

ORNCC Board of Directors Meeting Minutes, 12/06/09 Portland, OR

Present: Gary Baran, Steve Blechman, Lisa-Marie Divinci, Carol Placer, Chuck Powers,
Guest: Fred Sly (for first half hour of meeting)

1. The meeting began at 10 am with a presentation by Fred Sly about a prison project he would like ORNCC to sponsor. The Board agreed in principle to have ORNCC sponsor the project – which we are calling the Oregon Prison Project-- and for Fred to put ORNCC in the space on the prison application form identifying organizational sponsorship. The Board and Fred also agreed to formalize our relationship regarding the project in a legal agreement to be worked out based on the draft we already have and adding a provision for mediation in case of conflict, as well as other provisions to meet our respective needs.
2. Check in.
3. We agreed to defer the following agenda items until the January 24th meeting (or until we have added new Board members for 2010): Election of Board officers; Scheduling of the remainder of 2010 board meetings.
4. The Board discussed the proposal by Michael Dreiling, entitled Board and Governing Council Protocol for Annual Board Nominations and Elections, Addendum 1 (Revised version submitted November 20, 2009). The Board agreed to accept this proposal for adding Board members in future years but not for the current year, since the Board does not currently have a list of nominees.
5. The Board shared feedback about attempts to recruit new Board members, noting that Fred Sly is the only person new to the board who has thus far indicated a willingness to serve on the Board in 2010. **Steve will forward to Fred the questions about availability, etc. that Fred needs to answer. By tomorrow morning Chuck will send a notice, to all those on our email lists, letting people know we would like to add new members to the Board and inviting those interested to submit nominations (of themselves or others who are interested) to the Board by the following week. Steve will follow up as appropriate with those who respond to this invitation. Steve will also notify Michael Dreiling within a week that (a) we agree in principle with his revised proposal (see 4 above), (b) that we are sending an invitation to the network seeking nominations to the Board, (c) that we intend to send nominations to the Governing Council for this cycle following our January 24th meeting, and (d) that the Board will not as a group be endorsing nominees but, if we have reservations about nominees, may as individuals share those with the Governing Council.**
6. The Board discussed the proposed amendment of Article III of the Bylaws (Voting Members/Governing Council). The Board approved several changes in the draft (see attached for the Board approved version), which Gary will convey to the Governing Council for its approval. **(Chuck will electronically send the prior draft to Gary who will make the changes approved. Gary will then send the document to Michael Dreiling with a request that the Governing Council members vote on it at their earliest convenience (which will make the changes official) and notify us when they have done so.**

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7. The Board agreed to postpone, until the January meeting, acknowledging the contributions of previous Board and Governing Council members.

8. Chuck reported on our relationship with attorney David Atkin. Apart from a waiver of liability and a partial draft contract, David was unable to provide the Board with the documents we had requested in a timely manner and we have dismissed him. (In an email to Chuck David expressed his regrets and agreed not to charge us for the work he did.) We are seeking another attorney and **Chuck reported that he will attempt to review the draft contract between ORNCC and Fred Sly (that David had produced) with the new attorney Chuck has in mind for us to hire.**

9. Carol reported on uncollected credit card charges, indicating that it is either not possible or would be extremely time consuming to gather reliable contact information about the people whose cards were charged. For this reason, and because of the relatively small amount of money involved, the Board agreed to discontinue attempts at further follow up and to accept these charges as a loss, estimated at somewhere in the range of \$50 to \$100.

10. The Board agreed to devote attention to NVC materials sales, and improving procedures related to this, at a future meeting.

11. The Board reviewed the status of updated website text and agreed to some next steps. **Chuck agreed to send Steve's fundraising draft to other Board members for approval. Lisa-Marie will send Chuck the document she and Sparrow have drafted about the history of ORNCC. Carol will send other draft pages to all Board members prior to the January meeting or bring these to that meeting,** with the intention of finalizing the new pages at that time.

12. The Board discussed how best to respond to the concerns expressed by Michele DeLude in her email to the Board of October 23, 2009 and agreed that **Carol will contact Michele to convey the Board's regrets about how we've handled some organizational changes and to see if there is anything she would like from the Board in order to restore connection.**

13. The Board agreed to meet next on January 24th from 10 to 4 at Gary's home in Eugene.

14. The Board informally discussed recruiting future board members and other ways we could promote NVC.

15. The meeting ended at 4:10 pm, following a check out.

Respectfully submitted,
Gary Baran, Secretary

P.S I noticed we neglected to officially approve the minutes of the October 6, 2009 Board meeting and suggest we do that, as well as approve these minutes, at the January 24th meeting.

