CORNERSTONE MONTESSORI ELEMENTARY SCHOOL – BOARD OF DIRECTORS MEETING
TUESDAY FEBRUARY 16, 2016 – 6:00 P.M.

Board Members Present: Liz Coenen, Kristen Campbell, Andrea Galdames, Eve Lo, Juliann McDermott, Jane Reilly, Julie Richards, Melissa Santrach, and Liesl Taylor

Board Members Absent: None

Other Attendees: Chris Bewell, Sandy Schmidt

Meeting Called to Order by Liz Coenen, Board Chair, at 6:13 pm

AGENDA

Public Comment Period: No public comments were offered.

Approval of Agenda & Declaration of Conflict of Interest

- Liz asked if there were any additions or changes to the agenda; none were made.

  MELISSA MADE A MOTION TO APPROVE THE EVENING'S AGENDA; ANDREA SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

- Based on the approved agenda, Liz asked if anyone had any conflicts of interest with the evening's agenda. None were disclosed.

Acceptance of Minutes

- Liz asked if anyone had changes to the January meeting minutes; none were offered.

  KRISTEN MADE A MOTION TO ACCEPT THE MINUTES FROM THE JANUARY 2016 MEETING; JULIANN SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

Treasurer's Report – By Melissa Santrach

See Finance Committee minutes; additional comments and actions follow:

- Melissa invited Sandy to present the proposed budget revision that was included in the packet. Liesl, Chris, and Sandy worked together to put together the revision, which is done so that our budget more accurately reflects our financial position and so that it can provide a reliable basis with which to build next year's budget. Sandy offered the following review of the changes to our revenue and expenses and invited Board members to ask questions:
  - With regard to changes in our revenue, the original budget was done before the state legislature had finished their session so the 2% increase in state funding needed to be added and there was a slight increase in federal funding. We also received more in donations than we had anticipated. Our e-rate funding was lower than budgeted due to a rule change. Overall, revenue was increased by $64,090.78.
  - With regard to changes in expenditures, we increased some staffing levels, we also increased the amounts spent on our math and literacy support programs, our transportation costs were higher (some of which is offset by special education funds), we are spending more on supplies (in the area of food and community relations), and we had increased expenses related to assessment tools and our AMI consultation. Areas that we decreased spending included purchased services for substitute teachers and rentals for facilities since we are using our own school space for events. Overall, expenses increased by $69,485.63
  - The net decrease in revenue in the proposed budget revision is $5394.85. Sandy commented that if there is a way to make up this decrease during the rest of the year, Liesl and Chris will find it!
  - In response to Board members' questions, Sandy explained the following:

        - The food account was realigned to accommodate the fresh fruits and vegetables grant, and the end-of-the-year transfer that we usually make to the food account is accounted for in the budget.
        - Our fund balance in the proposed revision will decrease to 19%. This is slightly below the target in our Board policy, which states that our fund balance should be between 20-24% in our fifth year of operation.
        - With regard to any anticipated increases in funding, we will receive a small amount of funding for facilities improvements from the state. The only other source would be from increased enrollment.
    - Sandy noted that work has begun on next year's budget and she invited Board members to think about the Board's goals and priorities and to identify any budget implications associated with those priorities so they can be reflected in the proposed budget. The preliminary budget will be presented in April and the final budget will be ready by June.
        - Melissa asked anyone who chairs a committee to let her know before the next Finance Committee meeting on March 8th if they will need a budget for their committee's work.

    MELISSA MADE A MOTION TO ACCEPT THE FEBRUARY 16, 2016, REVISED BUDGET WITH REVENUE OF $1,783,221, EXPENSES OF $1,759,956 AND A FUND BALANCE THAT IS 19% OF EXPENDITURES. IT IS NOTED THAT THE FUND BALANCE DEVIATES SLIGHTLY FROM OUR POLICY TO HAVE A FUND BALANCE BETWEEN 20-24% IN OUR FIFTH YEAR OF OPERATION. JULIE SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

- With regard to the January financials, Melissa explained that we are tracking on target with 49% of our revenue in and 50% of expenses. Our cash flow is healthy and nothing of note came up in the Finance Committee meeting. Melissa asked if anyone had questions; none were asked.

    MELISSA MADE A MOTION TO ACCEPT THE JANUARY 2016 FINANCIAL STATEMENTS; KRISTEN SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

- Melissa next asked the Board to officially receive donations of $4,906.19 made to CMES in fiscal year 2015-16.
    - The primary sources of donations were from Give to the Max and the Going Out notecard fundraiser.

    MELISSA MADE A MOTION TO ACCEPT DONATIONS IN THE AMOUNT OF $4906.19 FOR FISCAL YEAR 2015-16; EVE SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

- The next order of business Melissa presented was the approval of the IRS 990, which we are required to file each year. The information reported on the 990 comes mostly from the audit. Melissa asked if anyone had questions about the 990; none were asked.

    MELISSA MADE A MOTION TO APPROVE THE IRS 990 AS PRESENTED; JULIE SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

Board Chair Report – Liz Coenen

See report; additional comments follow:

- Liz asked Board members to connect with her to set a time for their annual self-evaluation meeting.

Governance Committee Report and Strategic Planning Discussion – Liz Coenen

See Governance Committee minutes; additional comments and actions follow:

- Liz referred to the revised bylaws included in the packet and noted that a recent review revealed a need for some alignment between what our bylaws say and what we do in practice.

- The first change has to do with quorum. Our current bylaws indicate that if we start a meeting with quorum and then lose quorum during the meeting, we could continue to conduct business. Liz noted that we haven't done that in the past and wouldn't do so in the future so the Governance Committee recommends revising Section 5.7 to say the following:

  > **5.7 QUORUM AND ADJOURNED MEETING.** A duly called meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting. If a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, no further business can be transacted and the Board Chair may adjourn the meeting.

- The other clarification pertains to what happens if a Board member participates in a meeting via phone or other similar connection. Following is the change recommended by the Governance Committee to Section 5.8:

  > **5.8 PRESENCE AT MEETINGS.** Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Such participation at a meeting, however, shall not constitute presence at the meeting for purpose of achieving quorum, and such members may not vote on any board business.

- Liz asked if anyone had questions about the recommended changes; none were asked.

  KRISTEN MADE A MOTION TO ACCEPT THE REVISIONS TO SECTIONS 5.7 AND 5.8 OF THE BYLAWS AS PROPOSED; JULIE SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

- Liz next provided an update on the clarification recently received from Dr. Speiker regarding the requirement to keep a voting record from each meeting in our Board binder. Going forward the secretary will prepare this along with the minutes after each Board meeting. We will also do this retroactively for the full 2015-16 fiscal year.
- Liz indicated that it's time to prepare for the upcoming Board election, which will be on May 17. The process begins with a letter to all eligible voters that indicates the open positions and includes a call for nominations. Once a nomination is received, Liz meets with the prospective nominee to outline the responsibilities of the Board as well as the expected time commitment and the type of activities the Board will likely be engaged in during the coming year. Nominees must then complete a profile that is included in the voting packet sent to all eligible voters 30 days before the election is held.
  - Liz noted that we will have 4 open seats to fill: Jane, a Community member; Eve, a Parent member; and Kristen, a Teacher member will be completing their terms and not renewing; there is also a vacant seat from a resignation last year. Following are the open seats for 2016:
    - 1-Year Community Member (1 seat)
    - 3-Year Parent Member (1 seat)
    - 3-Year Community Member (1 seat)
    - 3-Year Teacher Member – (1 seat)

- Liz added that she and Melissa, both founding members, will be up for renewal next year so as we are recruiting nominees, it's important to think about the skill sets needed.
- Board members discussed the need to also recruit nominees who reflect the school's demographic and who have an understanding of Montessori and public charter schools.
- Liz asked people to commit to work hard at this and to start having conversations with people we know who might be good candidates to accomplish the work the Board will be taking on in the near future such as fundraising and stabilizing the administrative infrastructure.
- Liz invited Board members to contact her if they had any questions.
- Nominations will be due at the end of March.

Development Committee Report – Julie Richards

Development Committee Meeting Minutes were distributed at the meeting; additional comments follow:

- Julie indicated that the brochure is being finished in-house and Melissa is drafting a letter for a fundraising appeal.
- The committee has identified a goal of $20,000 for the year to be accomplished with a rolling marketing/fundraising plan that would include a mailing as well as an event in late April or early May.
  - For the spring-time event, each Board member would be asked to invite 8 people to attend an hour-long breakfast on a Saturday that would be held at the school.
  - The Governance Committee suggested that this event take the place the annual Board retreat.
  - Board members discussed possible dates, the content of the event, and who to invite.
  - Liesl also mentioned that she would very much like to do something to say thank you to all the people who helped get the school started.
    - Board members discussed a wide variety of ways to do this.
- Melissa asked that the Development Committee to submit a budget for anticipated activities for next year in advance of the next Finance Committee meeting.

Director of Business Operations – Chris Bewell

See report; additional comments follow:

- Chris reported that the Food and Nutrition review is completed, with all corrective actions submitted and accepted.
  - Chris and Adam are implementing some changes in the way the breakfast is ordered so that the requirements for fruits and grains are met without resulting in wasted food.
- Enrollment applications continue to come in, with another 4th grade application arriving today.

Head of School Report – Liesl Taylor

See report; additional comments follow:

- Liesl reported that the Learning Fair was a wonderful event with more than 200 people at the school for dinner and to view the children's projects.
  - Families loved being able to spend time talking to the children about their work! The children also had a chance to see each other's work the following day.
  - The event's logistics were handled by the staff but now that it has been done once, there is a folder with all the information a parent or group of parents would need to organize the event.
- Liesl described the AMI consultation visit with Carol Hicks, who spent time in each of the elementary classrooms observing the environments and the staff.
  - After her observations, Carol met with the staff and offered them wise and supportive feedback.
  - The next step in the process is for Carol to write a letter to each of the teachers and to Liesl. The formal letter with the overall results of the review will come somewhat later.

- The teachers were also able to reconnect with Carol at the refresher course and update her on how they were using her suggestions.

- Liesl mentioned that in March she will meet with Liz and Chris for ½ day to discuss ways to address some of infrastructure challenges. Liesl will also be working with the facilities committee from MCM to address the problems with the traffic flow in the parking lot.
- Liesl commented that the literacy support is having a profound impact on children, which is coming through on the OLPAs.
- The mental health support is also being welcomed by parents, staff, and students. It, too is having a wonderful impact. The school receives two hours a week currently and Liesl would like to expand this for next year.
- During her Vital Signs report, Liesl shared photos from the Learning Fair and offered highlights from several speakers at the refresher course, including Dr. Travis Wright who spoke about the push toward public Montessori schools around the world, Jamie Notter who spoke about conflict resolution, and Annette Haines who spoke to the administrators.

Other Business

- None

Next month's agenda

- Review the MCA and OLPA assessments and also discuss our continuous improvement status.
- Summary of the Refresher Course from teachers.

Adjourn

KRISTEN MADE A MOTION TO ADJOURN THE MEETING AT 8:42 PM; JULIE SECONDED THE MOTION. THE MOTION PASSED UNANIMOUSLY.

Respectfully Submitted by Jane Reilly, CMES Board Secretary

Next meeting: March 15 at 6 p.m.