

FINAL APPROVED

**Woodlands School
Board of Trustees Meeting Minutes
July 19, 2012**

Attending:	Officers: Chair – Brad Hoeschen – Y Vice Chair – Paula Suozzi - Y Treasurer – Loretta Cephus – Y Secretary – Matt O’Neill - Y Ex-Officio – Maureen Sullivan, Principal – Y Trustees: Abelson, David - Y Coby-Beaver, Jacqueline - Y Glover, Ylonda – N Hartwig-Rahmani, Brenda – Y Leazar, Naryan - N Maney, Jennifer – Y Mueller, Jennifer – Y Smokowicz, Jan - Y Guests: Mr. Foster, Patty Rogers, Mindie Feist, Ron Retzke, Jon Dooley
1. Approval of Minutes	Motion to approve minutes from May 9, 2012 Special Meeting and May 19, 2012 Annual Meeting by Jennifer Mueller, second by Loretta Cephus, motion passed unanimously.
2. Approval of Financial Statement	Financial Statements through May 31, 2012 were distributed prior to meeting. Jim Foster circulated financial through the end of June at the start of the meeting. Mr. Foster reported good news. There may be slight adjustments, but the bottom line shows we will end the year in the black, with net revenue of approximately \$16,000. For perspective, this represents 0.50% of our total budget. This margin includes the PTO contribution and the transfer from the surplus funds in the sports account. Mr. Foster has treated these funds as grants, and they can be used to offset July expenses if necessary. David Abelson suggested that once the numbers are final, the Board should consider giving some or all of the \$3,000 back to the PTO, with our thanks. Mindie Feist reported this would double the PTO’s current assets, but it would likely be blessed by the PTO if the funds are used to help the school’s mission. The goal has been and is to use the funds for a specific, positive purpose. Having funds in a restrictive account will

	<p>allow Administration the ability to decide specifically how they should be allocated, and consult with the PTO regarding the decision.</p> <p>Motion to approve May 2012 financial statements by Loretta Cephus, second by Jennifer Maney, motion approved unanimously.</p>
<p>3. Board Development</p>	<p>Brad Hoeschen introduced Ron Retzke, who was present to discuss the results of the Board Survey. Summaries of the results and an analysis were distributed prior to the meeting.</p> <p>Ron began with background about board governance and its importance to properly functioning boards. Ron walked the board through the summary of the survey. Ron noted that approximately 70% of his recommendations have to do with a Governance Committee function. Highlights of the responses:</p> <ul style="list-style-type: none"> • In general, we have a well-functioning board. • Board should meet more frequently, especially with Woodlands II • Committee structure and functioning should be strengthened • Additional skill sets, particularly fundraising abilities, are needed <p>Ron outlined his specific recommendations:</p> <ol style="list-style-type: none"> 1. Define skill sets and connections needed on the Board 2. Expand size of the Board; move from current size (12) to 16-18 3. Define, in writing, the role and expectations of the trustees 4. Evaluate individual performance on the Board 5. Provide an orientation for new Trustees 6. Develop a process for leadership succession 7. Schedule more frequent Board meetings 8. Review structure of committees and task forces 9. Identify key indicators for performance 10. Revisit and clarify fundraising strategy 11. Review and improve financial reporting and controls 12. Address specific questions and topics raised by Trustees in the survey <p>Ron proposes to meet with the effective Governance Committee to work on the implementation of these recommendations.</p> <p>David Abelson asked if “Governance Committee” is our Executive Committee. Ron said no, this would be a new committee and would have distinct responsibilities. Brad explained this would fit more with our current Board Development Committee, which we may decide to rename or reconfigure at our next meeting. Ron recommends changing the name to reflect the broader functions.</p> <p>Ron thanked the Board for its cooperation in the survey.</p>

<p>4. 2012-13 Meeting Dates</p>	<p>Brad Hoeschen explained we currently meet 6 times per year, and the meetings have been running very long. More meetings would alleviate this problem, and have other benefits as outlined in Ron Retzke’s analysis. Brad and Loretta Cephus are proposing 10 meetings per year, one each month except July and December. Paula agrees it is a great idea; Loretta noted that with special meetings we have been meeting this often already.</p> <p>Motion to have 10 meetings per year, each month except July and December; motion by Paula Suozzi, second by Jennifer Maney, motion approved unanimously.</p> <p>Dates for the meetings. After discussion the Board agreed to continue meeting the third Thursday of the month, and start at 6:00pm, with the goal of finishing by 7:30. The dates will be:</p> <ul style="list-style-type: none"> • August 16, 2012 • September 20, 2012 • October 18, 2012 • November 15, 2012 • January 17, 2013 • February 21, 2013 • March 21, 2013 • April 18, 2013 • May 16, 2013 (Annual Meeting) • June 20, 2013
<p>5. Amendment to Bylaws for Electronic Approval of Minutes</p>	<p>Brad Hoeschen gave background about concerns over transparency and communication with families. We agreed previously to post unapproved draft minutes on the school website to give expeditious information to the Woodlands community.</p> <p>Draft policy was circulated prior to the meeting. It states:</p> <p><i>“The Woodlands School Board of Trustees shall be allowed to vote to approve Minutes of Regular, Special and Annual Meetings outside of a regular board meeting. These votes may be taken by electronic votes submitted through email. The Chair of the Board may authorize publication of the Minutes once he or she has received the affirmative votes to approve the minutes from a majority of the Board. Under no other circumstances shall the Board be allowed to take electronic votes.”</i></p> <p>Motion to approve Electronic Voting for Approval of Minutes by Jan Smokowicz, second by Brenda Hartwig-Rahmani, motion approved unanimously.</p>

6. Sports and Extra-Curricular Policies

Brad Hoeschen circulated two proposed policies prior to the meeting.

Extracurricular and Academics Policy.

Brad gave background information about children being forced by the actions of certain persons involved in the sporting programs to “choose” between receiving tutoring and extracurricular activities. This does not, in the Board’s view, exemplify the Woodlands Way, given the impression that the child is being punished for receiving tutoring. The proposed Extracurricular and Academic Policy states:

1. *Students shall not be excluded from, or have their involvement in extra-curricular activities reduced because they are receiving academic assistance from Woodlands School, its staff, or its contractors. Staff and volunteers leading extra-curricular activities shall allow students absences from the activities for academic assistance, without penalty to the student.*

2. *Where the staff or volunteer feels the absences justify some penalty against the student's participation or that the student should be excluded from the activity, the staff or volunteer must consult with the Principal, Dean of Faculty or Dean of Students before taking action regarding the student and the participation in the extra-curricular activity.*

Patty Rogers asked about situation where lack of practice could endanger the child; Brad assured our intent is not to interfere with the coaches, and paragraph 2 tries to address this issue and allow flexibility.

Motion to approve proposed policy by Paula Suozzi, second by Jennifer Maney, motion approved unanimously.

Sports Leadership. Brad explained the current situation with the policy, which is in tumult. Recent coaches meetings have indicated a real need for a structure for leadership. Brad walked through the proposed policy, with an Athletic Director, financial oversight on expenditures over \$50, and Sports Directors for each sport. The proposed policy states:

1. *The Woodlands School shall have an Athletic Director. The Athletic Director shall coordinate the enrollment of students and the school in the various intramural programs and manage the funds for the sports program, under the supervision of the either the Principal or the Business Manager. Expenditures over \$50 shall be approved by either the Business Manager or the Principal prior to the expenditure being made.*

	<p>2. <i>The Athletic Director may, and is encouraged to, to appoint a Sport Director for each sport for which the school enrolls in an intramural competition. The Sport Director would be responsible for assigning students and coaches to teams, coordinating practices and game schedules and submitting requests for funds from the Athletic Director.</i></p> <p>Board discussed whether \$50 was too small; consensus was the details could be handled expeditiously and that new AD would develop a protocol with Ms. Sullivan and Mr. Foster for approval and co-signing. If it turns out \$50 is too low, we can amend the policy.</p> <p>Patty Rogers had a question about financials and whether sports directors would do their own; Brad explained the intent is to have the AD responsible for all of the finances and the record-keeping. Mr. Foster will add the sports account to the Woodlands financial books. AD position will not be compensated.</p> <p>Motion to approve the Sports Leadership policy by Loretta Cephus, second by David Abelson, motion approved unanimously.</p>
<p>7. Approval of Lease for Convent Space</p>	<p>Brad Hoeschen gave background: the Sisters are moving out of the top two floors of convent, and Administration is convinced that we can use the space very effectively – meetings, tutoring, counseling, etc. Each floor is 2500 sq. ft. The Sisters’ proposal is \$1,500/month for both floors, with no rent until January 1, 2013. (For comparison we currently pay \$1,000 for the lower floor with the library and media room). Budget wise, we can make this work.</p> <p>Ms. Sullivan outlined some of the potential uses they envision, including moving Ms. Zacher, Mr. Foster, Ms. Sathé, Ms. Dennison and others to the new space, which will open up additional space for classrooms. Brad explained we will have a new goal to find a way to connect the two buildings so students do not need to go outside and do not need to be escorted. This will depend on future budgets.</p> <p>Motion to authorize the Chair, Brad Hoeschen, to enter into the lease as described (no later than August 15, 2012), with the lease running through June 30, 2013, with free rent through December 31, 2012 and \$1,500 for remainder of term; motion by David Abelson, second by Matt O’Neill, motion approved unanimously.</p>
<p>8. Building Search Update</p>	<p>Brenda Hartwig-Rahmani circulated a confidential sheet reflecting results of the search for a building for Woodlands II. Brenda described work of the committee; they have toured many buildings, and two buildings stand out. The chart set forth information about each building, pros and cons, and the potential costs. Brenda walked through the pros and cons of</p>

	<p>each, and the observations and recommendations that she and Jennifer Maney have on behalf of the Committee.</p> <p>The next steps will be to have a larger group of the Board take a tour of the buildings, as well as parents with architectural backgrounds, and complete additional due diligence on potential costs and financing to ensure we can afford the payments within the budget. Brenda and Jennifer Maney will coordinate a date for a new tour.</p> <p>David Abelson asked when we need to be committed to a building, in connection with the UWM charter funding; Ms. Sullivan explained we need to submit the application by August 31 and will need to identify something for the proposed space. David also asked about possibility of building new school. Brenda and Maureen explained that building a new school would be cost prohibitive.</p>
<p>9. Maintenance Expenses</p>	<p>1. Brad Hoeschen explained that the plumbing contractor found a crack in a terra cotta sanitary pipe running underground out of the building. Estimates for repair range from \$8,000 to 15,000. Our Lease requires us to pay half of all repairs “relating” to the building. We could make a technical argument that this does not relate to the building, but it is a tenuous argument and will not advance our good relationship with the Sisters. Brad recommends we agree to pay half of this cost.</p> <p>Motion to authorize Administration to pay our share of the repairs, up to \$7,500; motion by Jan Smokowicz, second by Jennifer Mueller, motion approved unanimously.</p> <p>2. The stairs in the back of the building, leading to dumpsters, are failing and almost unusable. Work is being completed, and we anticipate the cost will be under \$4,000; Board approval is requested.</p> <p>Motion to spend up to \$2,000 to pay for share of these repairs by Paula Suozzi, second by Jennifer Maney, motion approved unanimously</p> <p>3. Ms. Sullivan informed Board that fire inspector identified lock on south end of tunnel needs to be fixed because of fire danger issues. Do not know the cost yet, and she will advise in the future.</p>
<p>10. Staffing Updates</p>	<p>Administration has approved job share for kindergarten. Interviews were completed and new teacher has been hired – Cindy Bielke, from MPS, 7-8 years of experience including 3-4K.</p> <p>Currently seeking new French teacher for 10 hours per week, interviews will begin soon.</p>

<p>11. Election of Dan Cody as Trustee</p>	<p>Vacancy on the Board was created when Dave Burke resigned. Two years remain on the term. Board Development Committee interviewed four candidates, and recommend Dan Cody. Dan is a parent at Woodlands, director of IT at UWM, President of the Park People, and immediate past President of Washington Heights Neighborhood Association. Has significant board experience, and excellent experience in fundraising and grant pursuit. Other candidates were terrific, but Dan had the most fundraising capability. The other candidates were each offered positions to become involved with the Board on committees, and each has accepted.</p> <p>Motion to approve Dan Cody as Trustee to complete Dave Burke’s term; motion by Brenda Hartwig-Rahmani, second by Paula Suozzi, motion approved unanimously.</p>
<p>12. Election of Executive Committee</p>	<p>The Executive Committee recommends the following slate for the 2012-2013 school year.</p> <ul style="list-style-type: none"> a. Loretta Cephus – Chair b. David Abelson - Vice Chair c. Brad Hoeschen - Treasurer d. Matt O’Neill - Secretary <p>Motion to approve new slate by Jan Smokowicz, second by Paula Suozzi, motion approved unanimously.</p> <p>New Chair Loretta Cephus thanked Brad for his exemplary service as Chair for the past 4 years, and presented him a gift on behalf of the Board. Everyone clapped, and warmly thanked Brad for his terrific leadership</p>
<p>13. Adjourn</p>	<p>Motion to adjourn by Jan Smokowicz, second by Paula Suozzi, motion approved unanimously.</p>

Prepared by:
Matt O’Neill