

The Board of Trustees of the Three Cedars School Association

September 27, 2010

Call to Order

Pursuant to notice dated August 25, 2010, the meeting of the Board of Trustees of the Three Cedars School Association (TCS) was called to order on Monday, September 27, 2010, at 7:00 p.m., at Microsoft Building 99, 14820 NE 36th Street, Redmond, Washington, by Lisa Conaghan, Chief Governance Officer and President.

Trustees present were: Buckley Guderian, Secretary; Adél Krupp; and John Tinker. A quorum was present throughout.

Tom Doggett, Vice President was absent.

Conflict of Interest Forms

Pursuant to Policy 4.5.2.B, all trustees filed updated Conflict of Interest forms with the CGO.

Executive Directory starting salary

The board discussed recommendations from the CGO and recruiting consultant regarding the posted starting salary for the Executive Director position.

Executive Director recruiting plans

The board advised the CGO on the plans for Executive Director recruiting, including plans for meeting with the Faculty to discuss their vision.

Bylaws changes, election of trustees

Upon motion duly made and approved, the wording of Section 2.2 of the Bylaws of Three Cedars School Association was changed from:

Section 2.2 Number and Term. The number of trustees of the corporation shall be not less than three (3) and not more than seven (7). The board of trustees, by amendment of these Bylaws, may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The term of office of a class of trustee after those elected at the first annual meeting shall be three (3) years.

To:

Section 2.2 Number and Term. The number of trustees of the corporation shall be not less than three (3) and not more than seven (7). The board of trustees, by amendment of these Bylaws, may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The trustees shall serve terms of three (3) years. It is the corporation's intention, to the extent possible, that the terms of trustees be staggered such that an equal number of trustees shall be elected each year.

Upon motion duly made and approved, the wording of Section 2.4 of the Bylaws of Three Cedars School Association was changed from:

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Section 2.4 Election. After the first annual meeting, the member or members of one class of trustees shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of trustees into which elected, and until his, her or their respective successors are elected and qualified.

To:

Section 2.4 Election. The trustees shall be elected at any meeting of the board of trustees at which a quorum is present, to hold office until the expiration of the term for which he or she is elected, and until his, her or their respective successors are elected and qualified.

Self-Monitoring of Policy 4.1

Pursuant to Policy 4.1.6, the board monitored its performance against policy 4.1 – Governing Style.

Re-exploration of Policy 4.1

Pursuant to Policy 4.3(a), the board reviewed Policy 4.1 – Governing Style.

Policy 4.9.1.D - Minutes

Upon motion duly made and adopted, the minutes of September 27, 2010 were approved as written.

Policy 4.10.10 - Adjourn

The Chief Governance Officer adjourned the meeting at 8:52 p.m.

Buckley Guderian, Corporate Secretary
September 27, 2010