

## WCSU Board Annual Meeting

Wednesday, May 26, 2010  
7:00 P.M. at *Jamaica Village School*

### Minutes

Those present: Laura Sibia, Richard Werner, Dover; Wesley Ameden, Drew Hazelton, Laura O'Brien, Dale West (not voting), Jamaica; Howard Ires, Emily Long, Bruce Parlman, Leland and Gray; Lauren Poster, Marlboro; Kim Colligan, Kim Friedman, Newfane; April Chase, David Dezendorf, Townshend; Mary Gene Landeryou, Wardsboro; Beth McDonald, Caroline Partridge, Antje Ruppert, Windham; Martin Nadler, Winhall; Laura Hazard, Jamaica Principal; Brian Crego, Leland and Gray Associate Principal; Francie Marbury, Marlboro Principal; Bruce Garrow, Newfane Principal; Debra Leggott, Townshend Principal; Rosemary Fitzsimons, Wardsboro Principal; Abby Dillon, Director of Special Education; Steven John, Superintendent WCSU; Frank Rucker, Financial Officer WCSU; John Doty, Windham Principal; Amy Jo Cable, recorder.

1. Emily Long called the meeting to order at approximately 7:15 P.M.
2. Recognition of public and introductions of board members and administrators.
3. Approve Minutes of March 31, 2010. David Dezendorf made a motion to approve the minutes of March 31, 2010. Howard Ires seconded. Two corrections were made to the attendance. Brian Crego was in attendance at the meeting of March 31<sup>st</sup> and Dale West was not at that meeting. No other changes requested. All in favor of approving the minutes of March 31, 2010 as amended. Motion passed. David Dezendorf made a motion to approve the minutes of May 19, 2010. Laura Sibia seconded. No discussion or changes to the May 19, 2010 minutes. Emily Long called for a vote. Howard Ires abstained. All others in favor. Motion passed.
4. New Business
  - a. Approve contracts for WCSU employees per approved FY11 budget. Emily Long went over the list of employee contracts that needed approval, some of which needed her signature for approval. (Contracts which needed chair's signature: (Administrative staff) Abigail Dillon, Director of Special Education; Matthew Martyn, Systems Administrator; Frank Rucker, Chief Financial Officer; (Special Education staff) Thomas Dalton, School Psychologist; Linda Gordon, Occupational Therapist; Jeffrey Stint, Physical Therapist. Those contracts that needed approval, but no board chair signature: Teri Fletcher, Assistant Treasurer; Lori Garland, Medicaid Clerk; Dana Ladd, Accountant; Rebecca Paroli, Office Manager, *Explorer's Camp*

Service Provider; Melissa Powers, Certified Occupational Therapist, Therapy Assistant; Kathleen Velsor, Human Resources Coordinator; Debra Wood, Accounts Payable, Payroll Clerk. Steven John explained the different types of contracts that were presented for approval and pointed out that some of the contracts had a 3% increase included in the salary per the approved budget, but the 3% increase in salary was not across the board for all employees. A question and answer period followed. David Dezendorf moved to approve all contracts and to have the board chair sign the contracts for Abigail Dillon, Frank Rucker, Matthew Martyn, Thomas Dalton, Linda Gordon and Jeffrey Stint. Martin Nadler seconded. Discussion followed regarding employee job descriptions. Emily Long called for a vote. All were in favor. Motion passed.

- b. Act on the Auditor's Report. Frank Rucker passed out copies of the Auditor's report for Windham Central for fiscal year ending in June of 2009 and a management letter that went with the report. Frank then summarized the report for the board and answered any questions the board had regarding the report. Frank advised that we do have a reasonable fund balance and our financial condition is favorable. Frank pointed out the recommendations for improvement noted in the audit and was very pleased to report that most of the recommendations have been complied with and this report showed a significant amount of progress in responding to the CPA recommendations. Frank then discussed the additional report that came with the Auditor's Report... the management recommendations that also summarized the audit and had suggestions for improvement. (first page, last sentence) "We did not identify any deficiencies in internal control that we consider to be material." Frank advised that they did find weaknesses, but they went on to say that a material weakness is something relatively serious, and they did not find that. Frank said that they did have suggestions for us which they consider weaknesses in our system. Frank went on to review some of the auditor's recommendations for us to improve, which began on the third page. Frank pointed out that he did not have time to argue the first point and he thinks that if he did, they would have removed it. (...the Supervisory Union has an accounting procedures manual but it is not complete...the Supervisory Union does not continue to develop and update the manual due to time constraints.) Frank said that he would argue that that is not the case and a very good example of that is how well the new Accounts Payable, Payroll Clerk, Debra Wood, was able to take over her new duties, serving seven districts, with the current procedures manual in place. Frank said he believes the documentation in the procedures manual is very adequate and he does expect that that recommendation will be removed in the new year. Also, there was a Banking and Investment Policy recommendation that Frank discussed. He agreed that he thinks we should pursue that and perhaps the board would want to consider if they want that at policy level or if they would like the administration to recommend an

administrative procedure to address their recommendation. He went on to explain that the auditor's are recommending that the board establish a banking and investment policy. The Highly Qualified Teacher, Frank believes has also been addressed. He knows that Steven has spent a fair amount of time on making sure that we do meet the requirements of federal grants as it relates to employing highly qualified teachers. Organizational Chart...Frank agrees and does have an organizational chart, but the software he uses is *PowerPoint* and you can't fit that much into the software. Internal Control Documentation...Frank considers this to be an extension of the procedure manual and he liked the format that the auditor's are suggesting. Expense Control: Frank explained that they try to help new people in our system understand the requirements for good control and he thinks we are doing very well with that. Fraud Policy and Fraud Risk: Frank recommended that at some point the board have a discussion as to whether you want to set a policy at the board level or again, ask the WCSU to come up with an administrative procedure recommendation. Code of Conduct: Frank believed that we have done a good deal under adopting a Code of Conduct. Frank pointed out our *Statement of Core Values* and said that it is a good suggestion and perhaps we need to be a little more formal about how we address that. Frank handed out a one page bid from *Sullivan, Powers & Co.* for the board to examine and explained that he does need to engage the firm right away if we're going to lock down the schedule in the summer. Frank also noted that the SU only received this one bid response. Frank said that if the board had any concerns to let him know, since he generally has acted on behalf of the board by scheduling the audits because it's a statutory requirement. He asked the board to let him know if there were any objections very soon, otherwise he will assume he can move forward. (...with the exception of the Dover School District...since Frank had an inquiry as opposed to a request to engage...so Frank will not do anything with the Dover bid.) Frank explained he needed to get back to the firm this week, if we want a summer audit. Frank then asked the board if there were any questions about the Auditor's Report. Howard Ires asked, "Going back to Fraud Policy and Fraud Risk...how do we go about making something like that happen?" Frank said that he has asked the CPAs to give the WCSU the model policy as a reference. Also, Frank pointed out, there are some state board rules regarding fraud that we could incorporate as part of our own, but he has not heard that as being a standard that is readily available. Frank explained that he has asked other business managers for their fraud policies...they don't have them. Frank went on to say it's a relatively new recommendation by auditors. Frank again recommended that the board have a discussion as to whether they want to make this a board project or if we want the administration to make recommendations. Emily Long pointed out that this is something we could ask the *WCSU Policy Committee* to address along with any other recommendations that come out of this. Laura

Sibilia made a motion to ask the administration to bring to the board recommendations for investment and banking policy, fraud policy and the status of our board Code of Conduct. Kim Friedman seconded the motion. A discussion took place regarding whose Code of Conduct the motion should be referring to...the board's or the administration's Code of Conduct? With Kim Friedman's permission, Laura Sibilia amended her motion to read: To ask the administration to bring to the board recommendations for investment and banking policy, fraud policy and the status of our WCSU's Code of Conduct. Steven John pointed out that all of the boards have approved policy "B3" which is officially titled "Board Member Conflict of Interest" and it has "B3R" attachment which is the VSBA (Vermont School Boards Association) Code of Ethics for school board members. A discussion followed again pertaining to whose code of conduct was being referred to in the motion...the board member's code of conduct or the WCSU's code of conduct. Emily Long made the following addition to the motion with the board's approval... "as referred to in the audit report." Emily then asked the board if they were all comfortable with the motion as it sits. No objections. Emily called for a vote on the motion. All were in favor. Motion passed. Martin Nadler made a motion to accept the Auditor's Report and commend Frank Rucker for the work he did in helping to prepare it. (Applause from board members and members of the public.) Lauren Poster seconded. Emily called for a vote. All were in favor. Motion passed. Emily Long thanked Frank Rucker again for all his work on behalf of everyone present.

- c. Appoint School Boards Negotiations Council for professional negotiations this fall. (Emily Long pointed out that "c" thru "f" on this agenda are things that were overlooked at our re-organization meeting and needed to be done at this meeting). Emily pointed out that last year was the first year we had appointed a School Boards Negotiations Council for professional auditing ...it is required by Act 82. Emily's suggestion to this board was that we don't really need to dig into this portion at all now, but when we are ready to make any steps toward negotiating or when the superintendent says it's time for us to meet because there's bargaining that needs to take place...that's when the council will have to look into this. Emily explained that it's pretty straight forward, but there are different interpretations of it. Emily recommended that we just appoint the Negotiations Council and then they can dig into it as need be. Wesley Ameden made a motion to appoint the chair of each board to the Negotiations Council with the exception of Windham, Marlboro, Winhall and Stratton. David Dezendorf seconded. No more discussion. Emily Long called for a vote. Lauren Poster abstained. All others were in favor. Motion passed.
- d. Appoint Treasurer and Assistant Treasurer. Laura Sibilia made a motion to appoint Frank Rucker Treasurer. Lauren Poster seconded. Emily Long called for a vote. All were in favor. Motion passed. Laura Sibilia made a motion to

appoint Teri Fletcher Assistant Treasurer. Lauren Poster seconded. Emily Long called for a vote. All were in favor. Motion passed.

- e. Set Surety Bond amounts:
  - \$1,000 Board Members
  - \$5,000 Treasurer
  - \$100,000 Business Manager and employee dishonest.Laura Sibilialia made a motion to set the Surety Bond amounts at one thousand dollars for Board Members, five thousand dollars for Treasurer and a hundred thousand for Business Manager and employee dishonest. Emily Long corrected this to read: "employee dishonesty." Lauren Poster seconded. No questions or discussion. Emily Long called for a vote. All were in favor. Motion passed.
- f. Grant authority to accept grants. Martin Nadler moved to authorize the superintendent to accept grants. Howard Ires seconded. Emily Long called for a vote. All were in favor. Motion passed.
- g. Act on a WCSU employee's request for a leave of absence. Steven John advised that Janie Bell has requested a leave of absence for a year. She is a special educator and one of our WCSU employees but she has spent about 90% of her time at the *Marlboro Elementary School*. Steven John stated he has posted the opening along with other special education openings and has approved the leave pending the Board's approval. Steven said that she has served very well and he thinks she intends to return and this is for personal reasons and he saw no reason to deny it. Steven also stated that the SU would love to have her back. Kim Friedman made a motion to grant a leave of absence to a WCSU employee as recommended by the superintendent. Martin Nadler seconded. Emily Long asked for any questions or comments. Lauren Poster requested to go on record that at their Marlboro School Board meeting we asked if our principal could be involved in the process of finding Janie's replacement since we are most impacted by this. Steven John said that he had assured the Board that would be the case. Emily Long called for a vote. All were in favor. Motion passed.

## 5. Old Business

- a. Discuss roles and responsibilities training on 5/19/10 provided by VSBA Consultant, Laura Soares. A discussion resulted in suggesting that the Executive Committee meet to have a conversation to have us all focusing on the same pieces of Laura Soares' training. Laura Sibilialia made a motion to have Executive Committee meet this summer for a retreat of several hours to discuss Laura Soares' outline and suggestions...the challenges that that presents on their own boards...and to come up with ways...to maybe come up with a goal or two goals that they are going to try and implement at their board level. Kim Friedman seconded. Kim Friedman, with Laura's permission, amended the motion to read: for the Executive Committee to meet this summer to discuss Laura Soares'

recommendations, discuss challenges that boards face and develop one to two goals to implement. A discussion followed with several Board members expressing their opinions and concerns with the motion which included concerns with consolidation and future possible budget cuts. Emily Long called for a vote. 9 were in favor and 6 were opposed. A recount was done which resulted in 10 in favor and 6 opposed. Motion passed 10 to 6.

- b. Consider a summer retreat meeting – purpose(s) and date. No discussion took place on this agenda item.
- c. Confirm members of the WCSU Policy Committee. Emily Long asked each Board representative present to confirm who they had representing their board on the WCSU Policy Committee and asked those board members who did not have the information for Steven John to follow up with each other so that Steven would have a complete and accurate list of the WCSU Policy Committee members.

## 6. Reports

- a. The *WCSU Strategic Plan Status and Annual Report* sent via email This document includes central office reports re: Finance/Operations, Technology, Professional Development and Special Education. Steven John reviewed some of his report on student performance and talked about the difficulty that we face and what our challenge as individual boards as well as the WCSU Board are regarding holding administration, the school system, the school districts that you are responsible for, accountable for student performance. Steven discussed our “AYP” status (Adequate Yearly Progress Status) and advised that we have a favorable status but was not encouraged that we could make the goals set for next year due to the manner in which the goals are set up. Steven suggested that we may want to contact our legislators and representatives in Congress regarding the renewal of the “ESEA Act” because that will be critical regarding the continuation of this formula regarding *No Child Left Behind* requirements for adequate yearly progress. Steven asked if there were any questions on the report. Howard Ires asked about the progress we are making toward a curriculum for our district. A discussion regarding curriculum in our school districts followed which included comments from Bruce Garrow, Principal of the *Newfane Elementary School* and Brian Crego, Associate Principal of *Leland and Gray High School*. Richard Werner noted that a great deal of time was spent tonight talking about the Strategic Plan and that Steven John pointed out that there may be a misunderstanding about our curriculum in our Strategic Plan. Rich suggested that it would be good for all board members to “be on the same page” regarding how curriculum is considered in our Strategic Plan and thought that that was something

that we really should clear up. Emily Long advised that we would have that on the agenda for one of the future meetings.

- b. WCSU Governance Committee – Emily. Emily Long reviewed the recommendations of the WCSU Governance Committee which included Roles and Responsibilities Training and Strategic Planning and also to further investigate voluntary Board collaboration. Emily advised that Wes had made a motion to have boards have a conversation amongst themselves. Steven John pointed out that some boards have agreed to get together and have a conversation and some boards have not contacted him. Emily reminded us that the motion was to voluntarily do this and that it was up to the boards to take that incentive.
7. Consent Agenda - none. Emily Long pointed out that at some point we do need to have a conversation about Consent Agenda and what it means. Because of the length of this meeting, Emily suggested that we not take the time to discuss this tonight and that at our individual board meetings perhaps we could have that conversation about Consent Agenda.
8. Suggest agenda items and set location for the next meeting and all others for FY 11. Drew Hazelton made a motion to set the meeting date for our next meeting for Wednesday, August 11, 2010. Richard Werner seconded. Emily Long called for a vote and advised the motion passed. 7 P.M. was agreed upon as the time of the meeting. The library at Leland and Gray was suggested as a possible meeting place. Brian Crego said he would look into it for us. Emily Long advised if there were any changes the board members would be notified.
9. Other. Steven John said he had received a very nice thank you note for the flowers from Helen Brown in Dover. Steven advised there was also a notice of election for employer/employee representative on the Board of Trustees for the Vermont Municipal Employees Retirement System...since you do have retirement, such employees ... you certainly could have a representative...an employee representative and an employer representative but you are under no obligation to participate to that extent. Frank Rucker reminded Emily Long that he needed to have information about scheduling the audits by the end of the week. Emily asked David Dezendorf to notify Frank Rucker regarding scheduling the audits by the end of the week.
10. Executive Session - Superintendent's Evaluation.
  - (a) Howard Ires made a motion to go into Executive Session for the Superintendent's Evaluation. Caroline Partridge seconded. Emily Long called for a vote. All were in favor. Motion passed. 9:35 P.M. went into Executive Session.

- (b) David Dezendorf MOVED to leave executive session. Kim Friedman seconded the motion. The motion carries and the WCSU Board of Directors left executive session at 10:25 p.m.
- (c) Resolution: By unanimous consent it is MOVED for the WCSU Officers and Rich Werner to meet with Superintendent Steven John to complete the evaluation.

11. Executive Session – Legal.

- (a) Emily Long MOVED to enter executive session to discuss a legal issue pending for WCSU. Kim Friedman seconded the motion. The motion carries and the WCSU Board of Directors entered executive session at 10:25 p.m.
- (b) David Dezendorf MOVED to leave executive session. Kim Friedman seconded the motion. The motion carries and the WCSU Board of Directors left executive session at 10:29 p.m.
- (c) Resolution: Rich Werner MOVED for the WCSU Board of Directors to request Rich Werner to contact the attorney regarding the next steps for this case. Howard Ires seconded the motion. The motion carries.

12. Adjourn: Caroline MOVED to adjourn the meeting. Beth McDonald seconded the motion. The motion carries and the WCSU Board of Directors' meeting adjourned at 10:30 p.m.

Respectfully submitted,  
Amy Jo Cable, recorder