

**MINUTES
VSWEA BOARD OF DIRECTORS
REGULAR MEETING
WEDNESDAY OCTOBER 7, 2020
VIA ZOOM**

<https://us02web.zoom.us/j/89753670075?pwd=aIVORlHlR2JuK2xDeWtsQUV0SG1pUT09>

MEMBERS PRESENT:

Matthew Walker – President (M.W.)	John Tanner (J.T.)
John Elling – Treasurer (J.E.)	April Sauer (A.S.)
Gregory Schneider – Secretary (G.S.)	Nathaniel Allen (N.A.)

MEMBERS ABSENT: None

The President, Treasurer, and Secretary were present and a quorum was reached.

GUESTS

Invitees of the Board:

- Christie Kriegsfeld (C.K.)
- Priscilla Garza (P.G.)
- Daniel Pasternak (D.P.)

Members of the public present via Zoom/Registration through Google Forms:

- Adeline Carrera
- Barb
- Bobi Harshfield
- Carol Moriarty
- Colleen Pope
- Deb
- Debbie Allen
- Helena Moriarty
- Jennifer Walker
- Jill Thomas
- Jim & Becky King
- JJ
- Juli Curtin
- Kerstin Kubina
- Kim Baker
- Kristen Ziegenbein
- Laura Heaney
- Meghan Kelsey
- Michelle Kratzer
- Sami Rank
- Sarah Williamson

- Susan Kerr

OPENING VERSE / INTRODUCTIONS

Meeting was called to order at 6:32 p.m. M.W. welcomed the public to the meeting. M.W. read the opening verse. The Board members introduced themselves.

M.W. provided a statement regarding the recent (highly public) resignation of the 4th Grade Teacher, the violations of school policy involved, and the need for following appropriate conduct in communications from many parts of the community and to avoid forwarding and posting on social media confidential matters. M.W. also explained the need for an executive session to seek legal matters, and discuss personnel issues, in private, which is appropriate and permitted by the open meeting laws.

M.W. provided an overview of the agenda and a reminder regarding the limitations of open meeting laws.

M.W. moved to enter executive session to discuss and receive legal advice with DMS's attorney D.P. from Squire Patton Boggs and for C.K. to join in that session. G.S. second. No further discussion. Vote: Unanimous in favor (J.T., G.S., M.W., A.S., J.E., N.A.). **Motion passes.**

M.W. explained logistics of executive session.

Executive session began at 6:44 p.m.

EXECUTIVE SESSION

The minutes of the Executive Session are confidential and are maintained separately pursuant to A.R.S. §§ 38-431.01 and 38-431.03.

Executive session ended at 7:26 p.m.

A brief recess was taken.

Regular meeting resumed at 7:40 p.m.

G.S. moved to engage an independent, neutral, third-party consultant to provide development and training to the faculty and staff for the reasons discussed in executive session. J.T. second. No further discussion. Vote: Unanimous in favor (J.T., G.S., M.W., A.S., J.E., N.A.). **Motion passes.**

BUDGET AND FINANCE

M.W. invited C.K. into the meeting for this portion of the meeting.

Enrollment Update

M.W. asked whether our enrollment was now 279, having moved up from the last meeting?

C.K. confirmed that number is still accurate.

M.W. asked whether there were any plans for the 40th day.

C.K. reported that there are no specific plans for the 40th day on campus given the staggered reopening.

G.S. whether we were above budget on ADM based on current enrollment?

C.K. noted that it was not correct, our budget was based on enrollment of 291, slightly higher.

RSF Negotiations Update

M.W. reported that the next step is for the property to be appraised.

C.K. reported that the appraisal will be occurring on Monday, October 12, 2020. This is a convenient day because there is no school.

M.W. noted that the Board would receive a copy of the appraisal.

M.W. queried whether the RSF site visit has any additional needs.

A.S. reported that it is scheduled to occur as planned.

M.W. noted that the loan is currently in underwriting and he expects to hear more after the appraisal is finished.

Annual Financial Report

M.W. invited P.G. into the meeting for this portion.

P.G. explained that the AFR is based on last year's data, and provided a discussion of each element of the report.

- Cover page – who the board members are, high level summary of expenses
- Page 1: revenue - \$3.59 million, which includes PPP loan as revenue, which was acceptable according to our auditor. In speaking with auditor, expectation is the loan will be 100% forgivable.
- M.W. questioned if the PPP was booked as revenue in the prior fiscal year? P.G. confirmed that to be the case, and that it was a different treatment than previously discussed.
- Page 2: There is a significant change in special education. This will trigger an MOE notification. We will have to explain what happened, and that it is a result of COVID changes in how services are provided. Total expenses: \$3.08 million.
- Page 3-4: Details the Prop 301 money received from the state and how it was used.
- Page 5: Instructional improvement funds received from the state. We used it all on salaries and supplies. No restricted money.
- Page 6: For English learners, a program we don't have.

- Page 7: Synopsis of the balance sheet. 7/1/2019 cash balance - \$219k. 6/30/2020 cash balance - \$483k. Also includes capital acquisitions, investment in capital, expenses by category. Also includes average teacher salaries.
- Page 8: Gifted data. None for the school. Also includes budget and actual for special education.
- Page 9: Federal income: \$42k in IDEA. \$406k in PPP funds. M.W. asked whether this is how other schools are handling reporting of PPP funds. P.G. responded that it depends on the auditor the school is working with. For the other three schools using the same auditor as DMS, this is how they are being handled.
- Page 10: Pulls together expenses including instruction, support services, operation, debt service (including principal and interest), as well as cash balance and outstanding debt.

M.W. asked if J.E. could reach out to RSF to see if they want to see revised financials to account for the different treatment of the PPP funds.

G.S. noted the significantly improved financial condition of the school and thanked all involved for long and hard work to make these improvements.

M.W. clarified the procedure for signing the AFR and submitting it to the state.

P.G. left the meeting at 8:10 p.m.

COVID-19

Executive Director Report

M.W. opened the floor to questions regarding C.K.'s report.

None asked.

Progress of Reopening for In-Person Instruction

M.W. noted the in-person instruction has started and it is, overall, going well. However it appears there are some people who have not signed the COVID-19 acknowledgement form but are still sending their children to school.

C.K. noted that so far only a few people have not yet signed these. Administration is following up with these families to stress the importance of filling out the form and so that everyone understands – and agrees – that we are all in this together and need to protect health and safety of all involved. We are halfway through re-introducing the various grades to the school. It's important that we have these COVID-19 acknowledgment forms filled out, and they are required before students are permitted to return to campus.

G.S. queried what health checks are happening on campus at drop off, and what families should expect at that time?

C.K. reported that the health guidance has changed on doing temperature checks. Now the teachers are monitoring the students for health issues. At that time, the teacher engages in temperature checks and seeks office support for health checks.

G.S. commented this would be consistent with recent national news articles on whether temperature checks are effective or worthwhile.

C.K. commented that DHS continues to provide updated data on best practices related to COVID and provides them on a timely basis. School is monitoring them closely and updating its practices accordingly.

Factors / Criteria for Temporary School Closure Due to COVID

M.W. invited a discussion regarding the factors that the school should consider regarding COVID that would require closing the school and removing into a remote only situation.

N.A. noted that he believed two or more cases in a cohort would be cause for taking action with respect to that cohort.

M.W. asked if the state has provided updated guidance on outbreaks and if we have discretion.

C.K. confirmed the school will continue to have discretion. No updated guidance.

M.W. what if everyone, or nearly everyone, opted for distance learning? Should that be a factor?

C.K. noted that, midway through re-opening, we are still figuring out how many students will be on campus. We are treating those who do not respond as maintaining their current status – remote learning – because otherwise teachers cannot plan properly.

M.W. questioned whether a survey of the staff would be appropriate to get input from the teachers who are now providing the in-person instruction and any challenges?

C.K. noted that there are challenges to providing hybrid education with a single teacher providing both – this is very challenging. We are still working on refining this model. The class teachers, and the specialty teachers each have their own challenges. But they are working very hard to figure out these challenges and to remain flexible.

A.S. noted that many families have multiple students on campus. How do we handle when a kid in one class is exposed goes home to a family with multiple other kids who might then return to school?

M.W. agreed and noted the COVID-19 consent form may help address this situation.

J.E. asked whether there is a plan of action for notifying the community if a case of COVID-19 is reported on campus?

C.K. confirmed there is and they were updated recently to include the Board as a point of contact.

EXECUTIVE DIRECTOR

Progress With Search for Interim ED

M.W. asked to keep names out of the discussion at this time. Their identity should remain confidential, especially for people who may still currently be employed with someone else.

M.W. reported he is in contact with two reasonable, possible candidates. They are from, in essence, an HR staffing firm. Both are very experienced and likely could step in for a short period of time.

A.S. reported she has seen some of the applications for the full ED position and whether it would be worth contacting them about the interim position as well.

N.A. also asked whether we could avoid the half-step of interim ED and move straight to hiring the permanent position.

M.W. commented that it may be worth discussing with those candidates, but need to be clear about the expectations.

Progress With Search for Permanent ED

A.S. reported that we have received 71 applicants for the position – through one website. We have received other applications through other sources.

General discussion ensued regarding how best to acknowledge the applicants between C.K., A.S., and M.W.

Review and Reconsideration of Advisory Panel Application Process / Timeline

M.W. noted only receiving one qualifying faculty member interested in serving on the advisory panel. And we did not have any parents. Is now a good time to resolicit for applications from faculty and parents?

Discussion ensued involving N.A., G.S., and M.W., and the time commitment required to be effective.

M.W. moved to re-solicit faculty and re-solicit parents for participation on the advisory panel to help with the interviewing and selection of, and input to the Board regarding, the permanent Executive Director. N.A. second.

- N.A. questioned whether we can authorize selection of the panel so we don't need to revisit this.
- M.W. noted he needs to select two board members to serve, and it will be up to them to push this forward.

Vote: Unanimous in favor (J.T., G.S., M.W., A.S., J.E., N.A.). **Motion passes.**

BOARD PROCEDURES

Approval of Minutes

APPROVED 10/21/2020

M.W. moved for approval of minutes of the public portion of the regular session of 9/23/2020 meeting. A.S. second. No discussion.

Vote: Yea (J.T., M.W., A.S., J.E., N.A.) abstaining (G.S.). **Motion passes.**

M.W. moved for approval of minutes of executive session of 9/23/2020 meeting. J.T. second. No discussion. Vote: Yea (J.T., M.W., A.S., J.E., N.A.) abstaining (G.S.). **Motion passes.**

Board Calendar / Upcoming Activities / Events / Deadlines

A.S. reported that she, once again, had to reschedule with Liz Beaven, although no date is set for her to meet with the board.

Update on Board Applicants / Deadlines

A.S. reported no additional new deadlines.

M.W. noted that there are three applicants to the Board. We need to offer an overview meeting with 1-2 members of the Board and the applicants, about the school's history, background, and strategy. Ideally this would happen before the first round of interviews. M.W. suggested doing round two interviews and voting on November 18, have first round interviews on November 4.

G.S. and A.S. agreed. No other comments given.

SCHOOL PLANNING

M.W. explained the meaning of "school-wide contemplation exercise":

- There are some problems in the broader community. We have many groups at the school – faculty, staff, parents, administration, alumni – but the community (all of those groups) is not on the same page about our values and how we handle problems. Do we have a shared idea of what the school stands for, and are we all aligned to that, pulling in the same direction, working together for the common outcome – educating young people.
- We have many wonderful members of the community. Have they all had the opportunity to share their voices?
- Idea is to call an independent third party who would meet with each group. Ask a lot of questions and identify what is going well and what is not. This independent person would prepare a report to the board, or even to the broader community. Then we the board would decide what we need to do with that report.

N.A. noted this sounds like a formal process, but it seems to be the informal channels that is driving a lot of the discord we may be hearing about. How do we define the layers of people we include in this process?

G.S. commented that inviting the people using the informal channels to participate in the process, about who we are, what our values are, how we treat each other, in participating in this project of educating young people in the Waldorf way should cut against the credibility of anyone who chooses not to participate.

A.S. agreed that this is needed, and this will provide a great resource for listening. She has had different kinds of relationships with teachers and administrators at the school. The difference has

been whether there has been good listening. We are not afraid of problems – we want to hear them – but we also need solutions, and people who want to help. This exercise can be part of the solution and moving on – together.

J.E. commented that this seems like a large task and will take a lot of time. How does our permanent executive director play into the process? Shouldn't the permanent executive director be a part of that?

J.T. commented there is a lot of dialog that needs to happen, and it needs to be mediated from an outside source. Looks forward to constructive dialog – because he hears from many sources that people do not feel heard. It is extremely draining to always be putting out fires rather than being a gardener and cultivating what will come next.

M.W. noted the general consensus and invited other comments from other parts of the community.

N.A. noted that companies that provide this service may be able to frame out what the procedure would look like as part of a bid process.

CLOSING VERSE

M.W. – move to adjourn, G.S. second. No discussion. Vote: Unanimous in favor (J.T., G.S., M.W., A.S., J.E., N.A.). **Motion passes.**

Meeting was adjourned at 9:14 p.m.

Prepared by G.S. on 10/7/2020 and revised on 10/12/2020 incorporating suggestions from A.S. herein.