



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

March 7, 2022 at 7:00 pm – 9:00 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.

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

Guests: Sharon Wynde (Board Administrator), David Atkin (Center for Nonprofit Law),
Ryan Baum, Heather Flint Chatto (Richmond NA), Allen Field (Richmond NA), Doug Klotz, Linda
Nettekoven (HAND), Midge Pierce (MTNA)

BOARD DISCUSSION MEETING

7:00 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.

Welcome + Seating of New Board Members (Ash)

Incoming board members Elaine O'Keefe (SMILE) and Paul Leistner (MTNA) were welcomed, had an opportunity to say a few words, and then were seated as new SEUL board members. Welcome, Elaine and Paul!

EXECUTIVE SESSION

Mediation Update (Ash)

BOARD DISCUSSION MEETING

Executive Director Report (Nanci)

- The "Hey Neighbor" newsletter is launching soon and will include a survey. Please share this with your board. These will be sent on the first Monday of every month.
- March 17th (St. Patrick's Day) from 10am-12pm: Join us for a board/staff volunteer planting day at SE Main! RSVP to operations@seuplift.org.

Presentation of Revised Policies (Sharon Wynde, Board Administrator)

- Updated External Communications Policy
 - This policy was last updated in Jan 2015. It needs to be reviewed every 2 years.
 - Changes were screen shared and will be voted on during the business meeting.
- Updated Conflict of Interest Policy and Form
 - Based on the 5 steps that David Atkin provided:
 - Must be approved at the board level.
 - Board member must disclose conflict of interest.
 - Independent review.
 - Majority of disinterested directors who are serving must vote, as per state law.
 - Board secretary must reflect in the minutes that steps 1-4 were followed.

Committee Reports

- Executive Committee - Ash Hester, Co-Chair
 - Minutes were included in the board packet.
 - The Executive Committee and Bylaws Committee had a joint meeting in February, with guest David Atkin from the Center for Nonprofit Law.
 - Next meeting: March 21 (3rd Mon, 6-7pm).
- Finance Committee – Lindy Walsh, Treasurer
 - Staff have been revitalizing the Finance Committee.
 - SE Uplift may be over budget on professional services, but there are no "red flags".
 - Lindsey and Kris are working on a fixed asset list.

- Next meeting: March 24 (4th Thu, 5:30-6:30pm).
- Board Development Committee - Tina Kimmey, Co-Chair
 - Tina has been getting documents organized in the cloud for the committee.
 - If you know of an organization that may be a good fit for serving on our board, we have openings. The application will become available in late April or early May.
 - Goals: Start connecting with board members, keep board members engaged.
- Houselessness Action Committee (HAC) - Stuart Zeltzer
 - The February meeting was facilitated by Richard Bruno from Richmond. Rahab's Sisters provided a presentation. Additional discussion included recent proposals related to houselessness from Mayor Ted Wheeler and City Commissioner Dan Ryan.
 - HAC meetings are open to everyone.
 - Next meeting: March 28 (4th Mon, 5:30-6:30pm).
- Land Use + Transportation Committee (LUTC) - Matchu Williams
 - The most recent meeting featured Safer Streets and We All Rise.
 - We have a citizen advocacy request from Safer Streets for PBOT, which will be voted on during the business meeting.
 - LUTC meetings are open to everyone.
 - Next meeting: March 21 (3rd Mon, 7-9pm).

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

- Reminders:
 - Board members have a fiduciary duty to the board and board committees.
 - SEUL board members need to vote based on what is in the best interest of SEUL. If this goes against what is best for an organization you are appointed from, you must a) disclose a conflict of interest, and b) abstain from voting.
 - Neighborhood Associations have the power to appoint directors but are not voting members.
 - Inactive directors: Have missed 3 consecutive board meetings without approval from the board chair.
- Bylaw Change Recommendations Presentation
 - See attached recommendations.
- Article V, Section 7 (Removal)
 - Having a whistleblower policy is a legal requirement. Whether SEUL has a whistleblower policy needs to be reported annually to the IRS.
- Article VII (Committees)
 - SEUL currently has no requirement that directors must serve on a committee.
 - The procedure for starting a new committee is included in the SEUL bylaws.
- Acknowledge Proposed Change to Allow for E-notification of Proposed Future Changes
 - This will be voted on during the business meeting.
- An e-survey will be sent to board members to provide feedback/comments on the proposed bylaw changes.
- The bylaws committee will meet twice during the week of March 14th and will provide recommendations to the board for bylaws changes.

8:44 The board discussion meeting adjourned.

BOARD BUSINESS MEETING

8:44 The board business meeting was called to order.

Vote to Approve the February Board Meeting Minutes

Motion (*Nancy*) To approve the February board meeting minutes.
Amended (*Tina*) To approve the February board meeting minutes with amendments: provide clarification on the motions, include the updated list of check signers.

Seconded (*Stuart x2*)

In favor 19

Opposed 0

Abstentions 3

Result: **The motion passed.**

Discussion: Minutes must contain exact wording of the motion. There is a request to include the vote counts as well.

Vote to Support Mediation Process

Motion (*Lotus*) To support entering a fair and respectful mediation process with Richmond Neighborhood Association.

Seconded (*Shazia*)

In favor 21

Opposed 0

Abstentions 2

Result: **The motion passed.**

Vote to Change Bylaws to Allow for E-Notification

Motion (*Anna*) To change the bylaws to allow for E-notifications (in lieu of requiring written notices).

Seconded (*Bruce*)

In favor 24

Opposed 0

Abstentions 0

Result: **The motion passed.**

Vote to Adopt Revised External Communications Policy

Motion (*Nancy*) To adopt the revised external communications policy.
Amended (*Stuart*) Asked for Executive Committee to add examples of when someone is or is not serving as a spokesperson.

Seconded (*Anna*)

In favor 24

Opposed 0

Abstentions 0

Result: **The motion passed.**

Vote to Adopt Revised Conflict of Interest Policy

Motion (*Lindy*) To adopt the revised conflict of interest policy.

Seconded (*Jan*)

In favor 22
Opposed 0
Abstentions 0

Result: **The motion passed.**

Discussion: Timeline for filling out the form (depends on board policy).

Vote to Support Safer Streets Advocacy Request

Motion (*Lotus*) To support the Safer Streets advocacy request to PBOT.
Amended (*Elaine*) To support the Executive Committee in modifying the provided letter template in support of the Safer Streets advocacy request to PBOT.

Seconded (*Kimberléa x2*)

In favor 15
Opposed 0
Abstentions 4

Result: **The motion passed.**

Discussion: There is a request for clarification on the advocacy action. Safer Streets needs PBOT’s recognition and support; the intention is to gather momentum. A template for a letter of support has been provided by Josh, who is requesting the endorsement. With approval from the SEUL board, SEUL board chairs will sign a letter crafted by the Executive Committee and addressed to City Council. There are requests to a) postpone the vote, b) see the template letter, c) see the revised letter that SE Uplift will sign, d) trust the Executive Committee to do this work. The template letter was written for neighborhood associations, rather than a coalition.

9:19 The meeting adjourned.

Next Board meeting: Monday, April 4, 2022, 7 pm – 9pm, via Zoom.

Minutes Approved (Date) _____

Secretary Signature _____