

Greenwood School

Minutes of the Board of Trustees

April 21, 2010

Attendance: Frank Anderson, Brian Chadbourne, Scott Hamilton, de Borah Jones, Colleen Kane-Dacri, Merel Kennedy, Danica Remy, Patricia Rudd, Marcy Summers, Cynthia Ulman

Absent: Peggy Rock, Robert Schiappacasse, Carl Spitzer

CONCORDANT DECISION – Approved

The Board convened at 1:30 at Tamalpais Bank in Mill Valley.

The meeting began with the reading of Lizzy Chadbourne's poem that won the River of Words competition.

1. Minutes

Minutes of the March meeting are circulating for approval electronically and will be posted.

2. Announcements

Carl Spitzer has formally resigned from the Board.

3. Director's Report

In Robert's absence, Brian reported on enrollment in pre-school/kindergarten and grades. Preschool enrollment is on track to reach goal of 18 FTEs. Re-enrollment statistics continue to require monitoring and activity by Director and faculty. Executive Committee will continue to monitor progress with Robert.

Board should receive an annual year-end report of enrollment issues based on exit interviews that clarify why families leave, what Greenwood has done to address concerns, and what Greenwood can improve to retain students.

4. Finance Committee

Frank reported on operating results for 2009 – 2010. Greenwood will move to accrual accounting for 2010 – 2011. He is meeting with staff to review budget scenarios and will attend a faculty meeting to discuss cost control.

The Board asked that Faculty recommend to the School Director a number that represents the pedagogically healthy minimum number of students per class at young and middle-school grades. The Director should work with the Executive and Finance Committees to develop a recommended policy or guideline.

CONCORDANT DECISION – The Board of Trustees of Greenwood School authorizes the following individuals with signing authority for the GWS accounts at Charles Schwab & Co.:

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Treasurer, Frank Anderson; Investment Chair, Fritz Kiekhefer; School Director, Robert Schiappacasse; and Business Manager, Patty Wrench.

The Board discussed updating all resolutions regarding signing authority for Greenwood accounts. Staff is documenting all financial controls, accounts, and authorized signers.

The Board completed disclosure forms for IRS 990 2008 – 2009.

5. Site Committee

Brian reported on current status and progress on Walton Hall improvements. Remaining steps for licensing are state approval of the completed license application, and completion of a site visit prior to opening. Goal is to be ready by the end of May.

Cynthia reported on Buena Vista lease negotiations.

6. Nominating Committee

CONCORDANT DECISION – Approved. Supported the recommendation of the Nominating Committee to elect Thomas Cooper and Mary Schattenberg to the Board. The Board appointed Brian O’Keefe to the Finance Committee effective immediately.

The Board may consider filling additional positions in the fall.

CONCORDANT DECISION – Approved. Board accepted Carl Spitzer’s resignation with appreciation for his service.

The question of creating a Board committee dealing with Marketing and Outreach will be discussed at a future Board meeting.

7. Governance Committee

Danica reviewed the draft provisions for the Greenwood School bylaws and the development process for the bylaws and heard comments.

Regarding concordance, it was suggested that an action which has failed to achieve concordance be considered at a second meeting that begins with another effort to achieve concordance. This issue would be resolved by vote if concordance could not be reached. The practice of concordance could be a topic for joint Board and faculty training.

Proper notice for Board meetings and action was suggested as 2 – 3 business days.

Discussed not limiting the nominating process to a particular time of year, keeping officers terms on an annual cycle, and providing that independent Board members shall always be in the majority.

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Bylaws need not specify required committees other than Finance, and provisions related to an Audit Committee require additional research.

CONCORDANT DECISION – The Board requests that Danica Remy prepare a draft document based on the bylaws discussion and present it to the Faculty Committee.

8. Development Committee

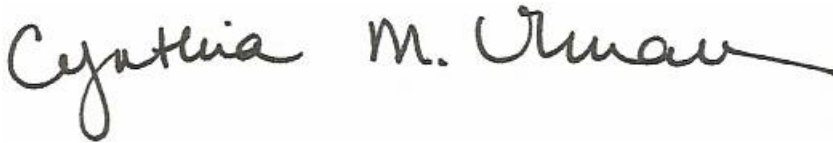
Patricia requested Auction items. Discussion of “fill a need” potential items.

9. Executive Session

The Board went into executive session to discuss the School Director’s evaluation and contract.

The meeting adjourned at 5:30.

Submitted by

A handwritten signature in black ink that reads "Cynthia M. Ulman". The signature is written in a cursive style with a long horizontal line extending from the end of the name.

Cynthia Ulman
Board Secretary