

# Board Agenda

## Bowling Green City Board of Education

### Wednesday, August 21, 2024

Open Forum 5:45 p.m.  
 Meeting Place: Lobby – Performing Arts Center 6:00 p.m.  
 Executive Session: (if needed) End of Meeting

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 The Bowling Green City Schools Board of Education is responsible for setting policy to govern effectively the district and ensure students are receiving excellence in education. It is also responsible for the hiring of faculty and staff and overseeing the financial health of the district. The Board provides vision, structure, accountability, and makes decisions in the best interests of students. It also works with the Superintendent to develop short and long-term goals to position the district as one of the best in the State of Ohio. Finally, the Board advocates for strong partnerships with the community, university, and families with the goal of preparing students to live successfully in a diverse and global society.

This meeting is a meeting of the Board of Education in public for the purpose of conducting the School District's business and is not to be considered a public community meeting. There is a time for public participation during the meeting as indicated in the agenda item. [In accordance with Board Policy 0165.1- Regular Meetings]

- I. Roll Call.
- II. Pledge of Allegiance.
- III. Introduction of guests and visitors.
- IV. Opportunity for public to address the Board on agenda items.
- V. Special Presentation  
 PBIS Program and Leadership BG partnership with our school district **Allie Willibey/Dusty Bauman**
- VI. Special Updates  
 IBook BG: Stacey Higgins & Michelle N. Thomas
- VII. Opportunity for the Board to present additional items.
- VIII. Board President Report
- IV. Superintendent Report
- X. Correction and/or approval of the minutes of the regular meeting of July 23, 2024. *Exhibit 1*

It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	
Ardy Gonyer	_____	_____	
Ryan Myers	_____	_____	
Peggy Thompson	_____	_____	
Tracy Hovest	_____	_____	

- XI. Treasurer's Report
  - 1. Financial Report – July 2024
  - 2. Commercial Paper – ORC 135.142(C)

It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	
Ardy Gonyer	_____	_____	
Ryan Myers	_____	_____	
Peggy Thompson	_____	_____	
Tracy Hovest	_____	_____	

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XII. Personnel

It is the Superintendent's recommendation to approve personnel, as submitted:

A. Certificated Personnel

1. 2024-2025 Educational Advancement

Kerestin Bubp	from: BS	to: MA
Katlin Dasher	from: MA+15	to: MA+30
Katherine Fields	from: MA	to: MA+15
Jennifer Finley	from: MA+15	to: MA+30
Kerry Horrigan	from: MA	to: MA+15
Caitlin Instone	from: BS	to: MA
Kristen Instone	from: MA+15	to: MA+30
Clayton Kalaf-Hughes	from: MA+15	to: MA+30
Lori Maas	from: MA+15	to: MA+30
Hope Nevins	from: MA	to: MA+15
Samantha Ramey	from: BS	to: MA
Amber Ruemmele	from: BS	to: MA

2. Supplemental Contracts for 2024-2025

a. Employment

***Total payment amount will be contingent upon completion of the supplemental contract.***

- 1) Tamarah Matney – Safety Patrol (CO) – Crim Elementary: \$745.00
- 2) Joseph McFaddin – Safety Patrol (CO) – Crim Elementary: \$745.00
- 3) Tammy Beauprez-Ridley – Safety Patrol (CO) – Conneaut Elementary: \$745.00
- 4) Roy Findley – Safety Patrol (CO) – Conneaut Elementary: \$745.00
- 5) Heather Kramer – Safety Patrol (CO) – Kenwood Elementary: \$745.00
- 6) Jeremy Koehler – Safety Patrol (CO) – Kenwood Elementary: \$745.00
- 7) Mary Kern – Model UN Advisor – High School
- 8) James Gee – Marching Band - Director (TRI) – High School: \$2,650.33
- 9) Jennifer Metzger – Marching Band – Director (TRI) – High School: \$2,650.33
- 10) Samantha Preisner – Marching Band - Director – (TRI) – High School: \$2,650.33
- 11) James Gee – Marching Band Assistant Director (TRI) – High School: \$1,656.33
- 12) Jennifer Metzger – Marching Band Assistant Director (TRI) – High School: \$1,656.33
- 13) Samantha Preisner – Marching Band Assistant Director – (TRI) – High School: \$1,656.33
- 14) James Gee – Instrumental Music - Director (TRI) – High School: \$1,093.33
- 15) Jennifer Metzger – Instrumental Music – Director (TRI) – High School: \$1,093.33
- 16) Samantha Preisner – Instrumental Music - Director – (TRI) – High School: \$1,093.33
- 17) James Gee – Instrumental Music Director (TRI) – Middle School: \$ 894.66
- 18) Jennifer Metzger – Instrumental Music Director (TRI) – Middle School: \$ 894.67
- 19) Samantha Preisner – Instrumental Music Director – (TRI) – Middle School: \$ 894.67
- 20) Wing Man (Janet) Fu – Orchestra Director – (CO) - High School: \$1,640.00
- 21) Shawn Hudson – Orchestra Director – (CO) - High School: \$1,640.00
- 22) Wing Man (Janet) Fu – Orchestra Advisor – (CO) - Middle School: \$1,342.00
- 23) Shawn Hudson – Orchestra Advisor – (CO) - Middle School: \$1,342.00
- 24) Courtney Boswell – Choral Music Advisor – Middle School
- 25) Beth Vaughn – Choral Music Director – High School
- 26) Joanne (Jo Beth) Gonzalez – Drama Director – High School
- 27) Baley Nye – Key Club Co-Advisor – High School: \$745.00
- 28) Lauren Tiell – Key Club Co-Advisor – High School: \$745.00

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- 29) Baley Nye – SAB Co-Advisor – High School: \$1,250.00
- 30) Lauren Tiell – SAB Co-Advisor – High School: \$1,250.00
- 31) Jeffrey Nichols – National Honor Society Advisor – High School
- 32) Corey Sexton – Yearbook Advisor – High School
- 33) Kimberly Stevens – Drama Club Advisor – Middle School
- 34) Margo Morr – Yearbook Advisor – Middle School
- 35) Laura Johns – Quiz Bowl Advisor – Middle School

*All coaches possess current and valid Ohio Department of Education Pupil Activity Permits and satisfactory background checks.*

*A dollar amount represents a shared supplemental contract.*

3. 2024-2025 Resident Educator Program; Mentors & Mentee Supplemental and other pay

a. Part I. Mentee Payment – Year 1;

At contract hourly rate for attendance/participation in after hours meetings as needed:

Lilly Ahmed	Sarah Church	Shelby House	Mikayla Johnson
Anna Koepl	Matthew Rafaly	Hunter Smith	Hannah Smoyer
Roman Sommer	Angela Strickland		

b. Part II. Mentor Pay – Year 1; At contracted supplemental contract rate:

Melanie Ferguson (Rafaly)	Michelle Hanneman (Smith)
Melissa Hemminger (Strickland)	September Killy (Church)
Erika Kimple (Ahmed)	Betsy Nietz (TBD)
Amy Strata (Johnson)	Jami Sunday (Sommer)
Heather Tessler (House)	Michelle N. Thomas (Smoyer)
Paula Williams (Koepl)	

c. Part I. Mentee Payment – Year 2;

At contract hourly rate for attendance/participation in after hours meetings as needed:

Emily Akuszewski	Lydia Love	Margo Morr	Cora Radtke
Skylar Rose	Sabrina Smith	Kelley Turk	

d. Part II. Mentor Pay – Year 2; At contracted supplemental contract rate:

Amy Dible (Love)	Joanna Nicole Kosakowski (Rose)
Jana Metzger (Radtke)	Nichole Myers (Morr)
Arianna Newman (Smith)	Kisha Nichols (Akuszewski)
Angelina Poffenbarger (Turk)	

4. Professional Development

a. Physical Aggression Avoidance Response Remediation (PAARR) Training  
Summer PD Rate / Up to 3.5 hours; Paid with Title IV-A Funds

August 6, 2024: Ambre Partin

August 14, 2024: Molly Barnhart

b. District Leadership Team

Up to 10 hours at contract BGEA rate; Paid with Title IIA Grant Funds

Erica Blust	Danielle Carrasquillo	Bridget Hale	Melissa Hemminger
Laura Johns	Elizabeth McIntosh	Jeffrey Nichols	Kisha Nichols
Betsy Nietz	Jennifer Ostrowski	Jillian Powell	Paul Reinhart
Brandon Ripke	Laura Weaver		

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c. ELA (English Language Arts) Planning Committee

August 2024; Up to 5 hours each at contract BGEA rate; Paid with Title IIA Funds

Margaret Carr	Robert Marzola	Susan Miller	Jennifer Nichols
Cora Radke	Nichole Simonis	Michelle N. Thomas	

d. i-Ready BGMS Training

August 28, 2024 and September 24, 2024; Up to 3 hours each;  
BGEA contract rate; Paid with Title IIA Funds

Nicole Behrman	Amy Dible	William Ferguson	Anthony Gutierrez
Michelle Hanneman	Hope Henninger	Laura Johns	Amy Kenyon
Anna Koeppl	Elizabeth Nester	Betsy Nietz	Kaycee Noe
Ashlee Radabaugh	Kellie Radcliff	Amanda Remaklus	Laura Scharf
Ashley Schmeltz	Bryan Schneider	Hunter Smith	Roman Sommer
Jayden Stanton	Kimberly Stevens	Daniel Stutzman	Jami Sunday

e. Science of Reading

**Exhibit 2**

In compliance with HB33, teachers must complete professional development for the Science of Reading by June 30, 2025. Under state law, districts must pay a stipend to each teacher completing the Ohio Department of Education & Workforce's (*Department*) professional development course in the following pathway options:

Staff must complete the Science of Reading course as outlined in the *Department's* pathways.

Staff who completed an alternative training approved by the *Department* are not eligible for a stipend.

After completion and stipend payout the Teaching & Learning Department will seek reimbursement from the *Department*.

f. Sixth Grade Social Studies Gallopade Curriculum Professional Development

August 5, 2024; Up to 2 hours each at BGEA contract rate (summer);  
Paid with Title IIA Funds

Megan Fults	Tyler Nye
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B. Support Personnel

1. Resignation

- a. Mela Ariel – 2nd Shift Custodian – Kenwood Elementary  
Effective July 30, 2024
- b. Suzanne Davis – Cashier / Worker – Kenwood Elementary  
Effective August 2, 2024
- c. Billie Myers – Food Service Manager – Kenwood Elementary  
Effective August 15, 2024

2. Employment

- a. Lauren Crawford – Food Service Manager – Kenwood Elementary  
Effective August 22, 2024; Experience Factor 3; 85 working day probation  
***Contingent upon Completion of required paperwork and acceptable background checks***
- b. Kylee Douglas – Food Service – Cashier/Worker – Kenwood Elementary  
Effective August 22, 2024; Experience Factor 1; 85 working day probation

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- c. Raymond Johnson – 2<sup>nd</sup> Shift Custodian – Kenwood Elementary  
 Effective August 22, 2024; Experience Factor 3; 85 working day probation  
*Contingent upon Completion of required paperwork and acceptable background checks*
- d. Sharlotte Phillips – 2<sup>nd</sup> Shift Custodian – Middle School  
 Effective August 22, 2024; Experience Factor 1; 85 working day probation
- e. Amelia Damron – Food Service Floater – District  
 Effective August 22, 2024; Experience Factor 2; 85 working day probation  
*Contingent upon Completion of required paperwork and acceptable background checks*
- 3. Transportation Substitutes 2024-2025 school year  
 \$18.17 (regular route) - \$17.87 (extra trip)  
 [Hours to be determined by the Director of Transportation]  
 Gloria Jaime Olevera
- 4. Substitute Van Drivers 2024-2025 school year  
 Experience Factor 0  
 Ashlee Bodi                      Brittney Sauve                      Kenneth Thorbahn

C. Other Personnel

- 1. Student Activity Contracts for 2024-2025 (Occasional employees in paid/contractual Positions)
  - a. Employment  
*Total payment amount will be contingent upon completion of the supplemental contract.*
    - 1) Tim Parish – Quiz Bowl Advisor – High School \*  
 \*Contingent upon completion of all training requirements, background checks, & receipt of valid Pupil Activity Permit
    - 2) Kennedi Priest – Assistant Coach – Cheerleading – Fall – High School
    - 3) Taylor Raszka – Weight Room Supervisor – Fall – High School
    - 4) Corinne Shull – Assistant Coach – Girls Golf – High School*All coaches possess current and valid Ohio Department of Education Pupil Activity Permits and satisfactory background checks.*  
*A dollar amount represents a shared supplemental contract.*
- 2. Volunteer Recognitions for 2024-2025 (Unpaid)
  - a. Jordan Arrington – Assistant Coach – Football – High School
  - b. Jeffrey Campbell – Assistant Coach – Football – High School*All coaches possess current and valid Ohio Department of Education Pupil Activity Permits and satisfactory background checks.*
- 3. 2024-2025 Friday/Saturday School Monitor  
 At contract hourly rate, as needed  
 BG Middle School -
 

Bailey Aumiller	Marshal Headley	Laura Johns	Amy Kenyon
Darryl Kosciak	Carolyn Lane	Margo Morr	Amanda Pasley
Amanda Remaklus	Laura Reyes	Tomas Roman	Jami Sunday
Paula Williams			

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4. Game Help 2024-2025 School Year

High School: 1 Game (\$25.00); 2 Games (\$40.00); 3 Games (\$55.00)

Jordan Arrington	Andrew Bowen	Jeffrey Campbell	Andrew Drumm
Jason Faykosh	Roy Findley	Jody Flick	Joshua Fox
Michael Furnas	Kenneth Hale	Rob Hunter	Erika Kimple
Shawn Kiss	Jeremy Koehler	Joanna Kosakowski	Michael Marovich
Joseph Nauman	Betsy Nietz	Alexis Hart Nichols	Fredrick Riggs
Lou Ann Rockovich	Connor Rogowski	Kyle Selvy	Jayden Stanton
Scott Wisniewski	Scott Wongrowski		

Middle School: 1 Game (\$20.00); 2 Games (\$35.00); 3 Games (\$45.00); 4 Games (\$70.00)

Middle School:

Annmarie Altman	Bailey Aumiller	Melanie Ferguson	Erika Kimple
Jeremy Koehler	Caroline Layne	Kimberly Stevens	Allison Thompson

5. Laundry services for 2024/2025 Football Season

\$200.00 per week for 10 weeks; not to exceed \$2,400.00 (to account for potential playoff games);  
To be paid from the HS Athletic Fund

Robert Schultz

6. 2024 Seasonal/Temporary Summer Workers

Mowing/Yard Work; \$15.84/Hour, Additional 7 hours  
(Previously approved 19.5 hours/week at 7/23/2024 BOE Mtg)  
August 1, 2024 through August 15, 2024

Ashley Bodi

D. Unclassified II Personnel

1. Substitute Nurses for the 2024-2025 school year:

Hours determined by the Executive Director of Pupil Services;  
\$21.75 per hour; Paid from Student Wellness and Success Funds

Makenna Davis

2. Auxiliary Service / Non Public Allocation Federal Funds Personnel for 2024-2025

a. Montessori

1) Amy Paluch – Speech Language Therapist

MA – Level X; up to 10 hours per week;  
Effective August 1, 2024

(Additional hours as needed, authorized by Executive Director of Montessori School; Paid with  
Auxiliary Service Funds)

b. Bowling Green Christian Academy

1) Michelle Davis – Remedial Tutor – 2024-2025 Tutor Rate;

Effective August 20, 2024-May 23, 2025; 25.25 hours per week

(Additional hours as needed, authorized by BGCA Principal; Paid with Auxiliary Service Funds)

2) Sheri deNijs – Remedial Tutor – 2024-2025 Tutor Rate;

Effective August 20, 2024-May 23, 2025; Up to 28 hours per week

(Additional hours as needed, authorized by BGCA Principal; Paid with Auxiliary Service Funds)

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- c. St. Aloysius
  - 1) Marijane Adler – Title 1 Reading  
2024-2025 Tutor Rate; 14.25 hours per week/38 weeks per year  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Aloysius Principal, Paid with Title 1 funds)
  - 2) Grace Dever – School Counselor  
2024-2025 Tutor Rate; up to 31 hours per week / 38 weeks per year;  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Aloysius Principal; Paid with Auxiliary Service Funds)
  - 3) Amy Paluch – Speech Language Therapist  
MA – Level X; up to 7.5 hours per week / 38 weeks per year;  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Aloysius Principal; Paid with Auxiliary Service Funds)
  - 4) Dianna Kolbe – LPN  
\$27.21 per hour; 5.5 hours per day; 5 days per week for 38 weeks per year  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Aloysius Principal; Paid with Auxiliary Service Funds)
  - 5) Tina Sadowski – Intervention Specialist  
2024-2025 Tutor Rate; Up to 16 hours per week/38 weeks per school year;  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Aloysius Principal; Paid with Auxiliary Service Funds)
  - 6) Brandy Rogers – ASP Clerk  
\$17.65 per hour; 14 hours per week / 42 weeks per year  
Plus additional 19 days @ 7 hours per day  
Additional hours as needed, authorized by St. Aloysius Principal;  
Effective August 1, 2024; Paid with Auxiliary Service Funds
- d. St. Louis
  - 1) Dianna Kolbe – LPN  
\$27.21 per hour; 15 hours per year / 9 months per year;  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Louis Principal; Paid with Auxiliary Service Funds)
  - 2) Marijane Adler – Title 1 Reading  
2024-2025 Tutor Rate; 4.75 hours per week/36 weeks per school year  
Effective August 1, 2024  
(Additional hours as needed, authorized by St. Louis Principal, Paid with Title 1 funds)
  - 3) Cindy Fuller – ASP Clerk - St. Louis  
\$17.92 per hour; 6 hours per week / 45 days per school year;  
Additional hours as needed, authorized by St. Louis Principal;  
Effective August 1, 2024; Paid with Auxiliary Service Funds

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It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	_____
Ardy Gonyer	_____	_____	_____
Ryan Myers	_____	_____	_____
Peggy Thompson	_____	_____	_____
Tracy Hovest	_____	_____	_____

XIII. Operations

A. The Treasurer requests:

1. Fiscal Year 2025 Appropriation Amendments/Additions as presented:

Fund	SCC	Description	Amount Incr./.(Decrease)
007	9005	Lauren "Flex" Rex Memorial	250.00
007	9004	BG Firefighter Scholarship	500.00
300	1906	Cheerleading HS	25,000.00
070	0000	Capital Projects	700,000.00
300	1908	Football	2,368.63
401	9424	St Louis FY24	2,042.50
590	9024	Title II-A FY24	<u>9,108.58</u>
			739,269.71

B. The Superintendent requests:

1. Approval of the following agreements:

- a. Acceptance of a Wood County Juvenile Detention Center Juvenile Residential Center of Northwest Ohio Agreement between Wood County Educational Service Center and Bowling Green City School District for education programming for the 2024-2025 school year. *Exhibit 3*
- b. Service Agreement for interpreting services between Bowling Green City Schools and Resolute Interpreting LLC effective August 8, 2024 through August 8, 2025. *Exhibit 4*
- c. Updated Acceptance of a County Service Agreement- Consortium Services with the Wood County Educational Service Center for the 2024-2025 School Year as presented on the attached exhibit [adding Behavior Support Specialist Services after the February 20, 2024 board approval]. *Exhibit 5*
- d. Acceptance of a Service Agreement between Wood County Educational Service Center and Bowling Green City School District for Prevention Education On-Site Services (On-Site Prevention Specialist: Emma Landals) for the 2024-2025 school year – \$17,854.00 for 5 school days of service per week. *Exhibit 6*

2. Approval of a Request for Student Trips:

- a. Approval of a student trip request for BGHS Band students to New York City, New York from March 27, 2026 to March 31, 2026.  
All costs will be paid through a combination of fund-raisers and by student with Band Boosters making some payments; liability insurance to be handled by Noteworthy Tours. Transportation arrangements via charter buses through Noteworthy Tours.  
Instructor: Samantha Preisner

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3. Approval of the designation of school bus stops to start the 2024-2025 school year as prepared by the Director of Transportation and authorize the Superintendent and/or Director of Transportation the authority to designate or relocate subsequent bus stops pursuant to OAC 3301-83-13.

[Information available in the Office of the Superintendent.]

4. Acceptance on the following gifts:

\$ 100.00	Jr. Bobcat Basics	Fite/Waldron Family	Donation
\$ 1,000.00	High School Cross Country	Michael & Theresa Marsh	Donation
\$ 1,500.00	High School Cross Country	Michael C. Cheek	Donation
\$ 100.00	High School Cross Country	Robert & Deborah Frakes	Donation
\$ 50.00	High School Cheerleading	Anya M. Bureau	Donation
\$ 150.00	BGCS to purchase books for students	The Literature Group of the Women's Club of BG	Donation
\$ 285.00	BGCS to purchase school supplies	Share Team Peace Lutheran Church	Donation
\$ 249.00	Lauren Rex Memorial Scholarship	Ortinau Art LLC	Donation
\$ 66.00	BGCS lunch accounts	Staff of Central Administration	In Memoriam of Thomas Ideczak
\$ 200.00	BGCS Bobcat Basics Pantry	Ginny Stewart	Honoring Sandy Rowland & her commitment to BGCS
\$ 200.00	BGCS Student Lunch Program	Scott Stewart	In Memory of Sandy Rowland & her commitment to BGCS
School supplies valued at \$130.00	Kenwood Elementary	Lorraine Miners	Donation
Math Manipulative kits valued at \$2,900.00	Middle School	Tom Hudson	Donation
100 Mini-sundae coupons valued at \$269.00	BGCS Board of Education	Bennett Enterprises DBA Frisch's Big Boy	Donation
Beverages valued at \$15.00	Bobcat Basics Pantry	Beta Sigma Phi	Donation
\$ 7,214.00	TOTAL		

It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	
Ardy Gonyer	_____	_____	
Ryan Myers	_____	_____	
Peggy Thompson	_____	_____	
Tracy Hovest	_____	_____	

#### XIV. Executive Session

Approve an executive session in order to consider one or more of the following matters:

1. The appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official, licensee, or regulated individual, unless the public employee, official, licensee or regulated individual requests a public hearing.
2. The purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure or information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest.
3. Conference with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action.
4. Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment.
5. Matters required to be kept confidential by federal law or regulations, or state statutes.
6. Details relative to the security arrangements and emergency response protocols for a public body or a public office, if disclosure of the matters discussed could reasonably be expected to jeopardize the security of the public body or public office.

1. Enter Time:

It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	
Ardy Gonyer	_____	_____	
Ryan Myers	_____	_____	
Peggy Thompson	_____	_____	
Tracy Hovest	_____	_____	

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2. Exit Time:

XV. Adjournment

It was moved by:		seconded by:	
Discussion			
Treasurer's roll call:	Aye:	Nay:	
Norman Geer	_____	_____	_____
Ardy Gonyer	_____	_____	_____
Ryan Myers	_____	_____	_____
Peggy Thompson	_____	_____	_____
Tracy Hovest	_____	_____	_____

\*Policy 0160- Meetings: Each person addressing the Board will give his/her name, address & applicable group affiliation. If several people wish to speak, each person will be allotted three minutes until the total time of thirty (30) minutes is used. During that period, no person may speak twice until all who desire to speak have had the opportunity to do so. Persons desiring more time should follow the procedures of the Board to be placed on the regular agenda. The period of public participation may be extended by a vote by the majority of the Board.