

The Board of Trustees of the Three Cedars School Association

August 17, 2010

Call to Order

Pursuant to board resolution of May 27, 2010 and notice dated July 27, 2010, the annual meeting of the Board of Trustees of the Three Cedars School Association (TCS) was called to order on Tuesday, August 17, 2010, at 7:00 p.m., at Microsoft Building 99, 14820 NE 36th Street, Redmond, Washington, by Buckley Guderian, Chief Governance Officer and President.

Trustees present were: Buckley Guderian, Chief Governance Officer and President; Lisa Conaghan, Vice President (via conference phone); Tom Doggett; John Tinker and Marla Mullen, Secretary. A quorum was present throughout.

Adèl Krupp was absent.

Guests, Briana Bennitt, Executive Director and Treasurer, and Mike Wagner, executive search consultant, were also present.

Policy 3.5 – CEO Employment

Mike Wagner led a discussion about recruiting a new Executive Director and distributed a handout outlining the search process (attached).

Policy 3.5 – CEO Employment

Board members discussed the timing and content of announcements about hiring a search consultant.

Bylaws Section 2.4 - Election of Trustee

After discussion, upon motion duly made and unanimously adopted, Tom Doggett was re-elected for a term beginning September 1, 2010 and ending August 31, 2013.

Resignation of Trustee and Officer

The board acknowledged the resignation of Marla Mullen, Trustee and Secretary, for personal reasons, effective August 31, 2010.

Bylaws Section 2.2 – Number of Trustees

After discussion, upon motion duly made and unanimously adopted, the number of trustees was reduced from six to five.

Election of Officers

After discussion, upon motion duly made and unanimously adopted, the following officers were elected for terms beginning September 1, 2010 and ending August 31, 2011:

Chief Governing Officer	Lisa Conaghan
President	Lisa Conaghan

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Vice President	Tom Doggett
Corporate Secretary	Buckley Guderian
Treasurer	Briana Bennitt

Bylaws Article 2 – Classes of Trustees

The board discussed next step to take to bring bylaws into line with actual practice with respect to trustee classes and terms and the CGO advised that he would call our attorney to progress.

Policy 4.8.1 – Governance Investment

Departing trustee Marla Mullen made suggestions about how the board could continue development of its governance expertise into the future.

Policy 2.6 – Asset Protection

After discussion, upon motion duly made and unanimously adopted, the Board changed Policy 2.6.1 from:

“Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations”

To

“Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself in an amount not less than the average for comparable organizations”.

After discussion, upon motion duly made and unanimously adopted, the Board deleted Policy 2.6.1.A in its entirety.

Policy 2.8 – Communication and Support to the Board

After discussion, upon motion duly made and unanimously adopted, the Board adopted a new policy 2.8.11 as follows:

“Fail to engage an experienced Policy Governance Academy graduate to assist the CEO in holding up his/her half of the Policy Governance system, including but not limited to assistance in preparing consent agenda items and monitoring reports that are technically compliant with Policy Governance principles and compliance with Policy 2.8.5”

Policy 2.8 – Communication and Support to the Board

After discussion, upon motion duly made and unanimously adopted, the Board adopted a new policy 2.8.12 as follows:

“Fail, from August 1, 2012, to maintain a reserve of \$30,000 for the board’s use in recruiting its next interim and/or regular CEO”

Policy 4.3 – Agenda Planning

After discussion, upon motion duly made and unanimously adopted, the Board adopted new policies 4.3.2.A.1 and 4.3.2.A.2, respectively, as follows:

- “1. Consultations will include no less than one meeting per school year with administration and faculty in order to obtain values input, especially about organizational Ends, from those employees who hold a moral ownership interest in the organization
- “2. Consultations will include no less than one meeting per school year with students’ parents in order to obtain values input, especially about organizational Ends, from those students’ parents who hold a moral ownership interest in the organization”

Policy 4.3 – Agenda Planning

After discussion, upon motion duly made and unanimously adopted, the Board changed Policy 4.3.4 from:

“CEO monitoring will be included on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangements for third-party monitoring must be prepared.”

To

“CEO monitoring will be included on the agenda if reports have been received since the previous meeting that were not approved by unanimous written consent, if plans must be made for direct inspection monitoring, or if arrangements for third-party monitoring must be prepared.”

Policy Manual - Preamble

After discussion, upon motion duly made and unanimously adopted, the Board adopted a new Preamble to the Policy Manual as follows:

“PREAMBLE

“This preamble is a place for the board to articulate “where it’s coming from”. It is intended as an aide-memoir for the board, and as background information for outside readers/auditors of this Policy Manual. It is not actionable policy and is not subject to monitoring (which means, among other things, that the CEO is not required or expected to consider the contents of this preamble when interpreting policy.)

“With respect to Policy 2.2.6, this policy could also have been considered for inclusion under Policy 2.8. While the board would not normally wish to constrain in this manner the ED’s freedom to design the organization, the reality is that the world does not provide a pool of potential CEO candidates who are qualified to run both a Waldorf educational program and the business side of a school. If the school were to lose a CEO who had been leading both the business activities and the educational activities of the school, the board would find it very difficult to recruit his or her successor. However, there are pools of candidates for a Waldorf Dean of Education position and also for a CEO position that does not include hands-on operation of a Waldorf educational program. Therefore, it is considered prudent to maintain both positions, ensuring that the teachers have a qualified

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leader/supporter, that the school has a qualified CEO to conduct its business, and that the board has a pool of qualified potential successor CEO candidates.

"With respect to Policy 4.1.3.A, this policy is technically redundant by virtue of the Association's status as an independent Washington nonprofit corporation, but is included in the Policy Manual to make more accessible to readers the fact that the board, which has the duty and responsibility to determine how the organization is governed, is not obligated to follow the governance suggestions of AWSNA or any other person or organization (except as required by law)."

Policy 4.9.1.D - Minutes

Upon motion duly made and adopted, Lisa Conaghan abstaining due to physical absence, the minutes of August 17, 2010 were approved as written.

Policy 4.10.10 - Adjourn

The Chief Governance Officer adjourned the meeting at 9:20 p.m.

Marla Mullen, Corporate Secretary

August 17, 2010

Attachment to Minutes of 17 August 2010

Three Cedars Waldorf School
ED Search – Kickoff Meeting
August 17, 2010
7:00 PM
Microsoft Building 99

1. Introductions
2. Organizational history and future direction/plans
3. Search process project plan & timeline (planning & sourcing; vetting; decision-making; closing the deal)
4. Engagement of key constituencies
5. "Rhythm" of executive search
6. Outreach strategy including networks, contacts, advertising, etc.
7. Keeping the Board informed ~ keeping staff informed
8. Position description, position announcement and other outreach documents
9. ED salary range/compensation package
10. Future meetings