

HNA Board Meeting July 1, 2020 via video conferencing

Present: Don Baack*, Rick Meigs*, Glenn Bridger*, Julia Daigneault*, Bre Wende*, Keturah Pennington, Mark Zimmerdahl, Natalia Bronner, Kenneth Bronner; Robert Hamilton*, Marie Tyvoll* (on and off on the phone while attending a protesters rally supporting medical center for the protesters), Tatiana Lifshitz* (taking minutes), Sharon Keast, Courtney Vaughn

***indicates board members**

Agenda for July 1st meeting is approved unanimously by the Board, with two additions by Glenn Bridger under the New Business. They are: an Advisory Motion sent in by Natalia Bonner and a Motion by Don Baack regarding the sharing of the Zoom license. Moved to approve by Robert Hamilton, Bre seconded.

Tatiana volunteered to take the Minutes again.

June 3 meeting minutes were posted and Tatiana sent out the June 17th minutes also. Tatiana moved to approve June 3 minutes, seconded by Keturah. All in favor, Bre abstained as she did not attend that meeting. Natalia Bronner commented that she saw Leslie Hammond's last name misspelled in the June 3 minutes, as Leslie Hamilton, and suggested it be corrected. Glenn agreed.

Rick Meigs called to our attention that any time we need to post to the website, the posting should be emailed directly to Rick because he is no longer on the Board and that yes, Rick agrees to continue to operate the website. A note of appreciation expressed to Rick.

Then Board took up the June 17th minutes. Natalia Bronner spoke up that she thought the minutes were sent out a couple of hours prior, she noticed her name being mentioned many times, so she wanted to defer the approval until the next meeting because she wanted to take some time to read the minutes carefully and make sure that everything was correct on her part. Glenn deferred approval.

Officers' reports:

Marie Tyvoll: reported that she was hoping everyone was reading the news last night, police was tear gassing in North Portland, arresting independent journalists, she encouraged everyone to stay home on July 4th

Glenn Bridger: no report

There is No secretary

Rick Meigs: as outgoing Treasurer: no change from last month in the treasury, balance \$426.44

Don Baack proposed we thank Rick and have one or two people go through the account to ensure we understand everything clearly, Rick thought it was a very good idea. Robert Hamilton volunteered to perform this task with Don Baack. Robert explained he wanted to volunteer as Treasurer when the election of officers came up

No other reports were available at this point of the meeting

Moving into the elections of officers, Glenn pointed out that right now we have a statutory size of the Board of 11 members, two openings on the Board. 9 people have been elected to the Board. Eric and Aslan are missing. We have 7, it takes 6 to have a quorum.

Candidates for President: President works for the Board and the Neighborhood Association as a whole making sure that organization stays on track and carries out what is in the best interest of the Neighborhood Association as a whole. Tatiana volunteered for President.

Marie chimed in that when she became president, no one informed her that president was responsible for monthly SWNI news submissions, for setting the agenda, responsible for any and all motions that people want to bring, that there was no on-boarding for president, no system in place, so it was confusing at best.

Glenn asked several times if there were any other candidates for president, there being no additional candidates: Marie voted “no”, the rest voted “yes” to elect Tatiana as President.

Vice President office: Robert asked if Glenn was a candidate, Glenn said he was waiting for other candidates, there being none, vote was taken: Marie voted “no”, saying that the Board has not reached out to underserved populations and no new voices. The rest voted “yes”

Secretary office: Will Reese with some help from Bre did the job well, but we do need a secretary. Bre suggested she will be treasurer if Robert would be secretary, but Robert reluctantly excused himself because he has still a lot of things to do and the treasurer role is already familiar.

Robert did suggest he would share a secretarial position with someone else. Tatiana proposed to Bre to share the notes taking so Bre could fulfill other secretarial roles, Bre agreed. Robert volunteered when Tatiana is travelling for business, then Robert could take notes.

Marie voted against Bre, saying that the Board has not reached out to underserved populations. The rest of the Board voted “yes”.

Treasurer office: We have one candidate Robert Hamilton, roll call was interrupted by Marie. She stated again that she must vote “no” because this Board hasn’t reached out to underserved populations. Rick Meigs wondered out loud if Marie knew anything about the members of the Board, past and present, actions of outreach and help to the community, and Robert replied probably she did not know, otherwise she would not be making these inconsiderate statements. Marie demanded Robert to tell her what has the Board done throughout decades and she continued being argumentative preventing the voting from being completed, several Board members tried to stop her to return to the voting process, and it took some time to accomplish that. Everyone else voted in favor of Robert as Treasurer.

Marie again unmuted herself from the rally, and continued demanding that Robert account for decades of activity. She stated that Robert asked her if she knew, and she was legitimately asking because she would like to know. Robert replied simply that his answer would be he would not presume to speak for anyone other than himself as to what they have done over decades, years or even months, to reach out for the best interest of the neighborhood.

New Business: Natalia Bronner was invited to present her advisory motion. The advisory motion is voted on by all members present, and following that vote then the Board may have to vote on it Glenn explained.

Natalia said that before she presents her motion, she wanted to remind everybody that the Board members must listen to each other, many are interrupting and even screaming, like one particularly vocal person, who has been elected President unfortunately, this is a reminder about the duty to listen this is in the bylaws, and she quoted. This needs to be reminded before every board meeting, and this doesn't reflect well on the association how the conversations go during the meeting.

Then Natalia proceeded speaking about the motion. She said she did not want to read the entire thing because it was very long, she sent it to the Board and the entire membership list, everyone's read it, so she just wanted to state the main points. Ms. Bronner wanted to point out that her Motion was not about challenging the decision to reduce the size of the board from 13 to 11, this was the decision the Board made and had the right to make it, and that her Motion was about how this decision was carried out.

Specifically, the concern was about how the Board carried out the membership notification of this decision. She pointed out that in her Motion she explained that the membership notification and ratification of this decision were required. This public notice has not been given. Ms. Bronner personally wanted to attend the meeting, and she tried to explain to Marie Tyvoll in an email a few days later that she wanted to attend the meeting, but couldn't because the notification was not properly given. Ms. Bronner said that she was aware of the upcoming change of the Board size because she followed the Board's conversation and minutes closely. However, the public notice was such that if this was someone else who did not listen to the video and did not read the minutes, they would have no idea. This change was significant because the association is Board-driven, so the few people can make decisions on behalf of the Association and the whole neighborhood. She did not want to argue about why 13 members are better than 11, but her Motion was basically saying that the Board had to void the membership ratification because only a few members were present, because the rest did not receive a timely notice. Marie interrupted again and stated she seconded Natalia's motion because Marie wanted to take full responsibility for not providing the adequate notification Marie then asked Glenn if this was supposed to be done a long time ago. Marie's second was noted, and Natalia was invited to continue and complete her presentation. Natalia stated that the Board was still free to change the size of the Board, but would have to do it according to the bylaws.

Rick pointed out and Glenn confirmed that HNA did not follow Roberts rules of order.

Question was posed if there was any discussion, all who were present may vote.

Robert Hamilton asked what was the reason that the Board size was reduced, as Robert was not at the previous meeting. Glenn explained that we tried but could not fill the vacant slots and there was difficulty with establishing a quorum.

Marie stated that she agrees with Natalia because this Board has not done anything for underserved populations. Natalia added that the inability of the nominating committee to recruit new members should not be an excuse to reduce the size of the Board, that the recruitment efforts should be all-year on-going process. Ms. Bronner felt The Board had to advertise continuously on Next Door, in the newspapers that there were open slots.

Tatiana thanked Natalia for letting the Board know how we should do it, and that's precisely how the Board has been doing it. Most Board members talk continuously throughout the year and ask if they would consider serving on the Board, and it is not the failure of the Board, it is a simple fact that there are only so many people interested to serve. Those who are interested, they do find their way to the Board, like Julia did for instance, and like other people have done in the past. The Board has given as much notice as they could of that June 3 meeting, and under the Covid conditions the Office of civic life allows us to give as much notice as we possibly can. All the Board members are heavily saddled with other responsibilities, like everybody else, and simple tasks take a lot longer right now with Covid restrictions.

Marie, again, interrupted, with another point of order, but Tatiana continued her explanation. Tatiana pointed out that for the two months previous to the June 3 meeting, there was a discussion to reduce the size of the Board, because even with the reduction, there were still two open seats, and therefore, other than the positive aspect of enabling this Board to function better, there were no negative factors to this decision at all.

Julia had a question for Marie, since Marie appeared to be interrupting everyone and badgering people, as Marie has been President for a year, what has she done to bring diversity? Marie replied that given hostile heated environment of this Board Marie has not found anyone who wants to be a part of this, case in point is Emilia who reached out to this Board, she attended a meeting two years ago and found it hostile. Julia stated based on the two meetings Julia attended, Marie was the one who was most hostile and kept interrupting. We all give Marie a chance to speak and Marie continued shouting over Tatiana. Natalia disagreed with Julia's statement, but said she wanted to revert to discussing her motion.

Bre asked if there was anything to prevent us from increasing the number of seats on the Board, need be. Glen answered "no". We have adjusted it up a few years back when a number of people came up and wanted to be on the Board, and right now if we still have two open slots we should go out and see if people want to be on the Board. Bre recapped it was for efficiency and could be adjusted. She said it made good sense to her.

Natalia then stated that the quorum issue is present only when there is a Board meeting, but most of the time it is a membership meeting and the quorum requirements are different.

Don pointed out that if we had a 13 seats Board tonight, we would not have been able to accomplish officers' election or anything. Don stated he understands the desire to have more people, he has no objection to having more people, but we have a lot of homework to do. And we keep interrupting and yelling at each other, we need to conduct ourselves in a more civil manner.

Keturah asked what constituted a quorum in a membership meeting. Is it 6 people one of which is a Board member? Glenn explained that all Board members are also members, so if there are six Board members, it also qualifies as a membership meeting. The point to remember is even at a general membership meeting, if the Board must take an action, the Board has to have its own quorum.

Natalia said that as a final note she wanted to point out that there were three by-law violations in her Motion (late published agenda, not appropriate public notice given for the membership ratification of the board's actions, and violated duty to listen) Glenn explained that he would have to treat them all as one because an advisory Motion can contain only one item and in Glenn's view all three topics were closely related. Natalia agreed.

Robert –no; Marie – yes; Julia yes to keep it at 11; Natalia – yes; Keturah –yes; Don – no; Rick –yes; Tatiana – no; Glenn-no, Bre abstained, Mark Zimmerdahl abstained. No majority; Motion failed.

When explaining their votes Marie agreed that there were clear bylaw violations and voted in support of the motion. Don regretted the bylaw violations but voted “no” because to redo the vote on the board reduction is time-consuming and doesn't help the organization at all and if we vote “yes”. He noted the board will have to go back and redo everything, including the elections of the new board members. Tatiana noted that even if there was a bylaw violation, OCCL's Covid-related rules allowed to continue with the vote and for this reason she voted against the motion.

Ms. Bronner said she would like to thank everyone and say that her next step will be filing a grievance.

Marie chimed in that she will support Natalia.

Tatiana commented: another grievance? How many more? Ms. Bronner said as many as is necessary to make the Board follow its bylaws.

Next item of New Business: Don's motion regarding Zoom license from SWNI

Don said this motion is from the floor. I, Don Baack, move that we request SWNI to provide us a Zoom license to use for our HNA Board and General meetings and to invite the Hillsdale Business and Professional Association, Hillsdale Alliance, Hillsdale Foundation and NW Trails to use the same license, if they so choose.

Don explained that he discussed this Motion with Sylvia; this would also be available for us by smaller groups in the neighborhood who wish to get together to talk about issues. He explained that he finds the current system not anywhere near as good as ZOOM, as there is no provision for voting or for a hand up and that's one reason why we yell at each other. It isn't going to come out of our budget, it would come out from SWNI's budget and it would be a wise step to move in the right direction to encourage more participation. We can coordinate this so that no more than one organization will be using it at the same time. Seconded by Keturah. Glenn said he would like a Board member second it because this requires Board action. Julia seconded. Any discussion?

Tatiana pointed out that this is a great idea, the only issue we must be concerned about is the conditions of the license and whether, by lending it to other organizations to use we might be violating a software licensing agreement. We must ensure that the number of users and the lending is permitted by the license. Don said that he already talked to Sylvia and she suggested that it might be possible. Tatiana reiterated that from a legal standpoint she would like to move for an amendment to require a letter from Leslie Hammond setting forth the conditions of license, so we don't accidentally place the Hillsdale Neighborhood Association into a software violation. Tatiana said that Sylvia is not the IT person at SWNI.

Keturah asked Sharon Keast for clarification and Sharon said she doesn't operate Zoom and that Leslie and Lee Buhler would be the ones to ask.

Robert Hamilton wanted to know what is the advantage of using Zoom over Google Suite. Don said although he was not an expert, he has used ZOOM a few times by now and he can point out that ZOOM has the hand up function, and when an attendee is obstructionist, he/she can be muted until recognized. It is easier to see who is speaking and he has seen 25 people on the same screen at once. Zoom can be self-controlled, so Sharon doesn't have to be at the meeting, if people have a zoom app on their phone it takes them directly into the meeting. The free version of Zoom has a limit of 40 minutes duration, the commercial program has not meeting duration limit.

Marie interrupted saying Leslie Hammond is muting board members so a resolution had to be passed by SWNI board that anyone can unmute themselves, and Marie cannot believe that Don is advocating muting in light of Oregon's open meeting laws. Marie continued that the SWNI is planning to spend the PPP money for the Zoom license, and it is a liability to spend these funds, there have been documentary requests unanswered by SWNI, Tatiana and Glenn attempted to put an end to this yet another tirade on this subject and move on with the motion. Tatiana moved to insert the letter requirement. Seconded by Julia.

Robert said Motions cannot be amended. Tatiana and Glen and Don said yes amendments are allowed if seconded. Marie voted against the amendment, the rest voted for it. The Motion was voted on next, Marie voted "no", the rest voted for the Motion. Motion approved.

Tatiana suggested reviewing committees, Don suggested to think about the committees and what might Tatiana wish to do with the committees, but Tatiana wanted to formalize the selections first.

Keturah wanted to continue doing the outreach and community safety. She said she is not digitally equipped and cannot deal with technology.

Glenn is a member of the Equity and Inclusion, original member. Marie has been serving as a HNA representative on SWNI Equity inclusion Committee and SWNI Board.

Leslie Pohl Kosbau has been doing Parks.

Watershed?

Julia? She says she doesn't know anything about watershed. Julia can post on Facebook. Julia is interested in schools.

Committee on communications?

Eric will continue with transportation, Julia is interested in working with transportation.

Schools committee – Julia is interested, plus she is a teacher, SWNI quarterly meetings. Robert was on the schools committee and can share info with Julia

The SWNI Board representation will be taken over by Tatiana Lifshitz

Land Use will be taken by Glenn for now. Tatiana and Glenn can share.

Eric – Transportation.

Glen – Land Use

Tatiana – SWNI Board

Keturah – SWNI Public Safety

Julia – Schools

Leslie – Parks

Marie – resigned from representing HNA on the Equity and Inclusion Committee of SWNI because she said she could not ethically be on the committee after Laura's resignation message.

Alternate for SWNI Board – Glenn.

Tatiana accepted Marie's resignation and stated that she will leave this committee chair open until she decides further.

The slate of chairs up for a vote passed with all voting for it, except Marie and she voted "no".

Officer reports:

Keturah could not join the last SWNI meeting and had no report.

Tatiana – land use – RIP at the City is moving slowly. Voting and deliberations were postponed till July 9th.

There was a substantial amount of testimony, about 75 people and about 300 testified in writing. She wasn't sure if all the amendments have been finalized, but they are in process of being finalized. Most of the amendments are related to affordability, amendments should be published in a couple days. HNA has received two applications for short term occupancy permits, Tatiana looked at them and did not see any issues. There is also an application that has not yet been submitted, by Julia's husband for a project

in the conservations zone. She looked at it, the architect submitted a drawing to her and she was impressed with the conservations aspects of the proposed development. This application will be subject to environmental review, but there is extensive mitigation, storm water removal.

Don said pavement on Terwilliger was proceeding well. New curbs separating peds and bikes have been installed on Beaverton- Hillsdale. Two deaths in Hillsdale this year.

Natalia Bronner spoke up to say she had a question to Don Baack about the Motion he submitted at the June 17th meeting regarding signs near the library. The Motion failed, but later the same issue was being placed on the agenda at the SW Trails meeting and asked for the outcome of the motion's discussion at the SW Trails meeting. What was the outcome? Don said that SW Trails as well as the Hillsdale Professional Association and NW Trails wrote a letter to PBOT and PBOT agreed to move the signs to make it clearer to people what were the signs protecting. Ms. Bronner pointed out that Don Baack has conflicts of interest that he did not explain very well. It was very unfortunate that the motion that failed at the HNA level, reappeared at SW Trails meeting and believes that Don's actions were unethical and not in the best interest of the HNA. Several members of HNA, including Adam Light, did not like that proposal and still it was approved and that is unethical. Don stated he was good with Natalia thinking that, but different groups with different interests looked at it and had different opinions. The Boards of these organizations approved the letters. Natalia said she wanted to point out that Don did not care about the HNA interests.

Watershed or Parks did not have much. Don said Mayor Wheeler is in charge of Parks, they are saying there will be no Wilson pool this year or next year because of lack of funding, so they are talking a Levy for funding for the November ballot for the next year or two. Right now they are looking at a very dire situation for serving the public in year 2021.

Glenn offered a comment regarding conflicts of interest. Although we appreciated Natalia's questions, Glenn did not think that working with multiple organizations on issues was a conflict of interest in itself. If one board takes action on an issue, that does not preclude one to approach another board, of any nature, and voice your concerns as a private citizen. Conflicts of interest arise out of very specific situations primarily where a financial interest is involved.

Natalia said this is not only a conflict of interest, but an ethical question. HNA Board did not pass the motion and still Don took it elsewhere and acted on it.

Glenn replied that he understood Natalia's comments, but that was not a fare reading of what conflicts and ethical questions mean as far as the organizations he belongs to.

Tatiana commented that Don has been involved in SW Trails for a long time and we have accepted his dual seat positioning. Surely, Hillsdale Business and Professional Association had a ton of members and made its own decisions, Don was not dictating how they should act. Glenn added that SW Trails was a part of SWNI, HBPA is a part of SWNI and all work together.

Humane moment: Julia spoke she volunteers for an organization Howard Hearts which helps teens out of foster care at 18 to secure their own apartments and be on their own. Most of the teens they help are also enrolled in PCC or PSU, and normally help these students with books and supplies, but this year since most universities are going to distance learning, these teens are in need of computers. The organization is asking people in Portland if they have spare computers in good working condition to donate, or donate funds to help buy computers for these teens. Tatiana spoke that this was a very interesting idea and if any of them resided in Hillsdale, we could look closer at helping them. Especially since we have a possibility of a grant from SWNI, and if the grant materializes we could explore spending the money in that direction. Julia will find out more. Tatiana spoke in conjunction with the possibility of a SWNI grant, she appealed to the Board lets put our heads together to spend that grant on underserved populations and kids in need. Natalia suggested we do it by committee. Tatiana said she will make a decision later. Marie was protesting the conversation by stating that she thought a committee had already made a recommendation and HNA was spending money on a tree and post cards. Tatiana said it was still all up for discussion, the HNA just applied to have the grant allocated, but the final decision how to spend it is yet to be made.

Robert said there is a group "Usual Suspects" that meets at 9 am first Saturday morning at Basics Market to pick up litter throughout businesses and schools and residential areas. Joins us.

John Brown used to sell Street Roots at what is now Basics Market, but now Street Roots is a free digital publication.

Tatiana asked if Keturah has any needs she discovered in the community as her public safety work continues? Keturah said she was in contact with some houseless people who need wide mouth glass jars quart size preferably, without lids to keep leftovers protected from mice.

We are not holding a Neighborhood Night out this year, perhaps we will have a meeting on August 5, to be confirmed.

Meeting adjourned.

Minutes submitted by Tatiana Lifshitz