



EXECUTIVE COMMITTEE MEETING

November 15, 2021 | 6-8pm | Via Zoom

<https://us02web.zoom.us/j/86884281847> | Meeting ID: 868 8428 1847

Committee Members Present Tina Kimmey (Co-Chair), Ash Hester (Co-Chair), Dave Weaver (Vice Chair)

Staff Present Nanci (ED), Lindsey, Matchu

6:00 Executive Session Personnel Matter. Minutes are private.

6:20 Adjourn to General Session

GENERAL SESSION

Guests Present Anne Tillinghast (Reed NA), Allen Field (Richmond NA)

6:20 New Executive Committee Welcome (*Tina*)

- Purpose, processes, standing agenda items and meeting time

Tina: Need to work on figuring out meeting schedule.

Ash: Get everyone's standing/prior commitments

Nanci: Keep it 3rd week so we have buffer time between the board meetings (1st week)

Nanci: Standing items: Nice to have the mission reminder, put it in a slide during intro time? Start the meeting on time to respect those who arrive on time. Include a land acknowledgment. Welcome new board members. This also helps with voting and quorum counts.

Ash: Time for verbal intros?

Nanci: Roll call - name, organization. Ash: By organization? Tina: Not everyone has an organization.

Dave: People used to come early for networking/socializing. Tina: and they'd stay late.

Ash: restructure meetings, deal with the high-level stuff early, provide networking time, discussion at the end.

Nanci: Maybe we're being too ambitious with the amount of content we try to get through in each meeting. Can have a "discussion session" before the "business meeting" (decisions of the board). Board secretary can capture the business meeting info while SEUL staff cover discussion session.

Ash: it seems we talk about it, start the vote, then go back to talking about it. Now that we have two chairs, can split the facilitator roles (leading the conversation, time management, etc).

Dave: Having a second screen (monitor and cable) is very helpful.

6:30 Program Updates (Matchu)

- Fiscal Sponsorships: what the ExComm needs to know
 - o Shows as a financial liability on the books.
 - o Meyer Memorial Trust has awarded a \$81,700 grant to PUAH to expand hate incident reporting in Portland and beyond
 - o BBBC applied for a \$400,000 grant through Meyer Memorial Trust, not awarded yet (will know by January)
 - o Staff recommend that grants over \$100k seek Exec Comm approval before applying.
 - o Our organization's relationship with that organization needs maintaining
 - If the other organization does not follow through, SE Uplift is responsible
 - If the other organization becomes a 501(c)(3), they "graduate" from fiscal sponsorship
 - BBBC is applying for 501(c)(3) status (expected by mid-2022)
- SEUL Grants: Grant Review Committee opportunity
 - o Grant program is open
 - o Opportunity to serve on the review committee

6:40 Operations + Logistics (Nanci)

- Update: Board Administrator Hiring / Scope of Work
 - Will be offering position to Sharon Wynde. The contract will include a scope of work that outlines deliverables to narrow focus from job description
 - Will focus on a strategic visioning process with the board because we're not ready f/strategic planning
 - How long we're able to fund the position will guide deliverables. Position is accounted for in FY 2021-22 budget. Will need FY 22-23 funding to continue past summer.
- Recommendations + Discussion: Refining Board Meeting Norms
 - Nanci proposed that new intro standing content include
 - SEUL Mission
 - Ground rules (on a slide?)
 - Land acknowledgement (we have one but haven't used it yet because we want to authentically engage the Native community/say what we are doing to support this community.
 - Meeting Minutes Structure
 - Nanci proposed rearranging the board meeting agenda so that the business of the board (votes) can be separate from discussions and other non-voting items. This would involve calling to order the board meeting where general notes would be taken by staff, then we would adjourn to the "business meeting" of the board where all voting would take place.
 - The Secretary or a staff would capture the minutes.
 - There would be separate agendas for discussion and business meetings and motions can be drafted/reflected based on the business meeting agenda
 - Nanci could coach people into the new process.

How to monitor interruptions and streamline:

- Designate time frames, set expectations, decide whether to continue calling on people or cut off discussion.
- Encourage people to step back (not hog the mic)
- Suggestion awhile back to go through the list or call on people to see if they have something to share (encourage involvement)
- Board administrator can guide this. Reach out to people to see what would help.
- Welcoming new board members at the start of board meetings is the way by which we will "seat" them on the board and indicate that the person has voting power.

- We need to make sure NAs are given the information on process before sending new delegates to SEUL board meetings. We need to get the info out ahead of time, provide orientation info. And that we get their paperwork back which requires they sign that they have read our core documents and agree to certain policies related to board conduct.
- Nanci wants to formalize the process of seating new Board members:
 - Will ensure that seated member head count is accurate
 - Making it official is good, streamline the process, acknowledge and welcome them to the board.
 - We need more regular correspondence with NA reps and chairs in advance of an NA designating their rep. Not just for board reasons, but as staff liaisons and for operational purposes too.
 - Do we make this official via a motion or just as an agenda item/and intro?
 - We will include it as an agenda item that we are seating new board member/s (name, affiliation). They will be introduced, welcomed and invited to say a few words
- Board Networking
 - Culture building is much needed.
 - Seems that hosts cannot be assigned to breakout rooms (look into cohosts)
 - Meeting recording issues with multiple hosts, meeting saved to local device (rather than cloud) has been a huge hassle. Staff expressed concerns with sharing meeting recordings: should get consent and even with consent it could have a chilling effect on discourse particularly among marginalized people (e.g. immigrant communities).

7:00 Board Assigned Tasks (Tina, Ash / Nanci)

- Recommendation: Memo documenting censure vote at October meeting
 - Almost resolved
 - Path toward restorative justice is something that we might need sooner rather than later
 - Limiting amount on the agenda
 - Produced a memo, which is on record

Motion (Ash): The ED will produce a memo for SEUL records stating that the board voted to censure Allen Field at the October board meeting.

- **Seconded (Dave)**
- **The motion passed unanimously**

- Recommendation: New Policy for Advocacy Letter Sign-on Requests
 - o To address the confusion/hesitation that some board members experience around which “hat to wear” (e.g. SEUL vs their NA) when being asked to vote on an advocacy request by an outside organization, Nanci proposes the following win/win approach:
 - Board members are asked to vote according to their individual capacity as a SE Uplift board member (unless their NA bylaws instruct them otherwise, which is *very rare*).
 - If the request passes by a board majority, SE Uplift would provide an advocacy support letter (as it does now) that explicitly states via a disclaimer that “Support from SE Uplift does not necessarily represent the views of all SE Uplift constituent organizations.
 - Board members who are confident their organization would want to sign on to the advocacy request can make it known and be listed on the advocacy letter. Those who do not, who are required to check, or are unsure can be left off and it will be up to the group requesting support to follow back up with the board member.
 - o ACTION: Nanci will address this at the next board meeting

7:20 Committee Updates

- Finance Committee – \$50k is cost of BA position but only \$26k is accounted for in this FY budget. Will need to determine and plan for July-December of 2022.
- Board Development Committee – Need to recruit a treasurer
 - o Paola updated the website, outreach,
 - o Committee will review in Dec and make recommendations in Jan (for July-June)
 - o We have a few NAs without reps
 - o Could recruit a board member specifically to serve as treasurer
 - ACTION: Nanci checking with Kris on possibility of having evening meetings rather than daytime
- Bylaws Committee
 - o The Bylaws Committee unanimously supports seeking an independent legal expert to review our bylaws and answer questions, preferably someone with nonprofit bylaws experience.
 - o Nanci has several contacts and a list of prospects from Nonprofit Assoc. of OR
 - o Answer questions that we have on important matters (DOJ)
 - o Postpone Dec bylaws vote
 - Ash: move forward regardless, then bring in the expert? Starting and stopping.
 - Dave: Some people could argue that we need more time while others feel we need to move forward. Could put it to a vote anyway.
 - Nanci: Not sure people are ready to vote, but providing value with a third-party expert.

- Dave: Some are anxious for the change (see this as “kicking it down the road”), while others aren’t sure yet
- Nanci: Jan’s (LNA’s) recommendation outlining a conflict resolution process risks putting policy in the bylaws which is not best practice, and the language is open to interpretation.
- Ash: SEUL doesn’t have the ability to dictate who is on its board
- Tina: suggests straw poll at next meeting for who thinks we’re ready to vote
- Ash: Do we have to restart the process after we’ve already gone through it?
- Tina: This also means we’re continuing to not get anything done, but the reverse would stall the bylaws committee
 - Time = # minutes x # people
- Ash: If the vote comes and doesn’t pass, then we call in the specialist
- Tina: We should get a consultant either way to review our bylaws and point out flaws
- Nanci: wants question of our autonomy to remove a board member clarified by an attorney, around SE Uplift making these decisions for itself
- Ash: Revamping the situation, create a better situation for the future
- Nanci: SEUL having the ability to decide for itself without another organization having veto power
- Tina: systemic misunderstanding, people don’t understand what part we play. Board has the fiduciary responsibility, not the organizations (e.g. NAs).
- Don’t hold the vote up?
- Dave: Some people want to have the proposal reviewed to make sure we’re following best practices (and others are eager to move forward). Vote to move forward or postpone. If it doesn’t pass, go back to the drawing board. There are people who will be upset if we don’t vote in Dec. (Nanci announced that we would vote in Dec.)
- Ash: Motion stands, bringing in an expert to revamp/refine as needed
- Laurelhurst NA proposal: will go to bylaws committee for consideration.
 - ACTION: Tina will forward to bylaws committee.
- Dave: Process to go through to allow both sides to argue their case.
 - Nanci: Equity lens includes this.

7:30 Develop Board Agenda + Action Items

Draft agenda

Special Welcomes: Seating New Board Member/s

ED Report + Board Breakouts for Networking

Committee Updates

Board actions to take

- Approve November Minutes (Sept and Oct were approved with modifications)
- Discuss/Vote on Updating Advocacy Request Policy

- ED Report: Nanci wants to share what she's been hearing from board members
- Who are we going to be in 5 years? Building this for future SE Uplift, have to consider where we fit in within the ecosystem
- Nanci has been hearing about the promise we have as an organization, 60 secs for top thoughts (assign scribe to make sure info is captured)
- Dave: if we include a land use acknowledgement, we need to take specific action and follow up with Native American communities to have authentic outreach
- Matchu: land use acknowledgement was created, action component is missing, maybe have a succession plan that includes Native American communities
- Dave: we need to reach out and start a dialogue
- Labor acknowledgement?
- Plaque has been created
- Need to create a DEI committee
- Can refine time frames for agenda outside of this meeting, just need to establish the template/important topics
- Lunch and learns for guest presenters, focus meetings on board actions
- Maybe substitute presentations for networking time