

**Queenswood Montessori Society**

**St. Christopher's Montessori School**

**2619 Currie Road, Victoria, BC V8S 3B9**

**Minutes:** Board of Directors Meeting

**Date:** Thursday, September 14, 2017

**Location:** 2619 Currie Road

**Time:** 7:30 PM

**Board Members in Attendance:**

David Arnsdorf

Chris Bechard (arrived at 8pm)

Joshua Bixby (Treasurer)

Elizabeth Dutton

Chris Royle

Jocelyn Stanton (Chair)

**Guests:**

Ricky de Souza (Principal)

**Regrets:**

Anna Arneja

Jennifer Brown (Secretary)

Jocelyn called the meeting to order at 7:35pm.

**1. Adoption of Agenda (for decision)**

Motion: To adopt the Agenda for the Board Meeting of September 14, 2017.

Moved by Elizabeth; seconded by Joshua. Carried.

## **2. Approval of Minutes (for decision)**

Motion: To approve the minutes for the Board Meeting of June 5, 2017.

Moved by Chris R; seconded by Elizabeth. Carried.

## **3. Treasurer's Report (for information)**

Joshua reported that the school's finances are in line and well managed.

## **4. Principal's Update (for information)**

Since our yearly budget is approved in January, Ricky recommended that he and Claudette (Principal and Book keeper) update it in September each year based on actual enrollment numbers and staffing. Ricky reminded the Board that fundraising revenues and expenses are NOT reflected in the school's operating budget/spreadsheet. Therefore there will always be a difference between our audited statements and our in house budget spreadsheet. Joshua and Ricky will plan to meet before the October AGM.

Ricky provided updates on staffing including that Miss Bambi will be teaching music and Zii is a practicum student in the Buttercup Room. Typical for September, the office is busy as new and returning students and families return to school. Ricky is looking into long term planning to document both Ricky's and Claudette's processes in the office.

The Federation of Independent Schools Association (FISA) is having an outreach event on Thursday, November 2, 2017 from 7pm to 9pm at St Michael's; interested Board members to attend with Ricky.

Welcome Event at Windsor Park - Monday, Sept 25 starting at 3:30pm - David to arrange for food for approximately 130 parents/kids; Elizabeth and Jocelyn to help day of to help set up.

Board to consider moving the nominations of new Board members to June so that planning for the following year can be in place for September/beginning of new school year. Ricky feels this earlier process will help with planning for the following year including planning and seeking bids from contractors on physical upgrades.

Renovations: How does the Board approve the process going forward? David to work with Ricky to have a plan in place moving forward on how to work with contractors. Also need to confirm final budget numbers on the cubbies/stairs project; Chris R to attend meeting with Ricky.

Ricky circulated the depreciation report to the Board and Jocelyn saved it in the Board's shared files for future reference.

## **5. Approval of Governance Documentation (for decision)**

Based on all compiled feedback from the Board, Jocelyn presented the final draft versions of the school's constitution, bylaws, all the Terms of References (ToR), and the Board Calendar. The AGM timelines were also discussed. A lengthy discussion followed on all the documentation, and the Board determined that Jocelyn work further with Britta Wagner (parent and lawyer) to include wording in the bylaws for Board member misconduct and changing the timing of nominations in advance of the AGM.

Motion: To approve the constitution and bylaws, with the two changes of misconduct and nominations timing process in advance of the AGM, and upon recommendation/feedback from Britta.

Moved by Joshua; seconded by Chris B. Carried.

Further discussion on all the ToR continued. It was also discussed that the Governance Cycle reflected in the Board Calendar will rely on returning Board members to keep the momentum going for the Board in September in advance of the AGM and setting the year's planning with the Principal. This should also be included in the Board's ToR.

Motion: To approve all the Terms of Reference, with updates as discussed, and with the knowledge that these are living documents and touchstones for future Boards and may be updated by the Board as needed.

Moved by Chris R; seconded by Joshua. Carried.

It was determined that a Parliamentarian would not be necessary to preside over the election of the slate of nominees. Joshua offered to preside over that section of the meeting as he will not be seeking re-election.

## **6. Nomination Committee Update (for decision)**

The Board had a discussion on the process at the AGM about how the Society will vote in the nominees.

The Board decided to add to the Nomination Committee's Terms of Reference that all Board members be required to have a criminal background check and a Vulnerable Sector check as well as the routine signing the Confidentiality Agreement.

Motion: That new and returning Board members go through a Criminal Record check and a Vulnerable Sector check and that this will be the process moving forward.

Moved by Elizabeth; seconded by David. Carried.

The Nomination Committee reported that the call out for new Board members be sent out to the parent community over email. It was decided that this should go out on Friday, September 16 with Monday, September 25 at 5pm as the deadline; David will gather bios and talk with any interested candidates. Notice of the AGM will be sent out to parents on Friday, September 29 which gives the full 14 days notice as set out in the bylaws.

## **7. External Investment Advisor (for decision)**

A discussion of the Financial Terms of Reference took place.

Motion: The Board recognizes the need to seek out to best practices for investing the School's savings, however, it was decided that this project should be left up to the new 2017/18 Board to determine next steps.

Moved by Joshua; seconded by Chris R. Carried.

#### **8. In-Camera**

Motion: To move into Camera. Moved by David; seconded by Joshua. Carried.

Motion: To move out of Camera. Moved by David; seconded by Jocelyn. Carried.

#### **9. Adjournment:**

Motion: To adjourn at 9:40 pm. Moved by Chris B; seconded by Jocelyn. Carried.

Next Meeting: October 12th 6:30pm, then AGM at 7pm