

## **GRIEVANCE AGAINST KING NEIGHBORHOOD ASSOCIATION (KNA)**

**Brought by Margaret O'Hartigan, KNA At-Large Representative Position 2**

**September 15, 2015**

This grievance is made in compliance with King Neighborhood Association Bylaws and Office of Neighborhood Involvement standards.

### **Background**

For most of 2014 the KNA Board failed to produce and issue meeting minutes. In the autumn of 2014, I filed a grievance against KNA which included citing the failure to produce such minutes. Meeting minutes were subsequently produced and posted on the Association's website the last month of 2014; finally a record of attendance of Board members could be tallied. Based upon these minutes – together with extant meeting minutes for 2015 -- it became apparent several Board members rarely attended.

By e-mail of July 24, 2015 to the other KNA Board members (see attached), I requested that an item be placed on the agenda for the next Board meeting regarding the multiple absences of several Board members. As I related in this request, according to the KNA Bylaws adopted July 9, 2014:

“Board Members are expected to attend all regularly scheduled meetings of the Board and Membership. Four (4) absences from Board and/or Membership meetings within a board year may constitute a resignation of that Director of Officer; the Board retains the discretion to determine whether such absences comprise a resignation.”

I included the specific meetings missed by the two Board members. It is worth noting here that one Board member (Andrew Neerman) had missed 5 regular Board meetings (KNA Bylaws require “There shall be at least nine (9) Regular Board meetings in each calendar year”), while another Board member had only attended 3 Regular Board meetings in the 9 months since being appointed to the post by vote of the Board October 2014. I also requested that the two Board members have the opportunity at the *meeting* (my emphasis) to give “justification for their absences and/or any rationale for their continued presence on the Board.”

The Bylaws adopted by KNA July 9, 2014 eliminated the process for preparing an agenda for Board meetings; however, directions for preparing Member meetings remain, and can serve as a guide:

“Any person may request to add items to the agenda by:

- a) Submitting the item in writing to the Board at least seven (7) days in advance of the meeting”.

Despite my request made weeks before the Board's next meetings of September 1 and September 9, the agenda request was not honored.

The only deliberation by the Board of the attendance issue was an e-mail string dated July 24 and 25 in direct response to and appended to my July 24 agenda request. This e-mail string was comprised of 5 other Board members (not counting my only participation in requesting the agenda item in the first place), and included in all mailings an e-mail address identified as “@kingneighborhood.org”.

Although on July 9, 2014 KNA removed from its Bylaws a public records/open meetings requirement, the Office of Neighborhood Involvement requirements still stand: “Members of a general membership, board, or committee, as established by the governing bylaws, shall make all decisions and conduct all deliberations toward a decision at a meeting open to the public at which a quorum is in attendance.” The e-mail string of July 24 and 25 was a violation of this ONI Standard because through it the KNA Board conducted deliberation within a virtual meeting complete with a quorum of Board members addressing specific issues that I’d requested be dealt with in a KNA Board meeting. Neither KNA general members nor the public were, or could be, party to this virtual meeting.

By e-mail of August 3 the KNA Chair resigned, effective immediately. According to KNA Bylaws, “The Co-Chair shall perform the duties of the Chair in the Chair’s absence” (ARTICLE VII, Section F, subsection 2). However, the Co-Chair, the previously mentioned Andrew Neerman, did not perform his duty of Chairing the Board meeting on either September 1 or September 9, despite being present (an NECN employee “facilitated” on Sept. 1, while the KNA Treasurer ran the Sept. 9 meeting; at the beginning of both meetings I raised the issue of the Co-Chair not performing his duty under KNA Bylaws).

Posted September 2<sup>nd</sup> on the Association’s website was an agenda item for September 9: “Nomination and appointment to fill Chair and vacant positions”. It was my understanding that “vacant positions” pertained to two open positions as NECN representatives. However, when the agenda item was taken up, Andrew Neerman the Co-Chair expressed his interest in becoming an “At-Large Representative”. Informed by the Treasurer that first he would have to resign as Co-Chair. Mr. Neerman then resigned at 7:29 p.m. An at-large rep named Eileen Kennedy then resigned her position. The Treasurer announced an election for Co-Chair, Ms. Kennedy was elected by secret written ballot, and Mr. Neerman then was elected, 7-1, to fill Ms. Kennedy’s at-large position.

### **Harm**

The Bylaws state “The Board shall consist of a minimum of four (4) Board Directors and a maximum of nine (9)”. As there is no requirement that every vacancy be immediately filled, there is simply no excuse for the Board to have acted as it did on September 9, 2015, accepting the resignation of the Co-Chair and then promptly electing the same individual to an at-large position left vacant by the election of the at-large representative to fill the suddenly vacant Co-Chair position. Such a manipulation of the

Association's governance machinery protects directors' incumbency at the expense of members' prior knowledge of vacancies and elections, ultimately diverting control from members by preventing members from exercising their prerogative to promote additional candidates. Such manipulation prevents a member interested in being on the Board from him- or herself attending the meeting to declare his or her candidacy. The harm, then, is to Association members denied the opportunity to know about and consequently run for vacant positions, as well as to me in being denied the opportunity to contact members to urge them to run for said positions.

But there is additional harm to members, as well.

According to KNA Bylaws: "The Board of Directors must conduct themselves according to the principles of the Duty of Due Care and Duty of Loyalty" (ARTICLE VII, Section D, subsection 2). Under the Duty of Loyalty, Directors must avoid any conflict between duty and self-interest – undivided allegiance to the corporation's best interest is required. The Co-Chair's dereliction of duty as Co-Chair prior to his resignation is patently a violation of the Duty of Loyalty, while his previous failure to attend a majority of Board meetings calls into question his commitment.

The Board's manipulation of the Association's election and appointment process is also a betrayal of the Duty of Loyalty in that it gives incumbency on the Board – despite nonfeasance -- greater importance than the membership's right to have Officers and Board members willing to do their duties.

#### **REMEDY**

There is a relatively simple remedy to the harm incurred by the actions related above. The new Co-Chair and the new at-large representative need to resign, the vacancies to be filled by a process guarding against Board manipulation. As the Board has shown it places greater loyalty to Board incumbents than to the rights of the membership, for at least the short-term candidates for Board and Office vacancies should be voted upon by members at a duly convened membership meeting subject to the prior notification requirements contained in the Association Bylaws.

Margaret O'Hartigan, King Neighborhood Association Board of Directors At-Large Position #2

September 15, 2015