

MINUTES
VSWEA BOARD OF DIRECTORS REGULAR MEETING
WEDNESDAY APRIL 29, 2020
VIA YOUTUBE LIVESTREAM | VIA ZOOM

<https://youtu.be/c-G1hkUCoi4>

<https://us02web.zoom.us/j/82759295476?pwd=dFJwajlWRGJodU1ORzcyU2c1d0dRUT09>

MEMBERS PRESENT:

Matthew Walker – President (M.W.)	John Tanner (J.T.)
John Elling – Treasurer (J.E.)	Julie Haines (J.H.)
Gregory Schneider – Secretary (G.S.)	April Sauer (A.S.)

MEMBERS ABSENT

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

GUESTS

Invitees of the Board:

- Christie Kriegsfeld (C.K.)
- Laura Heaney

Board Member Applicants:

- Nathaniel Allen
- Jill Thomas
- Martin Duncan
- Harper Rose Harris
- Steve Pawlo

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

- Adeline Carrera
- Barb Cunningham
- Becky King
- Bobi Harshfield
- Deborrah Allen
- Jean Falconburg
- Jennifer
- Jessica Jarrett
- Juli Curtin
- Laura Heaney
- Meghan Kelsey
- Sandra Sabbatini Lovelady
- Sarah & Nate Williamson

APPROVED 5/20/2020

OPENING VERSE

Meeting was called to order at 6:32 p.m.

INTRODUCTIONS

Board Members introduced themselves and review of meeting procedure occurred.

BOARD PROCEDURES

M.W. gave an overview of the meeting agenda and the plan for the evening, and thanked the board and faculty and staff for perseverance through the COVID-19 pandemic.

Approval of Minutes

M.W./J.T. – jointly move to approve minutes of 4/15/2020 meeting, J.H. second. Yea: J.E., J.T., A.S., M.W., J.H. / No: -- / Abstain: G.S.

Posting Board Meeting Notices on Parent Square

M.W. – opened discussion regarding putting information about the board meetings on Parent Square.

J.H. – expressed favor for putting the information on Parent Square to promote the openness of the board, and also suggested using Facebook Events as another avenue.

A.S. – Suggested this could be done as an automatic post on Parent Square. M.W. and J.H. weighed in on this idea.

G.S. – Expressed support for using Parent Square / Facebook to give notice of board meetings, but wanted to make sure whatever new method we use is consistent so people can be confident they will get notice.

M.W., J.H., A.S. discussed logistics of making it happen and who would make those posts.

Response to Public Comment

M.W. – Would anyone like to address public comments from the last meeting?

No one chose to respond.

Interview of Board Member Candidates

M.W. thanked the applicants for the investment of time in the school and community and gave an overview of the interview process.

The following questions were asked:

1. M.W. – Tell us a little bit about yourself.

- (a) Nathaniel – Dad of four, two at DMS. Introduced to Waldorf through his parents and applies that sort of thinking to his business dealings. Interested in trying to help mold this school while complying with the charter requirements. A big fan of the benefits of Waldorf education and has seen its results in his own children. Has business background in information technology and eager to lend his expertise to the school.

- (b) Jill – Parent of a current senior. Have two older boys who attended Preschool – 8th grade, now in college. Has been part of the school for 22 years. Has spent 15 on the board, many as president. Have been on the board when two previous executive directors were hired. Helped the school maneuver through difficult positions in the past. Can bring institutional knowledge and background to the school and optimism to the school. Looking forward to many more generations getting to experience DMS.
- (c) Martin – Four kids who have all attended DMS. Has been a part of the school for 17 years. Was previously on the board and has done quite a bit with finance. Would be happy to jump into helping with finances now. Is a software architect for a living. Works a lot with numbers, data, and facts. Has spent a lot of time recruiting talent and could lend that skill to the board/school as well.
- (d) Steve – Has a sophomore at DMS, and another child who already graduated and is enrolled at NAU. Both had wonderful experience at DMS over the last 15-16 years. Started moving through the ranks before ending up as the Facilities Manager for DMS. Has filled many needs of the school along the way. Understands the need the school has for support from board/community. Understands the roller coaster the school has been through financially and is interested in getting the financial house in order. Eager to get programming back on track for students and faculty.
- (e) Harper – Has been at DMS for two years as a teacher. Moved across the country to join the school after Waldorf training in New England area. Experience as a teacher and with the community, and non-violent communication training could be valuable to the board. Has also recently undertaken training in grant writing. Also a parent at the school and has a daughter in early childhood, looking forward to many years.

2. G.S. – What made you interested in joining the board?

- (a) Harper – Wants to enact change in a cooperative manner. Representing faculty on board important to the decisions the board needs to make. Looking forward to bringing the perspective of a teacher to the board. One of the first teachers that had posted distance learning to adapt to pandemic. Has a lot of motivation and energy to deal with challenges.
- (b) Jill – Wanted to join the board to be a helper. The current board are helpers but they are new to the board. Has lots of experience to share and wants to work collaboratively with the administration and the LDC to advance the school. Willing to do the work.
- (c) Steve – Has been part of the school for a long time but has not participated as a board member before and is eager to step in the ring in that way. Wants to support the faculty and staff to be a helper, a supports person. Lots of changes in the last couple years. Many wonderful things have come of that. Would like to further advance that work.
- (d) Martin – Have skills with technology, finance, and HR to share. Seems the school is in a bit of a crossroads and wants to offer those skills to the school to help it make decisions at this juncture. Is an exciting task to embrace.
- (e) Nathaniel – Enjoys complexity, likes wrestling with those sorts of challenges in business. Understands the need for bringing in different perspectives as a team to solve complex problems. School has an incredible infrastructure of people. Would like to help work to tap those resources to help the school grow.

3. J.H. – What skills do you have that you think will fit and serve the school as a board member?

- (a) Steve – Focusing in on the school site. Interested in growing the school and managing the resources we have, and where do we go from here. How do we connect the dots between classroom space, building space, eurhythmy space. Would like to nail down a 3-5 year plan to keep the campus growing – in a way that makes sense financially and purposefully.
- (b) Nathaniel – Has a lot of soft skills – communication, adapting, considering and incorporating ideas into action, and moving ideas forward on a timely basis. Also skills on the IT side

(networking, servers, etc.) – understands contract negotiations with vendors and pushing back on that.

- (c) Harper – I am savvy with community outreach and managing responses from the DMS Facebook page. Skilled at collaborative problem solving. Familiar with Waldorf culture. Really good at detail management.
- (d) Jill – Has a lot of experience of having a child at the school, but also last child is leaving the school in May and eager to help contribute perspective of being a board member without a currently enrolled student.
- (e) Martin – Have worked with software and internet extensively and can help with those things. Share the desire to get into complex issues and know how to disagree without being disagreeable. Has the ability to take the conflict and talk through it with someone, and valuing input from many sources.

4. In your opinion, what is the biggest concern facing DMS right now?

- (a) Harper – What the school will look like next year in the climate of coronavirus. Would like to contribute her perspective in addressing that issue.
- (b) Steve – The financial issues are important. The coronavirus is also a big one. But most important for me are the health and wealth of the community – faculty, students, and parent base, and finding a healthy center to the community.
- (c) Jill – Budget is a big problem but sees that resolving with hard work. Sees a gap in the absence of a long range plan without goals on the other side. Been through two such long range plans with DMS with all the realms to see what, collectively, needs to happen for the school. Would like to see that kind of plan implemented again.
- (d) Martin – Finance is very important. Most important to me are working on recruitment and retention. Arizona is not a Mecca of teaching, so it can be difficult to attract and retain faculty and staff. Would like to see more stability in this area.
- (e) Nathaniel – Strategically the best thing we could do as a board is to be able to focus on high level issues instead of getting in the weeds with day-to-day operations. No major changes on that front, but more polishing and getting the board focused on longer term trajectory.

5. J.T. – In your opinion, what is going well at DMS right now?

- (a) Martin – Quite a few things right now. We have a good student body, faculty and staff doing their level best, and a largely untapped parent community. Teaching is going well. Events are going well. Getting money in the last few weeks has gone well.
- (b) Harper – Student body is overall healthy and happy and progressing well through the academic facets of DMS. Time away has let the campus rest. Knowing the financial situation for the coming year is significantly less dire is hopeful. Closer we get to defining a permanent executive director will be good, and the trajectory of the LDC and leadership of the realms is going well.
- (c) Nathaniel – Nothing but admiration and Christie for the role she has played in working with and allowing the LDC to form and play a central role in the school. There are many others who contribute to the school in such a selfless way. The teachers are doing very well.
- (d) Steve – We have a board who brought us out of the brink of a financial disaster. We are doing well at handling COVID-19 – from the administration, the LDC, and all of the faculty. Also, getting the school’s house in order with the LDC and the administration.
- (e) Jill – Impressed with communication, and the switching that had to happen, with moving to online schooling as a result of COVID-19. DMS did not skip a beat in seeing that the kids were supported and providing structure to the kids and helping them follow a rhythm. Kudos to the school, the staff, the assistants, and the teachers.

6. J.E. – What has the board done well this past year?

- (a) Martin – Getting funds to the school went really well. Starting in December there was a lot more communication about the financial situation. That can be difficult, but knowing the situation allows for planning and preparation.
- (b) Jill – Getting the PPP application in and getting funds for the first round of funding. Bought DMS time to collect itself and move forward.
- (c) Steve – The financial situation was handled extremely well for a quick recovery. That is a large weight off of everyone’s back so we can start focusing on other issues. Also, dealing with COVID-19 has gone very well.
- (d) Nathaniel – Practical way board members have engaged in operational things to try to facilitate and understand to bring meaningful information back to the board decisionmaking body — particularly Jessica put in a tremendous amount of work in diving deep into the finances.
- (e) Harper – Securing the huge task of the PPPL has brought an incredible amount of security and optimism back to the school.

7. M.W. – What could the board do better or differently?

- (a) Jill – Now that you have breathing room with the finances, finding momentum with keeping the financial house in order.
- (b) Nathaniel – Trusting the people we rely on at the school could be a way to improve. Being more vocal in support for the people executing the decisions of the board. Not necessarily a good feedback loop for helping the board make better decisions in place right now.
- (c) Martin – The sense of stress from the finances, COVID, have created a sensation of holding your breath. Would like more communication that we can relax more now. Finding a way to hold town halls and interface more directly with faculty, staff, and community.
- (d) Steve – Too often has been an ‘us-and-them’ perspective around the school. There is too much anxiety, vulnerability at the school. Would be good to be more communicative to let the community know the board is there and working to do their best to keep the school and community together. Could be town halls, or a big welcome back event to reinvigorate the community. Need to be more transparent about finances moving forward.
- (e) Harper – Putting the Steiner principles first and better engaging the community in deeper thought. Eager to share ideas on how to facilitate that.

8. G.S. – What is your availability for time commitment to the board?

- (a) Steve – Available for all the meetings and work behind the scenes and available to collaborate with the group as much as possible.
- (b) Martin – Have intense job during the day but allows evening and weekends. Have about 10–15 hours a week to contribute, give or take.
- (c) Nathaniel – Will sacrifice whatever time it takes to get the job done.
- (d) Harper Rose – Ready to commit as a servant of the school for whatever amount of time it will take.
- (e) Jill – Available flexibility and am at a point in my life when I can give quite a bit of time.

9. J.H. – If selected as a board member, what committees or projects would you like to focus on in your first year?

- (a) Martin – finance and recruitment and retention, specifically of an executive director, and supporting faculty.
- (b) Harper Rose – passion for community education, parent education. Have some projects in mind on that front. Also have interest in grant writing / working on financial issues.
- (c) Jill – Finances, both on the board, and bringing the finances to the community to collaborate with the many different realms.

- (d) Nathaniel – Construction/site improvement/physical facilities. Helping enhance and develop fundraising mechanisms for the school.
- (e) Steve – Site committee and putting a long range plan together for the school for buildings/maintenance. Coming up with different revenue streams for the school.

10. A.S. – What conflicts of interest do you anticipate as a board member and how will you manage them?

- (a) Jill – In the past it was as a parent. But I won't have that issue very soon. Can't think of anything that would be a conflict.
- (b) Martin – Have a student so would need to be careful there, may need to recuse myself on those issues. Might have a conflict of interest around the medieval games, but if I stay away from who's hired/paid, could still contribute there.
- (c) Nathaniel – Parent of children at the school. Believe in making the right decision even if at own personal expense. Not concerned about my ability to speak objectively through a conflict of interest. Have a mom who is a kindergarten teacher at the school, but can compartmentalize personal feelings.
- (d) Steve – Have a child at the school at DMS high school. Has been long enough to disassociate with the important matters, so don't see that as a big deal. Just trying to support the community. Believe I can separate those two issues.
- (e) Harper Rose – Am a parent but don't see that as a conflict of interest per se, also a faculty member but that is another category the board is looking for, so don't see any direct conflicts of interest.

11. J.T. – Can you see yourself working well with all board members?

- (a) Nathaniel – I do.
- (b) Steve – Yes, it would be a pleasure.
- (c) Martin – Yeah. In my career work with people of all ages and am confident I can work with all of the folks on the board despite the situation.
- (d) Jill – Don't anticipate any problems. Look forward to working with the board members.
- (e) Harper Rose – Have pretty positive rapport with almost everyone here. No anticipated conflicts with personalities or communication styles. Looking forward to working cooperatively.

12. J.E. – What questions do you have for us?

- (a) Harper Rose – No questions now, but may ask some before the vote.
- (b) Nathaniel – Is there anything you didn't expect or think through before becoming a board member?
 - i. J.E. – Can't always make everybody happy. When I was a principal first question was always how will it affect the children? Has to drive decisions we make.
 - ii. J.H. – Can't please everyone, but can follow your heart and contribute.
 - iii. A.S. – Wasn't prepared for the complexity of the open meeting law prior to joining. Wish I had a better understanding of how that impacted board decision-making.
- (c) Steve – At this point after coming back from a financial deficit, do you have an outlook for the next fall/spring term what it will look like to regain components we had to set aside?
 - i. J.H. – Right now it's still a loan we have received. We're not totally in the clear yet to decide that.

- ii. J.E. – We are working on the budget for the next year and we need to find out from the community what is most important to them. But we have to have a responsible budget.
- (d) Jill – No questions at this time.
- (e) Martin – Do you anticipate updating the long range plan and what kind of evaluation process will you go through?
 - i. M.W. – Yes, current long range plans are a few years old. There is value in having a long term strategy – whether it is a long term enrollment strategy, site strategy, board membership. All of these things bear our attention. But it takes time and effort to do it well. Need to gather the right stakeholders. Haven't discussed what process we will use yet as a board, hoping to get to it in the summer time when day-to-day slows and we can take a look at the bigger picture.
 - ii. A.S. – Before we had the shuffle of board president/officers, we did have a strategic plan we were starting to work on. But this is something that is on all of our minds.

M.W. – Any other pressing questions?

No board members had any.

M.W. – Thanked the candidates for their time and discussion, and look forward to seeing you in three weeks for the second round of questions.

Break began at 8:28 p.m.

Meeting resumed at 8:37 p.m.

BUDGET AND FINANCE

RSF Update

M.W. – Remain in close contact with Amy Bird. RSF sent us a waiver form to sign regarding the covenant. One minor issue but not worth bringing up, so will e-sign it tonight. Amy has also asked us for financial documents, which I provided following our last board meeting. Will also be following up with additional information.

PPP Loan

J.E. – This is a loan and there are requirements we have to meet when we come to the end of our eight weeks.

- Jessica and Priscilla are doing a wonderful job tracking every penny of this money to make sure we are spending it correctly.
- One community loan repaid, other will be repaid in next go around. Will also be paying off credit card balances and MidFirst line of credit.
- One we need to discuss is the \$100k loan taken out last December. How soon do we want to repay this? Should we repay it quickly – I think we should – or follow the terms of the loan?

- Forgiveness piece of the loan. Spoke with a VP at MidFirst. They will follow close to the lines of what the SBA is requiring. We will need to show the people we are paying were on payroll, and remained on payroll after.

M.W. – Would look to Aspire as a firm. Are you comfortable with the advice getting from Aspire/Priscilla?

J.E. – Yes, absolutely.

M.W. – Eight weeks starts to run on the date funds received?

J.E. – Yes, which coincided with our last meeting. We have not used it for mortgage interest, utilities, or anything other than payroll so far. We will have some money left over if we use only for payroll after eight weeks.

M.W. – Why not use for mortgage interest?

J.E. – Just haven't done it yet.

M.W. – Would like to see as much of this money used in the way that will permit to be forgiven as possible.

J.E. – Will be attending a webinar from an accounting firm on PPP loan forgiveness. Will be continually looking at what we need to do to maximize forgiveness after the eight weeks.

J.H. – Thank you J.E. for all you're doing. Want to verify that hourly staff are getting paid right now?

J.E. – Yes, except for two employees who chose to furlough because they did not want to work. That is 43 people right now.

M.W. – Regarding the \$100k loan. Need more information. If we don't pay that loan back, what we would use that \$100k for?

J.E. – Right. That's a decision we will need to make as a board. We will know more by May, and even more by June 30 as the program is ending and we'll know exactly.

M.W. – Great. This dovetails well with the budget for the next school year.

Next Year's Budget

J.E. – Christie will be supplying us with budget items so we can get started on developing the budget for the next year. J.T., myself, and G.S. will be discussing shortly when we will meet to put that budget together. Should start in earnest after we get figures from Christie.

M.W. – One thing we should consider are the priorities for site issues we can try to tackle for the next year.

J.E. – Yes, absolutely, we will consider those issues and the impact of PPP on next year's finances.

M.W. – Would love to see in our budget for next year a bookkeeper position. Jessica has done fantastic things and have enjoyed the benefits of her incredible labor. But that may not be a long term solution. Would love to see some position built in to the budget.

J.E. – Yes, that is a top priority. There are other positions as well. For example, when we choose the executive director position, we need to be mindful we don't have a curriculum leader in the school. We are a state school so we have to be concerned about performance.

J.H. – Have heard about a budget timeline document. May help rather than recreating.

J.H. – Going back to the two employees who are choosing not to work. Are they truly choosing not to work? Are they in a bind because of COVID-19?

M.W. – This is something where C.K. reached out to everyone and asked if they could be available to work. They chose not to work, and that’s why they aren’t getting paid.

J.E. – Perhaps C.K. can provide clarity here, but we would need to do it in executive session because it touches on personal issues and the reasons those individuals are choosing not to work.

J.H. – Have some concerns about the way we just interviewed board candidates. When teachers are on the board, are they considered a liaison with the teachers? With staff, wouldn’t it be a conflict of interest to vote on pay raises? Later I’m going to be talking about some options about a public vote versus a board vote for board members. Should we discuss that?

M.W. – We can have those for agenda items next time.

COVID-19

C.K. – School is continuing with remote learning plan that has been disseminated for the last several weeks. It will continue until May 22. We will provide educational opportunities until that time. Packet pickups will continue every Tuesday from 8:30 – 11:30. Personal item pickup will be on May 12. We will have a surprise on that day – while adhering to social distancing requirements. The teachers are very much looking forward to seeing their students. We are also focusing on a contingency plan for 2020-2021 academic year. Closely monitoring state guidelines on whether we will be opening in the fall and in what fashion. Back to school date tentatively scheduled for August 13. But that date is up in the air in terms of whether we will be able to do so in the same capacity as we are all accustomed. If we can reopen, what does that mean in terms of cleanliness, physical distancing, etc. We are closely monitoring state guidance on these issues.

Enrollment is open. If you have not received a re-enrollment invite link, please let C.K. know so you can make sure that happens.

In terms of budgeting we are finalizing programming for next year. But we are also making contingencies for extra cleaning and what that will cost. We are working on salaries/programming for student support services based on current state directives for next year’s budget. We will be in a very good position to provide an operable budget at the next board meeting.

M.W. – Thank you for all of your hard work on this. Whatever reopening looks like, it will probably look different, and we may have to do extra things that we have not done in the past. Those things will probably come with a cost. Is there any word from the state about funding?

C.K. – We have heard, and it is not good news. What we are going to see across the board is a \$9/student decrease in classroom site funding. This just came out within the past few days. So we need to modify the proposed budget in light of this new information. We are also unclear on what the financial impact will be for other salary implications. We are in our last year of Red for Ed, our budget will incorporate that, but we are closely monitoring how things are evolving from a fiscal perspective.

M.W. – The \$9/student – is that all public/charter schools?

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C.K. – Yes.

M.W. – How is enrollment coming along?

C.K. – We have had some glitches with our information system that reports to the state, as many other schools have. Please email if you have not received a link yet.

M.W. What is the current deadline for re-enrollment?

J.H. – Is it May 6?

C.K. – May 12, to give it a full month. But every school is extending this deadline due to the glitches.

J.H. – Can you give some clarity on the \$9/student? Also, what is current enrollment?

C.K. – Happy to send you the calculation – which is complicated. It ties it to the fiscal year but does not reduce it to months. So the impact is still a little unclear.

A.S. – Will a notice go out to parents via Parent Square?

C.K. – Yes, we will be sending a reminder to let parents know enrollment is ongoing and to please let us know if they have not received an enrollment link.

M.W. – Can you give us an update on where we are with teacher contracts?

C.K. – We are sending out intention emails. Back in January we sent out a request that teachers let us know their intention for the next year. We have received responses, although some have changed. We are working on incorporating all this information into a budget. We anticipate having this finalized in the next week or so.

M.W. – 12th grade graduation. Can you explain what's going on there?

C.K. – Eighth grade promotion, senior graduation, we want to give the right kind of honor to those students for that rite of passage. We are working very hard to make sure the kids get that kind of rite of passage.

- 8th Grade: Virtual graduation, with a YouTube video included.
- High School: We have gotten pretty creative. We are doing something on campus, practicing social distancing, putting together the videos, diplomas, in reaching this milestone. Lots of details will be forthcoming.

J.H. – Can you comment, C.K., on what's going on with the two employees who are furloughed and why they are not being paid? Can you give insight?

C.K. – Yes, I know. We had to ask all employees if they could commit to working onsite or remotely – whether in their usual role. We did that, and there were a couple employees who said they were not willing to do that. We reserved them as employees. So we are not at risk of that impacting loan forgiveness. They committed to the next academic year and are looking forward to returning.

EXECUTIVE DIRECTOR SEARCH

M.W. – Last time we spoke we talked about input we received from others with Waldorf expertise.

J.H. and M.W. discussed the display of a visual on various topics that are under discussion.

J.H. shared her personal perspective in working on the search for an executive director.

- Would like to see an executive director capable of bringing enrollment up into line with capacity. Looks like we are operating at around 85% of capacity right now.
- Also looked into turnover rate of teachers.
- Spent a lot of time thinking about what we value, and key groups involved, and what the hierarchy is. There are several different models of vertical/horizontal/Venn diagram style models of structuring. Where the executive director fits in depends on what the structural model is for the school.
- J.H. shared lengthy comments regarding time she has spent and work she has done to understand the school's structure and operations, as well as how to go about searching for a permanent executive director.

A.S. – I have received the job description I was trying to collect. Received some others, and will forward those on to see. Am in the process of comparing them to see what the best model might be.

M.W. – Perhaps we need a hard and fast proposal to put something in front of the board about how we see things. My general proposal is leaving the LDC in place so that it can pursue its mission. Possibly a new role of a development director that we would have to figure out how to pay. Then we can figure out what we would expect of the executive director with clarity and put them in front of the group. Hopefully then we can turn that into a job description we can put into the market, sooner than later. We are working on getting a proposal together to have a concrete discussion around it by the next board meeting on May 20.

M.W. and J.H. discussed the timing of a faculty survey and timing of receiving results from same.

J.E. – We may have to reconsider this issue after we get the budget proposal from C.K.

M.W. and J.H. discussed the importance of finding the right person to fill the role of executive director and setting that person up for success.

A.S. – Stressed the hard work that went into the creation of the LDC and the unsung heroes that put so much work and energy into it and the depth of thoughtfulness that went into it.

J.H. – Shared a quote regarding creation of the right structure that encourages a positive atmosphere for the school.

A.S. – We have not discussed how we are going to vote on new board members.

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J.H. – Did you have a meeting with the LDC that you could share the details of with the board, M.W.?

M.W. – Yes, had a fantastic meeting with them but can't get into specifics yet.

ANNOUNCEMENTS

Next regular board meeting: 5/20/2020, 6:30 p.m., via YouTube live stream and Zoom webinar, links forthcoming.

CLOSING VERSE

G.S. – move to adjourn, J.H. second, Vote: Unanimous (J.H., G.S., J.E., M.W., J.T., A.S.).

Motion passes.

Meeting was adjourned at 10:09 p.m.

Prepared by G.S. on 4/29/2020 and revised on 5/4/2020, incorporating comments from M.W. and A.S. herein.