

HNA Board Meeting Minutes Monday, February 7th via Zoom

Board Attendance: Ben Ptacek, Tim Davis, Don Ostenson, Colin Merrigan, Chomkham Soudaly, Melanie Gatewood, Richard Panizironi, McKenzie Erickson, Aster Nebro
Community members: Monica Arons, Laura Dickinson, Eric Elgin, Kathy Schaefer

Approval of agenda

Tim requests an agenda item be added to discuss open board seats and appointments. Melanie motions to approve with amendment to add discussion of open board seats and new appointments. Richard seconded. Passed unanimously.

Approval of minutes

Colin motions to approve. McKenzie seconded. Passes unanimously.

Attendance, removal, and appointment of new board members: Melanie states that she would like to look at everyone's attendance to see who is still eligible to be on the board and who is facing removal. McKenzie indicates that she would prefer not to make the decision to remove board members/appoint new members tonight. Tim asks to move the discussion to the end of the agenda.

Co-Chair's Report

Ben provides an update that Maven Development will be coming to HNA Housing & Development Committee meeting on Feb 24th at 7pm to give a presentation about their proposed housing development at 250 Fremont. Misfit Coffee has also been invited to attend the meeting to discuss their proposed plan to expand their current operations to include a coffee shop/cafe.

Ben leads the group through a discussion regarding Standard of Conduct for meetings and reviewed Whittier Alliance's Standard of Conduct as an example. Utilizing a virtual "white board" comments were shared regarding expectations for conduct at meetings. Don shared the Eagles Club motto: "If we can't speak well of a member, we will not speak ill of them." Melanie suggested that additions to the agenda should be shared to the co-chair/exec. committee prior to meetings whenever possible. Tim indicated that, according to Robert's Rules of Order, the Co-Chair's report should only last 5 minutes and asked to move to the next agenda item.

Treasurer's Report

Nichole gave the Treasurer's report in Kari's absence. Tim motioned to receive financial report and start audit process for annual audit so that it's ready by May. Don seconded. Passed unanimously.

Executive Director's Report

Nichole provided info about upcoming volunteer/canvassing opportunities for Bring Back 6th and MURC/rent control on Sat. Feb. 12th and invited board members to attend and spread the word about the upcoming Northside for Rent Control event on March 5th at Shiloh Temple. Provided an update about Open Streets Olson event planned for May 15th—if we're unable to shut down Olson Highway, we will look to host the event at Harrison Park. Nichole informed the board that the Legal Aid Clinic is now up and running and encouraged board members to refer

people in need of legal assistance to the clinic; new staff, Mitchel, is working on the newsletter and hopes to get it out in next couple weeks, and has begun making updates to the HNA website. Nichole provided update that the encampment evaded the planned eviction last month, but it is unclear whether the Mayor will attempt to evict again soon.

Laura raised the idea of funding a clean-up at the encampment. Melanie made a motion to commit \$500 toward the cost of a dumpster. Discussion: Richard said items might be frozen and difficult to remove. Laura stated her concern that residents and volunteers may not be committed to removing the trash and debris. Tim warned board members that they couldn't take any official action on any agenda item since there wasn't a proper quorum and stated that, according to his friend who is a lawyer, not following the bylaws jeopardizes HNA's non-profit status. Melanie withdrew her motion with a suggestion that HNA staff talk to residents and set a date for the clean-up. She also asked Tim whether he could provide his lawyer friend's legal assessment regarding HNA's bylaw violations. Tim agreed to provide it. Nichole stated that she was not aware of any violation that would lead to the revocation of HNA's non-profit status and cautioned the board against receiving second-hand legal advice. She urged the board to hire its own attorney if it would like legal advice on a matter. Aster suggested HNA reach out to the Minneapolis Health Department for resources and support for the clean-up. Nichole indicated that HNA staff will talk to residents and will follow up with Aster about her suggestion to seek additional funding from the Health Department.

New & Continuing Business

Committee roles & HNA staff involvement: Ben gave an overview about the committees and how they were brought forward, and volunteered to chair the Housing & Development Committee. He also asked whether board members were interested in serving on/chairing any of the other committees. No one volunteered to serve as a Chair for the other committees: Traffic & Safety, Events & Communications. Nichole indicated that new HNA staff, Mitchel, could begin hosting the Events & Communications committee in March to attract community members to the work and to help plan upcoming events (Earth Day Celebration, Open Streets Olson, HNA Annual Meeting) and contribute content for the newsletter. A question arose regarding the Traffic & Safety committee and whether HNA should incorporate the Penn-Wood Market safety group into that committee. Laura reported that the Penn-Wood safety group is no longer meeting.

Bylaws Work Group report

Tim stated that the Bylaws Work Group has been meeting weekly and invited folks to join on Mondays at 6pm.

Board removal and appointments to fill vacancies: Tim motioned to fill open seats at this time. Richard seconded. Discussion: Ben indicated that the meeting had gone past the end time and suggested the board take up the issue at the next meeting and that others had already suggested earlier in the meeting that we review board member attendance and go forward from there. McKenzie, Aster, and Colin agreed that it should be discussed at the next board meeting. Tim asserted again that he believed that, by not satisfying the Executive Committee member quorum requirement, HNA was in jeopardy of losing its non-profit status. Colin questioned whether Richard should still be on the board since he had missed several consecutive meetings

and was therefore eligible to be removed. Richard stated that he had personal reasons for missing board meetings. Colin stated that he was happy to have Richard at the meeting again and that the board should be understanding that life happens, it's been a difficult couple of years, and sometimes people have to miss meetings—we should give people the opportunity to continue to serve on the board if circumstances allow them to continue. Tim accused Ben of preventing HNA from doing its work and not enforcing the rules for “friends”. Ben stated that he felt Tim was gaslighting him. Chomkham was in and out of the meeting due to internet issues and therefore did not contribute to the conversation. Ben closed discussion and asked Nichole to call the roll:

Aster: No; Don: Yes; Richard: Yes; Chomkham: Yes; Tim: Yes; Colin: No; McKenzie: No; Ben: No. Tie vote, motion fails.

However, Monica asserted that, according to Robert's Rules, the Co-Chair can only cast a vote in the event of a tie so Ben's vote shouldn't count. If Ben's vote doesn't count, then it should be 3-4 in favor of the motion and the motion should pass. Discussion ensued about whether Richard should have been able to vote. If the board was going to move forward with automatically removing board members, then the rules should apply to Richard, as well. Laura and Tim indicated that they thought Aster shouldn't be able to vote either due to her absences. Aster denied that she had missed that many meetings. Nichole confirmed that Aster had not reached the number of absences required for removal. Don accused Ben of refusing to uphold HNA's Bylaws and demanded that, as Co-Chair, he uphold HNA's bylaws. Kathy urged HNA to follow its bylaws, to vote to fill the vacancies, and indicated that she would like to be appointed as Richard's alternate for Area 2. Nichole clarified at multiple points throughout the discussion that the question before the board was not whether HNA should follow its bylaws but whether those bylaws should apply uniformly to all board members. Colin and Ben indicated several times throughout the discussion that it was past the end of the meeting time and they wished to adjourn. McKenzie had also excused the meeting by this point. Nichole wrote in the chat that she needed to put her daughter to bed. Tim continued to press for the meeting to continue, arguing that the motion to remove board members and fill the vacancies passed, and that the board should now turn to voting to fill the vacancies, specifically to appoint Monica to the “open” Secretary position. Ben exited the meeting. Monica stated that she didn't hear a motion to adjourn before Ben left. Don confirmed that he didn't hear a motion to adjourn either. Tim motioned to appoint Monica as Secretary. Richard seconded. Tim asked “all in favor.” Nichole ended the Zoom meeting before a vote could be taken.

Meeting ended at 10:01pm