Noah Webster Schools-Pima

Minutes of the Governing Board Meeting Approving the Request to the Arizona State Board for Charter Schools for an Exception to the Procurement Laws

MINUTES OF THE PUBLIC MEETING
OF
NOAH WEBSTER SCHOOLS - PIMA
December 8, 2015

Held at
Noah Webster Schools
Corporate Office
5399 N. Pima Rd, Scottsdale, AZ 85250

DIRECTORS PRESENT: Sharon Miller, BJ Pennington, Stan Waldrop, Ronrico Miller

DIRECTORS ABSENT: Kelly Wade

PRESENT BY INVITATION: Vicki Dry, Secretary, Jessica Friedermann, Principal Noah Webster-Mesa, Interim Principal Noah Webster -Pima

A public meeting of the Board of Directors (the "Board") of the Noah Webster Schools-Pima, an Arizona non-profit corporation (the "Corporation" or the "School"), was held at the school's Corporate Office at 5399 N. Pima Rd, Scottsdale, AZ at 2:00 p.m. A quorum being present, and the meeting having been duly noticed and called, the meeting was called to order.

1. Review and Approve the Minutes of the November 19, 2015 Meeting

   Director Waldrop made a motion to approve the minutes of the November 19, 2015 meeting as presented. Director Pennington seconded the motion.

   The motion passed unanimously.

2. Parent Request for Exemption From the School's Tardy Policy

   The parent of a current Noah Webster Schools-Pima 5th grade student has requested, in writing that the Board give her daughter and exemption from the school's current Tardy Policy to allow the student to attend gymnastic training 5 days weekly. The parent requested that her daughter be allowed to leave each day at 2:10 pm for practice. The current policy requires students to be in attendance from 8:30 am to 3:00 pm.

   The Board was provided a copy of the parent's request, a request letter from the training center and a summary of correspondence between the parent and the school's attendance office.

   The Board felt that the daughter's commitment at this early age to the rigors of gymnastics is very commendable, but they felt that they had to assess the request with the entire school community in mind. An exemption for one student has to be available to all students. They discussed how the school's educational design is based on a program that begins at 8:30 a.m. and ends at 3:00 p.m. These hours were set according to state attendance requirements and to provide adequate time for complete implementation of our educational program.

   The Board then discussed the letter from the training center. In the letter it was indicated that the student would have to leave no later than 2:10 each day Monday through Friday. Not only is this

an issue for the student, as there would be instructional time lost each day, it also puts an additional burden on the teacher to ensure that the student is caught up with work that she has missed. Over the course of a full school year she would miss approximately 150 hours of instructional time. Although she would be at gymnastics training, it would be unfair to the other 420+ students that are being held accountable to the policy. Apparently the training center feels much the same way as they are not willing to make exceptions and want to ensure that all students are held to the same scheduling requirements.

The Board addressed the parent's indication that there are schools that will allow Tardy Policy exceptions, and they agreed. Considering the number of District, Charter, On-Line and Private schools in operation in Arizona there are a variety of attendance policies and not all are the same. They discussed that there are also different school schedules that incorporate an earlier start to the day and an earlier dismissal time, allowing the student to complete the required instruction time and still be dismissed earlier. The Board stated that Noah Webster Schools currently has no plans to change its hours of operation to accommodate earlier start and dismissal times.

Director S. Miller reviewed some of the issues the school is currently dealing with as it refers to attendance and feels strongly that our attendance policy needs to be applied equally to all students and that at this time, unless it is a documented medical requirement, all students should be held to the same policy.

Director Pennington asked about the school's ability to provide on-line schooling for the time missed. Ms. Friedermann and Ms. Dry commented on the requirements for on-line instruction and explained that our current on-line curriculum provides some homework and on-line practice only, not actual instruction.

Director Pennington proceeded to make a motion to deny the request based on the recent Board discussion and to direct the Secretary to notify the parent and to extend our disappointment in losing such a fine student if they find it necessary to withdraw. Director Waldrop seconded the motion.

The motion passed unanimously.

3. <u>Appoint an Additional Charter Representative for Submittal to the Arizona Board for Charter Schools</u>

Discussion took place regarding Noah Webster Schools-Pima having only one Charter Representative. With Ms. Wade on medical leave, it has left the school with no one who can discuss matters pertaining to the school and its charter with the Arizona State Board for Charter Schools (the "Charter Board"). Currently Ms. Wade is the only person who receives communication from the Charter Board or who can submit information on behalf of the school to the Charter Board. Director S. Miller suggested that the Board add two additional Representatives and her suggestions were Vicki Dry, CFO/COO and Secretary of the Corporation and Jessica Friedermann, Noah Webster Schools-Mesa Principal and interim Principal at Noah Webster Schools-Pima. Due to the nature of each person's job duties, they would be the individuals most likely to need access to the Charter Board. A motion was duly made by Director Waldrop to add Vicki Dry and Jessica Friedermann as additional Charter Representatives for Noah Webster Schools-Pima and to direct Vicki Dry to prepare the necessary documentation for submittal to the Charter Board. Director Pennington seconded the motion.

The motion passed unanimously.

4. Procurement Policy Exception Request

The Board desires to obtain from the Charter Board an exception to local and state procurement regulations and, in connection therewith, to adopt a procurement policy. After further discussion, Director R. Miller made a motion to approve the Resolutions of the Board of Directors Regarding Procurement Policy Exception Request attached hereto as Exhibit "1", and incorporated herein by this reference. Director Pennington seconded the motion.

The motion passed unanimously.

5. Accounting Policy & USFRCS Exception Request

The Board desires to obtain from the Charter Board an exception to the Uniform System of Financial Records for Charter Schools ("USFRCS") and, in connection, therewith, to adopt an accounting policy. After further discussion, Director Waldrop made a motion to approve the Resolutions of Board of Directors Regarding Accounting Policy & USFRCS Exception Request attached hereto as Exhibit "2", and incorporated herein by the reference. Director Pennington seconded the motion.

The motion passed unanimously.

6. Expand the Corporate Signing Authority of the Chief Financial Officer

The Board had previously given Ms. Dry, CFO/COO, signing authority for any and all bond financing documents as well as any other related documentation. With Ms. Wade on medical leave, the Board discussed the need to extend that authority to include signing authority on any and all business of the Corporation. The only exception to this signing authority would be corporate checking accounts. Because of her involvement in many areas of the school's finances the Board felt that internal controls would be better managed without the CFO/COO having check signing authority.

After further discussion, Director Waldrop made a motion to expand the signing authority given Ms. Dry to include signing authority on all business matters except for the corporate checking accounts, subject in all respects to the officer contracting and signature authority policy of the Corporation, which policy includes the requirement that prior Board approval be obtained of contracts or disbursements for any expenditure that individually reflects a total expenditure amount of in excess of $25,000 for any unbudgeted item. Director Pennington seconded the motion.

The motion passed unanimously.

7. Approval of an Additional Signer on the Noah Webster Schools-Pima Operating and Revolving Accounts

Currently Noah Webster Schools-Pima has two individuals with check signing authorization, Ms. Wade and Director Sharon Miller. With Ms. Wade on medical leave the CFO/COO asked the Board to consider adding another signer as Director Miller is not always available. She explained that although most payments are scheduled, there are times that a check needs to be issued outside the scheduled parameters. The Board discussed adding the Office Manager, Cristina Doktor, as an additional signer on the following accounts with Great Western Bank:
Noah Webster Schools-Pima Operating Account

Noah Webster Schools-Pima Revolving Account

After additional discussion, Director S. Miller made a motion to add the school's office manager, Cristina Doktor, as an additional signer on the following school checking accounts with Great Western Bank:
Noah Webster Schools-Pima Operating Account
Noah Webster Schools-Pima Revolving Account
And further directs the CFO to request and prepare the appropriate documentation from Great Western Bank. Director Pennington seconded the motion.

The motion passed unanimously.

8. Addition of New Board Members

The Board next discussed increasing the governing board composition from the current 5 members to 6. The Board also discussed that it currently has only one candidate that has expressed a willingness to serve on the Corporations' governing Board and has produced the necessary information. After extensive discussion, a consensus was reached to increase the size of the Board to 6 members and once an additional candidate has been identified to consider increasing the Board to 7 members at that time.

Following these discussions, Director S. Miller made a motion to increase the size of the governing board of the Corporation to 6 Board members. Director Waldrop seconded the motion.

The motion passed unanimously.

With a vote passed to increase the size of the governing board to 6, the Board now has one vacancy. Mr. John Tomasson is proposed as a new Board member to fill the vacancy. The Board has reviewed Mr. Tomasson's resume and credentials and discussions with Mr. Tomasson regarding his knowledge of the school, its mission statement and Board Member expectations have taken place. He has submitted a valid fingerprint clearance and is in the process of providing transcripts, Notarized Affidavit, Disclosure and Consent for Background and Credit Check as well as the Background Information Sheet required by the Charter Board.

A motion was made by Director S. Miller to elect Mr. John Tomasson to fill the vacancy created by virtue of the increased Board size. He will hold office until the next annual meeting of the Board, or until the election and qualification of his successor. And further directs the Secretary of the Board to submit all necessary documentation to the Charter Board as soon as official copies have been received. The motion was seconded by Director Pennington.

The motion passed unanimously.

9. Discussion on Board Candidates

Director Miller began the discussion explaining the importance of having additional Board members with different specialty areas to better ensure that Noah Webster Schools has strong guidance. While the Board reviewed different areas of expertise that would be beneficial to the school's Board at the last meeting, they had still not identified an additional candidate that would fill other areas of expertise still needed on the Board. Candidates were discussed. Further information on the candidates will be provided once they have had time to consider the appointment.

10. School Status Update – Operational Interim Restructure

Jessica Friedermann, Principal of Noah Webster Schools-Mesa and interim Principal for Noah Webster Schools-Pima was asked by the Board to present an update of the school's status and specifically the data request by the Charter Board that had not been addressed as of 11/17/15. Ms. Friedermann explained to the Board that she received a forwarded e-mail from Ms. Wade originally sent by the Charter Board to Ms. Wade. At the November 19 Board meeting, the Board authorized Jessica Friedermann to contact the Charter Board in regards to the e-mail and the information they requested. Ms. Friedermann contacted the Charter Board to discuss exactly what was needed and requested instructions on how to compile and upload the required information by the 12/2/15 due date. The Board questioned why the Charter Board was giving such short notice for the completion of the Dashboard information. Ms. Friedermann explained to the Board that the Charter Board indicated they had sent several earlier notices as well as placed calls to Ms. Wade regarding the DSP information, but had received no response nor had the submission been completed.
Ms. Friedermann told the Board that, with the help of our Title I and SPED Directors as well as our Data Specialist she was able to submit the information on the required due date.

Ms. Friedermann went on to update the board on 504 responsibilities. Prior to November 17, 2015 Ms. Wade was the authorized 504 Coordinator for Noah Webster Schools-Pima (NWSP). All 504 responsibilities have now been transferred to the School's SPED Director. As of November 17, the SPED Director has been reviewing all files and has been addressing needed updates, renewals, and teacher implementation on already existing 504s as well as reviewing documentation of student referrals for new 504 meetings. The Board questioned what controls are in place to ensure that all 504 requirements are being met on a timely basis. Ms. Friedermann explained that the school had a SPED/504/Disability meeting with all teachers reviewing the process of identifying and reporting student needs. With this process, there are several areas that are being cross referenced by classroom teachers, SPED instructional aides and Teachers, the SPED Director and the school's Principal who does a final review.

The Board questioned what the status of the teacher evaluation and Principal evaluation data was, as the upload is due in December. Ms. Wade was responsible for the completion of the teacher evaluations for the 2014-2015 school year and with the help of Ms. Friedermann, was to get the Principal evaluation criteria and rubric to the Board by 11/16/15 to allow for the Board Evaluation Committee to review and evaluate the Principal. Ms. Friedermann reported that she has been assessing the Teacher Evaluation Data information that had been prepared prior to Ms. Wade going on leave. The school's internal observation forms had been done but nothing had been done with the Teacher Evaluation data form for data submission to the state. Additional information is being gathered to address the completion of the Teacher Performance Evaluations. In reference to the Principal Evaluation Tool, she indicated that Ms. Wade had given her a copy of another school's Principal Evaluation tool and directed her to use that as the model. Since that evaluation tool does not have all of the necessary Board approved and ADE mandated criteria, she has had to work directly from the Board approved Framework to create and finalize the final Principal evaluation tool. She explained that she would have this ready to send to the Committee within the next week.

Ms. Friedermann also reported to the Board that 2 formal teacher observations had been done prior to Ms. Wade's November 17 leave date. Ms. Friedermann will have completed 13 of the remaining 16 by December 11 and has the remaining two scheduled for next week.

The Board asked if she had an update on the submission of the Highly Qualified information for Pima. Ms. Friedermann told the Board that she received a forwarded e-mail from Ms. Wade indicating that she had all but 2 teachers submitted. This submission was due September 18. In Ms. Wade's forwarded e-mail of 11/19/15 she states that the due date is 12/31/15. This is incorrect. The due date for submission of the Highly Qualified Teacher Evaluations (submission tab located on the Highly Qualified Web page) is due on 12/31/15. The due date for Highly Qualified Teacher submission was 09/18/15. Ms. Friedermann explained that after reviewing the information that had already been submitted there were three teachers that still needed to be submitted. She has been working with Title I and is moving quickly on this as it is affecting the school's ALEAT upload which in turn can affect the Title I program and grant funding, student-teacher course connection in Schoolmaster and the finalizing of AZ Dash Data.

Ms. Friedermann then gave the Board an update of the interim plan that has been put in place with the absence of Ms. Wade. Ms. Friedermann explained that the Board should not be concerned about any lack of service to either Pima or Mesa during this time. She and Jennifer Pennington, HR Director (and previous parent liaison and assistant to Ms.Wade when she was Principal of Noah Webster Schools-Mesa), have been working as a team to ensure that both Noah Webster Schools-Mesa and Noah Webster Schools-Pima has one or the other of them on site in case of student, parent or staff immediate need. In addition, all department directors have re-done their schedules to ensure that both campuses have the proper guidance on a daily basis. She informed the Board that she would have a more formal outline done for presentation purposes at the next Board meeting. To ensure that Noah Webster policy, procedures and educational design are implemented and maintained going forward, the team (including lead teachers) have set up weekly meetings and mandatory training for all teachers. Improvement plans have been put in place for some teachers who were not meeting required benchmarks. The office that was originally designed to be the Principal's office at Pima has been set up for Jessica and/or Jennifer to use while they are on site. This gives staff easier access for questions and concerns. Staff mailboxes have also been moved to the hallway leading to the Principal's office to help remind staff that the office is open for them.

Director Waldrop asked if there was anything being done for staff for the holidays. Ms. Dry informed the Board that a Christmas Breakfast Buffet was being provided to staff at both school sites in addition, an ugly sweater contest between departments is being held with staff voting for the winner of the annual Tinsel Time Trophy at each campus.

11. Announcements

The next Board meeting will be set at a future date.

12. Adjournment

The meeting was adjourned at 7:30 p.m.

Dated this 8 day of December, 2015

Vicki Dry, Secretary

EXHIBIT "1"

Noah Webster Schools-Pima
Procurement Policy

Noah Webster School-Pima will follow accounting policies and procedures that comply with generally accepted accounting principles (GAAP). Any procurement of goods and services shall be made by the procurement officer/authorized agent, in the best interest of the school, upon considering the totality of the circumstances surrounding the procurement, which may include but not be limited to, price, quality, availability, timelines, reputation and prior dealings. All purchasing shall follow the school's policies for expenditures as they relate to prior authorization, documentation, receipt and payment. This procurement policy will also follow the school's conflict of interest policies. By adhering to the above policies, management will be able to review and approve purchasing requests prior to submittal and therefore avoid disputes and claims, conflicts of interest and unnecessary purchasing. This will also provide prior analysis of all purchases and the budget capacity for those purchases.

Noah Webster School-Pima shall not purchase any goods or services from any member of the governing board, an immediate family member of any member of the governing board nor from any entity in which any member of the governing board or an immediate family member of a governing board member may benefit from such a procurement, unless authorized by the governing board after a full disclosure of the potential benefits, and after the consideration set forth in paragraph 1 above.

Noah Webster School-Pima understands that the policy cited above applies to purchases made using non-federal funds. As a condition of the receipt of certain federal funds, federal procurement requirements still apply.

EXHIBIT "2"

Noah Webster Schools-Pima
Accounting Policy

Noah Webster Schools-Pima will follow accounting policies and procedures that comply with generally accepted accounting principles (GAAP). This includes using an accounting system that provides for the proper recording and reporting of financial data and following standard internal control procedures. The school will utilize a chart of accounts that has been developed to align with the chart of accounts found in the Uniform System of Financial Records for Charter Schools (USFRCS) for the purposes of complying with budgeting and annual financial reporting. Revisions will be made periodically for changes in laws, regulations and accounting pronouncements that cover charter school accounting financial reporting and compliance with state and federal laws.