

Approved 12.02.2020

MINUTES
VSWEA BOARD OF DIRECTORS
REGULAR MEETING
WEDNESDAY, NOVEMBER 18, 2020
VIA [Zoom](#)

MEMBERS PRESENT:

Gregory Schneider (GS) – President

John Tanner (JT)

April Sauer (AS) – Secretary

Nathaniel Allen (NA)

MEMBERS ABSENT:

John Elling (JE) – Treasurer

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

GUESTS

Invitees of the Board:

Teresa Marzolph (TM)

Danielle Martinez (DM)

Dan Franks (DF)

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

- Jason A Jacobson
- Susan Kerr

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- Sophie McCurley
- Colleen Pope
- LU Li
- Juli Curtin
- Sami Rank
- Laura Heaney
- Adeline Carrera
- Heather Sullivan
- Helena Moriarty
- Michelle Kratzer
- Kim Baker
- Barb
- Jill Thomas
- JJ
- Colleen Pope
- Susan
- deb

OPENING VERSE / INTRODUCTIONS

Meeting was called to order at 6:33 p.m. GS welcomed the public to the meeting. GS read the opening verse and reviewed meeting procedures. The Board members introduced themselves.

BUDGET AND FINANCE

Monthly Financial Update

PS Reported on the Profit and Loss statement. She provided an overview of the balance sheet. She noted that the board received a more detailed account of the P&L in a spreadsheet.

GS PPPL is listed as revenue, but we still have to apply for forgiveness. JE mentioned that Aspire is taking the lead on that. Is that correct?

PG Yes. She's hoping to finish by the end of November. Latest first or second week of December.

Enrollment Update

GS Prek-12 is sitting at 277. We've had some withdraw and enroll in November. Are we working on boosting enrollment other than calling those on the waitlist?

TM Crystal Lee has made the website is active with an immediate popup for enrollment. Discussions happening about virtual tours for prospective families. Also reviewing current cap numbers. Is there some wiggle room there? Can we adjust those numbers perhaps with an added assistant?

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Approval of RSF Loan Terms

GS Circulated RSF term sheet, and we are ready to approve the loan. 18-month extension of current loan. RSF Prime rate is 5.25%, 20-year amortization. Lowered monthly payment.

GS Moved to have the authority to enter into the RSF refinance agreement based on the terms stated in the term sheet we have already signed on August 27, 2020. NA second. No further discussion. Unanimous vote in favor: GS, NA, AS, JT. **Motion Passes.**

GS A previous anonymous loan needed to be changed to 5 years to reduce payment, kept interest rate the same. Amendment agreement has been signed. This helps us with cash flow.

GS We need to ratify the loan agreement amendment from our anonymous community lender that he signed November 14, 2020.

AS Asked him to repeat motion for clarity.

GS Moved to ratify the loan amendment from our anonymous lender that he signed and circulated to the board on November 14, 2020. NA Second. No further discussion. Unanimous vote in favor: GS, AS, NA, JT. **Motion passes.**

Approval of Backlund CPA Invoice

GS We have an invoice from Backlund for \$11,900.

GS Moved for the approval of the Backlund invoice for \$11,900. NA Second. No further discussion. Unanimous Vote in favor: GS, NA, JT, AS. **Motion passes.**

Midfirst Account Signer Changes

GS JE has tendered his resignation from the board. GS thinks the new signer should be himself and whoever is selected to be the treasurer. Table this discussion until the end of the agenda when we elect officers.

Other Budget and Finance Matters

GS Any other financial matters? No.

EXECUTIVE DIRECTOR REPORT

GS Teresa put together an update for the board. She's been swamped. We are grateful for the update and report.

TM Update on remote learning. This is her 4th week. Concerns regarding specialty classes and remote learners due to connectivity issues. Issues today: we need electrical repairs in the woodshop to help with connectivity issues. Eurythmy room was also having issues. That has

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been resolved. Today we had a campus-wide outage. There was an equipment failure that has since been repaired. We simply need to reboot the modem, and we should be good. Virtual learners should be fine to resume classes tomorrow. Covid-19 Updates: 4 incidents. 3 close contact incidents. Guidelines are in place. None have resulted in exposure. This past weekend, we have had 1 confirmed case. Worked with the county investigator. No other issues regarding our school. Protocols are being supported by the school community. Guidelines: There are opportunities to adjust some guidelines regarding timeframes to returning to campus.

GS Let's discuss that now and make some changes.

TM Minor changes needed to provide clarity. Current school isolation guidelines state a person can return after positive test 24 hours after being fever free. Not in line with those having Covid-like symptoms. We ask them to be off campus for 72 hours after being fever free. Other change would be to those with compromised health issues. We need to change the language. Action Guideline 4 specifically needs to be updated. County asks us to look from the time they are having symptoms or are tested. We have to look 48 hours from that and see who has been exposed. We need to align our guidance with the county's.

GS Asks board if they have any questions or concerns regarding these proposed changes. None stated.

GS Moved to approve the changes to the Positive Covid-19 Isolation Guidelines and the Positive Test Action Guidelines that Teresa just described to us. JT Second. No further discussion. Unanimous Vote in favor: GS, JT, NA, AS. **Motion passes.**

COVID-19

School Operations Update

GS Happy with the community's efforts to follow guidelines and keep everyone safe.

EXECUTIVE DIRECTOR SEARCH

Advisory Panel Update

GS Panel has been working hard.

AS We have scheduled our interviews for the top 10 applicants. We have our interview guideline form ready with our questions and a scoring portion. The panel has all been collaborating on these efforts. We are getting good feedback from the applicants as well.

NA We will interview the applicants and update the board with a report once the interviews are completed.

GS Happy to see that there were applicants with Waldorf training or experience.

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BOARD PROCEDURES

Approval of Minutes

GS Moved to approve the minutes of our 11/4/20 regular board meeting and our 11/12/20 emergency board meeting. NA second. No further discussion. Unanimous vote in favor: GS, NA, JT, AS. **Motion passes.**

ADE/ACB Compliance

GS Working on updating positions with state. GS conveyed the following history of Board member resignations and elections for the following individuals:

Julie Curtin resigned 11/20/2019.

Jimmy Wahbeh resigned 5/15/2019 and was removed as charter representative on 4/15/2020.

Heather Huentelman resigned 11/20/2019 and was removed as charter representative on 4/15/2020.

Drucilla Smith-Crain resigned 6/5/2019.

Clayton Hopkins resigned via email 3/9/2020.

Jessica Jarrett via email 3/7/2020.

Amy Setsoafia resigned 5/15/2019.

Matthew Walker was elected 11/20/2019 and resigned via email 10/07/2020.

Sandra Sabbatini Lovelady was elected 11/20/2018 and resigned 9/18/2019.

Julie Haines was elected 11/20/2019 and resigned via email 5/6/2020.

John Elling was elected 11/20/2018 and resigned 11/18/2020.

John Tanner is a current member who was elected 11/20/2018.

April Sauer is a current member who was elected 11/20/2019 [results accepted by vote 11/4/2020]. She was elected Secretary on 10/21/2020.

Gregory Schneider is a current member who was elected 11/20/2018. He was elected President on 10/21/2020 and elected as Charter Representative on 4/15/2020.

Nathaniel Allen is a current member who was elected 5/20/2020 [results accepted by vote today, 11/18/2020].

GS Moved that the board accept the outcomes of all prior elections and all prior resignations as he has just recited them. JT Second. No further discussion. Unanimous vote in favor: JT, NA, GS, AS. **Motion passes.**

GS Moved to elect April Sauer as the second Charter Representative for the VSWEA with the AZ State Board of Charter Schools. NA Second. No further discussion. Unanimous vote in favor: GS, AS, JT, NA. **Motion passes.**

GS We are on probation status and had to submit a plan, which was sent to the board to approve.

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GS Moved to approve the Financial Action Plan dated 11/16/2020. NA Second. No further discussion. Unanimous vote in favor: GS, JT, NA, AS. **Motion passes.**

Board Applicant Final Interviews/Vote

GS Welcomes board applicants. Invites additional questions.

AS Take a minute to share with us something you've worked on at the school that you're proud of. Toot your own horn.

DF Spent a decent amount of time in the garden. Hosted a tree trimming workshop with Bobbi for our school. Helped create items for his classes for Winter Faire. Shared computer advice with teachers when they seem to be struggling.

DM Most memorable and enriching experience was running Winter Faire. She led a team of all new parents. They showcased their talents. Incorporated new ideas with old. Thanked previous individuals she worked with. Started trend of going outside community to increase profits for Winter Faire.

JT No questions.

GS Due to our treasurer resigning, he'd like to know their experience in financial matters.

DM That is one of the areas of her expertise. She cannot advise, but she is well versed in the requirements, reading documents, etc. Familiar with changing signers, etc.

DF Can read most statements. Is versed in financial terminology. Can comprehend and follow along.

GS It is unusual to ask a new board member to be an officer, but due to our limitations as board members we may need to. Are either of you willing to serve as our treasurer should you be voted onto the Board?

DM It is frowned upon to do so, but she's happy to help when/where she can.

DF Willing to try. Curious about the time commitment and what it entails.

GS Asked PG to speak to her side of financials.

PS Regarding financials, she looks over everything, makes sure it's posted and consistent. Making sure the budget is consistent. Looking for irregularities. Looking over teacher salaries, grants, state reporting. Aspire and Jessica work together to get it all done.

GS Looks to board treasurer to work with PG to make sure we are satisfying our lender covenants, etc.

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DF He would be willing to try. It sounds similar to work he's done previously.

GS Any other questions from the board? None raised.

GS Moved to elect Danielle Martinez to the board of directors. NA second. No further discussion. Unanimous vote in favor: NA, GS, JT, AS. **Motion Passes.**

GS Moved to elect Dan Franks to the board of directors. AS second. No further discussion. Unanimous vote in favor: GS, JT, AS, NA. **Motion passes.**

GS Welcome to the board. You will receive a mentor and some paperwork.

Election of Board Officers

GS We recently elected April and himself as the Secretary and President. We will not revoke unless there are concerns. None voiced. We need to fill the treasurer position. He touched base with NA offline. He spoke with DM and DF during the meeting. JT, do you have interest in being the treasurer?

JT No, he believes it would be a conflict of interest.

GS DM also mentioned it would be frowned upon for her to be treasurer.

GS Moved to elect Dan Franks as the treasurer of the Board of Directors. NA Second. No further discussion. Unanimous vote in favor: GS, AS, JT, NA. **Motion passes.**

GS Other business?

AS Mentions updates to board calendar. She will send it out to board members to review.

GS Asked PG about a Stability Grant update?

PG 11/25 we will get numbers and fill out forms, etc.

GS Moved to adjourn. NA second. No further discussion. Unanimous vote in favor: JT, GS, AS, NA. **Motion passes.**

CLOSING VERSE

Meeting was adjourned at 7:48 p.m.

Prepared by AS on 11.18.2020.