

# Board of Directors – FSAS | MINUTES

Meeting date, time 1/17/19 6:15 PM | Meeting location FSAS, Gray, ME

Meeting called by Adam Gilman, Chair  
Type of meeting Regular Meeting  
Facilitator Adam Gilman, Chair  
Secretary Penny Collins, Secretary

Attendees:  
Adam Gilman, Chair  
Alyson Spencer-Reed, Vice Chair  
Penny Collins, Secretary (arrived 6:46)  
Bill Doughty, Board  
Zoe Lewin, Board (arrived 6:45)  
Carolyn Beem, Board  
Vincent Micale, Board  
Melanie Prinz, Treasurer

Also Present:  
Jacinda Cotton-Castro, Executive Director

Excused:

Meeting called to order at 6:15 pm.

Quorum of 6 present at start of meeting.

## AGENDA TOPICS (A FEW MINOR ADJUSTMENT TO THE AGENDA MADE)

### ED Report | J. Cotton-Castro

Questions taken on Executive Director's report. Question on and discussion of ROOTS as referred to in report; this refers to building equity as opposed to putting great expense into a location that does not belong to the school. Question about "Bridging Borders" - COTL shared an article by this name with the lead teachers around emergent curriculum. Q: under grants - "what is preference for how award is given or considered?" - A not included in report. Request for proposals isn't out yet. Also a little further on - stipends vs. salaries - JCC not sure what this refers to and will check and report back.

**Parking Lot** - special meeting dates are not on the school's website - please add. J. Cotton-Castro to take action.

Update on expansion: committee will reconvene after the retreat so that retreat outcome/direction can be considered. Impact to attendance on delay days - will be analyzing and considering.

Query to Board Members: how many still want paper packets for meetings? 4 of those here.

Tax return presentation and Q&A by Amanda from Smith & Associates, CPA. They now have the revised bylaws and they will be appended to the tax return while filed; they have removed the text referring to the Center as a member of the corporation.

**Review of tax return and questions from Board members:**

Q: Number of voting members was a bit different in 2016-17 A: they can update this. Number of voting members may appear to be higher if someone has left and been replaced mid-year. Need to add Kassy Clements. Q: P6 No 14 - seems we ought to have a document retention & destruction policy - A: this is required for publicly traded companies, but considered best practices across the board. Q: P1 line 22 net assets: change from prior year - does this indicate improvement? A: shows that our financial picture is getting stronger. Q: the mission statement is not complete. A: too long for the space, so it is shortened to fit and remain visible. They can include the full mission statement on schedule O if we like. Q: P2 description of school - update the bit about adding a grade each year so it is current. Q: P31 description of how ED salary is set - decision made to cut last sentence; details are not recorded in minutes as much of this is conducted in executive session.

**Presentation of Financial Audit Report and questions from Board members:**

Commendation from CPA on the state of our contingency & reserve accounts. No concerns raised by the CPA. Attention called to bus loan (new this fiscal year), Note 8 (prior period corrections) - term of lease was incorrect in previous returns. Explained some points related to the lease. Reminders of ongoing and upcoming changes for nonprofit organizations from a tax perspective, including 1) Revenue recognition, which is meant to clarify distinction in types of donations and 2) how to recognize and account for a lease. This will have implications to how leases are written and agreed to. These changes will impact organizations in two years. Board question related to note on public state funding. Board question relating to wisdom around financial implications of renting vs owning building space. Auditor noted that net position wouldn't change a lot. The asset of a building would take time to change, while renting is more nimble. This is not necessarily a good or bad thing, just a factor to be aware of. Unexpected costs are easy to absorb when assets are available. However, not being reliant on a lease owner has its own benefits. Improvements made improve your overall picture rather than that of your lease owner. It's a risk/reward situation either way.

Questions taken on Finance Committee report. Board member brings attention to timeline for upcoming budget workshop, given the number of changes possibly ahead for next year. Committee is working to maintain line of sight to major changes, including healthcare and school expansion. Board Chair inquiry as to the timeline on the purchasing and contracting policy. Committee to give notice to Board when that is ready for the agenda. Update on money market account indicating that money was moved into that account from our contingency account.

Update from J. Cotton-Castro on federal grant proposal for expansion. Minimal changes were made to the proposal, which decreased the overall potential cost to the school and maintained the original intention of proposal. Awarded grant monies cannot be used for brick and mortar construction costs.

*Motion to authorize Executive Director to complete and submit anticipated federal charter school expansion and replication grant at 7:23 PM by A. Gilman*

*2nd by W. Doughty*

*Discussion: none*

*Motion passed 8-0*

*Motion to authorize allocation of funds not to exceed \$4,000 to be used toward a grant writing contract in support of Executive Director's writing of aforementioned grant at 7:25 PM by P. Collins*

*2nd by A. Spencer-Reed*

*Discussion: Is this enough money toward the support contract? How many hours will go into the writing of such a grant? Idea offered that we can begin here and revisit as the project moves forward and grant details are released. Board concern around the long term goals and vision of Fiddlehead's growth, which has not been fully resolved. Much of this is planned to be addressed at the upcoming Board retreat. Noted that Board will continue to stay involved in the development of the grant and the expected involvement of Contractor is in the role of Project Manager.*

*Motion passed 8-0*

*Motion to enter executive session to discuss rental negotiations at 7:33 pm, per ME Title 1, Chapter 13, Subchapter 1, §405, 6.C, by A. Gilman*

*2<sup>nd</sup> by W. Doughty*

*Motion passed 8-0*

*Motion to leave Executive Session at 7:55 pm by A. Gilman*

*2<sup>nd</sup> by M. Prinz*

*Motion passed 8-0*

Board members weighed in on options regarding staying in current space for final year of lease. Overall agreement around value of keeping community together, the financial implications, extra time gained in planning for move in future, and the lack of disruption to staff. Executive Director, Board committees, and administrative team will continue to work on plans for the next two school years.

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## Review of Minutes

*Motion to accept December 20, 2018 minutes by A. Gilman*

*2<sup>nd</sup> by W. Doughty*

*Discussion: A. Gilman pointed out typo that had been corrected*

*Motion passed 8-0*

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## Governance Committee | A. Gilman

Questions on Governance report. Question taken regarding membership extension specific to officer positions. When a member takes an officer role, might that role indicate a change in the length of their tenure? Discussion ongoing in Committee and would not move forward without presentation to Board and subsequent vote. Committee also looking at tenure served in Committee before a member can serve as Chair, as well as transition expectations between chairs and officers.

Reminder from Chair for all members to be identifying possible candidates for future Board members.

Review of Board Meeting Norms & Protocols to continue to improve meeting efficiency and efficacy. Committee Chairs to prioritize their topics on the agenda and draft motions ahead of meetings.

Medical Marijuana policy moved to February agenda.

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## Year-End Report

Questions on Maine Charter School Commission 2017-2018 Monitoring Report. Board member question on attendance goal, which has been a moving target. Education Committee to continue to address ways to improve or redefine attendance and learning days. Feedback on the size of the classes/groups in data reporting for test scores. Education Committee looking at the data based on 'one year's growth' as we should see stronger results in this area. Education Committee also looking at tracking social-emotional growth and ensuring that is captured.

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## Personnel Committee Report | P. Collins

Committee took questions on Personnel Committee Report. Question on how increase in substitute pay was received.

*Motion to enter executive session to discuss slate of candidates, per ME Title 1, Chapter 13, Subchapter 1, §405, 6. A. (1), at 8:46 pm by W. Doughty*

*2<sup>nd</sup> by A. Spencer-Reed*

*Discussion: None*

*Motion passed 8-0*

*Motion to leave Executive Session at 8:55 pm by W. Doughty*

*2<sup>nd</sup> by C. Beem*

*Discussion: None*

*Motion passed 8-0*

*Motion to approve slate of candidates presented by Personnel Committee at appropriate salaries as indicated by the salary grid at 8:55 pm by P. Collins*

*2<sup>nd</sup> by A. Gilman*

*Discussion: None*

*Motion passed 8-0*

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## Diversity Committee | A. Spencer-Reed

Committee took questions on Diversity Committee report. Results of teacher survey will be shared next month; so far 12 teachers have participated. Survey was intended to get staff feedback on the direction and work of the committee.

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## Education Committee Report

Committee took questions on Education Committee Report. Suggestion made to include School Guidance Counselor in the conversation at Education Committee on social-emotional development. Clarifying discussion around examination of Work Sampling System. It works well for preK-2 and possibly less so for upper grades. Will engage staff on thoughts around improving WSS. Board Chair looking for firm guidance on the conditional language around 10 year charter extension.

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## Miscellaneous Items | A. Gilman

Upcoming fundraiser at Craft Brew Underground. A school parent is offering the space to host and it will be a family friendly event. Board members invited to join as they are able.

Date for Board Retreat is set for February 2 and there are not good options for a snow date without interrupting scheduled Budget Workshop. Members should make all efforts to be here regardless.

**Action Item:** All members are asked to bring in artifact or object that represents or signifies Reggio Emilia/whole child education to the retreat.

Board Chair has been contributing a paragraph to the monthly school newsletter and suggests Committee Chairs may rotate authoring that section. P. Collins to take February and create an update from Personnel.

J. Cotton-Castro gave update on communication from Commission regarding the complaint made in 2018. Commission asked for more detail in response. Board Chair to follow up with Commission regarding the level of detail required and will call a meeting of Executive Committee if/when appropriate.

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#### Public Comment

None.

*Motion to adjourn at 9:16 pm by P. Collins*

*2<sup>nd</sup> by Z. Lewin*

*Discussion: none*

*Motion passed 8-0*