

Minutes of the North End Neighborhood Association (NENA) Zoom Meeting, March 30, 2021

Virtual board of directors meeting was called to order by Acting President Sarah Foregger at 7:04 p.m. Total of 133 participants. Sarah welcomed neighbors and guests. She outlined guiding principles and values that the board of directors would be relying on to help rebuild NENA, including compliance with bylaws and state law, consistency, fostering community, diversity, inclusive representation, ethical and best practices. She stated that NENA remains under considerable risk due to past noncompliance with state statutes governing nonprofit corporations.

Roll Call: Acting President Sarah Foregger, Treasurer Chrystal Allen, Secretary Daniel Foregger, Director Carlos Coto, Director Sitka Koloski, Director Anne Hausrath and Director Tory Spengler. All directors were present.

New Framework for NENA Business:

Completed Actions:

- Meeting minutes have been posted from 2019 and 2020.
- Current approved bylaws (2015) were uncovered by Director Carlos Coto and Kathleen Lacey and have been posted.
- Selected and retained new attorney - Brit Kreymeyer.
- Posted 5 years of 990 nonprofit financial forms.
- Posted complete financials from 2018, still working to compile more recent financials.
- No longer paying a board director (former Secretary) for social media. This is strongly discouraged in state nonprofit law.
- Organized two community events: Earth Day on April 24 and Service Day on May 1 at Memorial and Elm Grove Parks.

Pending/Underway:

- Create leadership transition binder.
- Recover and post 2019 and 2020 financial records.

Meeting Agenda / Reporting & Decision Making Format: Secretary Daniel Foregger presented the meeting agenda. Treasurer Crystal Allen requested that the financial report be moved higher on the agenda and suggested a motion to approve the agenda. Acting President Sarah Foregger noted that the draft agenda had been circulated among board directors at least a week in advance of the meeting and she had not received any requests for changes or additions. Sarah emphasized that the board was utilizing a meeting agenda and a reporting and decision-making format recommended by facilitator Mark Rooney and agreed upon by board directors. She indicated that a motion to approve the agenda was not mandatory.

ONGOING BUSINESS

Recruitment Committee Report: Secretary Daniel Foregger is co-chairing the new Recruitment Committee, along with resident Dax Wandling. Dax inquired about the status of the recall and whether that would affect the committee's work. Acting President Sarah Foregger reported the board was advised by legal counsel to continue operating as usual and indicated that a fuller discussion of the board's response to the recall would occur later in the agenda. Daniel and Dax reported on the committee's goals of seeking diversity in terms of homeowners, renters, business owners; broad volunteer experience; and geographic representation. These will be considered goals but not hard and fast rules. Daniel presented the proposed application process and timeline for board discussion:

- Finalize and approve application process - March 30
- Post application on website
- Establish interview template - by April 9
- Review applications - April 11
- Interviews - April 11-22
- Present candidates for board consideration - April 27 (monthly meeting)

A motion was made by Director Anne Hausrath, and seconded by Acting Secretary Sarah Foregger, to approve the board director recruitment process and timeline. Motion was approved unanimously.

NENA newsletter: Director Tory Spengler reported that the newsletter draft had been sent out to all directors for review before printing and distribution.

Hyde Park Street Fair: Fair contractor Carl Scheider, Gruntworks, provided an update on fair preparations, including vendor recruitment (20 new and 47 returning, 15 food). His team has begun recruiting musical bands, and must perform original works as opposed to covers. Also in process: permits from Central District Health, Boise Parks & Rec, and security; bidding for upgraded sanitation facilities. Carl reported that any expenditures over \$500 are brought to the NENA board for approval.

Earth Day Festivities: Director tory Spengler reported on the three elements of the new Earth Day Festival, including Kids Fun Bike Rally on the 11th Street Bikeway, chalk art fest at Camel's Back and Elm Grove Parks and clean up allies.

DECISIONAL

Approval of Meeting Minutes: Secretary Daniel Foregger shared the February 21 meeting minutes. **Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the February 21 meeting minutes, as presented. The motion was approved unanimously.**

Secretary Daniel Foregger shared the March 1 work session minutes. **Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the**

March 1 work session minutes, as presented. The motion was approved unanimously.

Secretary Daniel Foregger shared the March 8 work session minutes. **Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the March 8 work session minutes, as presented. The motion was approved unanimously.**

Secretary Daniel Foregger shared the March 15 work session minutes. **Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the March 15 work session minutes, as presented. The motion was approved unanimously.**

Adoption of AID & Grant Committee Guidelines: Director Carlos Coto presented proposed guidelines to govern future review and approval of Aid and Grants. **A motion was made by Director Carlos Coto, and seconded by Acting Secretary Sarah Foregger, to approve the combined AID & grant guidelines. The motion was approved by a vote of 6 in favor and 1 abstention (Secretary Daniel Foregger).**

A motion was made by Director Carlos Coto, and seconded by Acting Secretary Sarah Foregger, to approve the formation and appointment of members to the NENA AID & Grants Committee. Director Anne Hausrath expressed concern about combining the AID and grants under one committee. **The motion was approved by a vote of 5 in favor and 2 abstentions (Treasurer Chrystal Allen and Director Anne Hausrath).**

PROBLEM-SOLVING

Director Anne Hausrath asked for clarification on the status of the \$2,000 legal retainer approved last month for new NENA attorney Brit Kreymer, and asked how much has been spent. She noted that the \$1,000 retainer approved for attorney Daniel Keyes on the question of board recall procedures had been exceeded and she was concerned about legal expenses exceeding the approved retainer. Acting President Sarah Foregger reported that Attorney Keyes' billing had exceeded the retainer by \$75. She also reported that she had asked the new attorney to provide current updates on billable hours but she had not received any details prior to this meeting. Sarah surmised that the attorney's practice would provide a monthly billing which had not yet occurred. **A motion was made by Director Anne Hausrath, and seconded by Treasurer Chrystal Allen, to communicate with Attorney Brit Kreymer immediately that she must personally get approval for billings above the \$2,000 retainer. Director Anne Hausrath offered an amended motion, and seconded by Treasurer Chrystal Allen, to cap attorney fees at \$2,000, with additional legal expenses approved by the board. The amended motion failed on a vote of 2-5.**

Director Anne Hausrath made a motion, and seconded by Acting President Sarah Foregger, to restrict any further consultation with Attorney Daniel Keyes. The motion carried unanimously.

FYI REPORTS

Bylaws Committee: Joann Lighty, chair, provided a status report on committee business. Eight members have agreed to proceed with bylaw review and rewrites, as needed, independent of the ongoing board challenge. Joann reported that a google docs have been set up for committee member access. The committee is creating a spreadsheet comparing the Articles of Incorporation (12/21/77) and various bylaw versions (most recent approved bylaws approved in 2015). The current plan is to bring bylaw changes to the board for their consideration in August, with a potential vote by the general membership in September. Directors Anne Hausrath and Carlos Coto are board liaisons.

Historic Preservation Committee: Co-chair Kate Henwood provided a status report on North End applications before the City Historic Commission which met the night before. Kate reported that she had testified on behalf of NENA, with an emphasis on preserving the character and integrity of our historic neighborhood. She noted that the Commission denied an application to demolish a house at 717 N. 19th St (HR2112) on a vote of 5-3 which was carried over from the previous month. They expect the applicant to appeal this ruling. The main discussion focused on the improper removal of several mature trees, which was against Commission rules. Kate noted that this committee was forming a Trees Subcommittee and invited additional participation. They also want to create and update a map on the NENA website which shows upcoming and pending HP applications. Comments can be directed to historic@northendboise.org.

FINE& School Grants: Director Carlos Coto reported that the board had received one application since the first of January but lacked sufficient information to make a decision. He has emailed the applicant but not heard back from them. He also reported that Committee member Nola Walker had contacted all North End schools advising them of the school grant application process.

Treasurer's Report: Treasurer Chrystal Allen provided current financial report as follows:

Income: \$74.59

Expenses: \$8,280.00 (TRICA \$5,000, Daniel Keys \$1,000, Brit Kreymeyer retainer \$2,000 and \$30 ACHD special permit to close 11th Street for Earth Day bike rally).

Account Balance: (\$8,205.41)

Checking: \$ 5,428.12

Savings: \$ 117,959.36

Dedicated Fund Balances:

Legal: \$ 30,545.63
Covid Aid \$ 1,496.81
HPSF/Rainy \$ 56,494.31 (includes \$22,120 rolled over from vendor deposits 2020)
Reserves \$ 24,593.87
Jesse Tree (committed) \$7,500.00

Director Tory Spengler noted that the board was focusing on ways to cut costs, as they build a 2021 budget. She noted that \$7,500 has been paid to the previous secretary for social media communications and \$3,000 paid to the newsletter editor. She believes these expenses can be eliminated.

Pending reimbursement requests:

Zoom account \$307.96
Wix website software \$168.00

A motion was made by Director Carlos Coto, and seconded by Acting President Sarah Foregger, to approve the two pending reimbursements. The motion was approved on a vote of 5 yes and 2 abstentions (Treasurer Chrystal Allen and Director Anne Hausrath).

Treasurer Chrystal Allen submitted her resignation from the NENA board.

Director Anne Hausrath submitted her resignation from the NENA board. Anne urged participation in the Harrison Street temporary traffic calming project which will require neighbors to help with data collection. More information can be requested by contacting harrisonboulevardboise@gmail.com

Review of Work Session Actions: Secretary Daniel Foregger presented a new spreadsheet which summarizes work being conducted during weekly work sessions, if they are necessary, and documents all motions approved.

Independent Election/Recall Review: Acting President Sarah Foregger reported that the board of directors were responding appropriately and legally to all recall petitions presented from neighborhood members. Three petitions were presented to the previous board of directors and none met the requirements under NENA Bylaws (100 verified signatures) and Idaho State Code 30-30-502 (must meet 10% of voting power (city of Boise lists North End population at 10,220). The board responded within the required time period to each of these petitions. If the board had not responded, then general membership can organize their own special meeting.

The board has discussed creating a process to gather member feedback and measure general membership sentiment. This is an ongoing effort. Sarah concluded that the board welcomes all skills and talents in support of NENA business by joining committees and applying for open board seats.

General Membership Engagement: Acting President Sarah Foregger and Secretary Daniel Foregger called on neighborhood members for two minute comments.

The majority of comments centered on the March 18 recall election held by a group of neighbors which have organized as the North End Alliance. Many offered thanks and appreciation to Chrystal and Anne for their service on the NENA board. Most of the commentary expressed frustration and discontent with board leadership and had supported the unofficial recall vote.

Commenters included:

- Sarah & Dax Wandling
- John Llewellyn
- Linda Whittig
- Lisa Brady
- John Hansen - expressed support for the new board members
- Beck
- Drew Alexander
- Joann Lighty - expressed concern about potential bias in approving AID and grants.
- Kelly Olson - expressed support for the new board members
- Dr. Julie Madsen
- Sheri Edmond
- Aaron Scheff
- Mark Morehead
- Ryndy Williams
- David Klinger - concerned that NENA's status may be in question before city proceedings.
- Nola Walker - requested that due date be added to school grant communications.
- Ian Hutchison - asked what would happen to NENA if there was a complete dissolution of the board. Joann Lighty responded that the Bylaws do not speak to this contingency.
- Michael Herman
- Brooke
- Tami Springer - licensed attorney who does not currently practice law; expressed willingness to offer help in the areas of mediation and consensus building
- Bob Kohnke
- Kate Henwood
- Brie Katz
- Jeff Powell - expressed support for new board members.

Anne Hausrath thanked everyone. She clarified that she was not resigning from the board because she did not think she could work with new board members and urged everyone to be kinder and gentler with one another.

Adjournment: **A motion was made by Director Carlos Coto, and seconded by Acting President Sarah Foregger, to adjourn the March NENA meeting at 10:51 p.m. The motion carried unanimously.**

SUMMARY OF NENA MEETING MOTIONS MARCH 30, 2021

1. A motion was made by Director Anne Hausrath, and seconded by Acting Secretary Sarah Foregger, to approve the board director recruitment process and timeline. The motion was approved unanimously.
2. Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the February 21 meeting minutes, as presented. The motion was approved unanimously.
3. Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the March 1 work session minutes, as presented. The motion was approved unanimously.
4. Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the March 8 work session minutes, as presented. The motion was approved unanimously.
5. Secretary Daniel Foregger made a motion, and seconded by Director Carlos Coto, to approve the March 15 work session minutes, as presented. The motion was approved unanimously.
6. A motion was made by Director Carlos Coto, and seconded by Acting Secretary Sarah Foregger, to approve the combined AID & grant guidelines. The motion was approved by a vote of 6 in favor and 1 abstention (Secretary Daniel Foregger).
7. A motion was made by Director Carlos Coto, and seconded by Acting Secretary Sarah Foregger, to approve the formation and appointment of members (directors and neighborhood members) to the NENA AID & Grants Committee. The motion was approved by a vote of 4 in favor and 3 abstentions (Secretary Daniel Foregger, Treasurer Chrystal Allen and Director Anne Hausrath).
8. A motion was made by Director Anne Hausrath, and seconded by Treasurer Chrystal Allen, to communicate with Attorney Brit Kreymeyer immediately that she must personally get approval for billings above the \$2,000 retainer. Director Anne Hausrath offered an amended motion, and seconded by Treasurer Chrystal Allen, to cap attorney

fees at \$2,000, with additional legal expenses approved by the board. The amended motion failed on a vote of 2-5.

9. Director Anne Hausrath made a motion, and seconded by Acting President Sarah Foregger, to restrict any further consultation with Attorney Daniel Keyes. The motion carried unanimously.

10. A motion was made by Director Carlos Coto, and seconded by Acting President Sarah Foregger, to approve the two pending reimbursements. The motion was approved on a vote of 5 yes and 2 abstentions (Treasurer Chrystal Allen and Director Anne Hausrath).

11. A motion was made by Director Carlos Coto, and seconded by Acting President Sarah Foregger, to adjourn the March NENA meeting at 10:51 p.m. The motion carried unanimously.