

**AMERICAN SCHOOL OF WARSAW**  
**BOARD OF TRUSTEES MEETING MINUTES**  
**Monday, 30 January 2017**  
6:00pm, Multi-Purpose Room

---

**Trustees in attendance:** Rob Batchelder (Chair), Artur Banaszak, Mariusz Banaszuk  
Peter Chudy, Chrissie Graeber, Sonia Kandathil, Massimo Merighi  
Simeon Netchev, Gael Reilly, Raymond Yao, Jon Zurfluh (*ex officio*)

**Guests:** Raymond V. Banks Jr. (prospective BoT appointee, by invitation)

**ASW Administration:** Jen Munnerlyn, Laura Berntson, Larry Kraut, Constance McGuire  
Carol Jordan, Marzena Kalbarczyk, Veerle Raskin, Irene Sendra  
Jim Matter, Stephen Sidaway

**Others present:** Shayne Cokerdem, Carl Beach, Jessica Sirotin, Elizabeth Swanson  
Susan Ward

**Quorum present:** Yes

---

**A CALL TO ORDER AND APPROVAL OF MINUTES**

Meeting called to order at 6:00pm.

The Chair opened the meeting by thanking PTO for organizing an outstanding quiz night on Saturday January 28th. He then informed all that the meeting schedule that evening was slightly lighter than normal due to the holiday break and fewer activities that divisions and other school units could report on. The Trustees were then invited to share questions or comments with regard to the agenda items for the evening. No questions or comments were voiced and the agenda was unanimously approved.

**MOTION TO APPROVE THE PRESENTED MEETING ORDER - SIMEON NETCHEV. PETER CHUDY SECONDED. ALL IN FAVOR. MOTION CARRIED UNANIMOUSLY.**

The minutes from the open session of the December 12, 2016 meeting were then approved.

**MOTION TO APPROVE THE MINUTES FROM THE DECEMBER 12, 2016 OPEN SESSION – SONIA KANDATHIL. GAEL REILLY SECONDED. ALL IN FAVOR. MOTION CARRIED UNANIMOUSLY.**

**B CONSENT ITEMS**

**B01a. School Reports and Resignation from BoT**

No objections, questions or comments were voiced.

**MOTION TO APPROVE CONSENT AGENDA ITEMS AS SUBMITTED – MASSIMO MERIGHI. CHRISTINE GRAEBER SECONDED . ALL IN FAVOR. MOTION CARRIED UNANIMOUSLY.**

**C ACTION AGENDA**

**C01. Director' Report (Informational)**

## **C01a. Report**

The Director reported on the items included in his written report.

The cafeteria fire recovery is nearly complete with all service spaces back on line, and only minor background items still in process. A detailed after action report will be submitted for the Board March meeting.

The Director then reflected on Board priorities and confirmed the work is in progress to succeed in reaching the set goals. With regard to the Board priority on accreditation, the Director noted that with all the efforts to bring the school back on track recently applauded by NEASC, this initiative should no longer be treated as a Board Priority, rather as an operational task.

A question was asked if the change in administration in the US may have any impact on the bilateral school status negotiations. Chair Batchelder responded that it is hard to predict but there is nothing at this time to suggest the political turnover in the US will directly impact the negotiation process.

## **C02. Teaching and Learning Report (Informational)**

### **C02a. Report**

TL Director Carol Jordan provided an update on the progress being made towards re-accreditation. The Section A report was finalized in December. The Section B report, focusing on Teaching and Learning, will be completed this semester. NEASC commission commended the school for significant work and progress made in the area of PYP and MYP implementation, professional growth, and the faculty and staff appraisal implementation process. The self-study report is due on December 1, 2017. The CIS/NEASC eleven-member team visit is scheduled for February 12-16, 2018.

Carol Jordan also shared that earlier today the school nursing staff spent their PD afternoon at the US Embassy for emergency medical training with the staff of the Embassy's Health Unit.

A question was raised by one of the trustees if there is any area in which the Board could be helpful with regard to Teaching and Learning. Carol Jordan replied that the Board's ongoing awareness and support is most helpful.

## **D PUBLIC COMMENT**

No one signed up for open comment.

## **E ACTION AGENDA CONTINUED**

Chair Batchelder informed all that since HR Committee's January 20 meeting was cancelled due to Finance and Operations Director candidate interviews that morning, the Committee had not prepared a report for today's meeting.

## **E01. Finance Committee (Informational/Action)**

### **E01a. Report (Informational)**

Finance Committee Chair Christine Graeber highlighted the major issues the Committee had recently been focusing on, to include finalizing the budget for 2017-2018 (a detailed presentation will be provided in the Executive Session), selecting a risk management assessment firm (Albert Risk has been chosen to complete the assessment), adoption of a new financial reporting system (to be used in advance of the next Board meeting), discussing a change to seat deposit fee structure (Action item for today), reviewing procedures and controls, internal checks and balances (appropriate measures confirmed to be in place to assure prudent budget management and

spending controls), and follow-up action items from the 2015-2016 Audit (no new areas of concern were raised during the audit for the past school year). All the above items were presented in more detail in the written report. An update was given with regard to the Risk Management assessment process: the survey referred to in the written report was sent out to all stakeholders at the school earlier today.

The Committee brought two Action items to the table, namely seat deposit dual payment, and ToR adjustment.

### **E01b. Deposit Currency (Action)**

In order to allow more flexibility for parents and generate additional PLN cash reserves, the Committee presented a proposal to allow the community the option to pay the seat deposit in either USD or PLN (in the past payment has been required in USD).

**MOTION TO ALLOW PAYMENT OF SEAT DEPOSIT IN EITHER USD OR PLN – ARTUR BANASZAK. MASSIMO MERIGHI SECONDED. ALL IN FAVOR. MOTION CARRIED UNANIMOUSLY.**

### **E01c. Change in ToR (Action)**

The Finance Committee decided to move the topic of risk management (originally scheduled for March) to the April BoT meeting when the assessment by Albert Risk is completed. The Committee requested the Board's approval of this change to their ToR.

**MOTION TO APPROVE THE CHANGE TO FINANCE COMMITTEE ToR AS SPECIFIED IN THE SUBMITTED REQUEST - ROB BATCHELDER. CHRISTINE GRAEBER SECONDED. ALL IN FAVOR. MOTION CARRIED UNANIMOUSLY.**

## **E02. Governance Committee (Informational/Action)**

### **E02a. Report (Informational)**

Governance Committee Chair Simeon Natchev updated the Board on topics highlighted in the Committee's written report, to include: December 12, 2016 Board meeting self-evaluation; Director mid-term evaluation (to be discussed at the executive session); Board election and member succession planning; appointment of a new member to fill the seat vacated by John Gabrovic (Action item for today); training/orientation session for new and aspiring Board members.

With regard to past meeting self-evaluation, the Board Chair summarized that results of the three evaluations completed so far reflected the agendas and complexities of the topics discussed. Overall, the effectiveness is good, there are no issues of great concern.

As indicated in the written report, the Governance Committee is working on BoT member succession and election planning. In order to make these processes clearer and more comprehensive, a simpler version of the Election and Appointment policy will be drafted and brought to the Board in March.

An information session for new and aspiring members is scheduled for March 1 at 6:00pm in the MPR. The main goal is to familiarize those interested in serving on the Board (whether by election or appointment) with the background, requirements, responsibilities, and scope of board work. The Director encouraged the Trustees to spread the information about the session and invite potential candidates to the event.

### **E02c. Appointment of New Board Member (Action)**

As no objections were raised, the appointment of a new Board member to complete John Gabrovic's term of office was retained as an open session agenda item. Board Chair Batchelder shared that out of several potential candidates discussed by the Governance Committee, Raymond V. Banks emerged as the best fit for immediate appointment to this vacant seat. Mr. Banks' resume was included in the meeting materials.

**MOTION TO APPOINT MR. RAYMOND V. BANKS JR TO THE BOARD OF TRUSTEES, EFFECTIVE TODAY, TO FILL THE REMAINDER OF JOHN GABROVIC'S TERM OF OFFICE – ROB BATCHELDER. SIMEON NETCHEV SECONDED. ALL IN FAVOUR. MOTION CARRIED UNANIMOUSLY.**

### **E02b. Policy Re-Structure – Policy Manual and Bylaws (Action)**

The Board then considered the recommendation by the Governance Committee to approve as second reading the proposed new format of the Policy Manual as re-structured by the Director. No substantive changes have been made to the Bylaws or Policy Manual.

**MOTION TO ADOPT THE RESTRUCTURED POLICY MANUAL AND BYLAWS AS SECOND READING – CHRISTINE GRAEBER. SIMEON NETCHEV SECONDED. ALL IN FAVOUR. MOTION CARRIED UNANIMOUSLY.**

### **E03. Ad-Hoc Strategic Planning Committee (Informational)**

#### **E03a. Report**

Strategic Planning Committee Chair Artur Banaszak updated the Board on strategic planning process development. Thanks were extended to Director Zurfluh for his involvement in preparing the RFP, reaching out to vendors and compiling the submitted bids. The Committee is scheduled to hold a study session the following week to review the proposals and shortlist the finalists. The Finance Committee Chair was invited to join that meeting to ensure financial considerations were adequately addressed in the review process.

With acceptance of John Gabrovic's resignation, the Committee lost one member. At the recent StratPlan Committee meeting a proposal was extended to Board Chair Batchelder to join the Committee as a regular voting member. Mr. Batchelder said he would consider the invitation and, after looking at overall committee membership in light of Raymond Banks' appointment, he would send out a new list of committee assignments within a couple days.

### **E04. Board Items (Informational)**

#### **E04a. Board Path Forward (Review)**

All items envisaged in the Draft Board Path Forward timetable for this meeting and time of year have been duly covered. First draft budget items will be touched upon at the Board retreat this Saturday. Recruiting issues will be fully discussed in March, as planned, yet still this week there will be an update sent to all regarding the current recruiting process.

No questions or concerns were raised with regard to Board Path Forward.

## **F CLOSURE**

### **F01. Announcements**

## **F02. Board Retreat - February 4, 2017**

Chair Batchelder confirmed the date and time of a special study session for Board members on ASW's legal status and how this affects the school's finances, draft budget, and other relevant issues. The session will be held on Saturday, February 4<sup>th</sup> at 9:30am; it will start with an overview of the bilateral school status negotiation, both history and current status, by U.S. Embassy Management Counselor Martina Polt. The complete agenda of the meeting will be sent out to all Trustees soon.

*At this point the open session was formally adjourned. The executive (Board only) session followed after a 10-minute break*

Adjourned at 6:45pm.

# AGENDA

## ASW BOARD MEETING

Date: 30 January 2017  
 Time: 6:00 p.m.  
 Location: MPR  
 Meeting called by: Rob Batchelder, Chair  
 Attendees: ASW Board, ASW A-Team

5:30 pm - 6:00 pm		<b>Light Dinner in the Mezzanine for Board/A-Team and invited guests</b>	
6:00 pm – 6:30 pm	<b>A</b>	<b>Call to Order</b> 1. Agenda 2. Minutes (Board Meeting - 12/12)	Action Action
	<b>B</b>	<b>Consent Items</b> 1. School Reports a. PTO Report 2. Resignation	Action*
	<b>C</b>	<b>School Items</b> 1. Director Report a. Report  2. Teaching & Learning a. Report	Informational  Informational
6:30 pm – 6:45 pm	<b>D</b>	Public Comment (Please sign in for public comment.)	
<b>BREAK</b>			
7:00 pm – 8:00 pm	<b>E</b>	<b>Board Committees</b> 1. Finance Committee a. Report b. Deposit Currency - Policy 3.9 (old) or 4.07 (new) c. Change in ToR  2. Governance Committee a. Report b. Policy Re-Structure (Policy 2.1 and Bylaws XII.1) c. Appointment of New Board member  3. Ad-Hoc Strategic Plan Committee a. Report  4. Board Items a. Board Path Forward (Review)	Informational Action Action  Informational 2nd Read - Action Action  Informational  Informational
	<b>F</b>	<b>Closure</b> 1. Announcements 2. Board Retreat - February 4th	
8:00 pm – 9:00 pm	<b>G</b>	<b>Executive Session</b> 1. Meeting self-evaluation 2. Director Mid-Term Evaluation 3. Other confidential matters as determined by policy	

*\*Items can be pulled from the consent agenda prior to vote via motion to the chair or in advance by notifying the chair or the Director on the day preceding the meeting. Pulled items will become part of Action Agenda below.*



# Board Report

January 30, 2017

<b>Division/Department:</b>	PTO	<b>Author:</b>	Brian Mason
-----------------------------	-----	----------------	-------------

## Report

At the time of writing this report, the PTO Quiz Night is planned for Saturday, January 28 at a venue downtown, anticipated attendance is 100+.

At the PTO General Meeting on Thursday, 26 January, there will be a reading of an amendment to the PTO Bylaws:

*"the annual meeting will be held at a date of the President's determination, no earlier than April 1st and no later than the end of the third week in May"*

As currently written in the PTO bylaws; the 2017/18 Board elections are held in May — although the general meetings are scheduled for April 27 and May 25. Giving the incoming Board a month longer to form a Board and/or Strategy would serve them and the Community better for 2017/18 - in the meantime the 'outgoing' Board is on hand to provide support as necessary.

The amendment can be incorporated into the PTO Bylaws once the general membership has voted on it at the (26 January) General Meeting.

With regard to the 2017/2018 PTO Board, under the PTO Bylaws, a Nominating Committee must be formed to search out new candidates for election. This committee must contain at least one non-Board member and two current Board members.

Pietro Gerosa has agreed to act as the *'volunteer from the general membership.'* However, the two required members of the current Board have yet to be agreed upon.

In terms of upcoming events, the family bingo event has been postponed until Sunday, 5 March due to a clash with the ES 'Jungle Book' Production on Sunday, 12 February.



ESTABLISHED  
1953

## **ACTION MEMORANDUM**

**DATE:** January 30, 2017  
**TO:** **ASW Board of Trustees**  
**FROM:** Robert L. Batchelder, Chair  
**SUBJECT:** Resignation of John Gabrovic  
**REF:** [Robert's Rules, Art. IV, 27\(e\)](#)

As you are aware, our colleague John Gabrovic informed the Board by email on December 14, 2016, of his decision to resign from the ASW Board.

During his five months as a member of the Board of Trustees, John played a key role in our recruitment of a new Director and he made valuable contributions to the work of the Strategic Planning committee. In my December 15 reply to John, I thanked him on behalf of the entire Board of Trustees for his service to ASW as a 2016-2017 Board member.

### **ACTION REQUESTED:**

In accordance with referenced procedural rules, the purpose of this consent agenda motion is to affirm the Board's formal acceptance of John Gabrovic's December 14, 2016, resignation.

# Board Report



January 30, 2017

<b>Division/Department:</b>	Director	<b>Author:</b>	Jon P. Zurfluh
-----------------------------	----------	----------------	----------------

## Action Items

<u>Item/s</u>	<u>Policy Reference</u>	<u>Recommendation</u>
None		

## Report

You have already noted by now that we are excusing the team from reporting at this board meeting. The consent agenda therefore is light with the addition only of the PTO Report, which is a new feature that we hope to continue at intervals during the year. I believe that PTO is a key organization in the school, charged with the development of community within the school. Therefore, their ongoing linkage with the board is both appropriate and encouraged. Members of the PTO board will join us in the audience to address any questions.

The team has been working since our December meeting on their various items of foci and more comprehensive reporting will be present again at the March meeting.

### Fire Roundup

We are now closing the loop on fire recovery. With this report, all spaces are back online with only a few background items still in process. We'll do after action research that will yield a more comprehensive report on the March agenda. But, we are back to full operational efficiency.

### Board Priority - Rebuilding Trust, Transparency, and full communication

Work on involving stakeholders in more comprehensive ways continues with various plans. Currently looking for a date to schedule strategic planning and governance work which is now moving into greater focus. Scheduling of the next set of forums moves center stage now that recruiting is finished.

An example of additional stakeholder involvement was the recent interviews for Director of Finance & Operations. We had a representation of parents and students involved in core meetings with facilitation bringing notes back to the selection committee. These feedback forums provided key data that informed the final selection process. The committee members effectively facilitated and hosted the meetings and there was praise from all the candidates in regard to their experience here in Warsaw.

### Board Priority - Ensuring the financial health of the school

Our work at this meeting and our session on Saturday will yield more comprehensive insight into the financial challenges we face. As is noted in other reports, this work lives primarily now in the Finance Committee. Their work is comprehensive and aligned with improvements in the Finance office in reporting and system development. The committee has seen examples of the administrative team's work toward draft budget and capital expenditure plan along with reporting enhancements that continues to improve budget manager insight into prudent spending practices. This yielded tighter financial control and thoughtful consideration of school wide effective utilization of resources.

Our work with the board will begin to deepen understanding of risks and the challenges of facing these risks after absorbing commitments to increase spending in various aspects of the school.

With growth and program adoption comes tension between legitimate changes to spending patterns and resource reallocation. While there are challenges ahead of us, thoughtful and considered action will achieve long term sustainability of these initiatives or budgetary driven optimization of same given effective development of parameters and planning guidelines. As always, the board should seek to layout broad stroke targets and provide policy based guidance to administrative planning. We will be ready to provide informed foundation for these decisions.

#### Board Priority - Long-term sustainability of programs/initiatives

Current pathway toward program implementation remains in place. Most significant feature was the recent official “opening” of the Design Center. While we have been in “soft” operation since the start of the year, we decided the timing was right for a hard opening to showcase the work that is emerging through this program. Leadership toward establishment of the program was appropriately highlighted and thanks to staff involved were effectively presented in an open house format. Other programs continue on their pathway as originally described and continuously communicated.

#### Board Priority - Accreditation

With the PD day on Monday, attention has now fully moved to Section B. The Teaching and Learning report more effectively articulates this. In prior #missivez, the recent letter from NEASC was shared with all constituents. We are still waiting on CIS affirmation, which we expect is forthcoming. In the NEASC letter, we were applauded for our efforts and largely, this initiative is now in normal operational mode. Therefore, I’ll no longer provide focused updates in this area, but leave the incremental updates to Teaching and Learning going forward, owing to the normal operational nature of the work under that department.

#### Board Priority - Polish Government Negotiations

We have been working with lawyers, the US Embassy, and consultative support in Washington, D.C. in preparation for delivering the next draft of our work on a bilateral agreement. We will be going over this work in more depth during our Saturday session and feel like we have the process on track for the next round of continued negotiations. Both our lawyer and representatives from the Embassy, under the board chair’s guidance, will be with us for these interactive sessions to deepen the board’s understanding of current status.

# Board Report



January 30, 2017

<b>Division/Department:</b>	Teaching and Learning	<b>Author:</b>	Carol Jordan
-----------------------------	-----------------------	----------------	--------------

## Action Items

<u>Item/s</u>	<u>Policy Reference</u>	<u>Recommendation</u>
None		

## Report

This report provides an update on the re-accreditation self-study. The process is intentionally inclusive and reflective and is structured in a way to invite participation and engagement from a wide range of community members. An “accreditation” status means that we meet high standards for institutional quality, we have the resources to achieve our goals, our students benefit from the curricular and co-curricular programs we offer and we demonstrate a commitment to continuous improvement.

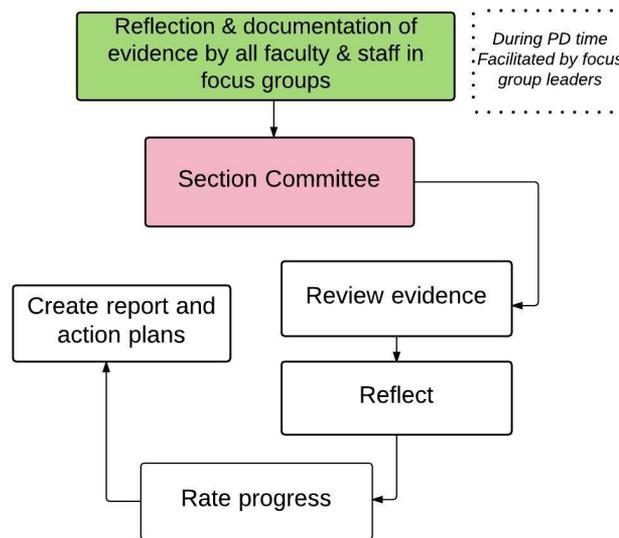


Figure 1. Reflection process

## Special Report

### *Rationale:*

In response to the special report submitted on June 28, 2016, CIS and NEASC requested a further report by October 31, 2016 updating them on the progress we are making on nine matters to be addressed.

### *Executive Summary:*

On December 22nd we received feedback from NEASC. Their commission voted to accept the report and continue American School of Warsaw (ASW) in accredited status until we submit the

self-study on December 1, 2017. They reported that the report we submitted was comprehensive and showed abundant examples of the progress being made.

Of particular note in Section B: Teaching and Learning we were commended for the:

1. Processes being put in place to identify, track, serve and evaluate learning support and English language learners.
2. Significant work being done to prepare for the PYP and MYP programs, including:
  - the development of collaborative teacher time
  - the development of a Learner Profile
  - retreats by subject area to carry out the grades 6-10 inventory of curriculum and standards
  - a detailed professional development plan.
3. Implementation of a staff appraisal process, which ties professional growth goals with professional development.

We are still waiting for the report from CIS.

*Next steps:*

Complete Section B of the self study this semester.

*Board Support/Action:*

An awareness of the progress being made towards re-accreditation. Continued support for the process.

## **Section A: Guiding Statements**

*Rationale:*

The key to successful school improvement processes is the school's Guiding Statements: vision, mission, core values and statement of educational objectives (or similar). These statements establish the school's direction, define its purpose and set the school's educational goals. This section involves an examination of the quality and effectiveness of our guiding statements, the process used to create them, and the tools used to measure how successful we have been with implementation. The alignment of the admissions policy and procedures with the school's guiding statements was also considered.

*Executive Summary:*

The section A report was finalized on December 16th.

*Next steps:*

Update this section prior to the submission of the self study.

*Board Support/Action:*

An awareness of the progress being made towards re-accreditation. Continued support for the process.

## **Section B: Teaching and Learning**

*Rationale:*

Teaching and Learning are the core of our school and all other aspects of the school support teaching and learning and student well-being. This section addresses the design, delivery, assessment and review of our educational programs. We need to demonstrate that we have a comprehensive academic curriculum and a program of activities that meet the needs of our students and reflect the commitments made in our Guiding Statements.

*Executive Summary:*

This semester focus groups will engage in a thoughtful reflection of our educational programs. For this section, four self-study committees will examine teaching and learning from “horizontal” (ES, MS and HS) and “vertical” (k-12 subject) perspectives. To have the conversations we need to have and to allow the committees to synthesize and report out on the findings, we will be utilizing the early release Wednesday and PD days for this work. The heart of the process is the focus group discussions. They generate the evidence that showcases our strengths and identify what we need to work on. The section committees use this documentation and evidence to rate our performance against the standards and indicators, and to create action plans for areas that we need to strengthen.

*Next steps:*

Timeline

January 31, 2017	Focus group documentation and evidence submitted
March - April, 2017	Section committees synthesize findings
May 15, 2017	Draft section reports completed
June 5, 2017	Final reports due

*Board Support/Action:*

An awareness of the progress being made towards re-accreditation. Continued support for the process.

**Section C: Governance and Leadership**

*Rationale:*

The quality, structure, and partnership of the school’s leadership, governance, management, and finances are studied in this section.

*Executive Summary:*

Using the same process being followed for Section A and B, time has been incorporated into the existing Governance calendar for this work. The Governance committee members will have the dual role of being focus group and committee members.

*Next steps:*

Draft timeline

April 12, 2017	Overview of the process
April 24, 2017	Section C discussion and collection of evidence
May 19, 2017	Section C rating against standards
May 30, 2017	Jon Zurfluh completes the section report
May 31, 2017	Committee reviews the report and finalizes

*Board Support/Action:*

An awareness of the progress being made towards re-accreditation. Continued support for the process.

**Visiting Team**

*Rationale:*

Once the self-study is complete we will have an external assessment by a visiting team. The team visit involves a detailed, objective evaluation which reflects the perspectives of its members who

have been trained in the evaluation process and who are familiar with the Accreditation Standards and Indicators as well as the typical nature and concerns of international schools.

*Executive Summary:*

CIS and NEASC have confirmed an eleven member team visit for February 12-16, 2017. They will arrive on Saturday, February 10th and leave Friday, February 16th.

*Board Support/Action:*

An awareness of the timing of the external assessment.

# Board Report



January 30, 2017

<b>Division/Department:</b>	Finance Committee	<b>Author:</b>	Chrissie Graeber
-----------------------------	-------------------	----------------	------------------

## Action Items

<u>Item/s</u>	<u>Policy Reference</u>	<u>Recommendation</u>
Seat Deposit Dual payment	Policy 3.9	Board approval to allow payment of seat deposit in USD and PLN
Change in ToR	N/A	Approve move of risk management discussion to April

## Report

The Finance Committee (FC) met on December 14th and January 23rd. Both meetings took place at 8:30am in the boardroom.

### Seat Deposit

This year we would like to allow the community the option to pay the seat deposit in either USD or PLN (in the past payment has been required in USD). This will allow more flexibility for the community and provide the finance department additional PLN cash reserves. We request the Board to approve a change to this fee structure.

### Change in ToR

The FC has decided to move the topic of risk management to April when it will be more beneficial to the Board. The assessment from Albert Risk should be forthcoming during that time frame. We request the Board approve this change to our ToR.

### Risk Management Assessment

Albert Risk is the firm that has been chosen to complete our risk management assessment. Work is already in progress. In the upcoming weeks a survey will be distributed concerning the risk management assessment. Please be on the lookout for it and complete it at your earliest convenience. Additionally, we have asked Albert Risk to assess our insurance policies in depth to assure the school has maintained the appropriate levels and range of coverage necessary. Even with the additional task, the costs will remain within the \$40,000 ceiling already approved by the Board.

### New Financial Reports

The FC and Director of Finance have been working on an improved report for budget and finance. The new report will present an overall view of finances including year to date comparison against the budget, as well as providing two additional years of historical data comparison against the same data. We should be able to start using the new report in advance of our next board meeting.

## **Audit Summary**

The FC has compiled all of the notes, questions, and concerns regarding the 2015-2016 financial audit. We have worked with the Director and Director of Finance to make sure all of these topics have been addressed. There were no new areas of concern raised during the audit for the past school year. However, we will be holding a “deep dive” session for the entire Board of Trustees to ensure a complete understanding of the finances and status of the school.

## **Review of procedures and controls, internal checks and balances**

The FC, Director, and Director of Finance shared questions and concerns related to these topics. It was confirmed that there are appropriate measures in place to assure prudent budget management and spending controls. It was agreed that the new financial reports will further confirm these measures and provide a more transparent view of the school’s finances.

## **Tuition, Fees, and Revenue; Budget**

Work on the 2017-2018 budget is in progress. A rough draft of projected expenditures has been presented, but the collaborative work of reviewing expenditures with the goal of finding savings and efficiencies is still ongoing. The Director will provide a more detailed presentation of the draft budget in Executive Session, allowing the Board to begin initial discussion around the revenue side of the equation. We will continue to work with and support administration in the month of February, including during the February 4 Board retreat, to have a final budget for approval in March.

# Board Report



January 30, 2017

<b>Division/Department:</b>	Governance Committee	<b>Author:</b>	Simeon Netchev
-----------------------------	----------------------	----------------	----------------

## Action Items

<u>Item/s</u>	<u>Policy Reference</u>	<u>Recommendation</u>
Restructured Bylaws and Policy Manual Accept and fill J. Gabrovic's vacancy	Policy 2.1 & Article XII Appendix 6	2nd reading and adoption vote on appointment

## Report

A Governance Committee (GC) meeting took place on January 18, 2017 at 8:30am in the Boardroom.

### Discussion Items

**Post meeting self-evaluation results:** The Committee reviewed the results of the December 12 Board meeting self-evaluation survey. The results were based on feedback received from **nine** respondents out of eleven trustees (John Gabrovic had resigned from the Board before submitting the survey; one other trustee had not participated in the survey). In general, most trustees rated the meeting as satisfactory/good/commendable. There were a few cases where "poor" was used to describe certain Board actions during the meeting (a result of specificity of topics discussed), yet these few cases did not affect an overall positive rating of the meeting.

**Director's mid-term evaluation:** The mid-term evaluation survey is completed. The results of the evaluation is one of the agenda topics for the closed session at the Board meeting on January 30<sup>th</sup>.

**Board of Trustees succession:** The Committee reviewed the Board succession table prepared by the Director, with his vision of how to secure continuity in the light of some members completing their terms and relocating at the end of the school year. The Committee then reviewed the Board Election/Appointment procedure (section 10.03 in the reformatted Policy Manual) and agreed the document text is not clear and is focused solely on appointments, and did not provide any guidelines on Board election process. Governance Committee will draft a simpler version of the Election and Appointment procedure section and bring it to the board meeting on March 6<sup>th</sup>.

**Filling John Gabrovic's vacancy:** In light of John Gabrovic's resignation from the ASW Board in December, the Committee discussed 4 potential candidacies to fill John's seat. The Committee felt that Ray Banks' candidacy is the most attractive of the four as he had formally indicated his interest and commitment, submitted a resume and a letter of intent. All agreed that Mr. Banks' candidacy should be put forward for approval by the BoT at its upcoming meeting on January 30<sup>th</sup>.

**Training/Orientation session for new and aspiring Board members:** Following the recommendation from Ron Marino regarding early induction of new board members, the Director suggested an orientation session for new and aspiring Board members be scheduled in early March – right before the BoT election process begins. The date was set for March 1 at 6pm in the MPR.

### ACTIONS:

Raymond Banks' candidacy would be put forward for approval by the BoT at the January 30 open session unless there is a motion to move the discussion to the closed session.

GC would like to propose that the reorganized Policy Manual be submitted to the Board at its January 30 meeting for second reading and adoption.

# Board Report



January 30, 2017

<b>Division/Department:</b>	Strategic Planning Committee	<b>Author:</b>	Artur Banaszak
-----------------------------	------------------------------	----------------	----------------

## Action Items

n/a

## Report

### **Meetings of the Committee**

#### ***Rationale: update***

1 meeting was held (Jan 11). Predominant topics were:

1. Update on RFP (re. consultancy support for strategic works agenda in school year 2016/2017) process

The Director provided an update:

- RFP was sent out to a number of companies before and right after the break and several parties confirmed their interest
- The deadline for accepting proposals was January 20<sup>th</sup>.

#### **FRP process status**

Finally 7 parties placed an offer in the form of final and complete proposal

- Transformation Systems, LLC
- Colarelli, Meyer and Associates (CMA)
- Atlanta International School (2 individuals)
- Fluent sp. z o.o.
- NOTOSH LTD
- Consilium Education Ltd
- Adele M Hodgson

The Committee plans to hold a Committee meeting (a study session) on 1 February with a goal to review the submitted bids, select the finalist/s and come to the Board with either a recommendation for a specific vendor or sufficient information for discussion over suggested finalist/s with an option for a later electronic vote or vote during study session.

#### **Other topics**

- Given John Gabrovic's resignation from the Board, Committee considered options for ensuring continuity, and would like to have a new member appointed.
- Another committee-community forum is intended to involve StartPlan Committee with a broader audience brought to the table this time.