



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

April 4, 2022 at 7:00 pm – 9:15 pm

Via Zoom Conference Call

ATTENDANCE

Board Members present:

Brentwood-Darlington NA – Kimberly DiLeo
Brooklyn NA (BAC) – Stuart Zeltzer
Buckman NA (BCA) – Maren Boehmer
Creston-Kenilworth NA – Rachel Davies
Eastmoreland NA – Dianne Levinson
Foster-Powell NA – Lotus Romey-Yu
Hosford-Abernathy Neighborhood District (HAND) – Bruce Bikle
Kerns NA – Dave Weaver (Vice Chair)
Laurelhurst NA – Jan McManus
Mt. Scott-Arleta NA – Daniel Portis-Cathers
Mt. Tabor NA – Paul Leistner
North Tabor NA – Kimberly Bandy
Reed NA – Anne Tillinghast
Sellwood-Moreland Improvement League (SMILE) – Elaine O’Keefe
South Tabor NA – Tina Kimmey (Co-Chair)
Sunnyside NA – Ash Hester (Co-Chair)
Woodstock NA – Anna Weichsel
82nd Ave of Roses BA – Nancy Chapin (Secretary)
Inner SE Action – Kat West
Portland Community College (PCC) – Amy Bader
At Large – Shazia Abdulla
At Large – Cat Davila
At Large – Jessie Maran
At Large – Kimberléa Ruffu
At Large – Lindy Walsh (Treasurer)

Board Members absent: None.

Board Members sending regrets: None.

Staff present: Nanci Champlin (Executive Director)
Matchu Williams (Community Liaison Program Manager)

Guests: Sharon Wynde (Board Administrator), David Atkin (Center for Nonprofit Law),
Allen Field (Richmond NA), Doug Klotz, Jim Pierce (MTNA), Chris Eykamp (HAND),
Midge Pierce,

BOARD DISCUSSION MEETING

7:06 The board discussion meeting was called to order.

Introductions + Announcements (Ash)

- SE Uplift's mission statement and community agreements pertaining to behavior during board meetings were shared.
- Introductions and announcements were posted by board members in the chat.

Executive Director Report (Nanci)

- **HR:** Alex Cherin accepted the Partnerships and Grantmaking Programs Manager position and will start 4/11. Look for information in the e-newsletter. He'll lead the charge in the grantee mixer in late May/early June.
- **Programs** – Hey Neighbor flyer is out should be in your mailboxes. Was sent to city staff, other contacts. Highlights: we're offering support for our May NA elections, including SEUL do a limited printing. Also a spring survey. Deadline to respond to survey is 4/30. Reps should work with their NA to provide 1 response per NA. Be sure to forward to full board and invite them to subscribe. Nanci walked board through the draft FY 22-23 Civic Life grant scope of work (see attached slide deck).
- **Policies** – External Communications policy finalized at the March ExCom and clarified Stuart's recommendations about what constitutes a spokesperson vs committee typical work. Recording Policy – postponed to April ExCom to consider Paul's recs. Final will go to board in May. Sharon working on Internal Comms, anti-H & B policies, keep an eye out for discussion and adoption as they become ready. Others in queue.
- **Operations** – Energy Trust running behind schedule to replace our florescent lighting, expect to start in April. Also sending someone in Thursday to assess replacing our HVAC system with ductless heating and cooling. May need to fill funding gap via Clean Energy Fund. Lindsey looking at needed upgrades for building. Will come to the Board for request to use some of the building fund monies for improvements.
- **Finance-** Kris & Nanci will be working on budget to actuals once March is accounted for. We'll draft the FT22-23 budget. Will be going to ExCom in May with full board adoption in June. Lindsey has gone through all FAs and will get those into the FS.

Committee Reports

- Executive Committee – Ash Hester, Co-Chair
 - Minutes included in the board packet
 - We talked about finalizing the split accounts. Updated Fiscal sponsorships and evaluation rubrics. Next ExCom is Mon 4/18 at 6pm.
 - Updates:
 - Next meeting: April 18 (3rd Mon at 6pm).
- Finance Committee – Lindy Walsh, Treasurer
 - Updates: Lindy said we're getting an expense and revenue report next month. We'll vote on the budget in June.
 - Next meeting: April 28 (4th Thu at 5:30pm).
- Board Development Committee – Tina Kimmey, Co-Chair
 - Updates: Tina – No updates for this past month. She'll send a doodle poll. If anyone has suggestions of someone who would be a good board member, please send in the suggestion. Apps will open end of April beginning of May.
- Houselessness Action Committee (HAC) – Stuart Zeltzer
 - The HAC had a meeting 3/28 where we featured updates from WeShine by Dave Weaver and Jan McManus; they were excited to share that they are in the process of standing up their first temporary shelter site and have the goal of starting 3 villages this year. We plan to have representatives from Cascadia Behavioral Health at our next meeting. We are also looking to put a call out to all SE NAs and business organizations for participation/membership.
 - Next meeting: April 25 (4th Mon at 5:30pm). With Cascadia Behavioral Health and Houselessness outreach team. He's also working to expand the committee to be in accordance with the Bylaws. Meet once/month for an hour, if know interested people let Stuart know.
- Land Use + Transportation Committee (LUTC) – Matchu Williams
 - Updates: Sent off Neighborhood to PBOT. Where they can receive required notifications.
 - Next meeting: April 18 (3rd Mon at 7pm).

Review and Discussion of Final Recommended Bylaw Updates

(Kat West, Bylaws Committee Chair + David Atkin, Center for Nonprofit Law)

- Ash reminded per David's training we keep in mind Duty of Loyalty, and that all board members are acting in the best interest of SEUL, we treat each other with respect, and allow time for everyone to speak.
- Kat talked about "why we're here". It's always a best practice for orgs to update their bylaws every 5-7 years. The board created a Bylaws committee to bring recommendations to the board. The Committee did the heavy lifting. They appreciate the trust that the board gave to the bylaws committee. They went deep into the details of the bylaws and worked closely with David. Anna, Nanci, Tina, Leah, Nancy, David, (full committee).

- We're walking through the recommendations then we'll vote. Hopefully everyone has the full recommendations in front of them.
- Teamwork made the dreamwork in this effort. David Atkin is a leading expert, hired by SEUL as a neutral 3rd party expert. He provided recommendations in how to modernize and bring the Bylaws up to date and use the equity lens of our mission. He was provided with our notes, the ONI standards. He presented these at our last board member, and then board members were provided with a survey to give their comments and feedback on the proposed recommendations. The Process document in the presentation outlined the responses.
- Bylaws committee met the week of 3/14 to review the comments, discuss, and evaluate in context of the mission, equity lens, etc. Other items will be provided to the development committee to consider and may be addressed in the future.
- Kat talked about the recommendations that had the most comments, as outlined in the process page. These were Article V, Sections 1 & 7, Article VII, Section 4, and Article XII.
- David – refresher on state law and high level summary. Directors, individually, have a Duty of Loyalty. They must discharge their duties in a manner the director reasonably believes to be in the best interests of the corporation. There can be conflicts that arise. If there's a conflict of interest, a director must disclose, explain, refrain from trying to influence, abstain, and leave the meeting. If there's a conflict of loyalty, you follow the same process.
- Kat said that David will walk through a summary of each section.
- Article IV. This is a corp which doesn't have members. There are board members, we clarified this statement.
- Article V Section 1. Wanted to be very clear. Kat said when Bylaws committee looked at comments, folks wanted to increase diversity and equity, but concerned about the board being so large. They brought down from 40 to 36 (current is 35). It raised at large from 5-7 members. So we can increase diversity and equity but can still manage the size.
- Article V Section 2. We've allowed for when someone isn't following the bylaws, putting the org at risk, unable to follow the rules. Board should have the ability to remove a board member. Only change that the committee is recommending the second paragraph to be moved.
- Article V Section 2 B. Clarified that the terms of office begin at the point the members are successfully onboarded.
- Article V Section 3. Outlines the duties of directors. Clear statement of what is expected.
- Article V Section 4. Codification of Conflicts of Interest & Loyalty. Cofl is mainly looking at financial conflicts.
- Section 5. Terms of office. Clarified process, and state law.

- Article V Section 7. Added that directors of SEUL can remove a board member. Outlined what the cause would be for removal. Gives the rest of directors the opportunity for directors to determine if someone has violated the laws. Kat: based on the board comments, all directors are in agreement that SEUL board should be able to remove a board member. Some commenters wanted their to be a hearing. Comments were to integrate David's 'cause' language.
- Filling vacancies. Org that nominated, has the first opportunity to select a replacement. That person is finishing the term of service of the person who left the vacancy.
- Compensation. State law says qualified directors are immune from liability of the corporation. Qualified means they are a volunteer, unpaid director.
- In 1999 when OR adopted uniform rules, required a president. We may call them a chair if we want to. The required officer positions are President, Secretary and Treasurer.
- ExComm. State law says ExComm has power acting on behalf of the board. So only the full board can add anyone to ExComm.
- Board Committees are advisory to the board.
- Community Committees. Katt added that based on board comments. One community committee might not be adhering. More appropriate to refer to the board development committee.
- Minimum Committee Responsibilities.
- Regular board meetings. It clarifies – reasonable attempt must be made to provide notice. It was too vague before.
- Special meetings – same as above. Reasonable attempt.
- Notice – in compliance with state law.
- Quorum. Define active vs inactive. Clarifies who is considered inactive.
- Remote Participation. State law allows any combination of various Communication, as long as they can simultaneously communicate and vote.
- Voting. In calculating how a motion is approved, if they have a conflict of interest or conflict of loyalty, it won't count towards the total.
- Meeting procedures.
- Amendments. We got rid of language that we require to get sent out via US postal mail. Bylaws committee codified that anything needs to be brought at least a month in advance.
- Kat opened to any committee members to make comments and ask questions:
- Lindy: appreciated all the work. Q to David, she trusts him, asked if there's anything we did or didn't incorporate that causes concern. David: thinks Bylaws committee did a fabulous job going line by line, finding areas that were ambiguous. Feels Bylaws will serve SEUL well and help the org accomplish its mission and goals.
- Lotus: gave praise and gratitude.

- Paul: thanked committee and David. Agrees with almost everything. Recent court decision that NAs are “government”. We don’t need to respond to that tonight. Kat: The court case didn’t say DC’s are public bodies, but because they are funded by public funds. Let's put a pin in it and come back.
- Paul: Article 5, Section 1. used to define who is eligible. Wants to clarify, community members can’t select board members. David: the reason we added community members is in some cases the community does vote.
- Majority needing to be NA representatives, what happens if a NA doesn’t send a rep?
- Kat: community members writ large, generalizing. Per other question about imbalance with NAs being majority. Played with numbers a lot. Right now there are 20 NAs. Under rec updates there are 16 possible slots for BAs, At Large, community. If there is a gap, we’ll need to write a policy or procedure around it. David: if a number of NAs fail to appoint someone, and we fall below a majority, they may have to remove a director or two, we could ask for volunteers to resign.
- Stuart: abstentions. If we’ll be counting or not counting types of abstentions? It may change how we do voting. David: the reason for it, state law says normally when directors vote to abstain they’ll get counted in the total votes, so effectively get included with Nos. When they abstain due to conflict of interest or conflict of loyalty, they won’t be included in the total. Kat: is it a best practice to have someone declare if they are abstaining due to conflict. David suggested that we follow that as we would conflict of interest.
- Bruce: he’s troubled by the notion that directors can be removed without cause or due process. Problematic that we’d be doing that at this time when we’re in the middle of mediation. He has a hard time voting for removal without cause. “gotta have a reason”. David: it’s a valid opinion. Your bylaws already include “with or without cause”. What he’s seen working with thousands of boards is they get stuck for months arguing on if it was with cause- it’s subjective, and that does great damage to the board and people quit due to the drawn-out proceedings. The 2/3rds directors in office is a high bar.
- Paul: when he helped develop the template for the neighborhood system, he included language as to cause. But we can include other policies such as whistleblower policies, etc. Board can censure a board member who is causing issues. We need clear policies to guide us as to who would be removed. Hopes that upcoming mediation will shine light on how to handle. Encouraged SEUL how to deal with grievances and appeals. David: he agrees putting into policy and process, intermediate procedures for disciplining, etc. Helps address Bruce’s comment as well.
- Kat thanked the board for going through this process and presentation. We’ve captured the comments. Bylaws committee has a running list of what can be taken under consideration.
- Ash: thanked Kat for leading the Bylaw

8:32 The board discussion meeting adjourned.

BOARD BUSINESS MEETING

8:32 The board business meeting was called to order.

Approval of the Board Meeting Minutes: March

| | |
|--------------------|--|
| Motion | Bruce Bikle motioned to approve the March board meeting minutes. |
| Amended | No amendments |
| Seconded | Jes Maran |
| In favor | 22 |
| Opposed | 0 |
| Abstentions | 2 |
| Result: | The motion passed. |

Vote to Adopt Bylaw Updates

| | |
|--------------------|---|
| Motion | Kat West moved that the board adopt the Bylaw Committee's bylaw update recommendations. |
| Amended | None |
| Seconded | Lotus Romey-Yu |
| In favor | 24, All other board members except named below in opposition |
| Opposed | 1, Bruce Bikle |
| Abstentions | 0 |
| Result: | The motion passed. |

8:42 The meeting adjourned.

Next Board meeting: Monday, May 2, 2022, 7–9pm, via Zoom.

Minutes Approved (Date) _____

Secretary Signature _____