

**PUBLIC MEETING OF THE
MOUNTAIN OAK SCHOOL BOARD OF DIRECTORS
Regular Meeting Agenda– August 7, 2023**

Pursuant to A.R.S. 38-431.02(1) notice is hereby given to the members of the Mountain Oak School and the general public that the Board of Directors of the Mountain Oak School will meet on the time and date listed below. The meeting will be held at the Mountain Oak School, 1455 Willow Creek Rd., Prescott, Arizona. The Board may vote to go into Executive session on any agenda item, pursuant to A.R.S. 38-431.01(A)(3) for legal advice on matters as set forth in the agenda item. Executive sessions are not open to the public. Board Members or other participants may attend by electronic medium. The following topics and any variables thereto will be subject to Board consideration, discussion, approval, or other action. All items are set for possible action. The agenda may be revised up to 24 hours prior to the meeting. Revisions will be posted at Mountain Oak School located at 1455 Willow Creek, and on the school website mountainoakschool.org/board-info/. Members of the public wishing to address the board are requested to complete a Public Participation Form provided at the entrance of the meeting area at least 5 minutes prior to the start of the meeting. Discussion by the board is limited to items posted on the agenda.

Vision: Mountain Oak School is Committed to the Following:

- Developing and enriching our school offering and campus.
- Maintaining and building our financial health.
- Expanding our presence and visibility in the greater community.
- Becoming a nexus of Waldorf cultural activity in Arizona and the nation.
- Cultivating and supporting a strong and vibrant school community.

Meeting Type:	Date:	Start Time:	End Time:	Location:
Regular Meeting	August 7, 2023	3:54 PM	6:36pm	Mountain Oak School 1455 Willow Creek Rd Prescott AZ 86301 or virtual link to join meeting see below

1. Meeting Opening

a. Welcome and Call to Order

- i. **Welcome to members of the public and reminder of open meeting law procedure; review of “Reports” and questions will be limited to clarification of presenter only.**
- ii. **Thank you to board members who volunteer their time to participate, we appreciate the more than 2.5 hours per week that you give to the governance of the school.**
- iii. **Pre-meeting preparations conducted by directors of documents related to board agenda - board package review.**
- iv. **Welcome to our new board member Katie Larson.**
- v. **Introduction of management appointed board concierge, Kortnei Nichols.**
- vi. **State of emergency has ended and all meetings are conducted in-person, virtual link/call in number is provided as a courtesy and not a guarantee of participation in the meeting.**
- vii. **The meeting is being recorded for the purposes of note taking; draft notes are posted on the school website according to open meeting law in no more than 72 hours, at which time the recording is destroyed.**

b. Opening Quote

- i. **Reverence, enthusiasm, and a sense of guardianship, these three are actually the panacea, the magical remedy, in the soul of the educator and teacher. - Rudolf Steiner**

c. Pledge of Allegiance

- d. Roll Call - Non board members Marcee G, Jonathan R, Amber A, Kortnei N, 4:19 Lynn bank rep joined the meeting via phone. 5:05 Megan T joined the meeting via phone. 5:13 confirmed that AA left physical meeting.**

2. Agenda Review/Accept

RM motions to accept agenda as presented. TH 2nd. KL, PR, TH, BM - Yes, RM abstains because vote isn't necessary for quorum. Motion approved.

3. Public Participation

a. Guidelines for Public Participation

No public participants.

4. Consent Items

a. Approval of Consent Items

RM motions to approve consent items (below). PR 2nd. KL, PR, TH, BM - Yes, RM abstained as a professional courtesy as president conducting the meeting and because vote isn't necessary for quorum. Motion approved.

b. Governing Board Meeting Minutes

i. 6/19

ii. 6/30

iii. FY 2024 Teacher Contracts

5. Appointments, elections & resignations of Board Directors

a. To accept 2 members Faculty and Staff appointed Board members as afforded by corporate bi-laws terms shall be staggered, 1-year term and 2-year term.

JN 17 staff members voted 14 votes JR, AA 13 votes

RM motions "to make an exception to any prior board policy that would be limiting appointment and to accept the two members of Faculty and Staff appointed Board members as afforded by corporate bi-laws dated in 2008 that were provided. Terms shall be staggered for Amber Alexander for 1-year term and Jonathan Ruf for 2-year term". PR 2nd. KL, PR, TH, RM - Yes, BM abstained because of past situations with exceptions. Motion approved.

b. Election of corporate officers effective immediately thru Jan 31, 2024 Robert Manhire - President, Peter Rennick - Vice President. Remaining vacant executive offices to be filled with interim election with term ending at Jan 31, 2024. Next election to be held at State Required Reorganizational Meeting during the first 15 days in January 2024); executive offices can be vacated as defined in corporate bi-laws.

RM presents that nothing in Bi-Laws or any of the board policy available that indicates when elections should take place. However, as provided by superintendent of Yavapai County Education Service Agency (YCESA) Open Meeting Law requires an annual reorganizational meeting in the first 15 days of January to do so and then provide YCESA results along with scheduled board meeting for the calendar year with annual filing requirements for public record. RM motion. KL 2nd. KL, PR, TH, BM - Yes, RM abstained professional courtesy. Motion Approved.

c. Resignation(s) of directors

Discussion about departures for TH and BM. RM actively engaged with strong possible board member candidates. TH hopes for Dec 2023 departure, BM would like to leave in next few months, would like to finish clean up things she has been working on for a smooth departure.

6. Current Events

a. Bank Manager Presentation

Lynn presented our current structure two signers on three accounts BM, RY have full authority to transact business on any of the deposit accounts. Online banking works in conjunction with deposit relationship and that we currently have three users CR, BM, KA. Within this component there is designated an administrator CSA that can add users, delete users, reset passwords and set user access, confirmed this role could ensure that the banking info could integrate with some accounting software. The third role is credit card management, the administrator which is currently BM with 2 cards issued to signers on deposit accounts. Currently we have only one registered CSA, CR. in her presentation she noted that 2 users, CR and BM, have "not logged in to online banking since 2021, KA

appears to be an active user and last logged in on 8/3/23.” She pointed out that best practices would encourage there to be two administrators in the differing roles to support immediate needs and changes in board structure also suggested changing the structure of financial responsibility to create more checks and balances. RM asked a clarifying question: can CSA move money despite not being a signer not on account? Could move money between accounts and they have access to online bill pay, recommend that the CSA role be filled by signer on the account. RM clarifying question Does bank support dual signatures on checks? No, in this environment the bank does not support it, will not monitor it and will not police it.

b. Board Report

RM “Followed up with potential board member. She intends to put forth her interest in joining; spoke with a parent who intends to express interest in joining the board. Presented at teacher in-service training and parent orientation night about board governance.”

BM checked with charter rep and is “Submitting PR to ACC.” but charter rep is waiting on additional information from the charter board. Apparently charter board is having struggles

with their website and displaying information correctly.

c. Directors Report JN “Enrollment ADM 98.5, 32% increase over last day FY 2023.

Summer program was a success and 100 children were assisted. Rolled out a school-wide food program, serving breakfast and lunch, 60 children served lunch on the first day. Adding of SRO to staff through grant, pilot transportation program in progress serving 15 families in 3 areas: Prescott, PV, CV. Rolled out after-care program, made available to the greater community. Remodel scheduled completion 8/8/23. BM clarifying question: Are you using the van? Yes. Is after-care open beyond our school community? Yes, the after-care portion, Abia Jud put a bus stop at our campus. RM Is there a fee for service in after-care? Yes, a small one about \$5 per hour.

d. Parent Association Report KL presented “47 families signed up to volunteer at Parent Orientation on August 3; more than 10 families participated in meet and greet coffee Aug 7. Aligning families with volunteer roles in their area of preference, this is being managed by the PA using a job task list and coordinating with heads of areas of volunteer choice. Parent Association meeting on Friday August 18th, developing agenda likely to include planning for Winter Faire and transitioning social media role to administration. Need help with access to Parent Association fund balance and access to the funds. Support from IT to empower class parents to communicate with parents via Parent Square.”

e. Charter Representative Report RM presented charter rep prepared report: “SB removed as a Board member, RM approved as a Board member. PR submitted for approval to the charter Board. Waiting on approval of request to remove SB as a Charter Rep. Inprocess: Submission of KL as a Board member, 10 year review by the Charter Board. Still in process or needed for completion of amendments started: Getting JN set up as charter representative, need notes from June 30 meeting for Katie’s submission.”

f. Financial Report Michael Donelson prepared and presented report. Confirmed receipt of financial report packet, pointed out that remodel costs inline with settlement, summer program had no impact financial impact on school operations cost. BM once grant stuff get sorted out it will impact favorably the budget vs actual report? JN Yes, several expenses will be reallocated to ARPA and summer grants, grants which are not shown on the financial report provided.

g. Board Concierge Presentation Kortnei Nichols introduced as new board concierge.

h. Not-for-Profit Conference Report RM discussed importance of internal control and presented a banking internal control set up. Main theme Separation of Governance & Management: Establishing & maintaining strong internal control is Management’s responsibility. Verifying internal controls are consistent with objectives is Board’s responsibility. Covered a few changing auditing standards, fundraising best practices

and shifts in the insurance industry increasing costs. Expressed concerns for how current books are being done. Reviewed current internal control structure as it relates to banking, proposed structure with emphasis of separation of duties. Discussed appearances and how they discredit actual integrity. BM noted appreciation of how presented and how changes over last few years were driver, glad we are addressing.

7. Discuss and Possible Action

- a. **Approve Application of Credit Card Limit Increase to \$25k and adopt FY 2024 Credit Card Policy** Reassign banking roles as agreed to reflect President RM and VP PR as bank and credit card administrators. Signer is President RM and school employee RY. Credit card authorized users are school employees, excluding school director. Marcee Gilson, school employee, as AP module administrator - currently Bill.com. AP approvers i.e. workflow as directed by school director, JN.

RM motion. PR 2nd, Yes - KL, PR, TH, BM - Yes, RM abstained professional courtesy. Motion Approved.

b. Change of banking roles

- i. **Remove Brandy Meade as signer of bank accounts, appoint Robert Manhire as signer on bank accounts.** Review current structure
- ii. **Remove Cindy Roe as bank administrator.**
- iii. **Remove current credit card administrator.**
- iv. **Remove Brandy Meade as authorized user of credit card and assign role of recommending authorized users and individual assigned card limit to school director for immediate approval by credit card administrator.** Review credit card function.
- v. **Remove Brandy Meade as administrator to A/P module Bill.com and remove all access to service provider.** Consolidate with one motion.
- vi. **Remove any non-officer director from any administrative role with stakeholders.**
- vii. **Appoint office of President and Vice President respectfully as primary and alternate as Bank, Credit Card, A/P module (Bill.com), ERP administrators and all other administrative, top tier roles, that have and continue to emerge, currently broadly defined in the bi-laws.**

RM Motion: Change banking roles as agreed to reflect President & Vice President Robert & Peter as bank & credit card administrators; bank signer will be President RM & RY school employee; credit card authorized users are school employees per credit card policy excluding school director; Marcee, school employee as A/P module administrator currently bill.com. A/P approvers i.e. workflow as directed by school Director, Jim. PR 2nd, Yes - KL, PR, TH, BM, RM abstained professional courtesy. Motion Approved.

- c. **Designate Yavapai County Education Services Agency as school Arbitrator for the remaining calendar year 2023.** RM motion. KL 2nd it. Yes - KL, PR, TH, BM, RM abstained professional courtesy. Motion Approved.

- d. **Close School Enrollment for FY 2024.** Research needed. Table to future meeting 9/11/2023.

- e. **Approve Jim Nolen, school director to acquire “new” student transportation, 15-passenger or greater within 90-days not to exceed \$15,000 with, in-the-moment consent of 2 directors.** RM motion. TH 2nd. Yes - KL, PR, TH, BM, RM abstained professional courtesy. Motion Approved.

8. Announcements

- a. **Next Scheduled Board Meeting - Working Session 8/15/2023 9:00 am**
- b. **Next Regular Board Meeting Sept 11, 2023 3:45 pm**
- c. **Upcoming Board continuing education opportunities**

- i. YCESA is hosting a governing board training on August 28, 2023 from 4pm-8pm. Dinner will be provided and the topics for the training include the following: Organization of Governing Boards, Powers and Duties of Board Members, Open Meeting Law, School Policy and Development, and School Finance. RSPV required please register at <https://ycesa.com/election-services/governing-board-training/>
- ii. ASBA 47th Annual Law Conference 9/6 -9/8/23 <https://azsba.org/event/asba-47th-annual-law-conference/>

9. Adjournment

Posted Outside 1455 Willow Creek Rd by:

Date/Time: 8/05/23 3:00PM

Posted on School Website by:

Date/Time: 8/05/23 3:00PM

Attendee Information:

Name	E-Mail Address	Present
Robert Manhire, President	rmanhire@mountainoakschool.org	x
Brandy Meade, Board Member	brandymis@gmail.com	X Virtual
Katie Larson	katie.larson@mountainoakschool.org	x
Tim Harrington, Board Member	osmliving@gmail.com	x Virtual
Peter Rennick	pire2@cox.net	X Virtual
Cindy Roe, Board Member	croe@pineforestschool.org	Absent
James Nolen – School Director Ex Officio	jnolen@mountainoakschool.org	x

Courtesy Virtual Meeting Info

MOS Regular Board Meeting

Monday, August 7 · 3:45 – 5:45pm

Time zone: America/Phoenix

Google Meet joining info

Video call link: <https://meet.google.com/erg-cwqw-atc>

Or dial: (US) +1 570-554-0057 PIN: 263 646 435#

More phone numbers: <https://tel.meet/erg-cwqw-atc?pin=3838635211260>