Minutes Regular Monthly Meeting of the Board of Directors

Publication Date:

Approved:

Meeting Day, Date & Time: Tuesday, April 11, 2017

Attendance of Members of the Board of Directors – Quorum of 13 of 18

Present:   Chris Tanner; Dave Brook; Dan Lerch-Walters; Daniel Pirofsky; Deb Bridges; Jack Frewing; Julie Hoffinger; Kathy Hansen; Linda McDowell; Marty Rowe; Michael Brown; Michelle Johnson; Stepan Simek

Absent: Andrea Meyer, Kari Laforge, Kelly Francois, Miles Crumley, Ron Boucher

1. **Welcome, roll call of Board members, introduction of guests**
2. **7:05-7:20 Open Mike: time for members of our community to raise concerns/questions**
* Kathy Hansen reported on a neighborhood survey on public spaces being administered by Go Lloyd and graduate students from PSU’s urban planning department. A representative had presented at Holiday Park Plaza and noted interest in getting feedback from Sullivan’s Gulch residents as well. The communication’s committee agreed to help disseminate information about the survey via social media. Survey can be found at: <http://www.golloyd.org/publicspaceplan>
* Lynne Coward commended Holiday Park Plaza and Turner Construction on the productive meeting in the last week with residents of the west side of the neighborhood addressing concerns about construction noise and damage, road closures, deliveries and related issues. She thanked Chris Tanner for moderating the meeting and noted appreciation for the board’s engagement on this issue. Chris Tanner and Kelly Francois are both willing to serve as points of contact for the neighborhood in conveying issues of concern to Holiday Park Plaza and Turner
* Linda McDowell announced the availability of garden plots in the Sullivan’s Gulch community garden.
1. **7:20-7:25 Approval of February 21 Minutes and April 11 Agenda**
* Kathy Hansen moved to approve the February 21 minutes as circulated. Michael Brown seconded. One board member abstained, the remainder approved.
* Michael Brown moved to approve the April 11 Agenda as circulated. Dave Brook seconded. All approved.
1. **7:25-7:30 Update – Turner Construction and discussion with neighbors**
* There was no representative from Turner Construction at the meeting, but as noted in the Open Mike section, they had participated in a productive conversation with concerned neighbors. Marty Rowe added that he had reported a contractor making an early delivery at 6:30am and the complaint was taken seriously by the company and copied up the chain. He feels they are being responsive to feedback and will take appropriate action.
1. **7:30-8:15 Old Business & announcements**

Discussion of Bylaws Revision – Bylaws Committee Daniel Pirofsky & Dave Brook

* Daniel Pirofsky opened the discussion of the Bylaws revision process with a proposed working timeline. If the goal is to present the final draft to the general membership meeting for a vote in October, we would need to have a working draft by June and would have the goal of providing a 90-day comment period. It was felt that a 60-day period could also suffice if the working draft were not completed by June.
* Linda McDowell requested that old and new versions be presented side by side with changes highlighted in different colors. Daniel responded that in many cases the language has not been simply tweaked, but rather replaced by ONI (Office of Neighborhood Involvement) template language, so side by side comparisons would not necessarily make sense.
* Daniel also suggested that the ONI template language was clear and included some detail that our existing document lacks. As part of the discussion we will need to decide whether to keep all of the new language and also how to best distribute this guidance between the Bylaws and the SGNA Principles, Policies, and Procedures (PPP) document. While engaging in this process, Daniel urged the board to focus on the issues more than the language at this time.
* Starting with Article II – Mission and Purpose. Most neighborhood association Bylaws do not include a mission statement, although some do. The current Mission:

*We the Sullivan’s Gulch Neighborhood Association are marshaling our collective voices, aspirations, and talents to enhance the quality of life in Sullivan's Gulch, through: energetically building community; striving for social harmony; solving shared problems through neighborhood participation; earning our neighbor's trust through fair and impartial decision-making, and promoting the unique identity of Sullivan's Gulch.*

It was the sense of the Board that this was a good statement. Michelle Johnson asked how we could be operationalized and incorporated. Board members suggested featuring it on the website and making a poster and displaying it at general meetings.

Article II A, B, C, and D were taken from the ONI template. E and F are from existing Bylaws and have not yet been edited. There was some discussion about whether E and F should be combined, edited down, or left as it. Michelle Johnson suggested that combining E and F would result in a very long block of text, which would not result in any particular advantage. It was felt that the level of detail and slightly more legal language in these points might be necessary in clarifying role of Association for legal status. Stepan Simek noted that for fundraising purposes, it would be helpful to have Tax Deductible (501c3) status. Stepan offered to research what would be needed to apply for 501c3 status and report back at a later date.

Chris Tanner noted that the proposed language in points A and C is more active than what we currently have in the Bylaws, allowing the Association to act and take positions on behalf of the neighborhood. Michael Brown expressed concern about the Board taking specific positions on issues in that the Board members represent such a small cross section of the neighborhood and were not elected on specific issue platforms. The point was made that on the other hand, the Board has more access to information from the city than residents do and this helps inform decision making. Kathy Hansen clarified that much of the information is public, such as the Next Portland website, and it isn’t the Board’s role to pass along publicly available information to the neighborhood. However, if residents interested in the issues access this information themselves and have opinions, they should let the Board know and the Board should respond accordingly. Michelle Johnson suggested that the Board might play a role in using the website as a resource center to inform residents about these publicly available resources so they can be more easily utilized.

* Daniel Pirofsky then introduced Article V, Section 3 on Term Limits for Board members and asked whether we should include this section. Kathy Hansen pointed out that as Board members are volunteers, limiting terms could have the result of inhibiting a viable slate of candidates willing to serve. The additional point was made that it is helpful to have the institutional memory of members with longer service. Michelle Johnson asked whether the language referring to “initial adjustments” was necessary, as the adjustment of terms would be complete by the time the language would be voted on. Chris Tanner clarified that the term adjustments would continue into the spring.
* Daniel explained that Article V, Section 4 on Removal of Directors, allows for any Board member to be removed from the board, with or without cause, by a majority vote at a membership meeting or 2/3 vote at a meeting of the board in cases of violation of Bylaws or PPPs. Linda McDowell expressed concern about the clause “without cause.” Daniel raised the issue of unexcused absences and if those should be addressed in Bylaws or PPPs as cause for removal. Michael Brown responded that he would prefer we take a more informal approach to attendance and address unexcused absences through conversation, discussing their interest and ability to remain on the and suggest resigning if no longer able. Dave Brook noted that unexcused absences can become an issue for maintaining quorum and put additional pressure on remaining members to attend. Daniel suggested we could address attendance in the PPPs and address monitoring and next steps there. Jack Frewing asked for clarification on what part of the language was from ONI. Daniel responded that the section on members voting came from the ONI template.
* Article V, Section 8 Powers and Duties of the Board: Daniel Pirofsky read aloud two versions of this paragraph, noting, in particular different uses of the words “membership” and “association.” He requested that people think about the two versions and give feedback on their preferred usage. Daniel also highlighted the language indicating that while the Board is accountable to the membership, it is not necessarily bound by the membership opinions expressed in any given circumstance. It was suggested that the language addressing financial obligations incurred on behalf of the Association be moved into the PPPs.
* Daniel Pirofsky suggested that at our next meeting we strive to get closure on the articles discussed today and also addressing the remainder of the document.

**Volunteer to lead Gulch-o-Rama planning**

* Chris Tanner circulated a sign-up sheet to indicate interest in volunteering to help with:
* Gulch-o-rama planning (Stepan Simek will serve as a resource. Chris is recruiting others take the lead)
* The May 13 neighborhood clean-up (Linda McDowell, Lynne Coward (maybe), Dan Lerch-Waters, Dave Brook, Deb Bridges (possibly) Michelle Johnson, and Chris Tanner signed up).
* The LUTC sidewalk survey (Jack Frewing, Lynne Coward, David Peterson, Dave Brook, Kathy Hansen, Julie Hoffinger, Deanna and Bart, Deb Bridges, Chris Tanner, and Michelle Johnson signed up).

Chris also indicated that she will be working on coordinating the neighborhood garage sale.

1. **8:15-8:30 New Business**

Agenda for May 16 Neighborhood meeting. Members proposed the following topics:

* Crime
* Homelessness in Sullivan’s Gulch (including historical overview)
* LUTC neighborhood plan
* Chloe Eudaly
* NET updates
* Update from DA

**Letters of support (attached)**:

* Portland United Against Hate - Joint Statement on Community Response to Hate
* NECN Statement on Diesel Particulate Matter

These letters had been brought up at an NECN meeting with requests for endorsement. Daniel Pirofsky had voted to support both, noting for the record that this was a vote from the heart and done without consultation with SGNA. He raised for discussion how to best proceed with requests such as these in the future. While NECN does send documentation in advance of meetings, along with the agenda, often important information is conveyed at the actual presentation which can be informative. While Daniel does not generally feel comfortable representing SGNA at the NECN meetings on issues that have not been previously discussed, it was pointed out that this situation encapsulates the challenge of all board members representing the group on behalf of the neighborhood.

* Letter from NECN regarding support for legislation to do an EIS for high-speed rail service from Vancouver to Rose Quarter Transit Center. The letter will be circulated to the Board and Neighbor via Gulchnet, asking for comments, so that Daniel can convey comments to NECN
1. **8:30-8:35 Reports and Committee updates:** only late-breaking reports.

No committee updates were reported.

1. **8:35-9:00 Executive Session open to Board members to discuss personnel matter**

Summary of discussion is on file. Based on the discussion and votes, it was concluded that Chris Tanner will request that LUTC meetings be held in a location other than HPP so that all interested parties can attend.

1. **9:00 Adjournment**