

**Nova Classical Academy  
Board of Directors Meeting Minutes  
Strategic Planning Meeting  
August 11, 2008**

**Directors Present: Damon Fraser, Dianne Krizan, Becky Lund, Jason Belter, Diane Cossairt, Ken Silver**

**Absent: Simon Fung**

**Advisors Present: Brian Bloomfield, Miranda Morton, Kate Tetmeyer (PTO representative), Sarah Duniway (Board attorney)**

**Others in Attendance: Nova parents and faculty**

**I. Call to Order**

The meeting was called to order at 5:08 PM. Damon Fraser led the meeting.

**II.**

Sarah Duniway, an attorney at Gray, Plant, Mooty gave a presentation on board duties and roles in which open meeting law, financial and fiduciary responsibilities were highlighted. There was discussion on the roles and responsibilities of committees. Sarah highlighted extra rules for executive compensation: approve total compensation first, no conflict, documented, and comparable pay rates. Appropriate delegation of tasks by the board was discussed. Common separation of tasks between board chair and executive were mentioned.

**III. Review Bylaws and Conflict of Interest Policy**

Discussion centered around specific provisions of conflict of interest policy for Nova and governing laws.

**IV. Discuss key governance and communications questions (large group brainstorm, capture on flip charts)**

- How do we build a stronger board?
- How do we become more efficient?
- How do we work better between admin, teachers and board?
- How should teachers be involved in personnel discussions?
- Other key questions?

The following ideas were suggested: Looking at making more broadly applicable policies, Are there policy gaps, increasing board member longevity, creating a manageable board workload, examining how policies are implemented. Refine the mission to differentiate the high school to attract students.

**V. 2 case studies to clarify governance and operational responsibilities**

Break up into 2 groups to study Curriculum and Budget & Finance

- What falls in board responsibility?
- What falls in administration responsibility?
- What falls in committee responsibility?

Comments from the curriculum group: Board is responsible for identifying mission, approving policies, and ensuring implementation. Administration is to enforce and evaluate decisions and implementation, as well as provide expertise. The committee creates well-researched policy drafts to go to board and ensures retention of parent-led direction of curriculum.

Comments from the budget group: Board responsibilities include setting priorities and oversee financial compliance such as the audit and annual report, and monthly reports to sponsor and state. How personnel impacts budget. The administration's responsibility is to prepare monthly and yearly reports, maintain overall school solvency, monitor long term projections as well as day to day accounts payable, approve budget, and provide expertise on expenditures. The committee's responsibility is acting as a liaison.

## **VI. Review and update the Governance strategic plan for 2008-09 (post-it exercise)**

- What do we want to do? ... generates possible strategies
- What would result from doing that? ... identifies possible goals/outcomes
- How would we do that? Or, what would it take to do that? ... generates action options

Topics highlighted: Increasing board membership, Mission, Staff board intersection, reporting, by-laws, policies, workload, board development.

The meeting adjourned at 9:16 PM.

Minutes respectfully submitted by Jason Belter