

**Board Meeting Minutes**  
**Special Meeting**  
**September 17, 2007 – 6:00 p.m.**  
**Seven Hills Classical Academy**

**CALL TO ORDER:** Chair Jerry Reedy called the meeting to order at 6:15 p.m.

**ROLL CALL:** The following board members were present: Sara Eschle; Mary Ann Nelson; Susan Pearce; Board Chair Jeremiah Reedy; Johana Sand; Mike Stanchfield; Don Swetala; Executive Director Margaret O'Brien, ExOfficio

The following board members were absent: Mike Olmstead; Steve Wendorf

**OTHER ATTENDEES:** Chris Bewell, Liz Ekholm, Mick Waldspurgen

**APPROVAL OF MEETING AGENDA:** Moved - S. Pearce. Seconded - J. Sand. Approved unanimously.

**Meeting turned over to M. Nelson and J. Sand to facilitate.**

Handouts were distributed. We will be covering Handout A #1 & #2 tonight.

## **I. Requirements**

### **A. Articles of Incorporation – OK**

They have been filed – amended with change of name and address

### **B. Statutes – Mick Waldspurgen**

- 124D.10 – Read this statute. Primary governing statute for charter schools. Gives general frame work.
- Sub3. Sponsor
- Sub4. Formation of school
- 317A incorporated under this one. Don't refer to us as a corporation – use charter instead.
- Sub4C. Required to establish Board with at least 5 members. Revise By-laws. Board requirement by completion of third year of operation – Board majority teachers. Could apply for waiver – must be teacher majority request for waiver. Training is the key. Can be destructive if teachers do not understand the hats they wear. Teachers get excited to vote for salary raises etc. Can look at a model with teachers, community members, and parents.
- Language about expansion. Sub4e. # 2 & #3 most important.
- Sub4a. Conflict of Interest – Other than teachers. Any conflict of financial gain due to something the Board enters into directly or indirectly (gross misdemeanor)
- Most Important – Sub7 – Exempt
- Sub12 – Disabilities – rules relating to Special Education
- Sub17 – Leased Space. School lawyer & executive director have used this in lease negotiations. We have a pretty good lease.
- 13D - Meeting of Public Bodies. Read the handout speech. The public has the right to know how public money is spent. This applies whenever there is a quorum or serial meeting (phone or e-mail engaging in serial communication is violation of open meeting law. Committee Meetings – any committee with decision making authority

(when in doubt post notice as an open meeting) If committee is charged to take action for the Board or if a quorum of Board members are in attendance.

- Special Meeting – 72 hours notice (3 days) We should modify by-laws – currently we say 5 days notice.
- Emergency Meeting is only for catastrophic circumstances
- Regular Meeting notice – as long as the schedule is posted in the office or on the web no other notification is necessary.
- Agendas – see bottom of pg. 4 of handout. At least one copy available for the public. Private information – educational data, attorney/client privilege or closed session information are not public information.
- Closed Meetings. Preliminary consideration of performance. Board evaluates director – director evaluates staff. If this takes place in a closed session then the next meeting the meeting must be summarized.
- How to go into closed session. Someone makes a motion. Be specific about the language. Move/vote/go to closed session.
- Chapter 317A. Non-profit Organizations. Most of this does not apply except for Articles of Incorporation and By-laws.
- By-laws. Two approaches – 1. fill with everything. 2. make barebones and as simple as possible.
- Election of Board members. By-laws should be most specific about this. Staggered terms, removal and appointment of directors. Should say that directors can be removed with or without cause by vote.
- Director conflict of interest. Our by-laws are not accurate and have too much information in this area.
- Duties of required officers. Good to be in by-laws. Our by-laws need additional language here.
- By-laws will trump any policies made.
- Statutes – what you may do.  
Articles – what kind of entity you are.  
By-laws – what powers are.  
Policies – how this Board specifies the general things they want to see (directional vehicle)
- Where does contract with sponsors fit? About par with by-laws. Sponsors have lots of power – if they're not happy they can dump you at any time.
- What is Board's role in hiring other than the director? Typically, Board will decide how many staff – director will recruit and hire. You can delegate the director to sign off on contracts or Board can sign off.
- Are there any SHCA provisions that need to be changed? Yes
- Director's contract – Group Term Life Insurance \$100,000 minimum.

## **II. Discussion of Proposed Calendar**

### **A. Calendar**

- M. Waldspurger suggests taking off statement about official document.
- July – change PC report to October
- D. Swetala – Strategic Plan Committee no longer exists so can't do report. Plan was adopted so goals are what are important. Board should review strategic plan. Find a place for ownership of the pieces of the plan so reports can be made on specific goals.
- Pg. 2 – Board action on proposed staff hires – approve # of hires for next year.

- Board approved handbooks move to July. Employee handbook include policies and discriminatory policies.
- September – Board review of Strategic Plan. Change performance of appraisal of Director to as see fit.
- Board Chair Report – Annual Meeting. School Board Meeting to elect board members defer until discussion of by-laws. M. Waldspurger said that SHCA By-laws does not state voting members and you do not want to put this in, you just want procedures for elections in the by-laws.

#### **M. Nelson requested changing the discussion to the By-laws now.**

- Pg. 1 name change.
- Pg. 4 Discussion about Annual Meeting of the Corporation. We should call it something else. Annual Meeting describes voting members coming together. We do not have voting members. Members getting together to vote on a procedure. Describe the procedure in the By-laws instead of calling it an Annual Meeting.
- Discussion followed about procedures and ways to conduct an election.
- Discussion about having only a Town Meeting in October.
- Pg. 4 remove Section 1.
- Pg. 4 Section 2 take out 5 days and make it a standing calendar. Language from 13D.04 – the only time you need to give notice is when there is a change.
- M. Stanchfield suggested M. Waldspurger do the next draft of the By-laws with strike through and add suggested verbiage.

#### **Discussion of ideas**

- Roberts Rules of Order – M. Waldspurger suggests verbiage to be used in his handout. (unless suspended by majority vote of the Board)
- M. Waldspurger suggested staggered terms for seats on the Board.
- Nomination process – M. Waldspurger suggests at the next regular Board meeting vote to change the Annual Meeting and notice time for meetings to change the By-laws.
- Current By-laws still say January is the Annual Meeting. The sponsor and community said it could be change to October, however there was never an actual vote on this.
- M. Waldspurger - the law says the election procedure is determined in the Articles of Incorporation or By-laws of an organization.
- Article V – delete Conflict of Interest in By-laws. Use this as a separate document.

#### **Back to Calendar Discussion**

- (Bullet #7) October – take out Board attorney. Keep bank depositories but move this to June. M. Waldspurger will look into a media selection.
- October – Annual Meeting change to Town forum and remove election bullet.
- March – Director and Board Chair sign off on contracts
- May – strike the bullet on schools compliance

M. Nelson will update Calendar and make it a working document for Board use.

#### **III. Finance**

#5 & #7 M. Waldspurger says these can be delegated however, know this is subject to Open Meeting Law. As this is written a committee can make a decision without Board approval. Change 5 & 7 to recommend to the Board for approval.

#### **IV. Governance**

#4 – Consult with each Board member ... - M. Waldspurger says this sounds like serial communications. Better to say recommend a future Board profile.

#### **ACTION ITEMS**

**Motion to rescind the change the Board made to the By-laws relative to the meeting date from January to October contingent on approval of the sponsor.** Moved – M. Nelson. Seconded – D. Swetala. Discussion – passed unanimously.

**Motion that the Executive Director's contract for 2007-08 be approved.** Moved – M. Stanchfield. Seconded – J. Sand. Discussion. Correct pg. 2 in the contract to read Term Life Insurance \$100,000. Passed unanimously.

Leisa Irwin, Business Manager, will be consulted regarding data on Term Life Insurance.

Curriculum Director's Contract was ratified with all the teachers' contracts at the last Board Meeting. No more action is needed.

**MOTION TO ADJOURN:** Moved – M. Nelson. D. Swetala – seconded. Passed unanimously. Meeting adjourned at 8:46 p.m.

**Next Regular Board Meeting, Tuesday, October 2, 2007.**

Submitted by Chris Bewell, Administrative Assistant  
Approved 10/2/07