

The Board of Trustees of the Three Cedars School Association

July 25, 2010

Call to Order

Pursuant to notice dated July 4, 2010, a special meeting of the Board of Trustees of the Three Cedars School Association (TCS) was called to order on Sunday, July 25, 2010, at 9:05 a.m. at Three Cedars Waldorf School, 556 124th Ave NE, Bellevue, Washington, by Buckley Guderian, Chief Governance Officer.

Trustees present were: Buckley Guderian, Chief Governance Officer and President; Lisa Conaghan, Vice President; Tom Doggett; Adèl Krupp; John Tinker and Marla Mullen, Secretary.

A quorum was present throughout.

Guest, Briana Bennitt, Executive Director and Treasurer was also present.

Election of Trustee

Pursuant to Bylaws Section 2.2, upon motion duly made and unanimously adopted, the number of trustees of the Three Cedars School Association (TCS) was increased from five to six. Further, pursuant to Bylaws Section 2.6, upon motion duly made and unanimously adopted, John Tinker was elected trustee, effective immediately, for a term ending August 31, 2012.

Policy 4.4.2 - CGO Action

The Board noted for the record action taken by the Chief Governance Officer, pursuant to Policy 4.4.2, to engage Mike Wagner, Consultant, for a fee of \$8,000, to assist the board in its search for a new Executive Director.

Policy 4.8.2 – Governance Investment

After discussion, upon motion duly made and unanimously adopted, the Board changed Policy 4.8.2 from:

“Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

A. Up to \$ 2,000.00 in fiscal year 2009-10 for training, including attendance at conferences and workshops.

B. Up to \$ 12,000.00 in fiscal year 2009-10 for auditing and third-party monitoring of organizational performance.

C. Up to \$ 2,000.00 in fiscal year 2009-10 for surveys, focus groups, opinion analyses, and meeting costs.

D. Up to \$ 2,000.00 in fiscal year 2009-10 for general Board expenses including legal and administrative costs.”

to:

“Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

A. Up to \$ 13,000.00 in fiscal year 2010-11 for training, including attendance at conferences and workshops, and including training in governance-related skills for the Executive Director.

B. Up to \$ 12,000.00 in fiscal year 2010-11 for auditing and third-party monitoring of organizational performance.

C. Up to \$ 2,000.00 in fiscal year 2010-11 for surveys, focus groups, opinion analyses, and meeting costs.

D. Up to \$ 14,500.00 in fiscal year 2010-11 for general Board expenses including legal, recruitment and administrative costs.”

Policy 2.8.4 - Incidental Information

Pursuant to Policy 2.8.4, the Executive Director provided an update on the state of the school’s site development plans as incidental information.

Policy 4.8.1.A - Board Training

Pursuant to Policy 4.8.1.A, board members reviewed the Association’s articles of incorporation, bylaws and policies.

Policy 4.8.1.A - Board Training

Pursuant to Policy 4.8.1.A, the board members had an orientation/re-orientation on reviewing monitoring reports.

Policy 4.2.1.c - Monitoring Report 2.3 – Financial Condition and Activities

Upon motion duly made and adopted, Marla Mullen abstaining because she assisted the CEO in preparation of the report, the board affirmed that it had received a Monitoring Report for Policy 2.3 dated April 3, 2010 from the Executive Director, and that the board members had read it, and found that it provided both an acceptable interpretation of the policy and satisfactory evidence of actual or planned compliance with that interpretation.

Policy 4.9.1.D - Minutes

Upon motion duly made and unanimously adopted, minutes of July 25, 2010, were approved as written.

Policy 4.10.10 - Adjournment

The CGO adjourned the meeting at 3:15 p.m.

Marla Mullen, Secretary

July 25, 2010