



NATIONAL INDIAN EDUCATION ASSOCIATION

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June 20, 2018, Ronan Conference Room

LondonHouse Hotel; Chicago, IL

Teleconference: 800-326-0013

Passcode: 5447290#

Board Members Attendees		Present	Absent Excused	Absent Unexcused
1.	Dr. Jolene Bowman, President	X		
2.	Christopher Bordeaux, Vice President & Parliamentarian	X		
3.	Margaret Landin, Secretary	X		
4.	Marita Hinds, Treasurer	X		
5.	Robin Butterfield, President-Elect	X		
6.	Angie Butler, General Board Member	X [1]		
7.	Fredina Drye-Romero, General Board Member	X-CC		
8.	Samantha Eldridge, General Board Member	X		
9.	Darrick Franklin, General Board Member	X [1]		
10.	Dr. rene holt, General Board Member	X		
11.	Michael Vendiola, General Board Member	X-CC		
12.	Vacant, Student Board Member			
	Dr. Sylvia Hussey, Ombudsman (ex-officio)	X		
Staff/Guest Time Log In			Time In	Time Out
	Ahniwake Rose, Executive Director	X		
	Walter Kahumoku, Pili 'Oahu Consultants	X		
	Leah Salgado, Communications & Membership Manager	X		

[1] – Arrived at 9:36 a.m. EST

**BOARD OF DIRECTORS MEETING – AGENDA
WEDNESDAY, JUNE 20, 2018**

I. Call Meeting to Order, Prayer & Roll Call

President Dr. Jolene Bowman called the meeting to order at 9:10 a.m. EST. Christopher Bordeaux was invited to and provided the opening prayer. Secretary Margaret Landin then completed roll call as noted above.

II. Opening Remarks

Dr. Jolene Bowman opened the session with remarks including: acknowledgement of fathers and thanks to the fathers on the Board and present today; acknowledgement and appreciation of contractor's experience, contributions and prior Board service for the CBL work; what a privilege to be a part of the work to date with current and previous Boards; noting that some of the Constitution & By-Laws (CBL) changes were already approved by this and previous Boards; and the objective for today includes the wrap up of the CBL work to forward to the ballot for members' vote in October.

III. Previous Changes to Constitution & By-Laws (CBL)

President Bowman then reviewed the comparative document created by the contractor which maps the needed and proposed CBL changes to the approved Strategic Plan. The following changes were previously approved by the Board to move forward to the membership for vote at 2018 Convention (blue boxes on the left)

Membership Engagement

1. [B Art V, 9/17] Creating committees that allow members with expertise to assist NIEA in achieving its goals and outcomes
2. [C.Art III, 2/18] Voting membership expanded to American Indian, Alaska Native, and Native Hawaiians living beyond the U.S. borders
3. [B.Art II, 2/18] Creating lifetime, elder, and honorary membership categories
4. [C.Art III, 9/17] International members are designated as non-voting

Strengthen the Board

1. [C Art IV, 9/17] Responsibilities: Adherence, Loyalty, Care, Fiduciary; Officers
2. [C Art IV, 9/17] Operationalize Ombudsman
3. [B Art II, 9/17] Increase membership through engagement
4. [B Art IV, 9/17] Increased requirements to Board Candidacy
5. [B Art IV, 9/17] Refined Board & Board Officer Responsibilities
6. [C Art IV, 9/17] 4 year rather than 3 year term
7. [B Art IV, 9/17] Quorum shall be 51% of the number of Board members present
8. [C Art IV, B Art IV, 9/17] Board members may not serve more than 3 terms

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Strengthen the ORG

1. [C Art IV, 9/17] Responsibilities split between Board (Governance, Advocacy, Education, Membership Engagement, etc.) and the ED (Advocacy, Programming, Evaluation, Budget, etc.)
2. [C Art V, 9/17] Executive Director...only employee of the Board; other employees under the ED
3. [C Art V, 9/17] Committee Make-up: Co-chairs—1 from Board, 1 from membership; at least half from membership
4. [CBL—6/17] Aligned CBL to SP

Discussion points included:

- Clarification of the abbreviations: CBL – Constitution & By-Laws; and CLBE – Culture & Language Based Education (a strategy); and
- A reminder that this work was done over the past at least two years by this and prior Boards.

IV. New Changes to Constitution & By-Laws (CBL) for action

✓ **Change #1 – Tribal/Native Sovereignty**

Tribal/Native Sovereignty [B art I]

Clear statement in the Constitution/By-laws in support of native sovereignty

Action: Moved by Robin Butterfield, seconded by Margaret Landin to draft and include a clear statement in the CBL in support of native sovereignty; see discussion point below; no further discussion; all approved, two abstentions (Christopher Bordeaux and Darrick Franklin) and no opposition; motion carried.

Discussion point included: Clarification that the statement will need to be developed for inclusion in the CBL.

✓ **Change #2 – Native Membership Verification**

Native Membership Verification [C Art III]

1. Enrolled or Non-enrolled?
2. How will NIEA verify native/indigenous?

Action: Moved by Robin Butterfield, seconded by Darrick Franklin to not have a verification process for membership; see discussion points below; no further discussion; all approved, with one opposition (Christopher Bordeaux) and one abstention (Margaret Landin); motion carried.

Discussion points included:

- Could be a hurtful process, in practice it is difficult to enforce;

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- If NIEA were recipients of Johnson O’Malley or Title VI funding, may require verification;
- Provide some explanation to membership to humanize and personalize the reason for non-verification;
- Self-identification for membership;
- We need all of the friends;
- Native and non-native members are allies;
- In current constitution, there is language regarding “being recognized by the community”; and
- Tribal enrollment and documentation practices vary.

✓ **Change #3 – Purposes of NIEA**

Purposes of NIEA [B Art I]

1. Add: Ensure organizational capacity and sustainability – e.g. move out of DC area to reduce costs, increase direct work with native communities, etc.

Action: Moved by Robin Butterfield, seconded by Christopher Bordeaux to add to the Purposes of NIEA section, “Ensure organizational capacity and sustainability” or similar language; see discussion points below; no further discussion; all approved, no opposition or abstentions; motion carried.

Discussion points included:

- Past practice has been to financial and organizationally sustain the organization;
- Addition intentionally codifies practice; and
- Succession planning important and should be a part of the organization.

✓ **Change #4 – CBL Voting Process**

CBL Voting Process [C Art VII]

1. All or Nothing...vote for the entire CBL?
2. Vote by sections. If so, how should the CBL be divided with minimum impact to the Strategic Plan?

Action: Moved by Robin Butterfield, seconded by Marita Hinds to vote for the entire CBL (vs. by sections) changes; see discussion points below; five approved (Jolene Bowman, Robin Butterfield, Marita Hinds, Michael Vendiola, Fredina Drye-Romero); five (rene holt, Angie Butler, Darrick Franklin, Christopher Bordeaux, Samantha Eldridge) opposed and one abstention (Margaret Landin); tie vote noted.

Action: Moved by Robin Butterfield, seconded by Marita Hinds to vote for the entire CBL with the exception of the regional vote; see further discussion points below. The motion was subsequently withdrawn by Robin Butterfield (maker) and the second was also withdrawn (Marita Hinds).

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Action: *Moved by Robin Butterfield, seconded by Marita Hinds to vote for the entire CBL as a whole, with the exception of the regional Board seats as a separate voting item; all approved, two opposition (Christopher Bordeaux, Margaret Landin); three abstentions (rene holt, Darrick Franklin, Samantha Eldridge); motion carried.*

Discussion points included:

- Opportunity to vote section by section important for each member (not just the Board);
- Support voting for all because the Board has had the opportunity to vet through the changes on behalf of and in putting members;
- Historically, major CBL changes were voted in an “all or nothing” section;
- Changes made to CBL in the past have been section by section and therefore the votes have been by section;
- Workshops in Orlando, six webinars thus far—all of the suggestions have been incorporated into the Board work;
- Posted on Twitter (8,000 followers), FaceBook (50,000 followers); held six webinars; at convention there will two workshops, hard copies in bags and electronic copies available;
- All comments received thus far are incorporated into the work; generally no negative;
- Parlimenatarian Chris Bordeaux explained the reason for the President’s vote (e.g., break or make a tie).

✓ **Change #5 – Board Seats**

Board Seats [C Art IV; B Art IV]

1. Dedicate at least 1 seat to represent each of NIEA’s constituent groups—American Indian, Alaska Native, Native Hawaiian
2. Dedicate at least 6 seats to 6 regions—Alaska, Hawai’i, West, Great Plains, Southeast, Northeast. Other seats will be at-large.

Action: *Moved by Margaret Landin, seconded by Marita Hinds to adjust the board seats based on regions; see discussion points below;*

Moved by Margaret Landin, seconded by Marita Hinds to amend the motion to allow NIEA members to vote on the ballot at the 2018 convention as a separate referendum, regional Board seats; see continuing discussion points below;

no further discussion; all approved, no opposition and one abstention (Marita Hinds); motion carried.

Discussion points included:

- Current process for convention regional rotation site selection in the past and for 2020 and 2021;
- Contractor scope and selection process shared;
- Convention rotation and site selection process via Conventions & Events Committee;

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- Include in the information the feedback from members (e.g., open on-line comments, webinars, 2017 convention);
- Perspectives shared on tribal seats and representation of the tribe;
- Candidates run as individuals and the whole membership votes on the individual that runs for the Board;
- What happens if someone doesn't run from the region? Can address via policies and procedures (e.g., change at-large seats);
- While individual Board members represent their tribe(s), viewing the perspectives as a whole is important and representing NIEA;
- Board policies and procedures can address issues when the Board candidate resides in a different region from their tribal affiliation;
- Board members shared their experiences in sharing NIEA information and participating regionally as Board members (e.g., member information, updates, contacting staff, powerpoints, official spokesperson, local updates, staff support, clarify which 'hat' wearing—NIEA or tribe or organization, formalizing common talking points);
- Implementation questions raised;
- Separating this issue is important due to sensitivity and awareness of changes heightened at convention;
- Clarification of vote, motion and process;

✓ **Change #6 – Add Roles to the Board**

Add Roles to the Board [C Art IV]

1. Increased visibility in communities/regions
2. Fund-raising/increased advocacy for raising funds
3. Membership recruitment—targeted involvement in creating and sustaining recruitment and retention of members
4. Regional convenings: updates about NIEA, data collection about how NIEA can better serve the needs of its members, connecting with tribes, advocating for funding, others.

Action: Moved by Margaret Landin, seconded by Marita Hinds to add the section of Roles to the Board, noting the examples; see discussion points below; no further discussion; all approved, no opposition or abstentions; motion carried.

Discussion points included:

- Example language provided; and
- Specific language to be drafted and proposed in the small group later in the day.

✓ **Change #7 – Convention Site Selection**

Convention Site Selection [B Art IX]

Currently: site...will be selected by vote of the NIEA membership from bid proposals submitted to the NIEA Board of Directors.”

Change: site selection will rotate between NIEA's 6 regions-- Alaska, Hawai'i, West, Great Plains, Southeast, Northeast.

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Action: Moved by Robin Butterfield, seconded by Margaret Landin to change site selection process to regional rotation; see discussion points below; no further discussion; all approved, four opposed (Angie Butler, Christopher Bordeaux, Samantha Eldridge and Darrick Franklin); and no abstentions; motion carried.

Discussion points included:

- Clarification that the current seven (7) convention regional rotation map is in place (and in the DropBox);
- Clarification that the 6 region descriptions examples differs from the current 7 regions described;

✓ **Change #8 – Board Term Rotations**

Board Term Rotations [C Art IV; B Art IV]

Currently: rotation of 3 years, 4-5 per year
Change: rotation of 4 years (General BOR); varied configurations

Action: Moved by Margaret Landin, seconded by Christopher Bordeaux to rotate Board terms every 4 years (for general Board members); no further discussion; all approved, one opposed (Samantha Eldridge); and no abstentions; motion carried.

✓ **Change #9 – President/Officers Rotations**

President/Officers Rotations [C Art IV; B Art IV]

Currently: rotation of 3 years, 4-5 per year
Change: rotation of 4 years (General BOR); varied configurations

Action: Moved by Margaret Landin, seconded by Christopher Bordeaux to rotate President/Officers Board service period every 4 years; see discussion points below; no further discussion; all approved, no opposition, four abstentions (Robin Butterfield, Darrick Franklin, Christopher Bordeaux and Samantha Eldridge); motion carried.

Discussion points included:

- Clarification provided regarding a two year President term and two-year President-Elect term;
- Examples from other organization included:
 - National Congress of American Indians (NCAI) – two years terms, often a President serves four years;
 - National Indian Health Board (NIHB) – as needed;
 - National Child Welfare Association (NCWA) – two or three years;
- A transition period will be needed; and
- Key words and language describing succession planning important.

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BREAK FOR LUNCH and ROOM RESET FROM 12:00 TO 12:45 p.m.

V. Small Group Work re: CBL Changes

The following small groups went to work on the following proposed change areas:

A. Rotation Term Options (Samantha Eldridge, Angie Butler)

An onboarding matrix for the years 2019 to 2028 was presented to and discussed by the Board.

B. President Selection & Term Scenarios (Robin Butterfield and Marita Hinds)

A proposed selection and term approach was presented and discussed.

C. Officer Selection & Term Scenarios (Darrick Franklin & Christopher Boreaux)

A proposed membership elected officer scenarios was proposed with the main idea around the membership elected officers vs. Board elected officers.

D. BOD seat Options (rene holt and Margaret Landin)

A proposed BOD seat option was shared and discussed. Discussion occurred regarding each of the proposals with edits to documents drafted, reviewed and discussed by the Board members. The following six (6) regions were proposed:

1. Pacific
2. South West
3. South East
4. North East
5. Great Plains
6. Central Plains

E. Add to Board Responsibilities (Jolene Bowman, Dina Drye-Romero and Michael Vendiola)

The following concepts were shared and discussed: 1. Increased visibility in communities/regions; 2. Fund-raising/increased advocacy for raising funds; 3. Membership recruitment—targeted involvement in creating and sustaining recruitment and retention of members; 4. Regional convenings: updates about NIEA, data collection about how NIEA can better serve the needs of its members, connecting with tribes, advocating for funding, others.

Action: Moved by Margaret Landin, seconded by Christopher Bordeaux to accept the CBL language changes highlighted in yellow as discussed and proposed with the exception of the Officers & President Selection & Term sections; no further discussion; all approved, no opposition or abstentions (see below for the next topic of discussion); motion carried.

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VI. President & Officers Selection Process CBL Changes

Action: Moved by Marita Hinds, seconded by Robin Butterfield for the Officer positions to be selected by the elected Board (vs. membership); discussion points noted below; no further discussion; all approved, one opposition (Angie Butler), four abstentions (renee holt, Darrick Franklin, Margaret Landin and Samantha Eldridge); motion carried.

Discussion points included:

- Past perception of favoritism in Board selection process (i.e., transparency);
- Proposed scenarios:
 - Scenario A: Membership votes for all officer positions;
 - Scenario B: Membership votes for President position; other positions by Board;
 - Scenario C:
- Important to have stability (i.e., President serve more than one year, longer period of time);
- Popular vote occurs among both membership and Board;
- Members have voted for the Board members and entrusted the elected Board to make those decisions; and
- Good leadership capable with Executive Director and Ombudsman’s support.

Action: Moved by Darrick Franklin, seconded by Robin Butterfield, change President-Elect position name to 1st Vice President; and Vice President position name to 2nd Vice President; discussion points noted below; no further discussion; all approved, one opposition (Samantha Eldridge), one abstention (Angie Butler); motion carried.

Discussion points included:

- Review the responsibilities of the President-Elect and would need to re-assign;
- Proposed addition of the President-Elect responsibilities to the

VII. Adjourn

Action: Moved by Margaret Landin, seconded by Samantha Eldridge to adjourn the meeting; all approved, motion carried, meeting adjourned at 5:12 p.m. EST, noting the By-laws carryover item to be covered by the Contractor briefly at tomorrow’s Board meeting.