

NOTICE OF COMBINED PUBLIC MEETING AND EXECUTIVE SESSION OF THE MOUNTAIN OAK SCHOOL BOARD OF DIRECTORS Draft Meeting Minutes– September 18, 2023

Pursuant to A.R.S. 38-431.02 notice is hereby given to the members of the Mountain Oak School Board of Directors and the general public that the Mountain Oak School Board of Directors will hold a meeting open to the public on the date, time and location listed below. As indicated in the agenda, pursuant to A.R.S. 38.-431.03(A)(1) Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public officer, appointee or employee of any public body, except that, with the exception of salary discussions, an officer, appointee or employee may demand that the discussion or consideration occur at a public meeting. The public body shall provide the officer, appointee or employee with written notice of the executive session as is appropriate but not less than twenty-four hours for the officer, appointee or employee to determine whether the discussion or consideration should occur at a public meeting; A.R.S. 38.-431.03(A)(8) Discussion or consideration of matters relating to school safety operations or school safety plans or programs. The Mountain Oak School Board of Directors may vote to go into executive session, which will not be open to the public, to discuss certain matters. 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:
Combined Regular Meeting & Executive Session	September 18, 2023	3:45 PM	6:47 PM	Mountain Oak School 1457 Willow Creek Rd, (7th/8th grade classroom) 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 the presenter only.**
- ii. **Thank you to our veteran board members Cindy, Brandy and Tim who volunteer their time to participate. We appreciate the time and effort you give to the governance of the school.**
- iii. **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.**
 - i. **Welcome to our new board members Amber Alexander & Jonathan Ruf.**
 - iv. **Pre-meeting preparations conducted by directors of documents related to board agenda - board package review.**
 - v. **The meeting is being recorded for the purposes of note taking.**

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 (A.A. Absent)

2. **Agenda Review/Accept.** CR requests future agenda items to note primary board member requesting the item and the presenter. TH notes items slated for approval on the agenda had no prior conversation about the. R.M. explained that they are not all action items. They are noted for discussion on item 6..
RM motions to accept the agenda. CR 2nd. CR, BM, PR, TH all aye. RM abstained . Motion passes.

3. **Public Participation**

- a. **Guidelines for Public Participation- Discussion items need to be approved prior via a card at the front desk,** (BM) couldn't find cards 5 Min prior.
B.M. suggest that they be on the agenda as to where the cards are located.

4. **Approval of Board Meeting Minutes RM 1st TH 2nd KL, BM, JR aye CR abstain (RM vote?)**

i. **8/7/23 see notes from above**

RM motions to approve minutes of 8/7/23, TH 2nd; AYE: BM, RM, TH, PR Nay: None Abstain: CR (was not at 8/7 meeting)

ii. **8/15/23 RM1st TH**

RM motions to approve minutes of 8/15/23, TH 2nd; AYE:, RM, TH, PR Nay: None Abstain: CR, BM (was not at 8/15 meeting)

5. **Current Events**

a. **Board Report**

BM forward charter representative MS information regarding possible different boards that are designated for MOS. Either a governing board and school board. MOS has only one corporate board. This is currently being corrected. Speaking for MS (charter rep) who could not attend: concerned that the agenda came across in a negative way; concerned with the sunset provision and whistleblower hotline; concerned that board members are working independently instead of unified with a positive representation; waiting on paperwork for JR, AA, KL, but PR and RM are approved on ASBCS.

CR noted long standing contractors with MOS (audit and business consultant)), her own name and that of MOS were un-substantially and purposefully articulated throughout MOS and the greater Prescott community when an individual of the MOS community asserted there was fraud, potential fraud or perceived fraud. Suggested to board that the firms be invited to a board session and speak about their process, procedures and safeguards used. Or conduct an internal investigation with an outside third party financial investigator. CR made a point to clarify that there was no covert action between another charter school board and herself taking action to sell or share property. CR spoke of these rumors potentially coming from MOS leadership as unbecoming.

KL

- KL is creating a new board member handbook and open meeting law guide.
- Board equals - no individual has authority, the collective is the voice (unified)
- Need to post possible quorum notice, i.e. festivals, assemblies, etc.
- Minutes are required for committees that are mandated by the board.
- Committee reports, best practice- written and and kept with board minutes
- Best practice is for everyone to vote on items unless it is abstention for specific reason-

RM was specific to business consultant Aspire having total control of our Bill.com. Aspire acted independently. 5 of 6 users had that capability to do all through Bill.com. Felt that the directive from the last board meeting was for him to be a liaison on financial matters between management and the board.

b. Director's Report

CR requested that next meeting JN share with board the charter renewal process

c. Parent Association Report

Festival of strength and courage (working toward)

4 or 5 PTA members

d. Financial Report

6. Discuss and Possible Action

- a. Approve current working board to be authorized to submit charter holder governance request to align current working board with the contract on file with AZ State Board for Charter Schools (ASBCS). (Working Board includes: Robert Manhire, Cindy Roe, Brandy Meade, Katie Larson, Timothy Harrington, Peter Rennick, Jonathan Ruf, Amber Alexander and Jim Nolen Ex-Officio).**

JN ASBCS had 2 separate boards but we are getting them combined into one. ASBCS stated as long as we have the minutes of members voted on their votes count. The agenda item articulation was incorrect. Jim to correct wording and resubmit agenda as necessary.

Table until next meeting for further discussion. CR motions to table Item 6a until Oct. 2nd. RM Aye: PR, TH, CR, RM, BM Nay: None - Motion passes

- b. Consider and approve Auditor for FY23 state of Arizona mandated yearly Audit.** Discuss 3 firms/candidates who submitted an engagement letter(s). TH motions to approve Mara Mann as auditor for FY23, PR 2nd Aye: PR, TH, BM Nay: none. Abstain: CR, RM Motion passes.

- c. Approve working board member approval process to be accepted as voting board members upon approval of the charter holder governance request being submitted to ASBCS.** Discuss that members voted onto the MOS board will be able to vote on agenda items upon submission of paperwork to ASBCS. CR motions for newly elected board members to begin voting upon submission of paperwork to ASBCS. PR 2nds AYE: CR, PR, TH, RM, BM Nay: None. Motion passes

- d. Election of corporate officers effective as soon as paperwork is submitted to ASBCS thru Jan 31, 2024, Katie Larson, Secretary.** RM motions to approve Katie Larson as Secretary of the board - CR seconds— AYE: CR, PR, TH, RM, BM. Nay: None. Motion passes

- e. Approve Katie Larson as a Charter Representative.** TH motions to approve Katie Larson as Charter Representative. - CR seconds— AYE: CR, PR, TH, RM, BM. Nay: None. Motion passes

- f. **Approve Jim Nolen as a Charter Representative.** CR motions to approve Jim Nolen as Charter Representative. - TH seconds– AYE: CR, PR, TH, RM, BM. Nay: None. Motion passes
- g. **Approve creation of Whistleblower hotline.** Discussion of necessity for a whistleblower in a small charter school. Already checks and balances through ADE, ASBCS, audits from different entities. Board will not move this to an action item. RM notes he would prefer to implement a hotline.
- h. **Approve School Director with ability to waive teacher requirements on one full-time employee per school year, additional waivers to be presented to board for approval.** ARS state fingerprint and bachelors, RM state ASBCS says boards may policy their own criteria. More research was needed before furthering item to action
- i. **Approve replacement of RY as bank signer, appoint new bank signer.**
Tabled.
- j. **Manage school finance through internal personnel, accountant or business consulting firm.** Discussion - Untimely change in contractors or to hire for internal position(s). Director JN would like to remain with Aspire and revisit potential avenues for FY25 this coming spring. BM Motions to continue using Aspire for FY24 and request RFP for other accounts in March 2024. TH 2nd. AYE: CR, TH, BM, PR. Nay: RM. Motion passes.
- k. **Amend Bi-Laws to include section Term Limits: “Sunset Provision” Voting board member or director term will automatically conclude or “sunset” when their term has exceeded three continuous years of service; the number of directors (aka board members, members voted to be board eligible for listing on ACC website despite charter board approval) exceeds current approved board size as defined by Bi-Laws; and number of directors (aka board members) listed on ASBCS website will be a minimum of four after “sunset” of longest standing member. Sunset provision will conclude with board acknowledged resignation at the next meeting proceeding the occurrence of “Sunset Provision” without respect for written resignation from “sunsetting” member.** BM and CR- concerned about not having enough knowledge on the board if the sunset provision is passed. Board will not move this to an action item today, will revisit after the board retreat.
- l. **Close School Enrollment for FY 2024.** CR advises this could not be done without violating state statute. Each class has a cap by board action. BM notes that this would also be fiscally irresponsible. TH motions to remove this item from consideration. PR 2nd. Ayes: BM, CR, TH, PR, Nay: None Abstain: RM Motion passes.
- m. **Digitizing Board Policy.** Will discuss more at or after the Board Retreat. No action taken.
- n. **Discuss and Consider Board Retreat for alignment of board goals and resolution.** Board Retreat scheduled at Mountain Oak School on October 12.

- o. **Executive Session: Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public officer, appointee or employee of any public body, except that, with the exception of salary discussions, an officer, appointee or employee may demand that the discussion or consideration occur at a public meeting. Discussion or consideration of matters relating to school safety operations or school safety plans or programs. A.R.S. § 38-431.03(A)(1)(8).** No executive session occurred
- p. **School Safety Plan.** Discussed that this should be a team led by the director and brought back to the board at a later date if action is necessary.
- q. **Enhancement of Human Resource Processes and Procedure.** Discussed that this should be a team led by the director and brought back to the board at a later date if action is necessary.

7. Announcements

- a. **Next Scheduled Board Meeting - Working Session 10/10/23 9:00am**
Canceled. Discussed date for retreat- Oct. 12, RM began retreat agenda invited PR to add and continue to create agenda
- b. **Next Regular Board Meeting Oct 2, 2023 3:45 pm**

8. Adjournment by RM 6:47 pm

Attendee Information:

Name	E-Mail Address	Present
Robert Manhire, President	rmanhire@mountainoakschool.org	Yes
Brandy Meade, Board Member	brandymis@gmail.com	Yes
Katie Larson, Board Member pending	katie.larson@mountainoakschool.org	Yes
Tim Harrington, Board Member	osmliving@gmail.com	Yes
Peter Rennick, Vice President	pjre2@cox.net	Yes
Cindy Roe, Board Member	croe@pineforestschool.org	Yes
Jonathan Ruf, Board Member pending	jruf@mounatinoakschool.org	Yes
Amber Alexander, Board Member pending	aalexander@mountainoakschool.org	Not Present
James Nolen – School Director Ex Officio	jnolen@mountainoakschool.org	Yes

Courtesy Virtual Meeting Info

MOS 9/18/23 Monthly Board Meeting

Monday, September 18 · 3:45 – 5:30pm

Time zone: America/Phoenix

Google Meet joining info

Video call link: <https://meet.google.com/dcd-bpdx-ixv>

Or dial: (US) +1 843-940-8792 PIN: 519 285 870#

More phone numbers: <https://tel.meet/dcd-bpdx-ixv?pin=3079310065748>