

## **Urban Prairie Waldorf School**

### **Board Meeting Minutes**

**July 27, 2013**

A meeting of the Board of Directors of Urban Prairie Waldorf School (the “School”) was held on July 27, 2013. Present at the meeting were Heather Berhalter, Vice President, Mary Cowen, Board Development Chair, Brian Gleichauf, Michael Levine, Strategic Planning Chair, Peggy Lofgren, Treasurer, Elisa Mangual, Jesus Reuiz-Velasco, Secretary, Ted Shieh, Ed Sindelar, Facilities Chair and Sharla Stewart, President and Executive Committee Chair constituting a majority of the members of the Board. Also present were parent community members Dona Nishi and Nancy Hodges.

Ms. Stewart, Board President, served as Chair of the meeting. Ms. Stewart called the meeting to order at 2:15 pm.

Ms. Mangual then presented the Board with proposed changes to the School’s bylaws. Ms Mangual provided an overview of the process by which the current draft was created. She stated that she and Mr. Levine had met with outside counsel for guidance and then she reviewed the bylaws of several other Waldorf schools and incorporated the guidance and precedent to create the current draft. The Board then went through the document, page by page, discussing any language about which there were questions. Ms. Mangual simultaneously edited the bylaws. Ms. Mangual stated that the proposed revisions will be distributed to the board in advance of the September meeting.

Next, Ms. Stewart led a discussion of proposed changes to the Treasurer’s job description. Ms. Stewart provided some background that has informed the thinking around this issue stating that previously, Mr. Riendeau had distributed a reading to the Board that discusses how some schools have removed the treasurer position in order to avoid double delegation. Ms. Stewart also mentioned how the Board is transitioning from a board of directors to a board of trustees where it will no longer be so involved in the day-to-day operational aspects of the school and further noted that these types of activities are shifting to full time roles. In the case of the treasurer role, Ms. Stewart stated that the operational fiscal duties are shifting to the Administrator. Ms. Stewart was careful to point out that the operational duties are shifting not only because the School has filled the Administrator role with someone who has experience in these activities, but again because of the shift in moving these activities off of the Board. A discussion ensued about the need to build out roles for the responsibilities of the role and not for the person in the role. Ms. Stewart then stated that the Board will retain the non-operational aspects of the treasurer work and that, therefore, it is proposed that the treasurer position be removed from the bylaws, that the Finance Committee remain a board committee and that the

chair of the Finance Committee always be a board member. She noted that the Finance Committee will have to revise its charter to reflect these changes once passed and then stated that the Committee on Board Development ("COBD") will revise that charter. After further discussion, the board also proposed that the Finance Chair automatically be a member of the Strategic Planning Committee.

Next, Ms. Stewart provided an overview of the proposed changes to the Board Handbook which will be presented for adoption at a subsequent meeting:

- New guidelines for setting the board agenda
- Timing of committee updates
- Preparation of meeting minutes
- Dropping of July, August and December board meetings (for which updates will still be due)
- The committee functions that have moved under Administration
- Addition of an assistant secretary
- Retreat planning moved under COBD

Ms. Stewart also stated that COBD will review the election process and present the proposed changes to the Board in November. It was noted that since the handbook will have been signed by new board members prior to the November board meeting, the version of the handbook which is adopted should contain a footnote in the election section that the process will be changed. It was also noted that the bylaws will need to be updated to reflect the changes to the committees.

Next, Ms. Stewart introduced an item of new business concerning the matter of possibly adding a delegate from Parent Council to the Board as an ex officio member with no voting rights. A discussion ensued and three proposals emerged: Proposal 1) the delegate would participate directly in deliberations of the Board, be bound to the Code of Conduct, be non-voting and have access to updates provided to the Board; Proposal 2) the position would have all of the features of Proposal 1, but would carve out topics to which the delegate would not have access; and Proposal 3) have an update from Parent Council be a standing agenda item. the conversation then turned to a discussion about the motivation for creating the position. Ms. Nishi stated that the original motivation was to have the parent perspective represented to the Board and there was not a desire to have a voting seat. Ms. Stewart further noted that she had, since the last meeting, discussed the request with Ms. Nishi and others in order to better understand the request. It was also noted that the concerns that gave rise to the request would hopefully be minimized now that there is a full time Administrator who can facilitate communications

between the school and the parent community. As a result of the discussion, the idea to create this role was eliminated.

Lastly, the Board discussed how to handle new business. It was stated that it is important for the Board to be able to handle pressing matters that come up between the posting of the agenda and date of the meeting and that new business is the mechanism by which to do this. It was further stated that presenting an item for new business does not necessarily mean that a decision will be made. it may be determined that more information is required to make a decision.

There being no further business, the meeting adjourned at 4:30 pm.