

THETFORD ACADEMY BOARD OF TRUSTEES
Thursday, April 12, 2018
Thetford Academy Library

MINUTES

Cameron Cudhea (President) convened the meeting at 7:00 p.m. In attendance were the following:

Trustees: Cameron Cudhea, Peter Boyd, Ann Bumpus, Melody Burkins, Shannon Darrah, Karl Furstenberg, Kate Hesser, Lindsey Klecan, Hilary Linehan, Therese Linehan, Donna Steinberg, Carrie Wells, Ben Williams, Jim Wilson
Administration: Bill Bugg (Head of School), Linda Lanteigne-Magoon (CFO)
Absent: Giovanni Bosco, Bob Christensen, Suzanna Liepmann, Jonathan Stableford

1. Approval of March 8, 2018, Meeting Minutes

Motion: Accept the minutes of March 8, 2018, with minor corrections.

Moved: Donna Steinberg

Seconded: Cameron Cudhea

Abstained: Hilary Linehan, Carrie Wells

The motion passed.

2. Public Comment Period

Kelly Welsh (TA Social Studies Teacher) stood to read a letter on behalf of the Thetford Academy Education Association (TAEA) addressing planned changes in course offerings and teachers' course assignments for 2018-2019. Cameron thanked Kelly and noted that a copy of the letter will be distributed after spring break.

3. Head of School Report

Bill reported that the Vermont Agency of Education's report on Thetford Academy's special-education program was highly supportive of all TA is doing. The report noted that the flexibility of the TA program is "laudable" and that the philosophy of the TA Learning Center is "just what it should be." When the outside reviewer came to her final recommendations, she pointed to three short lines of text, then scratched through them, noting that she really didn't have any recommendations for TA, as it was setting a model for others.

Bill then said that he had provided a lengthy admissions update in his written Board report but that he had received some additional news since writing it. He mentioned two new confirmations from Lyme, both incoming 9th graders. He also mentioned two more applications from Chelsea and Waits River. The Chelsea application numbers are looking strong with eight, possibly nine, students applying and expressing great interest.

Bill updated the Board on the NEASC reaccreditation process, noting that the visiting team will be in town on April 29th. He had sent a detailed email with information about the NEASC visiting team events for Board engagement, with the most important of these being

the Sunday night reception, dinner, and discussion. Mark Tashjian of Burr & Burton is on the visiting team and has said that he would like three informal meetings while he is here: one with Faculty/Staff, one with the Board, and one with Parents. Bill said that he would like a count of RSVPs so that he can keep catering costs down, and he really hopes many Board members can be part of the discussions on Monday.

Bill said that he would like to share his goals for next year. He listed these as:

1. Ensuring that TA meets all of the provisions possible for the VT Education Quality Standards (EQS);
2. Continuing current initiatives, including the outdoor program and TA's work with Hypertherm/others;
3. Implementing the NEASC Self-Study Part II recommendations.

Finally, Bill noted that the award-winning TA one-act play continues to garner recognition around the state and will have a community showing on Tuesday, April 24, at 7:30 p.m. at the Briggs Opera House.

Bill departed at the conclusion of his report.

4. Presentation by Bob Stevens, Potential Consultant for HOS Search

Cameron introduced Bob Stevens, who had come to talk with the Board about the process for the Head of School (HOS) search. Bob made clear that his role tonight was not to sell his services to the Board, but to guide the Board through the timeline and guidance document he'd drawn up for TA and to answer questions.

After going through the basic timeline and process ideas, Bob described his thoughts for a "Screening Committee" of 7-11 people, including a faculty representative and an administrative representative, two board members, and possibly a student if we would like that. He noted that faculty and Board members will be part of interviewing all candidates, but that the screening committee is the group that "sees everything, nothing held back." He noted that he – or whomever was hired – would play the role of facilitator.

Bob reminded everyone that hiring is a "two-way street," where we are interviewing but also making sure candidates feel welcome. The Board, he noted, is especially important because candidates need to feel as if the Board functions well. Bob continued by saying that it is important to plan a budget for this search. While Skype can be used for the first meeting, TA may need to take on some of the costs of major travel for good candidates from far away – so we need to decide what we can afford. Even if we cannot pay every expense, we can offer to pay a portion.

Bob noted that the Board will want to spend some time thinking about who does the final negotiation with a candidate – a small group or one person? He also mentioned that we may want to look for someone with a license if we're moving to EQS – i.e., we may have some different criteria than other independent schools that are looking for a HOS.

Finally, Bob reminded the Board that TA needs to ensure that its website looks good and is up-to-date.

Karl asked Bob about recommendations and reference checks, and Bob said his group does extensive reference checks. Three checks are done online and he asks for ten more, also noting that anyone can do a reference check.

Donna asked for recommendations of what to do if there are good internal candidates. Bob noted that many schools in Vermont do try to “grow their own” talent. The challenge can be that they “know them too well.” He noted that if we have a strong internal candidate, that person should go through the process in the same way as all other candidates.

Melody and Kate asked Bob if he thought there was something more we could do on the website or in another way in order to attract the best candidates as they look at our materials. Bob noted that the NEASC document could be used to showcase the best of TA and that, if our external review is good, having this noted in a report that candidates can see will be very good.

Karl mentioned some concerns about waiting until fall to start the search, and Bob said he understood, but he thought that we were fine. Cameron noted that we had an incredible diversity of candidates from all over the U.S. and the world with the last HOS search.

Cameron and the Board thanked Bob for the conversation.

5. TAEA Request for Faculty Representation on the Board: Initial Discussion

Ann welcomed Kelly Welsh to make the TAEA proposal for faculty representation on the TA Board.

Kelly read a prepared statement expressing the faculty’s desire to have a faculty member join the TA Board of Trustees in order to increase communication and strengthen relationships. This would be an elected faculty position that would be completely separate from TAEA. Having a faculty member would allow for immediate feedback on Board interests from a faculty perspective and give the Board insights on day-to-day issues facing the faculty community. When asked if this representation would be just for faculty, or for faculty and staff, Kelly noted it was for the latter.

Therese suggested a task force be put together for a few months. Melody questioned whether an answer might be given sooner than that.

The Board then discussed the issue in greater detail with the faculty who were in attendance at the meeting. Donna asked if having a faculty member on the board would give the faculty more than they have now. Kelly replied in the affirmative, because faculty currently don’t have a seat at the table to question what is being said or to have input into discussions.

Lindsey asked if the faculty representative would be a voting member of the Board, and Kelly replied yes, though there would be times when the faculty member would recuse him/herself, but otherwise the request is for the faculty member to be a voting member.

Lindsey asked how this would play out with staff, if faculty have a representative on the Board but staff do not – i.e., would staff feel that they don’t have a voice? Kelly replied that faculty believe the faculty Board position would be representative of staff as well as faculty.

Melissa Thaxton (English Teacher) added that she thinks staff would feel well-represented by a faculty member.

Kate requested an explanation of how the faculty representative would be different from TAEA. Kelly said that TAEA exists to negotiate working conditions, which would not be the function of a faculty representative to the Board. The faculty representative to the Board would be a resource about what is happening at school and how things are going, which is completely separate from the function of the teachers' union.

Kelly added that when she ran for the school board in Springfield, Vermont, a longtime teacher stood up to invite all candidates to "come spend a day in my classroom if you're elected." Kelly was elected and then went to the teacher's classroom. It provided insight she wouldn't have had otherwise. She said she understood most of the Board members don't have that kind of time, so having a teacher representative on the Board would give the Board insight we can't get without spending time in TA classrooms. Having a faculty member at the table would build transparency and communication.

Derek Burkins (Science Teacher) added that faculty don't necessarily know Board members well and yet the Board makes large decisions about the faculty. He noted that the faculty is interested in how Board thinking evolves as it discusses issues and would like to have a voice. Right now, faculty can listen but cannot provide feedback or guidance except through public comment or letters that are often not in real time. There is a lag in communication rather than being able to discuss with the Board all that is happening in the school when the topic is on the Board's agenda. Having a faculty Board member with a direct line of communication would be hugely effective and important.

Ann said that she agreed that this would be valuable, but was concerned about conflict of roles. She said that the Board's job is to do what is best for TA. She posed the question of whether a faculty member would need to think about what is best for faculty or what is best for TA overall.

Shannon asked if faculty knew of other schools with faculty representatives on the Board. Derek said he knew other schools that did this and was surprised when he didn't see faculty representation on the TA Board. Shannon asked how faculty representation worked elsewhere, and Derek suggested reading the minutes of those schools showing real-time discussions. He noted that there were faculty on the board at both the National Cathedral School and, at least when he taught there in the past, The Sharon Academy.

Peter wanted to clarify that a faculty representative would not be TAEA but would be someone else voted in by the faculty, and that whomever was chosen would be a volunteer and would not be expecting compensation. Cameron asked if our TA bylaws would need to be changed to put a faculty member on the Board, and Therese confirmed that they would.

Jim asked the faculty, "What things do we discuss that you would like to have input into?" Kelly answered, "Climate & culture." Jim then said that the Board does not decide about the daily running of the school or how facilities and resources are allocated day-to-day, and so he asked how a faculty member on the Board would add value. Kelly replied that faculty use

those facilities every day, so any decisions about the school made by the Board, including about facilities and resources, are extremely important to faculty.

Melissa said that the Board exists to help guide the school, which includes faculty, yet faculty currently do not have a voice on the Board. She reiterated that there is a lag in the communication and that it is challenging for faculty to get substantive discussion on the Board's agenda, give information to key decisions, and/or try to discuss alternatives once Board decisions are made. She suggested that the Board would do well to have a faculty perspective and agreed with Kelly and Derek on the reasons why.

Kate Owen spoke to the fact that she feels she has been in Board meetings and heard discussions to which she had strong reactions, yet had no appropriate way to communicate her concerns to the Board. "How do we open those channels of communication?" she asked.

Jim said that he believed much of the commentary and engagement could come through committees, as the Board does not discuss the faculty's core work: the curriculum. Kate Owen countered that the Board chooses what to fund and support, which directly affects faculty and curriculum. Derek added that it is not just faculty input they would bring, but the voices of experienced academic professionals who are constantly working with TA students and colleagues on campus.

Kate noted that she thought this was all a good idea, but simply wanted faculty to understand that the Board needs to review the idea and think about all of the options to increase this kind of communication, including how a faculty member on the Board could add value. She noted that the case for a faculty member does need to be spelled out more clearly and incrementally – i.e., the message should be sharpened. Therese and Ann suggested a small task force, and Kate agreed that this would be useful.

Jim noted that the National Association of Independent Schools speaks against faculty as Board members because they consider it a conflict of interest. He said statements from former Heads of School who have had a faculty member on their board have said that it "muddles the roles of the board" and that even a nonvoting faculty member makes it more difficult for the Head to do his/her job. Jim said that he worries that this faculty member could undermine the Head of School. Kate Owen noted that this is not the intent, and she believes the faculty and HOS would have the same interests for the school. She posed the question that, if the HOS said something the faculty did not believe was correct, wouldn't the Board want someone to let them know?

Donna suggested that faculty can be at the table and the Board can be sure to include faculty in discussions, yet the position does not have to be a formal Board member. There may be other ways to do this. Ann confirmed she was thinking of this when Jim mentioned committees as places where faculty and Board members work together.

Peter asked "What keeps faculty from giving input right now?" Melissa and Kate said that they don't know Board members well and they are not sure who is on key committees. Kate noted that they were also told to communicate directly only with Cameron.

Cameron suggested that the Board create a task force for further study of this topic, and he asked Board members to tell Ann or Therese if they would like to join or be Chair (Kate Hesser said she would be interested in doing this after May 4). Cameron asked for faculty to give the Board possible names of task force members as well. Cameron thanked faculty for the discussion.

6. Board Meeting Dates

Joint Meeting with Thetford School Board

Cameron said that the Thetford School Board is unable to schedule a joint meeting with the Thetford Academy Board on our current May 10th meeting date given a conflict~~s~~ with the TES school play. Instead, we have proposed May 22nd as a potential date for our joint meeting. Cameron noted that we need to have a quorum because it is an important meeting and it is our obligation as part of the TA-Thetford partnership agreement. It is also philosophically important to come together regularly with the Thetford School Board.

Cameron said that, as of now, the plan is to start the meeting with the two boards together for the first hour, and then the groups would separate to do their own business for the last hour or hour-and-a-half. Cameron took a quick poll and thought that a move to May 22 looked good for the joint meeting.

2018-19 Board Meetings

Cameron passed out a calendar for next year put together by Gloria Thurston Konicki (Office Administrator) that highlights school dates that are already established for 2018-19.

Discussion followed about the Board's meeting dates and the possible need/desire for weekend meetings or mini-retreats (possibly in January 2019), though it was noted that weekend meetings had previously been proposed for the convenience of out-of-town trustees and, as of June, we will not have any trustees in that category. Discussion continued about when to schedule joint budget meetings with the Thetford School Board, with the consensus being that October would be a good month for that discussion. Finally, the Board discussed how best to manage a summer meeting given challenging schedules and the fact that new trustees (brought on-board in June) would benefit from attending a meeting in July instead of having their first meeting be in August. Decision seemed to settle on having a Board meeting on the second Thursday of July, and then having no meeting in August. Otherwise, Board meetings in 2018-19 will be held on the second Thursday of the month, with three exceptions: December 18 (a Tuesday), February 7, and June 20.

The Board took a break at 9:00 p.m. and reconvened at 9:10 p.m.

7. Committee & Task Force Reports

Advancement

Karl reported that the last Advancement Committee meeting was with some members of the Board Management Committee about trustee selection and trustees' roles in philanthropy.

The group arrived at a consensus that it is legitimate for the BMC to consider the philanthropic potential of candidates, and that the BMC can inform candidates of the expectation that support of TA will be their top priority for giving. There was also consensus that having a commitment to giving is more important than the ability to give any specific

dollar amount. The group also felt that follow-up on trustee giving should be more intentional than in the past.

Patty McIlvaine (Director of Development & Communications) and Board members will be asked for their suggestions of names for consideration as prospective Board candidates. The Advancement Committee also talked about the Bicentennial and the gala around Founder's Day. Everyone agreed that a gala event should be a self-supporting activity with fundraising events such as a silent auction, modest entrance-ticket prices, and a cash bar (it was noted that it is permissible to serve alcohol on campus under certain conditions). Advancement will also reach out to local businesses to help support the gala.

Resources

The Resources Committee had no report this month.

Personnel

Kate reported that the Personnel Committee has been having productive conversations with faculty and staff, working through the contract and minor updates which need to be made and also discussing licensing.

Buildings and Grounds

Peter reported on the progress of the security assessment: The auditor was hired, the site visit is complete, but the security committee hasn't yet seen the final report. Peter is hoping to get more faculty input on this committee. Peter reported having heard questions from folks in the community about school safety measures, including whether teachers are going to have small baseball bats or guns in their classrooms. He said that the security committee will take on the task of considering all types of security questions and formulating recommendations for best responses. Peter envisions this security team working under the administration's umbrella but keeping the Board connected closely. Ann sought to clarify whether Peter is working with the school's existing Safety Committee. He replied that the security group is indeed working with the Safety Committee, but is doing even more. Peter will plan to bring information about the group's membership and structure back to the Board and will explain how the group fits into the larger school administrative structure and the school's safety plans.

Shannon mentioned existing plans and work being done regarding security at TES. Peter said that the issue of security is being emphasized at all schools.

Karl noted the importance of having faculty input on issues such as this one, and that we need to recognize this is not just about our school but also about communications with law enforcement and emergency personnel in our town.

Strategic Plan Task Force

Melody gave a report on the Strategic Plan Task Force, noting that they have held two meetings so far and that the current membership has grown considerably as she moved to be as inclusive as possible. Current members include trustees (Ben, Donna, Therese, Ann, and Melody as chair), faculty members (Kelly, Derek, Casey Huling, Jane Chambers, Joe Deffner), administrators (Linda Lanteigne-Magoon, Marc Chabot), and community members, including some former TA Board members and a member of the Thetford School Board

(Curtis Richardson, Kristen Downey, Leif LaWhite, Robin Junker-Boyce, Tom Yurkosky). The task force is working to identify two students and has also had other individuals expressing interest. The first meeting was focused on whether the task force would use the outline of the last Strategic Plan as its base. It was agreed to do that, but to revisit the order of sections and ensure that our next document uses the TA Mission Statement and Core Values as its “lens and touchstone” to highlight what makes TA so special. The second meeting continued the first meeting's discussion and looked at different types of strategic plans. The task force also realized that the current Plan does not have specific ways to measure progress, and so these will be added to the 2019-2022 Plan.

Board Management

- Nominating Committee

Therese presented the “Profiles of New Trustees” document to be approved by the Board, before the Board's Nominating Committee (the BMC) commences recruitment of new Board members. Changes from last year include adding expertise in “finance, accounting, law.”

Motion: Adopt the "Profiles of New Trustees" document.

Moved: Therese Linehan

Seconded: Cameron Cudhea

The motion passed unanimously.

Karl asked if there was a place on the profile where we could emphasize a commitment to TA's educational mission. Kate Hesser also liked this idea. Therese said that she would add it to the document.

Motion: Adopt the "Profiles of New Trustees" document with corrections.

Moved: Therese Linehan

Seconded: Cameron Cudhea

The motion passed unanimously.

- Policies

Donna presented four policies for adoption.

- *Student Conduct and Discipline [C20]:*

Motion: Adopt the policy on Student Conduct and Discipline.

Moved: Hilary Linehan

Seconded: Carrie Wells

The motion passed unanimously.

- *Search and Seizure by School Personnel [C21]:*

Motion: Adopt the policy on Search and Seizure by School Personnel.

Moved: Therese Linehan

Seconded: Melody Burkins

The motion passed unanimously.

- *Student Clubs and Activities [C23]:*
Peter asked whether TA security needs to follow a club off-campus. Donna and Therese noted that the rules in the Student & Faculty Handbook also apply to school-sponsored activities which occur off-campus.

Motion: Adopt the policy on Student Clubs and Activities with minor edits.

Moved: Lindsey Klecan

Seconded: Ann Bumpus

The motion passed unanimously.

- *Community Use of School Facilities [E20]:*
Ann asked about the language specifying what uses the HOS might consider permitting or denying. Donna and Melody noted that the Board's policy follows the language in the VSBA's model policy, because this language provides support to the HOS's decisions. Ann asked if "school facilities" includes the Thetford Hill State Forest that TA leases, and she was told it does not. Discussions continued around what a HOS may or may not do, and it was decided to add "including, but not limited to" to both sections in order to have the language be consistent throughout.

Motion: Adopt the policy on Community Use of School Facilities with edits.

Moved: Therese Linehan

Seconded: Kate Hesser

The motion passed unanimously.

8. VP Quarterly Report on the Current Strategic Plan

Ann gave an update on the current Strategic Plan and noted she will be making the update available to the Strategic Planning Task Force. Ann went briefly through the list of the Plan's "outcomes" and "actions" and highlighted some of the progress that has been made.

9. Town Reports

Strafford

Hilary (Strafford Town Representative) reported on the projected enrollment at TA of new students from Strafford.

Lyme

Karl (Lyme Town Representative) reported that Lyme has approved all-day kindergarten. Support for this measure had grown over the past three years, and it finally passed on a close vote. New Hampshire has declared that it will provide \$1,100 per student, and Karl believes that this may have induced the town to finally pass the measure because it relieved pressure on the town budget.

Thetford

There was no report from Thetford this month.

Motion: Adjourn the meeting at 10:40 p.m.

Moved: Therese Linehan

Seconded: Donna Steinberg

The motion passed unanimously.

Respectfully submitted,

Lindsey Klecan (Clerk),

with appreciation for the assistance of Melody Burkins who served as scribe during the meeting