

**Woodlands School
Board of Trustees Meeting**

**Minutes
October 26, 2015 – Final Approved**

<p>Attending:</p>	<p>Officers: Chair – Loretta Cephus – Y Vice Chair – Sue Bay - Y Treasurer – Catherine Wittig - Y Secretary – Matt O’Neill - Y Ex-Officio – Maureen Sullivan, Executive Director/Principal; Patty Rogers, Principal, Woodlands Bluemound</p> <p>Trustees: Acevedo, Rafael – Y Coby-Beaver, Jacqueline - Y Caruso, Carolyn – N Griffin, Dennis - Y Hartwig-Rahmani, Brenda – N Newell, Dr. Markeda - Y Richardson, Peter - Y Schultz, Jason - Y Sheka, Lynn – Y</p> <p>Guests: Kallie Schuknecht; Mitch Hartman; Kathy Simonis; Jeff Rauworth; Patrick Mulvey; Michele Scott; PTO President Chrystal Arrington; Tracy Hermann (PTO Board Liaison)</p>
<p>1. Introduction of New Business Manager</p>	<p>Loretta introduced Michele Scott, our new Business Manager to the Board. (Resume attached) Michele gave the Board her background. She has a thorough business accounting background; this is her first work with a school, and she is enjoying the challenge thus far.</p>
<p>2. Amended Articles of Incorporation</p>	<p>Loretta explained that UWM has recently transitioned to a new document repository system called Epicenter. During the process of uploading all of our organizations documents it was requested by UWM’s legal department and Office of Charter School that we update our Articles of Incorporation. An updated document was circulated prior to the meeting for review.</p> <p>Motion to approve filing of Amended Articles of Incorporation for Woodlands School, Inc., motion by Peter Richardson, second by Jason Schultz, motion approved unanimously; Jackie Coby-Beaver</p>

	<p>abstains as she did not have a chance to read the draft amended articles. (The Amended and Restated Articles are attached)</p>
<p>3. Finance Committee Update</p>	<p>a. Audit Firm Recommendation/Approval</p> <p>Prior to the meeting, Loretta distributed the minutes from the October 12, 2015 Finance Committee meeting, along with proposals from four different potential audit firms: Ritz Holman, SVA, WipFli and Walkowitz Boczkiewicz (“WB”).</p> <p>Catherine Wittig outlined the Committee’s work selecting a new auditor. Upon review of the 4 applicants, the Committee sought input from Tom Sprague who has worked with WB for Milwaukee College Prep. Based upon the proposals and Mr. Sprague’s recommendation, very strong recommendations, their ability to meet our deadlines, the Committee recommends the Board approve retaining WB for one year.</p> <p>Motion to approve retention of Walkowitz Boczkiewicz & Co., S.C., for one year to complete the audit, the Form 990, and State of Wisconsin return, motion by Katherine Wittig, Second by Lynn Sheka, motion approved unanimously.</p> <p>b. Upcoming Priorities</p> <p>Catherine spoke with Empower/Laurus regarding upcoming health insurance costs. They will provide us with a proposal, and we will also obtain proposals from additional firms, to see what options we have for the Board’s consideration.</p>
<p>4. Fund Development & Marketing Committee Update</p>	<p>Committee is continuing its work on the social media guidelines, and on drafting our templates. Will have an update at our next meeting.</p>
<p>5. Strategic Planning 2016-2019</p>	<p>Prior to the meeting, Loretta attached the UWM Framework documentation that we reviewed in August. Loretta explained that our goal is to have a strategic plan in place for three years. Our last strategic planning was completed in 2010. It is time for the Board to re-engage in the process. We also now have two campuses, both of which are coming up for review process prior to renewal. Critical that all stakeholders are part of the process and committed to the planning.</p> <p>Loretta walked the Board through a presentation prepared by NASCA (National Association of Charter School Authorizers)</p>

(copy attached). Maureen confirmed this is a pro-active process, in order to prepare us for charter renewal, among many other goals.

Loretta discussed the four key areas of focus for the upcoming Strategic Planning:

a. Areas of Focus – UWM Charter Renewal Alignment

1. Communication
2. Academic Performance
3. Organizational Leadership
4. Long-Term Sustainability

Loretta explained these areas of focus were identified based on previous meetings and discussions that align with UWM Charter Renewal framework that we discussed during the August 2015 meeting, and during conversations we have had with PAVE. Each area also applies to issues we have identified since opening Woodlands East. The topics are open-ended enough to encompass various aspects while allowing parameters for future strategic growth within the organization for the next three years.

Mitch Hartman asked if these goals are specific to us, or are shared with other charter schools. Loretta explained these areas overlap with other charter schools. Maureen and Patty described the process and how UWM views it – as a positive thing for the school to do, but they do not get involved in or approve the strategic review process.

Three things should be aligned: Charter renewal, strategic planning, and the accountability plan. The Board asked some questions and Maureen and Patty explained the charter renewal process in further detail.

b. Next Steps

1. Steering Committee

Joan Feiereisen from PAVE is going to guide the Board through the strategic planning process. Loretta is seeking three to four volunteers from the board to participate on the Steering committee, who can commit to meeting twice a month with Joan. We believe the Committee will be meeting for a period of three months or more.

Maureen has provided four staff member names to participate on the committee. From Bluemound: Diana Sokolowitz (Long-time

teacher) and Brooke Zocher (parent and a teacher); State Street – Cindy Zielinski (former Bluemound teacher) and Amy Chandler (newer teacher).

We are also looking to identify three or four outside committee members. Maureen is open to ideas, but is thinking of Jennifer Wilson, a consultant who we have worked with previously; Dan & Margie Tackus (connected with Alverno and familiar with TFL); perhaps someone from Park Bank, Green Fire, Dick Pieper; perhaps one of the Sisters; Rafael Acevedo mentioned the possibility of the CEO of Harley Davidson, who may have some interest or may have suggestions; could also look at persons who have supported Woodlands in the past. Lynn suggested possibly educational leaders from our local colleges and universities.

Feedback will be obtained through focus groups where staff, parents, and stakeholders will have the opportunity to participate and add feedback.

Board members added some thoughts about the process. Matt commented that the Committee should be open to additional members if there are more board members, faculty or community members that want to be involved. Loretta answered that Joan believes this is the right size for the Committee, but is committed to the process being very inclusive of all stakeholders through focus groups and other interactions.

Marketa expressed concern that the process must be cognizant of the differences in the maturity of the two schools; there may be items that are more important for State Street than Bluemound; there may be metrics that need to be measured differently. She believes we could write two completely separate strategic plans; it is important that we recognize the importance of the context of each individual school, and is fully appropriate for both schools. Loretta explained that there are key baselines that will be the same for each school, but the means to achieve them may be unique to the individual school. Regarding academic performance, the shared goal is continued *growth* in the students; we do not necessarily set the same overall standards for both schools, because each will have their own base of students, but we will demand consistent growth. Patty added that we are committed to meeting the most stringent charter standards. We are and will remain a high performing charter school.

	<p><i>2. Update at November 2015 Board Meeting.</i></p> <p>During our November 19, 2015, Joan will provide an update on the process to the Board.</p>
6. Adjourn	Motion to adjourn by Matt O’Neill, second by Jackie Coby-Beaver, motion passed unanimously.

Prepared by: Matt O’Neill

MICHELE SCOTT

www.linkedin.com/in/michelemiscott

(262) 354-4407

Waukesha, WI
boxout2420@gmail.com

Business Manager

SUMMARY OF QUALIFICATIONS

- Years of experience reconciling A/P Material (Invoiced not Received and Received not Invoiced) account, bank statements and various other general ledger accounts
- Successfully met month-end close deadlines, including journal entry preparation and completing reconciliations (Sarbanes-Oxley)
- Advanced Excel knowledge including, but not limited to, pivot tables, charts, vlookup and iferror formulas
- Hardworking, quick learner who demonstrates confidentiality, integrity and respect for others
- Proven ability to analyze results and determine root causes for variances between sub-ledger reports and general ledger
- Collaboratively established process flows outside the system, and explained system flows to cross-departmental employees
- Supervised staff in a team environment from hiring, mentoring and, if warranted, disciplining

TECHNICAL SKILLS

Infinium	Infor XA (MAPICS)	Microsoft Dynamics AX 2012	SAGE/FAS Fixed Asset
Hyperion Pillar	PeopleSoft (G/L)	AS400 MRP Systems (Green screen)	Microsoft Access
Monarch	Microsoft Word	Microsoft Excel	Fuel Inventory System
Visual ERP	Global (Visual) (G/L)	Crystal Reports	Blackline

WORK EXPERIENCE

RathGibson LLC, a PCC Company

Senior Cost Analyst
Cost Accounting Manager

Janesville, WI
2014 - Present

- Reconcile raw material, work in process and finished goods inventory of over \$25M
- Prepare overhead rates by department and earn approval
- Participate in the weekly staff (war room) meetings
- Prepare daily, weekly, monthly and quarterly reporting for operations and division
- Reconcile excess and obsolete inventory and capitalized overhead adjustment
- Analyze freight payment trends for estimating monthly freight accrual for freight expense of \$52M annually
- Perform physical inventories and work closely with operation's staff
- Research and prepare LIFO analysis for use in determining if inventory adjustments are necessary
- Investigate Visual ERP's burden calculation and which cost is used in the different ERP system reports

Phoenix Products (Accountemps)

Accountant (Temporary)

Milwaukee, WI
2014

- Analyzed production orders to ensure material was accurately issued to the order and labor was allocated
- Performed the production end process in Microsoft Dynamics AX 2012
- Adjusted production orders by adding or removing material and verifying and posting production journals

Gaco Western, LLC

Senior Cost Accountant

Waukesha, WI
2014

- Oversaw product costing in Microsoft Dynamics AX 2012
- Quickly learned Microsoft Dynamics AX 2012 and assisted with the first month-end closing with the new ERP system
- Analyzed and created "T-account" reconciliations in order to understand how the purchase OH (freight cost) was working
- Actively participated in the weekly staff meeting at the manufacturing facility
- Recommended process flow mapping to make new part process consistent and systematic

Generac Power Systems

Volume \$1.4 Billion/Year

Waukesha, WI

Career Progression:

Cost Accounting Supervisor

2010 to 2014

- Trained 5 interns to update costs and determined the correct overhead and landed codes, daily labor reporting, purchase price variance reporting and reconciled inventory variance accounts
- Hired, appraised, disciplined, coached, trained and recruited 6 new talents by assessing their ability to work in a fast-paced environment

- Approved production statements, balance sheet inventory and COGS variances on income statement (ensured general ledger accuracy)
- Taught the cost accountant to prepare the excess and obsolete inventory reconciliation and how to analyze the weekly manufacturing order closeout variances
- Completed and delivered goal based performance reviews
- Handled and reviewed delegated audit preparation for Bank of America and Ernst and Young audits of inventory, fixed assets, purchase price variance, Sales and COGS schedules
- Selected as core team member to analyze needs through the implementation of an upgraded Product Data Management system
- Approved journal entries prepared by employees and reviewed their account reconciliations
- Completed Senior Cost Accountant responsibilities
- Collaborated on inventory SOX narrative with other team members, and responsible for the annual review and approval by multiple material managers

Senior Cost Accountant

2007 to 2010

- Prepared and analyzed labor rates, labor efficiency rates, labor overhead rates, purchase overhead rates, ocean freight rates and duty and other landed rates
- Performed monthly inventory reconciliation, inventory revaluation reconciliation, received-not-invoiced and invoiced-not-received reconciliation and purchase overhead analysis
- Forecasted monthly Cost of Goods Sold Variances
- Interviewed intern candidates and trained over 5 interns in 5 years to perform cost accounting reconciliations
- Led meetings with Supply Chain Teams to improve their understanding of the costing system and the procedures and practices in place to ensure accurate product costing
- Efficiently move data from Green screen reports to Excel via Monarch and other approaches

Rexnord Industries/Falk Corporation

Volume \$167M/Year

Milwaukee, WI

Senior Cost Accountant

2006 to 2007

- Reviewed customer master orders to verify the material was acquired and explored high cost margins
- Analyzed and reported to management the jobs that have not met the expected gross profit margin
- Improved labor reporting to limit standing orders, and mapped the labor to the correct PeopleSoft account structure
- Corrected labor ticket audit errors, material cost extension errors and tool room errors
- Reviewed Credit Memos (CM) and Additional Billings (AB) to determine if inventory should be adjusted and perform the adjustment on the mainframe. Also ensured accuracy of the CM or AB. If not correct, contacted the person who wrote the CM or AB.
- Balanced the mainframe reports to the automatic feeds into PeopleSoft and the material and labor control workbook

Safeway Services – Corporate Headquarters

Volume \$396M/Year

Waukesha, WI

Staff Accountant

2001 to 2006

- Reviewed financial statements and continually advised Branch Managers. Instructed a manager to accrue expenses that had not been processed prior to month end
- Trained and explained financial statements to new Branch Managers that were a result of a 15 location acquisition
- Acted as the point person for the Branch Managers due to knowledge of processes and procedures or person that handled the issue
- Prepared and reported monthly financial forecasts for Safeway Services, Inc. and their Canadian operation to their parent company ThyssenKrupp AG
- Assisted with the training of new staff members, and was often the person new staff in payroll sought for assistance

Signature Flight Support

Milwaukee, WI

Base Accountant

1998 to 2001

Fleming Companies

Waukesha, WI

Retail Accountant

1995 to 1998

EDUCATION

University of Wisconsin - Milwaukee

Milwaukee, WI

Bachelors of Business Administration in Accounting

COMMUNITY INVOLVEMENT

- Facilitate gift cards sales (SCRIP) to members, which raises funds for the church and school since a portion of the card's value is retained
- Past Secretary for Waukesha County Youth 4H Kitchen Committee

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
NONSTOCK CORPORATION**

WOODLANDS SCHOOL, INC.

These Amended and Restated Articles of Incorporation of WOODLANDS SCHOOL, INC., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes and approved by the Board of Trustees pursuant to Section 181.1002 of the Wisconsin Statutes, supersede and take the place of the existing Articles of Incorporation of Woodlands School, Inc., and any amendments thereto.

ARTICLE I

The name of the Corporation is WOODLANDS SCHOOL, INC.

ARTICLE II

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE III

The period of existence shall be perpetual.

ARTICLE IV

The Corporation is organized and operated on a not-for-profit basis exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and as the same may be further amended from time to time including, but not limited to, the establishment and operation of a private pre-school and elementary school. The Corporation's powers are limited to and it may not engage in activities other than those in furtherance of its exempt purposes within the meaning and intent of Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE V

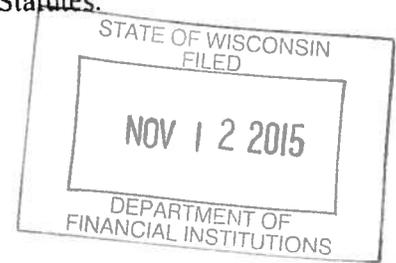
The principal office of the corporation is located in Milwaukee County, Wisconsin. The address of the principal office is:

3121 West State Street
Milwaukee, WI 53208

ARTICLE VI

The name of the Corporation's registered agent and the address of its registered office are:

Ms. Maureen Sullivan
3121 West State Street
Milwaukee, WI 53208



ARTICLE VII

The number of Trustees shall be fixed in the manner provided in the By-Laws but shall not be less than three (3).

ARTICLE VIII

The Corporation shall have no members.

ARTICLE IX

The Corporation shall admit students of any race, color, national or ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students at its pre-school and elementary school. It shall not discriminate against any person on the basis of his or her race, color or national or ethnic origin in the administration of its hiring or staffing policies, educational policies, admissions policies, scholarship or loan programs or athletic or other school administered programs.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusive for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII

The foregoing amended and restated articles of incorporation does not contain any amendment requiring approval by the members or any other person, other than the board pursuant to Wis. Stat. 181.1002, and the board adopted the restatement.

Executed on this 26th day of October, 2015.



Matthew W. O'Neill, Secretary

This document was drafted by
and should be returned to:
Michael G. Koutnik, Attorney-at-Law
622 N. Water Street, Suite 500
Milwaukee, WI 53202
414-273-3939



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

RESTATED ARTICLES OF INCORPORATION - Ch. 181

WOODLANDS SCHOOL, INC.

Received Date: 11/10/2015

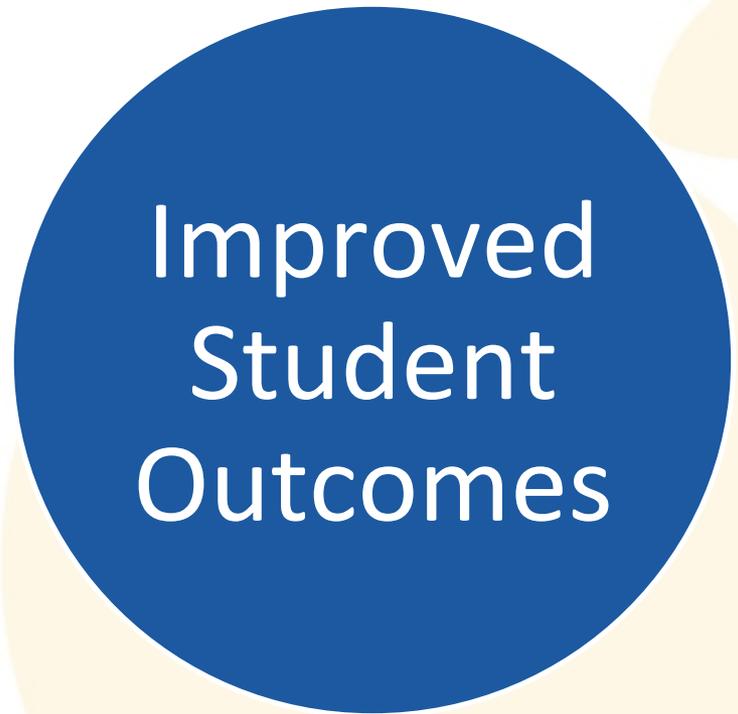
Filed Date: 11/12/2015

Filing Fee: \$25.00

Entity ID#: A026595

Total Fee: \$25.00

The Charter Bargain



nacsa
NATIONAL ASSOCIATION OF
CHARTER SCHOOL AUTHORIZERS

Performance Management Cycle

Decide Renewal

Assess overall performance in relation to established expectations

Establish Expectations

Set performance expectations attached to the contract

Monitor Performance

Conduct interim reviews through multiple sources

Intervene (if necessary)

Inform and require remedy of unsatisfactory performance



nacsa
NATIONAL ASSOCIATION OF
CHARTER SCHOOL AUTHORIZERS



Core Performance Framework and Guidance



Academic, Financial, and Organizational
Frameworks for Charter School Accountability
March 2013

Core Performance Framework Components

Academic

Is the academic program a success?

Financial

Is the school financially viable?

Organizational

Is the organization effective and well run?

**Academic
outcomes, not
curriculum and
instruction**

**Focus on
outcomes,
not
process**

**Organizational
compliance, not
“good
governance”**

**Financial
outcomes, not
financial
management**

Consistent Framework for All Non-Alternative Schools

Performance Framework

School 1

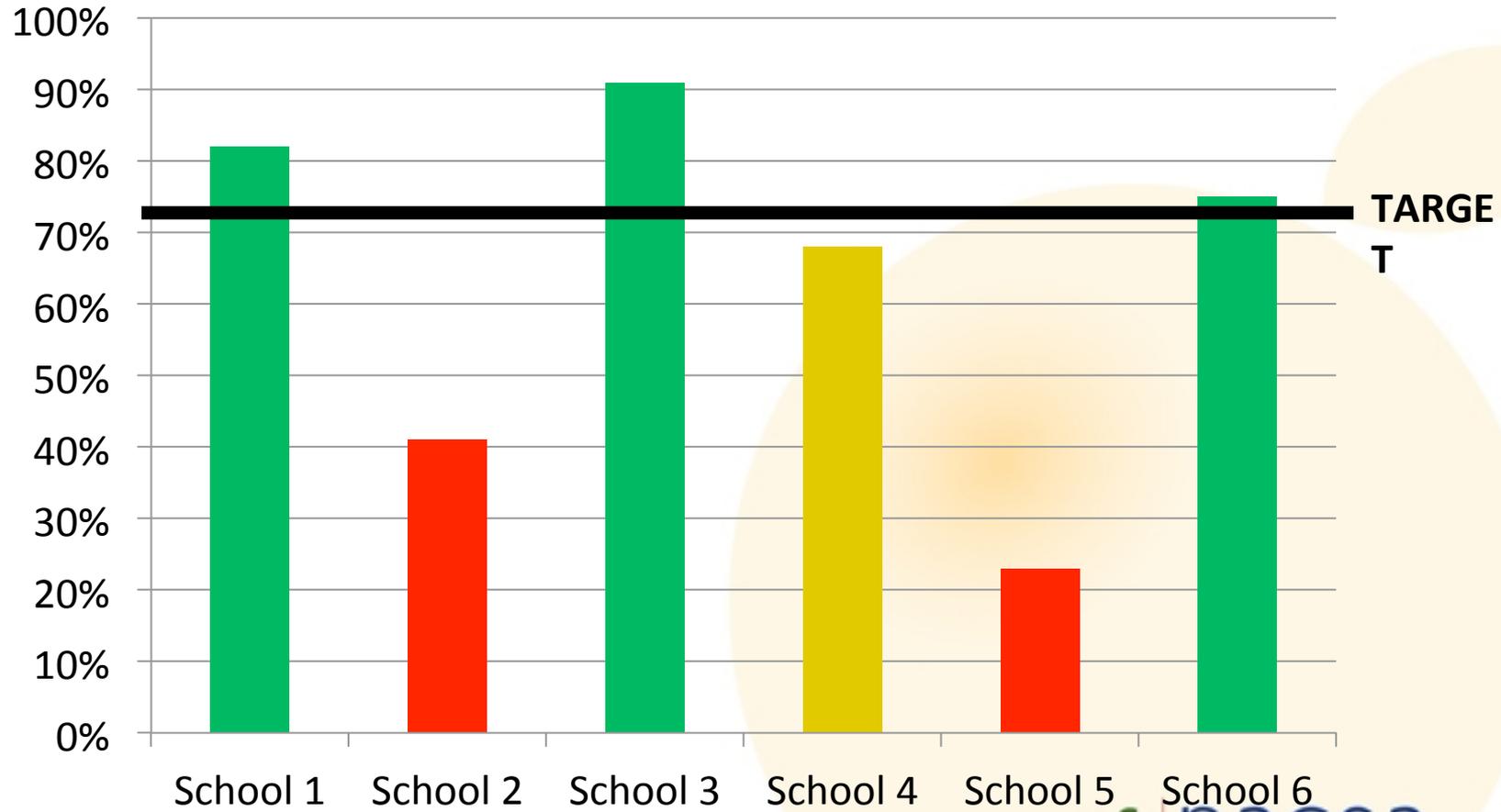
School 2

School 3

School 4

School 5

Clear Targets



Clear Threshold for Intervention or Closure

