

Approved 12/18/2019 GS

MINUTES
VSWEA BOARD OF DIRECTORS MEETING
WEDNESDAY, NOVEMBER 20TH 2019¹
EURYTHMY ROOM, DESERT MARIGOLD SCHOOL
6210 S 28th Street, Phoenix, Arizona

MEMBERS PRESENT:

Heather Huentelman - President	Jessica Jarrett	Gregory Schneider
Juli Curtin - Secretary	John Tanner	
Clayton Hopkins - Treasurer	John Elling	

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

GUESTS

Christie Kriegsfeld - Acting Executive Director
Kim Ward Michelle Kratzer Barb Cunningham Colleen Pope Jill Thomas Rob
Hart Laura Heaney Bobi Harshfield Adeline Carrera Matthew Walker Julie
Haines Harper Harris April Sauer Nathaniel Allen

OPENING VERSE

Meeting called to order at 6:31pm

INTRODUCTIONS

All board members introduced themselves.

Heather shared a letter and gift of gratitude for Juli's 13 years of service to the Board.

MINUTES

MOTION - to approve minutes from 10/16/19 Regular meeting - Jessica, 2nd - Gregory, no discussion, VOTE: 6/0/1

YEA: H. Huentelman, G. Schneider, J. Curtin, J. Tanner, J. Jarrett, C. Hopkins

ABSTAIN: J. Elling

MOTION - to approve minutes from 11/6/19 Special meeting - Jessica, 2nd - Gregory, no discussion, VOTE: 7/0/0

YEA: H. Huentelman, G. Schneider, J. Curtin, J. Tanner, J. Jarrett, C. Hopkins, J. Elling

PUBLIC COMMENT

Jill Thomas shared a letter thanking Juli Curtin for her years of service to the Board and DMS community.

Barb Cunningham shared follow up questions regarding advertising for the Executive Director position, community survey and other requests.

BOARD MEMBERSHIP

Consideration and possible action for Officers Yearly Elections.

MOTION - to nominate Clayton Hopkins as VSWEA Board of Directors President - Heather, 2nd - Juli, no discussion, VOTE: 6/0/1

YEA: H. Huentelman, G. Schneider, J. Curtin, J. Tanner, J. Jarrett, J. Elling

ABSTAIN: C. Hopkins

MOTION - to nominate Gregory Schneider as VSWEA Board of Directors Secretary - Juli, 2nd - Heather, no discussion, VOTE: 6/0/1

YEA: H. Huentelman, J. Curtin, J. Tanner, J. Jarrett, J. Elling, C. Hopkins

ABSTAIN: G. Schneider

MOTION - to nominate Jessica Jarrett as VSWEA Board of Directors Treasurer - Clayton, Heather, no discussion, VOTE: 6/0/1

YEA: H. Huentelman, J. Curtin, J. Tanner, J. Elling, C. Hopkins, G. Schneider

ABSTAIN: J. Jarrett

Additional interview questions and possible action for new Board Member Positions -

Julie Haines, Harper Harris, April Sauer and Matthew Walker.

Board members took the opportunity to ask applicants further questions.

Review of time commitments of Board members was also reviewed with applicants.

Board members were given paper ballots to cast votes for each applicant. Votes were then read aloud.

VOTE: to elect Julie Haines to the VSWEA Board of Directors - 4/3/0

YEA: J. Elling, H. Huentelman, G. Schneider, J. Curtin

NO: J. Tanner, J. Jarrett, C. Hopkins

VOTE: to elect Harper Harris to the VSWEA Board of Directors - 2/5/0

YEA: J. Elling, H. Huentelman

NO: J. Tanner, J. Jarrett, C. Hopkins, J. Curtin, G. Schneider

VOTE: to elect April Sauer to the VSWEA Board of Directors - 6/1/0

YEA: J. Jarrett, J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin

NO: J. Tanner

VOTE: to elect Matthew Walker to the VSWEA Board of Directors - 5/2/0²

YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin.

NO: J. Jarrett, J. Tanner

Discussion and possible action on authorizing or changing charter holders.

Currently Jimmy Wahbeh and Heather Huentelman are the charter holders.

MOTION - to remove Jimmy Wahbeh and Heather Huentelman and assign Clayton Hopkins and Jessica Jarrett as charter holders - Heather, 2nd - Gregory, no discussion,

VOTE: 7/0/0

YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin, J. Jarrett, J. Tanner

Discussion and possible action on authorizing or changing account signer(s) with Chase.

Currently Christie Kriegsfeld and Heather Huentelman are Chase signers.

MOTION - to remove Heather Huentelman as a signer and add Jessica Jarrett and Clayton Hopkins as signers - Heather, 2nd - Gregory, no discussion, VOTE: 7/0/0

YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin, J. Jarrett, J. Tanner

Discussion regarding point person to respond to concerns received by the Board.

Jessica volunteers to handle this as primary responder with Gregory Schneider and Julie Haines joining her in this effort.

REPORTS

Executive Director, Enrollment and Student Support Services
Reports distributed in advance for review.

ACWE meeting in March 2020 will be hosted by DMS.

Dr Torin Finser is coming December 4th to work with faculty and staff and also present to parents in a separate timeframe.

Working on details with Joan Treadaway to also come to DMS in December.

Open Enrollment is a couple weeks away. Closes midnight Dec 31st.

56 students are currently on IEP's.

HS informational meeting for parents is Dec 3rd.

High School transition plan

Requested that the HS transition group submit a monthly report to the Board in the same format as the other Admin reports.

Any further requests for info from the HS transition group please submit to Heather.

Clayton suggested that Admin provide measurable goals and plans of action towards recruitment of 6-12 grades and that results are provided in each monthly report to the Board.

It was also suggested that EC be added to the recruitment efforts.

Parent Council Report

Winter Faire is Dec 14th 10am - 3pm.

Next PC meeting is Dec 3rd - morning meeting after drop off.

Book Club - Education for Non-Violence by Dr Torin Finser.

Next book - The Essence of Waldorf Education by Peter Sellick.

April volunteered to attend the December PC meeting.

Service Mark Update

Liz reached out to Clayton and Heather today in regards to the process we are to go through to obtain our Waldorf Service Mark. Clayton to follow up on this and report back to the Board.

Matt Walker has offered to support Clayton in this effort.

BUDGET AND FINANCE

Financials, finance management, and approval of invoices.

Fiscal financials were submitted in advance for review.

We are operating relatively close to budget but our current cash flow is a concern. Repairs and maintenance around campus; crisis mgmt expenditures; hourly employees to salary and lack of accurate accounting processes have impacted this.

Changes to our cash management are being considered and will be implemented upon further review. Payments to some of our debtors will need to be delayed.

Our in house bookkeeper no longer works for DMS.

It would cost DMS \$42,000/year for Aspire services - for the time being they will handle our bookkeeping and accounting needs.

Contract needs to be written for 3 months only.

Draw down from the state of \$42,000 should arrive within the next several days. Pay period this Friday will happen with live checks.

Clayton, Jessica and Aspire are doing a deep dive into our finances as the concern is the flow of cash management. Our Actual vs Budget expenditures are balanced.

By the end of November Clayton and Jessica will have a clearer picture, if not sooner.

Audit

DMS was missing proper documentation for 8 out of 25 transactions.

The consequence of not filing on time, is potentially having 10% of our State payments withheld until the audit is filed. Goal is that all will be finalized by Nov 26th.

Refinancing

Midfirst came back with an appraisal that was far below what we had anticipated. Clayton has made a multitude of calls to f/up on this.

In the meantime, Clayton has reached out to Rudolf Steiner Foundation to inquire on the previous loan arrangement that had been presented and is inquiring on alternative options.

There may be a special meeting called before the December Regular meeting to address any potential finance needs.

Fundraising efforts, status and planning

Gregory shared thoughts on starting a non-profit DMS fundraiser on FB. He will work with Laura Heaney on this.

Gregory will need marketing materials, teacher stories, testimonials - from alumni, parents, faculty, etc.

Round Up is another idea for a fundraiser.

Tax Credit efforts are underway.

MOTION - to go into Executive Session under ARS 38-431.03(A)(1) in context of discussing and considering the performance of board appointee and former employee with respect to financial records and management - Jessica, 2nd - Clayton, no discussion, VOTE: 7/0/0
YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin, J. Jarrett, J. Tanner

Amended MOTION - to invite Christie Kriegsfeld into Executive Session - Jessica, 2nd - Clayton, no discussion, VOTE: 7/0/0
YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin, J. Jarrett, J. Tanner

Regular meeting was adjourned at 8:39pm

Regular meeting was reconvened at 9:52pm

ANNOUNCEMENTS

Next Regular Board meeting 12/18/19 English room - DMHS, 6:30pm

MOTION - to adjourn meeting - Jess, 2nd - Gregory, no discussion, VOTE: 7/0/0
YEA: J. Elling, C. Hopkins, H. Huentelman, G. Schneider, J. Curtin, J. Jarrett, J. Tanner

CLOSING VERSE

Meeting was adjourned at 9:58pm

Prepared by Juli Curtin 11/20/19