

**MINUTES
VSWEA BOARD OF DIRECTORS
REGULAR MEETING
WEDNESDAY AUGUST 12, 2020
VIA ZOOM**

<https://us02web.zoom.us/j/89676122521?pwd=ZXNaNU9reUwyUktKSmJDbGF0d2tvdz09>

MEMBERS PRESENT:

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

MEMBERS ABSENT: None

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

GUESTS

Invitees of the Board:

- Christie Kriegsfeld (C.K.)
- Priscilla Garza (P.G.)
- Michelle Kratzer (M.K.)
- Steve Pawlo (S.P.)

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

- Adeline Carrera
- AmyW
- Barb Cunningham
- Becky King
- Colleen Pope
- Craig Smith
- Danielle Martinez
- deb
- G Reyes
- J J
- Jennifer Walker
- Juli Curtin
- Kristen Ziegenbein
- Laura H
- Rebecca Figueroa
- riva
- Sami Rank
- Susan Kerr
- Tiffany Kanehl
- Courtney Howden

OPENING VERSE

Meeting was called to order at 6:33 p.m. M.W. thanked C.K. and the faculty and staff for their tremendous hard work in preparing the school to open for remote learning on August 17, and encouraged all to be flexible in adapting to the ongoing changes with respect to COVID. Many changes continue to occur on a daily basis. As an example, the Tempe High School and Kyrene School districts changed from hybrid models to be remote only for the start of school.

INTRODUCTIONS

Board Members introduced themselves and review of meeting procedure occurred. M.W. provided an overview of the evening's agenda.

BOARD PROCEDURES

Approval of Minutes

M.W. moved to approve minutes of 7/29/2020 meeting; A.S. second. No further discussion. Yea: M.W., J.E., J.T., N.A., A.S. / No: -- / Abstain: G.S. **Motion passes.**

Board Calendar

A.S. – Reported she is rescheduling with Liz Beaven and will report back with more information. Abby Ross is also requesting a new date to meet with the Board based on issues related to COVID-19 and will circle back with availability.

BUDGET AND FINANCE

M.W. invited C.K. and P.G. into the meeting at 6:43 p.m.

The Balance Sheet as of July 31, 2020 was displayed during the meeting.

M.W. asked whether this information included the close out of the June 30 books.

P.G. reported close out is still in progress but this is mostly final and does not expect significant changes.

M.W. asked when the next annual audit would begin.

P.G. was not sure, although a lot of prep work has already begun to be ready for the audit to begin. Most audit dates are in October, although she was not sure whether it would occur in person or virtually.

J.E. asked whether Savings Bank Account was for restricted funds only.

P.G. confirmed that it was.

J.E. asked whether any of the \$243,776.90 in accounts receivable were expected to be written off.

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P.G. clarified that \$229,652 of that amount is the state equalization payment. The remainder is an estimate of the 301 money. Tuition is no longer part of this payment.

M.W. asked about the PPP loan and what the timing and next steps are for converting that to a grant.

J.E. reported he had received an email from MidFirst regarding the PPP loan forgiveness. They originally expected 8/13 to be the date for that, but they are still waiting on more information from the government. So they are not ready to begin that program.

P.G. noted that the loan is currently listed as a loan, which is a conservative way of booking it for auditing purposes. Once the criteria are met it will be changed to income. Regarding the applications for forgiveness, many banks still do not have them. They are waiting to make the applications more streamlined to make it easier on borrowers.

P.G. further noted that the 250 Unearned Revenue includes amounts of tuition that were prepaid by parents. Some parents are asking for refunds so some of that amount may go down.

The Profit and Loss through July 2020 was displayed during the meeting.

J.E. asked about the number for the state equalization payment and whether that was a solid number or if it could change.

P.G. said she expects it to change and did not know whether it would go up or down.

G.S. asked about whether enrollment had changed or had remained the same.

C.K. reported that the enrollment had fluctuated by a few students, but was close to the 304 from a couple weeks ago. But the equalization payment largely depends on attendance, particularly on October 12 and the hundredth day of school.

M.W. asked whether the very good looking revenue versus expenses was just a matter of timing.

P.G. reported that this report is missing about half a month of payroll, so yes the timing makes this look slightly better than it truly is.

J.E. noted that the P&L would therefore include another \$70,000 approximately of payroll expenses.

M.W. asked whether there were any additional funds to pay for needed repairs to the school.

P.G. noted that some of that is dependent on cash flow, and may hinge on the refinance of the RSF loan.

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Discussion ensued between P.G., C.K., J.E., M.W. regarding the cash flow report and what's included in it, and the current cash position of the school. J.E. noted that we should have approximately \$80,000 of cash available outside of payroll requirements.

C.K. noted that the school has not yet received the \$50,000 grant for COVID-19 related matters.

N.A. questioned whether looking at particular expenses would be helpful to determining the school's ability to do facilities repairs.

A.S. asked for clarification regarding the 40th day because October 12 is Columbus Day.

C.K. clarified that the 40th day will be **October 13** and is an important day for school attendance.

Facilities Improvement Needs

M.W. invited S.P. into the meeting at 7:06 p.m.

M.W. asked whether the septic work has been completed.

S.P. confirmed that septic system is now working at 100% capacity and as it should.

M.W. also noted that the air conditioning units were a major concern, and related the Board's prior discussion about possibilities for spacing out the cost of replacing units gradually. M.W. asked S.P. to report on any updates.

S.P. gave background regarding the health of the AC units at the school. The school has approximately 30 AC units. In spring, the school conducted an inspection to address any issues. Minor repairs have all been completed. But some of the systems are quite old and have been rebuilt several times. It may be time to replace some of these older systems. After discussion with the school's current vendor, the recommendation was to replace systems on a per-building basis. That would be roughly \$17,000 – \$18,000 per building. Prioritizing grades 1-2 and 5-6-7 buildings are the most important as they are the oldest, but after that we have some flexibility.

M.W. commented that this seemed like an appropriate plan and that the oldest units are likely costing the most to maintain and repair.

S.P. agreed those are the most expensive systems. S.P. noted though that with starting remotely we may stand to have some cost-savings with respect to air conditioners.

M.W. asked whether the AC units are the biggest and most important facilities cost facing the school.

S.P. agreed that the AC units are the most important repair facing the schools.

N.A. thanked S.P. for following through and coming up with a strategy.

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A.S. reminded the Board regarding the campus expenditures spreadsheet and stated the AC information had been updated with the details just discussed.

G.S. asked whether a competitive bidding process would be used once it came time to pick a building to replace units in?

S.P. confirmed that a competitive bidding process would be used.

M.W. asked where things stand with re-keying the campus and potentially installing panic bars on campus.

J.T. reported on a conversation with Alcatraz locks. According to Alcatraz, if you have 50 people + 1, that is when you need a panic bar. To pursue it would be about \$500 per door. The doors are composite doors (glass and metal) and thus are slightly more complex to install. Alcatraz would install an ADA compliant handle.

N.A. asked regarding the ADA component, whether the panic bars are necessary.

C.K. believes the panic bars are not necessary from an ADA standpoint and agreed with the report J.T. shared from Alcatraz.

S.P. clarified that this re-keying relates only to grades 1-8, not high school or early childhood. The cost from Alcatraz is very good and would significantly upgrade the hardware on the doors to an industrial grade equipment from what appears to be residential grade.

C.K. noted that this project relates to those doors still on the master key, but wanted to clarify whether the farmhouse was included?

J.T. clarified that the farmhouse is included but that he believed the admin building might already have been completed.

C.K. noted only an internal office had been re-keyed, but not the building more generally.

S.P. recommended prioritizing the farmhouse re-keying given the equipment it contains.

M.W. summarized: (1) we do not need panic bars, just for locks and door handles; (2) this just relates to the grades, the farmhouse, and the administration building; and (3) the expense is \$5280.

M.W. questioned whether there were any objections to spending the \$5280 to complete this work?

No objections from the Board were noted.

J.E. asked C.K. whether there were other facilities repairs items that she believed needed to be prioritized.

C.K. and S.P. discussed some of the issues related to gates around the school and confirmed with re-keying the buildings the school should be in good shape.

J.T. asked about the gate where the old driveway next to the farmhouse is and how that is locked.

S.P. explained that it is padlocked but he still needs to acquire another padlock for the gate.

M.W. questioned the status of the need for a new lawnmower or the ability to extend the life of it?

S.P. noted that the school had revived the lawnmower too many times already, including costs on maintenance for it. He plans to get bids for a piece of equipment that is better than what the school currently has. But this is an important piece of equipment for our large campus.

M.W. anything we need to do to the buildings for COVID-related issues?

C.K. does not believe there are at this time. Currently working on more handwashing stations. She reported that S.P. has come up with some good ideas for temporary fixtures that could be moved around campus.

S.P. added that he did have some plans for early school year/summer time, but with delayed in-person reopening, we are holding on to those funds for now.

C.K. added that we have all the PPE needed to comply with County ordinances. We do not need approval on minor expenditures.

M.W. thanked S.P. for his service to the school.

G.S. moved to approve the expense up to \$6000 for re-keying the school per the discussion we had this evening. M.W. seconded. No further discussion. Yea: Unanimous (J.E., G.S., M.W., A.S., J.T., N.A.). **Motion passes.**

Fundraising Needs / Consumables Fees

M.W. invited discussion regarding current fundraising needs.

N.A. reported that the focus right now is the Educational Investment Campaign to raise the funds needed to cover classroom materials fees. The teachers are raising this issue with parents in their classroom meetings. A.S. has worked on providing flyers regarding the need and what the funds are used for and that they will be distributed through Parent Square, email, and perhaps on social media. Does not want to distract from this focus right now by getting into the larger strategy.

M.W. noted we have not made a formal ask to the parents in our community yet. Sounds like N.A. / A.S. are working on the formal ask. Idea to get it out in the next couple weeks?

N.A. confirmed it is.

C.K. confirmed that timeline worked now.

A.S. noted that this will reiterate information that the parents already received through the (re)enrollment process.

RSF Update

M.W. provided a general update, including:

1. this is our primary loan;
2. the outstanding balance is just below \$1.3 million;
3. existing structure is a five-year loan with a balloon payment currently due in about six weeks;
4. we do not intend to make the balloon payment, but rather to refinance the loan;
5. conversation with RSF is ongoing regarding the terms;
6. M.W. and J.E. have also spoken with one of the school's other important lenders;
7. M.W. and J.E. have also spoken with outside counsel on this issue;
8. hope to respond to RSF's terms and discuss in further detail with the board at the early September meeting.

N.A. asked whether any competitive bidding process had been engaged in for the lending?

M.W. asked that this be reserved for an executive session, N.A. agreed.

PARENT COUNCIL

M.W. invited M.K. into the meeting at 7:46 p.m.

M.W. thanked M.K. for her hard work, attention to detail, and effort in support of Parent Council, and Parent Council's support of the school and the faculty.

M.K. provided the following update:

1. Parent Council voted on how to use its funds.
 - a. Hope and Health - \$1,267
 - b. High School Humanities and History Resources - \$523
 - c. Book Club – 10 copies of the Essence of Waldorf Education - \$117
 - d. Community Communications Facilitator - \$2,234
 - e. Community Education - \$1,400
 - f. Tower Garden - \$312 / \$289 / \$250 for various projects associated with Tower Garden.
 - g. Professional Development & Training for Teachers/Faculties - \$10,435.
2. Everyone who requested less than \$1,110 was awarded funds. Parent Council was able to give more than it did last year.
3. This year Parent Council will have a new procedure for reimbursements for Parent Council funding. Reimbursements will go first through Parent Council before it goes through DMS accounting.
4. All meetings and events for the rest of 2020 will be either virtual or socially distanced. Most likely they will be on Zoom.

5. First Parent Council meeting is August 18 via Zoom at 7p.m. After that, it is generally the first Tuesday of the month, except November (to avoid election day).
6. Regarding materials fees, a board report at Parent Council would be another avenue to get the word out. A.S. volunteered to appear.

M.W. thanked Parent Council for its generosity to faculty and staff and its funding of many other significant items. M.W. asked for clarification regarding the Community Education / Community Communications Facilitator.

M.K. clarified that Community Education is to fund speakers to educate parents and teachers regarding Waldorf education. In that past, that has included Kim John Payne. Community Communications Facilitator is someone who would work with the community at large.

M.W. asked for further information about the Community Communications Facilitator and M.K. agreed to forward additional information.

A.S. reported she had participated in the process and saw how many realms were involved in asking for funds, and that the voting process was extremely efficient and organized (led by Laura Heaney).

COVID-19

M.W. invited discussion or questions regarding C.K.'s report. M.W. noted the report stated it was difficult to find laptops and whether the school had everything it needs on that front.

C.K. reported that since the report she had success finding a vendor for laptops, primarily for teachers who did not have their own technology. Teachers provided the option — if they had all necessary equipment — to provide teaching at home. Doing so reduced the amount of need for laptops. Remaining needs have been covered with help of N.A. and everyone has what they need to start teaching on Monday.

M.W. asked what other needs are still at issue.

C.K. reported that a big concern among parents is having proper equipment for their students and we still need another 5-10 Chromebooks. Those costs would come out of COVID funds, but have not been able to locate those yet. Many parents in the community, however, have offered help in many ways.

Distance Learning Plan

M.W. thanked C.K. for work on preparing the state-required distance learning plan. M.W. invited questions or discussion regarding the plan prepared by C.K. and approved by the LDC.

A.S. asked about the “Social and Emotional Learning Support for Students” portion of the plan and what went into it.

C.K. explained that this section was a form created by the state that DMS could not modify. That said, there are trainings available for teachers and administrators regarding how to best support the social and emotional needs of the students, how to conduct appropriate check-ins.

Mitigation Plan

M.W. explained this is an overview of DMS's commitment to provide a safe, healthy, engaging learning environment to all of our students – in a way that mitigates the risk of spread and infection of COVID-19. M.W. invited questions and discussion regarding the mitigation plan.

M.W. asked why some of the tables in the plan do not include high school students in the plan.

C.K. explained that is a formatting error and it will be inserted/clarified where appropriate.

J.E. asked about the “Group Intervention” aspect of the Remote Learning plan and what that would mean, and whether it would last until 2pm.

C.K. clarified these specific schedules are for the “remote only” plan. Information about the availability of instruction in the afternoon periods, including interventions, are being provided by teachers during the class meetings. Because much of those needs are student-specific, it is left somewhat open in the mitigation plan.

On-Site Support Services Plan

M.W. provided the following background: We are providing on-site support services for two reasons (1) there is a need for parents and students in our community; and (2) it is a state-mandated requirement to receive additional funding from the state. M.W. asked if the plan is to provide these services on site at DMS or through a partner organization.

C.K. reported that based on the response to the survey from parents, a limited number of students will be on campus and the school has the capacity to handle those students consistent with all safety requirements. If the number increases much more, then we may need to make changes although doing so will come at an increased cost.

M.W. asked whether the criteria for taking advantage of the on-site support services were DMS's creation or the state's.

C.K. explained that these are state-created criteria. However, despite these prioritization criteria, DMS still plans to help any student who needs these services regardless of whether they meet the criteria specifically.

C.K. further clarified that after the plans are approved by the Board, the school needs to update the parent body regarding each of these plans. We are also going to host these on our website so they are easy to access for parents. Note, though, that each of these plans are subject to change based on additional guidelines from the state and changing circumstances.

Discussion ensued regarding whether the Face Mask policy needed to be approved as well, and C.K. explained that it does not need to be approved by the Board.

M.W. moved for approval of the Distance Learning Plan as provided to the Board by the Executive Director on August 12, 2020. N.A. seconded. No further discussion. Vote: Unanimous (J.E., G.S., M.W., A.S., J.T., N.A.). **Motion passes.**

M.W. moved for approval of the Mitigation Plan provided to the Board on August 12, 2020 by the Executive Director subject to the edits we discussed in the meeting. A.S. seconded.

- J.E. asked for clarification regarding the time students are required to login for being marked tardy or absent.
- C.K. clarified that there are staggered login times in order to be counted as present, tardy, or absent. For students who are participating asynchronously, there is another way of handling their attendance. These expectations are consistent with how these issues are handled for in-person learning.
- J.E. asked how many hours a student must be present in order to be counted as present and not absent (even if tardy).
- C.K. explained the requirement of the state to track attendance and how to check attendance for asynchronous learners in a way they can be marked as “present” even if they are not able to stay for the entire live instruction.
- J.E. reiterated the need to make sure attendance is carefully tracked to make sure we are maximizing state funding.

Vote: Unanimous (J.E., G.S., M.W., A.S., J.T., N.A.). **Motion passes.**

M.W. moved for approval of the On-Site Support Services Plan provided to the Board by the Executive Director on August 12, 2020. G.S. seconded. No discussion. Vote: Unanimous (J.E., G.S., M.W., A.S., J.T., N.A.). **Motion passes.**

C.K. asked for clarification regarding the face mask policy and whether the Board intended to provide specific approval for it.

M.W. said he believed he would just leave it to C.K. to submit and invited further discussion from the Board regarding different approaches. No different approach was offered.

AZDHS Guidelines for Reopening Schools

Noted that the AZDHS guidelines were recently released and although there were no mandates, these were guidelines to aide school boards in making these decisions. M.W. invited discussion regarding those guidelines. No further discussion.

EXECUTIVE DIRECTOR

M.W. provided the following update regarding the search:

- Work on the search continues, but given the substantial amount of other work being done the originally proposed timeline has been delayed.
- M.W. shared a revised timeline pushing back the deadlines by approximately one month.
 - Emails to Faculty and parents regarding advisory panel would begin on September 1, with other deadlines following that.
- M.W. asked whether there were any concerns with the revised timeline.
- N.A. asked for clarification regarding the nature of this as a procedural item and that it was not indicative of satisfaction or dissatisfaction with the current Executive Director.

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- M.W. confirmed that this is a procedural mechanism for searching for an Executive Director and that the delay is related to not distracting faculty and parents from getting ready for a very different start to the school year.

A.S. thanked C.K. and the faculty for all of their hard work preparing for the upcoming school year including the many new policies that had to be created from scratch.

CLOSING VERSE

M.W. – move to adjourn, G.S. second. No discussion. Vote: Unanimous (J.E., G.S., M.W., A.S., J.T., N.A.). **Motion passes.**

Meeting was adjourned at 8:52 p.m.

Prepared by G.S. on 8/12/2020 and revised on 8/17/2020, incorporating changes from A.S.