

**Nova Classical Academy
Board of Directors Meeting Minutes
Special Meeting
December 3, 2011**

Directors Present: Jason Belter, John Bujan, Tom Corrigan, Brandon Foat (arrived at 2:14), Damon Fraser, Karen Groppel, Dianne Krizan, Andrea Johnson, Becky Lund

Directors Absent: Teresa Taggart

Advisors Present: Brian Bloomfield

Others in Attendance: John Tarvin, consultant

I. Call to Order

The meeting was called to order at 9:06. John Tarvin led the meeting.

II. Introduction and Agenda Setting

Mr. Tarvin reviewed the agenda for the day. There were quick introductions.

III. Governance Training

Mr. Tarvin presented ten characteristics of highly effective boards.

- Commitment to mission
- Collective vision
- Charter promises (what we promise to deliver)
- Clear roles and responsibilities
- Governance vs. management
- Results focused
- Structure and composition
- Strategic focus in meetings
- Leader involved in governance
- Partnership between the leader and board
- In addition, effective boards need to have financial oversight, leader oversight and development, urgency, resource development, and board development.

There was discussion.

The roles of a board member are:

- Governor
- Ambassador
- Sponsor
- Consultant

Good boards:

- Link agenda items to goals
- Only discuss the strategic

- Stick to the agenda
- Send out packets early
- Do not automatically do committee reports
- Respect time – have a timekeeper
- Stop long-winded ED or committee reports
- Evaluate your effectiveness

There was discussion.

IV. Reflections on Board Service

Mr. Tarvin reviewed some of the skill sets, qualities and diversity demographics for a good board composition. The board then reflected on the following questions:

- What was your motivation for joining the Nova board?
- In what ways are you inspired by Nova's mission?
- In what ways do you uniquely contribute to the board's effectiveness?

V. Action Items

a. Emergency Approval of Mandatory Policy

Mr. Bujan, "Be it resolved, that Nova Mandatory Board Policy 9-414, Mandated Reporting of Child Neglect or Physical or Sexual Abuse, is hereby adopted under the emergency/legislative exception to the normal/permanent policy adoption process as set forth in NCA Policy 103.IV, effective December 3, 2011, with a 1-year duration or such shorter period until such policies shall be adopted utilizing the normal/permanent process recommended below;

Resolved further, that the normal/permanent policy adoption process for mandatory policies set forth below is hereby commenced by a 1st reading at the next regular Nova board meeting in January 2012; and

Resolved further, that the administration shall publish this policy forthwith in the board policies section of the Nova website." Ms. Lund seconded. There was discussion. The motion passed unanimously.

b. SoL Over-Enrollment

Ms. Lund, "Resolved that the board authorizes the Executive Director to over-enroll classes in the School of Logic by one student per section through the first semester of SY 2011/12." Mr. Bujan seconded. There was discussion. The motion passed unanimously.

c. Windows in the New Facility

There was discussion about purchasing windows that open in the new building. The board decided not to pursue this as they would not noticeably contribute to airflow and our ventilation system is already able to refresh air flow in just over 8 minutes per room (more frequently in the art and science rooms).

d. Update about Small-School Environment Forum

Mrs. Groppe gave an update about the plans for the upcoming forum. There was discussion.

VI. Board Composition

Mr. Tarvin reviewed some pieces in Nova’s bylaws, looking at things Nova does that are typical and areas where we stray from typical board processes. There was discussion, especially regarding board composition and size. There was also discussion about board committee structure and work.

VII. Governance versus Management

Mr. Foat arrived at 2:14.

Mr. Tarvin shared the EOHW Model:

Dimension	Board	Leader
Purpose	<u>E</u> nsure	<u>E</u> xecute
Type of Authority	<u>O</u> versight	<u>O</u> perational
Primary Questions	<u>H</u> ow <u>W</u> ell?	<u>H</u> ow <u>W</u> ill?

He also shared a time and attention graph, showing how the main amount of the board’s time is with strategic decisions, but still receives the head’s advice. The head’s main time is spent with operational decisions, but still receives the board’s advice. They share decisions about authorizations, financial policies, enrollment, and employment terms.

There was discussion of various scenarios to apply this knowledge. Some ideas that arose from this discussion will be presented at the regular January meeting.

VIII. Communication Protocols

Mr. Tarvin reviewed Nova’s current communication practices. There was discussion. As a board, we have unclear communication guidelines and inconsistent practices. We will continue to work on this as a board.

IX. Wrap Up and Next Steps

Ms. Lund and Mrs. Groppe will work on developing guidelines and goals for an Academic Excellence Committee. They will also begin drafting a policy outlining the procedures for board-level oversight of instructional content that are not otherwise addressed in the content and resource maps like field trips, guest speakers or advisory.

Mr. Bujan will look at the MSBA draft of a communication policy.

Mr. Tarvin will continue to work with Nova to continue moving us forward.

X. Next Meeting Date/Agenda Items

The next regular Board of Directors meeting is January 30, 2012 beginning at 6:30 at the Upper Campus.

XI. Adjournment

Mrs. Krizan moved to adjourn. Ms. Johnson seconded. The motion passed unanimously. The meeting adjourned at 4:16 PM.

Minutes submitted by Becky Lund.