



Mission: To collaborate with the SE Portland community to build informed, inclusive, and participatory neighborhoods that support our social and ecological well-being.

BOARD MEETING MINUTES

November 1, 2021 at 7:00 pm – 9:00 pm

Via Zoom Conference Call

ATTENDANCE

Board Members present (19):

Brooklyn NA – Stuart Zeltzer
Buckman NA – Maren Boehmer
Creston-Kenilworth NA – Rachel Davies
Foster Powell NA – Lotus Romey-Yu (Secretary)
Hosford Abernathy Neighborhood District– Bruce Bikle
Kerns NA– Dave Weaver
Laurelhurst NA – Jan McManus
Mt. Tabor NA – Jim Pierce
Reed NA – Anne Tillinghast
Richmond NA – Ann Sandvig
South Tabor NA – Tina Kimmey (Chair)
Sunnyside NA – Ash Hester
Woodstock NA – Anna Weichsel (Treasurer)
82nd Ave. of Roses BA – Nancy Chapin
Inner SE Action – Kat West
Portland Community College – Amy Bader
At Large – Shazia Abdulla
At Large – Cat Davila
At Large – Kimberléa Ruffu

Board Members absent (4)

Brentwood Darlington NA – Kimberly DiLeo
Mt. Scott Arleta NA – Tiffany Johnson
Sellwood-Moreland Improvement League – Ayomide Nikzi
At Large – Jessie Maran

Staff present (3)

Nanci Champlin (Executive Director), Lindsey Johnson (Administrative and Operations Manager), Matchu Williams (Community Liaison Program Manager)

Guests (18)

Allen Field, RNA / Brian Hochhalter, RNA / Chris Eykamp, HAND / CJ Alicandro, NTNA / Daniel Portis-Cathers, MSANA / David Tunley / Debby Hochhalter, RNA / Doug Klotz, ISEA / Hannah Wallace / Jacob Loeb, MNA, METBA, 82nd Ave BA / John Laursen, MTNA / Kim Nurmi / Matt Lembo, SNA / Richard Bruno / Roger Jones, Hawthorne BBA, SNA / Simon Fulford, SMILE / Steve Fisher, BCA / Susan Lindsay, BCA

BOARD MEETING DISCUSSION**Introductions + Announcements (Tina)**

- SE Uplift's mission statement and Community Agreements pertaining to behavior during board meetings were read.
- Introductions and community happenings were posted by board members in the chat

Celebrating Successes (Nanci)

- Nanci shared that the SEUL's Small Grants program and Diversity, Equity, Inclusion and Access Capacity Building Grants are now open for submission, noting that these competitive grants are separate from the non-competitive communications funds for NAs and BAs. See website for complete information and share with your communities.
- The Land Use and Transportation Leadership Development Program is in progress with 8 participants.
- The Black and Beyond the Binary Collective (BBBC), a fiscally-sponsored project of SEUL, is on track to become an independent 501(c)(3) nonprofit organization by this summer.

Board Officer Elections – Nominating Committee (Shazia, Dave)

- Open Executive Committee positions: Chair, Vice Chair, Treasurer, Secretary. No existing nominations were received prior to the meeting. We received 10 responses to the nominations form where two people said they were considering running, but no one has committed to running yet.
- Executive Committee roles and responsibilities were clarified:
 - o The Vice Chair is the "understudy" for the Chair and steps up when the Chair is not available.
 - o Since we do not have a Past Chair on the executive committee, the benefit of having Co-Chairs is to provide a fifth/odd number of executive committee members to prevent a split vote.
 - o Secretary: The operations manager will capture meeting discussions so the Secretary can participate during meetings. However, the secretary will capture board resolutions and votes.

- The Executive Committee meeting schedule is flexible – has been in the third Wednesday of every month.
- Treasurer: Attend monthly meetings for the board, executive committee, and finance committee. Being prepared to learn/understand SEUL's finances and participate in any bookkeeping audit.
 - Jim: From previous experience, Treasurer reports on what the accountant has done, has experiential knowledge to decide whether it makes sense. Shouldn't need to devote a lot of time but is confident that they're receiving and passing on good information.
 - Dave suggested providing compensation to a Treasurer, board member or external.
 - Anna: After cleaning up all of the accounts and seeing what happened with SWNI, it's important to keep this role going. We're on track thanks to having an external bookkeeper. With changes coming in the city, we need to keep close discussions about financial policies, the future of the grants, need to have a creative way of understanding how SE Uplift will move forward. Discussing policies, budgets, how money gets distributed and for what, what gets prioritized, is important. The role is more than reporting on the books.
 - Jim: Do we have our house in order procedurally? How often are we audited? Should be at least every 2 years by a neutral party.
 - Anna: Since we have an outside bookkeeper, we're meeting the city audit requirement. Finance Committee had a discussion about having an additional ledger audit in the future – would need board approval and should be taken up by the next Finance Committee.
 - Tina: As per the by-laws, to be eligible to be an officer (e.g. Treasurer) the individual must be a member of the Board of Directors. Having previously attended a Finance Committee meeting is not a requirement for the new Treasurer.
 - Dave: Would it be possible to provide perks to incentivize, or is that inappropriate? Tina believes that perks are inappropriate. Ideally the Treasurer would sign on for the full year, but it's possible to step down midyear and the board will appoint someone else.
 - Ash suggested that we table filling the Treasurer position until the Dec meeting, to give people time to reconsider, but the bylaws likely state that we need to have a Treasurer. Lotus: Having a Chair, Treasurer, and Secretary is necessary to function as a nonprofit. It is not possible to split up the Treasurer role between other officers.
 - Tina: May have new board members next month since some NAs recently held elections and haven't selected a SEUL rep yet. Someone in that group may be interested in the treasurer role.

Nominations

Board Chair

- Kat nominated Tina and Ash as Co-Chairs.
- Ash nominated Amy for Co-Chair. Amy declined.
- Ash Hester (accepted), Tina Kimmey (accepted) and they agree to run as a slate.

Vice Chair

- Shazia nominated Kat West for Vice Chair. Kat does not accept.
- Dave Weaver nominated himself for Vice Chair

Secretary

- Nancy Chapin self-nominated for Secretary.
- Dave Weaver seconded.

Treasurer

- Ash nominated Anna Weichsel for Treasurer.
- Anna Weichsel agrees to be Acting Treasurer until December to assist with transition for next Treasurer but staying in the Treasurer role is not manageable for her schedule. Anna's name will be included on the ballot (as interim).

Election Process

- Dave emailed a ballot link to board members with the option to provide write-ins. Board members can vote while we move through other parts of the agenda.
- Shazia will handle the vote counts since Dave is running for an officer position. Results will be announced by the Nominating Committee after breakout sessions.
- Jim requests a simple statement about what each candidate wants to achieve, verbal and provided in writing. Tina clarified that only board members will be able to vote, most of whom are present at the Nov board meeting to hear the verbal statements. Voting will only occur during the Nov board meeting.
 - Ash: Aligns full heartedly with the mission statement of uplifting and providing support and equity for our community. Aligns with equity, making sure that we're all working collectively working together, all voices are heard, come together as a functioning healthy organization and carve out a new path. Be a leader to help facilitate moving the needle forward. Be someone who's on your side, listens, helps, and keeps unity within the organization. Collectively working toward a larger picture, building a strong organization for the future.
 - Tina: Gets satisfaction in trying to get progress done in the organization, trying to get all the organizations to work together. Really need to work toward strategic planning. Thrilled that the Houselessness Action Committee is happening and growing.
 - Dave: Believes in SE Uplift, the neighborhood association system, and the business nonprofit associations. Loves this system that Portland has and would love to see it strengthen to engage more people in the process. Believes that everyone is a civic activist but doesn't necessarily know it. If we

could activate the population of SE Portland to go out and solve problems one block at a time, we could transform this part of the city to make a difference. We have to be part of the solution. SE Uplift is a wonderful organization but having some growing pains. We can strengthen it to make it a more vibrant, happy, healthy organization with people working together.

- Nancy: Would always check the minutes to make sure that she agrees with what was written. If something needs to be added or corrected, she would do that.
- Anna: Believes that basic democratic representation is super important, and to get involved in that to make huge changes. Upon moving to Portland, she was intrigued by the neighborhood association system and having the ability to participate, even as an immigrant with no voting rights. Started when the code change happened. Got involved because she hoped SE Uplift would have more strength in helping to navigate the code change question of what's happening in town and how a better distribution and presentation system can be put in place. Changes can be negotiated and mediated in an organization but needs some work to get there. Would like to help to figure out what the function of SE Uplift could be and how we can improve communication between the city level and ground level between all the organizations.

Executive Director Report (Nanci)

- Nanci tabled it to December in the interest of time.

Board Member Networking Breakout Session (Nanci)

- Reduced from 15 to 10ish mins. Cat Davila added late to breakout room. Board members discussed the personal “superpower” that they will bring to their role as a SEUL board member.

Committee Updates

- Executive Committee
 - Minutes included in board packet
 - Didn't have quorum so no decisions were made
- Finance
 - Met, went through budget for Q1, discussed balance sheets, reserve line was very detailed. Hoping to expand insurance for fiscally-sponsored programs. We need to update our check signers to reflect the officer election and new executive director.
 - After 2 years of cleaning up and organizing, the finances are totally done! You can now see all the different portions of reserve that SEUL has.
- Houselessness Action Committee
 - Sept – had a rep from Shelter Now present. They have a new website with a 2 pronged approach.
 - Oct – had a housing/belonging event and follow-up discussion.

- Next meeting is Nov 22.
- Land Use + Transportation
 - Didn't meet in Oct.
 - Leadership program videos are being recorded and will be available to board members

Update to Authorized Check Signers (Nanci)

- Our financial policy requires approval by two authorized individuals on any check over \$500. With new officers elected and a new ED, we need to update our list of authorized check signers with the bank. Ideally that would be 2 staff (ED and the Operations Manager as backup) and 2 board officers (board chair and treasurer).

Proposed Bylaw Changes Discussion

- Daniel P. from MSANA let everyone know that they are speaking on behalf of Tiffany, and she is in favor of the changes they proposed and the board will consider. He goes on to share that Tiffany has resigned from the Board. He also shared thoughts from Tiffany regarding the systemic and historic racism that people of color have and continue to experience in Portland. Encouragement is given to change these bylaws as a symbolic, but important step to take.
- We plan to vote on the proposed bylaws changes in December.

Board Member Update

Tiffany Johnson (Mt. Scott-Arleta) has resigned from the board.

BOARD BUSINESS MEETING

Approval of the Minutes: September + October

Motion (*Bruce*) To approve the September meeting minutes with clarifications by staff to address the two items with question marks.

Seconded (*Ann*)

In favor 13

Opposed 0

Abstentions 4

Result: The motion passed.

Motion (*Ann*) To approve October meeting minutes with an added note about Allen Field not being given the opportunity to speak.

Seconded (*Nancy*)

In favor 12

Opposed 1

Abstentions 4

Result: The motion passed.

Motion (*Shazia*) To include in the October minutes why Allen wasn't allowed to speak

Seconded (*Kat*)

Discussion

The previous motion was to amend the October board meeting minutes to show that Allen Field was not allowed to speak when the board discussed censuring him for conduct during a past board meeting. It was explained that Allen is not a board member and thus as a guest is not entitled to speak, and that he had already emailed the entire board his written apology to Tiffany Johnson accepting responsibility for the behavior which caused her harm. It was further clarified that the reason a guest attendee from Mount Scott Arleta NA was allowed to speak was because it was their board member who was harmed and their letter which requested action of the SEUL board to change its bylaws and censure Mr. Field. Other board members expressed disagreement with the decision to not let Allen speak and it was suggested that SEUL table this topic for next month. However, the motion to approve the October minutes passed based on the previous vote, so it was determined that there was no need to vote again.

Update to Authorized Check Signers

Motion (*Anna Weichsel*) To authorize the following check signers for SE Uplift:

- Nanci Champlin, Executive Director
- Tina Kimmey, Board Co-Chair.

- Lindsey Johnson, Administrative and Operations Manager, as staff backup
- Anna Weichsel, Treasurer
- Remove interim executive director, Leah Fisher and any others not named above.

Amended (*Ash Hester*) To allow both Board Co-Chairs to serve as check signers. This would add Ash Hester as an authorized signer.

Seconded (*Nancy Chapin*)

In favor 16

Opposed 0

Abstentions 2

The motion passed. SE Uplift's authorized check signers now include:

- Nanci Champlin, Executive Director
- Lindsey Johnson, Administrative and Operations Manager
- Tina Kimmey, Board Co-Chair
- Ash Hester, Board Co-Chair

Board Officer Election Results

- 17 votes for Tina and Ash as Co-Chairs to serve a one-year term
- 17 for Dave as Vice Chair to serve a one-year term
- 17 for Anna as Interim Treasurer (will resign in Dec)
- 18 for Nancy for Secretary to serve a one-year term

9:20 The meeting adjourned.

Next Board meeting: Monday, December 6, 2021, 7 pm – 9pm, via Zoom.