

The Board of Trustees of the Three Cedars School Association

March 29, 2010

Call to Order

Pursuant to <waivers>, the meeting of the Board of Trustees of the Three Cedars School Association (TCS) was called to order on Tuesday, March 29, 2011, at 7:01 p.m. at Three Cedars Waldorf School, 556 124th Ave NE, Bellevue, Washington, by Lisa Conaghan, Chief Governance Officer and President.

Trustees present were: Tom Doggett; Kelly Anderson; and John Tinker. A quorum was present throughout.

Guests included Kari Kailamaki.

Bylaws Section 2.4 -- Election of Trustee

After discussion, upon motion duly made and unanimously adopted, Kari Kailamaki was elected for a term beginning March 29, 2011 and ending August 31, 2012.

Lisa will work with Buckley, the TCWS web master to add Kari's email to the board@threecedars.org email alias and prepare an announcement for the Waldorf Weekly News. John will work on getting the web site updated with Kari's membership on the board.

Bylaws Section 6.5 -- Discussion of Corporate Structure and Roles

The board discussed who should replace the out-going Treasurer, the liability implications and what the additional implications might be. There was also discussion regarding advisory roles to the board in terms of faculty, major donors, and additional community involvement.

Policy 3.5 – CEO Compensation

Board members discussed the effective date for a compensation rate change for the Executive Director. We agreed that March 15 would be the effective change date. The CGO will communicate this to the Executive Director in writing.

Review Policy 4.8 - Governance Investment

The board reviewed policy 4.8 and discussed Governance Investment. Discussion included budget needs of the board and questions regarding the historical spend. Following discussion the board made the following changes to Policy 4.8.2:

2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - A. Up to \$3,000 in fiscal year 2011-12 for training, including attendance at conferences and workshops, and including training in governance-related skills for the Executive Director.
 - B. Up to \$12,000 in fiscal year 2011-12 for auditing and third-party monitoring of organizational performance.

**Minutes of the Board of Trustees Meeting
Three Cedars School Association
27 September 2010**

- C. Up to \$2,000.00 in fiscal year 2011-12 for surveys, focus groups, opinion analyses, and meeting costs.
- D. Up to \$2,000.00 in fiscal year 2011-12 for general Board expenses including legal, recruitment and administrative costs.

Upon motion duly made and unanimously adopted the above changes were made to the policy.

Discussion of Meeting Scheduling

The board discussed revising our regular meeting schedule to Wednesday nights beginning sometime in June, subject to confirmation.

The board discussed attending the Policy Governance training in Seattle on 6 May.

The board discussed special advisory meetings for the board to solicit additional input on particular topics. Groups for additional information could include Faculty, development staff, administrative staff, etc.

The board discussed the Ends Meeting with the faculty for 31 March. Ends being re-phrased as "where do you think the school should be in five years", "how should the board communicate with Faculty", focus should be on the five year plan.

Policy 4.9.1.D - Minutes

Upon motion duly made and adopted, the minutes of March 29, 2011 were approved as written.

Policy 4.10.10 - Adjourn

The Chief Governance Officer adjourned the meeting at 9:28 p.m.

John Tinker, Corporate Secretary
March 29, 2011