

Urban Prairie Waldorf School

Board Meeting Minutes

June 13, 2013

A meeting of the Board of Directors of Urban Prairie Waldorf School (the “School”) was held on June 13, 2013. Present at the meeting were Heather Berhalter, Admissions Chair, Mary Cowan, Michael Gurley, Laurie Hollett, Michael Levine, President, Executive and Strategic Planning Chair, Elisa Mangual, Secretary, Mat Riendeau, Ted Shieh, Ed Sindelar, Facilities Chair, Sharla Stewart, Vice President, Teacher Search and Support and Board Development Chair and Sarah Vander Meulen constituting a majority of the members of the Board. Also present at the invitation of the Board was Martha Mathis, School Manager, and several members from the community were present as well.

Mr. Levine, Board President, served as Chair of the meeting. Mr. Levine called the meeting to order at 7:30 pm.

Mr. Levine started the meeting with an overview of the board meeting process stated that it has evolved over time and that in its current iteration, each agenda topic is presented to, reviewed and discussed by the board first and then opened to any present community members for discussion. Mr. Levine then stated that the process itself was open for discussion and a discussion ensued. Several concepts emerged: 1) invert the current process and have the parent community address topics before the Board; 2) make the meeting open to parents first and then the Board would deliberate and vote as necessary privately; 3) hold open meetings where Board members and the parent community alike can address each topic within prescribed time limits; 4) record meetings and make them available to the parent community; and 5) hold separate meetings for special topics.

The topic then turned to the recording of minutes. After much discussion concerning the need for the parent community who are not present for meetings to have the ability to understand the rationale behind decisions which are made during meetings, it was agreed that the minutes would be reported in greater detail with particular attention to recording rationale and also would be posted more quickly. As a result, the following motion was made and seconded: That the current minute taking process be modified to detail salient points made, options considered and rationale that led to a decision and further, that this new process be revisited in two to three meetings with the parent community. Additionally, the minutes will be approved within 5 days via online tally and posted within 2 days thereafter. The motion passed with no objections.

Next, the topic turned to the role of Parent Council. During the prior discussion, the suggestion was made that parents be able to submit questions in advance (and it was noted that

the invitation to the board meetings always includes a notation that parents may contact the board secretary if they have topics they would like to have addressed). In response a comment was made that questions about global issues of concern could be addressed at Parent Council and it was further stated that one role of Parent Council is to be a liason between what parents want to know about and where to go to find it. Two other board process suggestion emerged: 1) each class has a representative that comes to meetings, even closed meetings and 2) Parent Council has a representative that is a voting board member. Community members articulated the concern that there does not seem to be a place for the parent voice in the current School governance structure.

Mr. Levine then noted that upcoming changes in School governance should lessen some of the parent concerns. He then gave an overview of the Board's responsibility, stating that it has a legal and financial responsibility toward the School, and in that regard is moving toward a Board of Trustees that primarily holds only those responsibilities. He further noted the following responsibilities of Board members: 1) have a clear understanding of and commitment to the School's mission; 2) willingness to act as a servant leader to the School; 3) commitment to how we work together as a group (i.e. respect for other members, responsibility to voice dissent; responsibility to be able to articulate Board decisions and support those decisions to the community; and 4) participate in committee work. Mr. Levine also noted that there are inherent checks and balances built into the School's governance structure. Ms. Stewart then listed responsibilities the Board had been carrying that will shift to the new school administrator: Admissions, Marketing, Teacher Search and Support, which will become Human Resources (noting that Faculty will take on teacher hiring, mentoring and teacher evaluation). She further noted that Facilities and Development will remain Board committees and responsibilities, but that Facilities will eventually move off and Development as well will move off and become a paid position.

Before proceeding to the topic of the Board election process, Mr. Levine stated that the School's governance is inherently collaborative and promotes balanced decision making and that an important issue raised at this meeting is a fourth element, the parent voice.

The discussion then shifted to the Board election process. At this time, Mr. Levine provided an overview of how board members are nominated as distinguished from how Executive Committee members are nominated. He stated that the Committee on Board Development ("COBD") is vested with the responsibility for the constitution of the board. Ms. Stewart further noted that each committee has a charter which outlines what it does, what is its authority and to whom it reports. It is currently comprised of Heather Berhalter, Mary Cowan, Elisa Mangual and Sharla Stewart. With respect to board nominations, COBD, assesses the skill sets needed to have a well-functioning board. Then, an open call to the community is made inviting nominations, as well as inquiries to City Garden teachers regarding the skills and experiences of parents, and COBD reaches out to its burgeoning network. Once candidates are identified, COBD members interview each proposed candidate and then recommends a slate to

the Board for approval. Board members initially serve for 1 year and then subsequently serve 2 year terms. Lastly, it was noted that proposed changes to the Board Handbook include a proposal that COBD be partially comprised of non-board members.

Next, Mr. Levine described the nomination process with respect to the Executive Committee members. He noted that a call for nominees is made within the Board and that it has been the practice of the Board to not bring in outsiders to lead the board. The ideal progression to Executive Committee membership is committee member service to board member to Executive Committee member. Each year, COBD asks each Executive Committee member if he or she wants to continue or step down. This year, Mr. Levine chose to step down. A discussion ensued concerning the conflict of interest between current Executive Committee members serving on COBD and participating in recommending the Executive Committee slate. The community also raised the additional concern around transparency of the nomination process and the need to conduct exit interviews when members leave the board. Mr. Levine then spoke to the proposed expansion of COBD, and the fact that COBD is working on a set of protocols, policies and procedures around conflict of interest and the entire election process which would include a proposal that the slate of candidates be put together in May and put out to the Board and parent community allowing time for parents and Board members to review it, bring questions and concerns and then hold the election a month later. Mr. Levine then proposed that the School implement the proposal immediately. A discussion then ensued concerning whether board candidates will be present in the future to answer questions about their candidacy. Ms. Stewart then read the description of each Executive Committee member role. Each candidate then answered questions from the community about their candidacy and then exited the meeting to permit the community to have a discussion with the remaining Board members.

Upon their return, Mr. Levine stated that the next steps in the election process would be to publish the slate to the parent community and allow for the community to ask questions, talk to the candidates and other Board members, and then hold the vote at the July board meeting.

Next, Mr. Levine provided the Facilities update. He stated that Mr. Sindelar and Mr. Gurley have taken the lead on lease negotiations and that the School is still awaiting final approval from the arch diocese. He reported that while there is agreement on the lease terms between Pompeii's lead negotiators and the School, the vote by the final decision makers will be held on June 21st and, assuming approval, the School would have access to the new facility on June 22.

There being no further business, the meeting the open portion of the meeting was adjourned at 11:10 P.M. and the Board went into Executive Session.

During the Executive Session, Ms. Berhalter presented to enable Tuition Assistance to be able to make a decision to offer tuition assistance in specific, acute circumstances. Motion was made and seconded to empower Tuition Assistance in a current, identified circumstance, to be

able to make a decision to offer one full year of tuition remission in a specific case of acute, unexpected financial difficulty after having reviewed the financial ability of the School to make such an offer, the health of the class in consultation with the Faculty and the demonstrated need of the family. The motion passed with no objections. It was also determined that to the extent Tuition Assistance shall make future approvals, they will be on a one time basis, for no more than one year at a time, and that Tuition Assistance will develop criteria for future Board approval that will include, at a minimum the criteria taken into account above.