

Board Meeting 4/12/18

Board Members present: Christo Brehm, Sabina Urdes, Barbara Bader, Lacey Hamerin, Michael Collins, Cora Potter, David Carroll, Ray Hites

6:34 meeting called to order

Discussion Items:

Urdes: Carroll time keeper.

Housekeeping: Equipment checkout, currently Michael and Jo-Lynne. Can anyone pickup the sound equipment. Carroll will pick it up for April. Collins: have we considered getting our own PA? Urdes wants to check with church, maybe they have one.

Template: Urdes proposes forming a committee to join with Green Lents. Group will consider. Has template for members to use when representing LNA at other meetings.

New code of conduct: The one written in January is more for meetings, the current code is for board member behavior. Potter thinks it needs to be more specific. Collins thinks it needs language like "in official capacity", Potter agrees. Brehm example: The association doesn't go away just because we're on or off duty. Discussion over item 3 on code of conduct and ethics and the word "defames." Brehm supports defining defamatory but not provision of an "out", Potter is fine with that. Also thinks second sentence needs to be struck, so does Hites. Urdes proposes adding definition of defamatory, and adding a consequence. "Breaking any of these is grounds for removal, pending discussion and vote of the board." Potter and Hites say that has to be written into bylaws.

Brehm says this should be more of a general concept. Potter says it is a working agreement, more of a living document. Carroll: 2 and 3 are the same. Urdes, by a show of hands, how many people are against a code of conduct/ethics along these lines. Collins has issue with censoring himself just because he is on the board. Urdes: Who is against a code of conduct that prohibits personal opinions. 5 yes, 3 no. No one thinks this agreement needs to be "rescinded" Urdes suggests the newly formed finance committee could possibly work on code of conduct policies? Carroll says yes. Potter also volunteers. Back to casual code of conduct....Bader asks for clarification on making space to feel heard? Carroll answers. "Get involved" is stricken. Discussion of ableist language. Carroll wants get involved back on conduct, which has been changed to meeting norms. Carroll will pass sheet around, people write notes and we will vote at end of meeting.

Meeting minutes approval: Land use: Kumar spell check. Change first sentence Ray, "Hites raises concerns about not having a full discussion of the issues." Urdes moves to approve amended minutes. Brehm seconds. 6 in favor, 3 abstain.

Bylaw revisions: Still working, asks members to email notes. For now, this process is in place: Internal revisions, then take it to committees.

Grievances:

#1: Robert Schultz:

Discussion: Hites ask if a minority position was included. No, but we can include it in the future. Brehm: If a member of the committee is a named participant in the grievance, then they should abstain from voting. Potter: disagrees that the social media post in question was a decision. Simply a statement of informational material. Calls it absurd. Urdes explains finding, it was posted as an LNA post on official page and deliberation to post. Regardless of content. Brehm says it could be a misuse of LNA official page. Also meeting as a subgroup. Bader says it was not deliberation, no meeting. Informational only. Says it was correcting gossip that was defaming the board. Carroll is in favor of the recommendation. Collins doesn't want to feel that he was forced to apologize.

**Vote on finding:** 5 in favor. 2 against. 1 abstain.

**Vote on recommendation:** 6 in favor of removing post, 2 against. In favor of apology: 3 in favor, does not pass. In favor of writing social media policy for admins and followers and publicizing that. All in favor.

Bader makes a statement about her involvement on the grievance committee. Hasn't felt included in committee. Urdes responds.

## #2 Char Pennie and David Potts lack of financial records:

Discussion: Carroll says what the finance committee is doing should solve this grievance. Is also working to digitize records. Potter says it is important to acknowledge this level of detail is above and beyond the size of our NA. Hites responds to assertion 2: only people who have access are treasurer (telephone access, can transfer money within accounts) and check signers. Before, just Judy Low, now chair and secretary. Debit card was canceled when Hites became treasurer. No card on this account. Hites says he's been delivering more information than what he has in the past. Carroll thinks it should be accessible to more members, maybe a visual. Potter says the best practice is to post annual report online. **Urdes moves to vote that there was no violation**, Potter seconds. 7 in favor, 1 against.

1st set of recommendations: Collins thinks anonymous donors should remain anonymous. Carroll says if there is a contingency with a donation, the contingencies need to be known and one person needs to know identity to accept the donation (where the money is coming from). Best practice is chair/treasurer need to know. Brehm: If there is a restriction on donation and only 2 people know, wouldn't that would be a decision that doesn't include the board? Carroll: The chair/treasurer has to share restrictions, board has authority to accept/deny donation. An anonymous donor should be disclosed to the entire board. Potter is uncomfortable with that. Carroll says the alternative to that is not accepting anonymous donations. These are things already being discussed by the finance committee.

### **Vote on Other actions the board could consider:**

Carroll moves that until the finance committee has a policy in place, the board doesn't accept anonymous donations with a sunset clause June 15, 2018 Brehm seconds: 7 in favor, 1 against.

Urdes moves to extend meeting to 8:30. Hamerin seconds.

## #3 Char Pennie and David Potts Cora's GoFundMe:

Cora submitted a response for the record and reads portions of it. Feels she has been hounded by community members to fundraise over the years, so she did it. GoFundMe narrative wasn't

meant to be inflammatory or derogatory. Urdes says we are acknowledging the impact of our actions. Intent may have been good, but that's not why we're here. People say it has had a negative impact on them, and we need to consider that impact matters more than the intent sometimes. This should be the spirit of this.

Collins wants to acknowledge that Cora is being targeted. Says people have done fundraising in the past on behalf of the board.

Discussion over the name of Potter's fundraiser, "Help Shake the Haters"

**FINDING:** Urdes explains the content of the fundraiser clause in the bylaw. Doesn't think it's permissive: MAY be authorized and if we don't, we're going to do it anyway. Carroll says the use of may is subjective. Should be MUST or SHALL. Collins takes issue with other board members fundraising but only Cora gets in trouble. Urdes says this is a matter of language and the fact it appeared to be a board position. The words Potter used added to the confusion that the fundraiser was official. Bader asks why bylaw e, section 8 is being cited in the grievance. Urdes says it is because Potter was acting as if she had the authority to accept donations, which she does not. Potter says she wasn't going to directly deposit the money into the account and if we as a board voted not to accept the money, she would've refunded. Further discussion about the disclaimer and when it was added. Carroll feels like the grievance is a personal attack. Feels as a board, we should make an apology surrounding what happened, but if there are no policies in place it's hard to hold someone accountable. Potter feels it has been personalized and she will apologize for some things. Brehm recounts events leading up to fundraiser. Thinks it's irrelevant whether or not it's in violation of a bylaw. Potter discusses her mental health and other medical ailments that were exacerbated by the January board meeting. That is why she made a personal Facebook post that Brehm shared in his grievance.

Urdes interferes...says both sides are presenting context. Also discusses grievance committee process, should board members who are "accused" also have an appointment with the committee? Urdes also has issue with what Potter said at committee meeting. Feels her language was an abuse of power and unethical. Feels Potter was dismissive of the process. Brehm proposes the two interested parties leave the conversation and would like to see that for all grievances. Urdes says that is a choice, not something we are forced to do.

Hites doesn't think MAY isn't a requirement. Does think Potter made some mistakes. Wants her to apologize for forgetting the disclaimer, Potter says she will do that and apologize for imprecise language regarding the transfer of the funds to the LNA. She apologizes if anyone was offended by her title.

**VOTE on finding for assertion number 1:** Urdes makes motion to vote, Hamerin seconds. 3 in favor, 4 against, 1 abstain.

Confusion on what was being voted for, discussion. **REVOTE on assertion 1 only:** 3 in favor, 4 against, 1 abstain.

**ASSERTION 2:** 2 in favor, 5 against, 1 abstain

**ASSERTION 3:** Discussion. Brehm proposes approval of no violation, because board has the authority to appoint anyone as a check signor. No procedural violation occurred.

“When the board expressed a need for new check signors, and Cora volunteered, there was no procedural violation because article 7, section 7, clause e: the board has authority to appoint anyone as a check signor.” Strike the 45 day limit. Brehm moves, Hamerin seconds. **VOTE:** unanimous.

**ASSERTION 4:** Was there a violation of article XIII-nondiscrimination. Brehm would like to discuss other actions regardless of whether there is a violation. Brehm moves to find no violation, Urdes seconds. **VOTE:** Unanimous.

Brehm proposes to add a recommended action that Potter issue an apology, referring to “haters” as inappropriate. Potter says she will apologize that she could’ve chosen better words for her title. Brehm would like a written apology to Char and David. Potter says she was referring to the general sentiment, not particularly Char and David. If that is true, says Brehm, apology should be to community in general, would like it in public. Carroll says apologize in person, Brehm says at next general meeting, Carroll seconds. Bader says it’s inappropriate to ask her to issue an apology. Carroll says a public apology could help move forward. Urdes wants Potter to apologize for using term haters and an apology offers closure. Would help her personally move forward, and help put policies in place.

Brehm motions for a public apology for using the term haters that is directed to the recipients as the haters, Urdes seconds. Potter feels she has done that, repeats apology. Brehm withdraws motion, accepts apology since she does not feel safe doing so at a general meeting.

**ASSERTION 5:** Brehm proposes to vote on the committee’s recommendation and address in other actions, that there should’ve been a “time and materials do not exceed” contract. Wants to place the responsibility of the sign on the board as a whole and a provision moving forward so contracts are not vague and with a do not exceed clause.

After more discussion about the sign, Potter thinks board should maintain flexibility when “something fails in her lap” like the sign. More questions and discussions about sign and storage space.

Brehm proposes to vote on no procedural violation and under actions the board could consider “LNA shall prefer a written time and materials contract with a do not exceed maximum limit in the future when procuring services of an open need time and materials” Nothing prohibits a more comprehensive framework. Urdes seconds. **6 in favor, 1 abstain.**

**ASSERTION 6:**

Discussion: Potter was involved with I Love Lents before being voted on to board. Never a condition of her board service that she not be involved on the Facebook page. Potter defends her page and says she is not the only admin.

Brehm reads a statement that Victor Salinas sent in an email to the board regarding suspension of services. Comments from one person can impact the entire board. Potter doesn’t feel that Victor’s statement is correct.

Discussion regarding Potter’s comments on Facebook regarding Gary and Victor’s email. Urdes moves forward to **vote that no procedural violation occurred**, Hamerin seconds 5 in favor, 2 against, 1 abstain. Potter threatens to file a grievance that the board did harm to her professional reputation, says she’s not discriminating against Gary.

APRIL AGENDA:

Potter is bringing the developer for the building on 90th and Woodstock. Wilson Construction  
Urdes is bring a representative from Alyssa Keny-Guyer's office.  
Brehm would like a representative from Pbot to discuss Foster.  
Hamerin has invited an Oregon Food Bank speaker  
Bader wants to discuss neighborhood cleanup and volunteers  
Urdes addresses time at general meetings and why are we bringing speakers? Do we want to  
take a position as a NA? Urdes wants Paul Liestener to discuss and what a NA is and what  
advocacy is. Possibly bringing in Resolution NW to discuss ways that we can all work together.  
The goal of having tables is so speakers can come before dinner, and people have more time to  
ask questions. Brehm would like to make PBOT a priority since construction  
is going to begin this month.  
Bader wants to know about the police representative who used to come at every meeting, Potter  
wants to invite them. It's been an open invitation in the past. Carroll suggests Brandi Tuck.  
Urdes promises to ask but won't make her come. Hites is considering resigning, home situation  
won't allow him to continue participating. Will stay on until a replacement is found, doesn't think  
the board should be without a treasurer. Wants Urdes to make an announcement. Bader will  
send an announcement regarding the replacement of the Public Safety Chair.

10:30 meeting adjourned