representative in place of Carson, Luke seconds, all in favor of his election unanimously. Motion passes.** Alan welcomes Mort to the Board and says he becomes officially a member at the end of this meeting.

Alan asks: are there any internal committees that need members? No.

Damon says the Board Orientation scheduling is challenging, so far there is no clear favorite for a date, and he asks for Board input on the two most likely dates. Since traditionally there's no Board meeting in December, would Tuesday, Dec 15th work for most people? 5:30 start time, 45-60 minutes duration. Then have the Exec Committee meeting afterward? After some discussion, the Board decided to make the New Board Member Orientation start at 6:30.

Alan says that he's heard from Britt that Britt won't be serving on the Board from Sullivan's Gulch. This Board needs to do outreach to Sullivan's Gulch and Grant Park to solicit representatives from each.

Community Committee Reports

LUTC

No report beyond the fact that the Mixed Use Zoning letter was sent out.

SALT

Katie reports that three people attended. Alan asks do we still want to have a SALT committee with such low attendance? Do we need to do strategic planning? Katie says hang in there, there's neighborhood people very interested in certain topics and they'll do a focus on neighborhood emergency planning in January.

Board Committee Reports

Finance

Robert says the budget is uneventful and there's nothing to point out. Dave asks why there's a difference in Accounts Receivable columns and Robert says the AR columns are different because of the timing of funds received from Office of Neighborhood Involvement.

Rules

Rachel says at the last Board meeting the Board had asked for a summary of the big By-Laws changes. She hands out copies of the November 2015 By-Laws Rewrite Summary.

- ❖ One of the key items to note on this summary is the one on Community Committees.

Under this key change, the Board will not have the ability to select Board representatives from neighborhoods that currently don't have representatives, but it will retain the ability to appoint people to committees*. The insurer says the Board committees must be chaired or co-chaired by a Board member and can't be chaired by staff.

***Amended in the January 19, 2016 Board of Director's meeting:
The Board will retain the ability to appoint people to the Board.**

Rachel says there can be committees created and managed by staff that are programmatic, composed of neighbors from all over NECN. Staff can run these, can chair or co-chair these, and be supervised by the Executive Director (ED). Staff are excited about this because community members are interested in certain topics and would gladly serve, and we wouldn't have to get a Board member to chair such a committee. Luke adds that we want NECN to be a vibrant organization and NECN should be THE place to talk about issues. Also, we're having a lot of problems getting involvement by Board members in our Community Committees. This builds on the skills and energy of the staff to run these program committees. The Board would ultimately be responsible for the formation of these ad hoc committees.

- ❖ Rachel asks; does the Board want the NAs to populate these ad hoc committees or do we want the staff to pick committee members? Luke reminds us that the purpose in writing these By-Laws was to be vague so the specifics could be set in policies and procedures. There is no answer to Rachel's question.
- ❖ The proposed changes also removes the concept of Board Representative alternates. There would still be up to 12 At-Large members.
- ❖ Rachel mentions that NECN's attorney says conflicts of interest procedures need* to be in the Board policies manual, and not in the By-Laws.

***Amended in the January 19, 2016 Board of Director's meeting: The conflicts of interest can be in the policies manual, but are not mandatory.**

- ❖ Emergency meetings have been expanded with more directions as to how and when to call them.
- ❖ Indemnification: There's definition of indemnification in our Charter which makes it untouchable, but we can expand on the times when indemnification comes into play.

Rachel asks: Where do we want to strike the balance?

Do we want to have the greatest latitude for the Board Directors to be covered: if someone reasonably believed their action would be appropriate vs. if indemnity is limited to the provisions in the Directors and Officers (D&O) insurance coverage?

Alan remembers attending Non-Profit Board training in which he heard no Association has yet been sued for their actions in Oregon.

Discussion: Alan asks, what next? Should we ask what other coalitions do about indemnity? Louie asks: what exactly does our D&O policy clause say? Can we put in our Policies and Procedures to "Always purchase D & O insurance"? We could just mirror the wording in the Charter and put that in the By-Laws. No answer to Rachel's question.

- ❖ Grievance Procedures. The Rules Committee is contemplating writing back in the ability to have grievances processed by different venues; the Executive Committee, a committee of staff, a committee of the Board.

Executive Director's (ED) Report

Damon calls to our attention the Port of Portland interaction on their bicycle plan; please take the printout of the Port's PowerPoint home and give feedback regarding that.

Commissioner Fritz will hold a town hall next week that might be profitable to attend.

Alan asks if any contact has been made between Irvington and Grant Park NAs. Damon says there's been outreach but no response. Alan says follow up on this in January.

Personnel

Katie mentioned this time of year, it's traditional to give a gift to staff, in the amount of around \$50 each. Gift cards usually. **Katie makes the motion that we allocate a holiday appreciation gift to each staff member of \$50, Robert seconds, and there is unanimous consent. Motion passes.**

Luke says due to the November 2nd decision of the Executive Committee, concerning the review of our ED and NECN as reorganized, using outside resources, it was important to go more in depth. Personnel wants to get advice from an HR professional as to how the Board can help the ED grow in his abilities and how the Board can be a better collective supervisor of the ED. But it is challenging finding a good HR match for our needs who will work for \$25/hr. He feels this evaluation effort may continue into January, which is the nine and 10 month employed time for the ED. He sees that the staff is highly skilled, enthusiastic and functional and productive.

Alan asks henceforth, would each committee chair please announce their meetings at least a week in advance?

In the matter of current grievances before the Board: Do we want the grievance committee to meet at 6 or 6:30? 6:30-7 is the consensus.

Meeting adjourned at 7:58 p.m.

Minutes taken by Anjala Ehelebe, Board Assistant, filed by Katie Ugolini, NECN Board Recorder.