

Flagstaff Montessori

Regular Governing Board Meeting

Address: 850 N Locust St. Flagstaff, Arizona 86001

Date: Tuesday, May 3rd, 2022 at 6:00 PM

Location: B3 Classroom

Zoom Link:

<https://zoom.us/j/3760868797?pwd=OXNpWTVmTUFzZWNOm0ViRGtjMWZ4UT09>

Pursuant to Arizona Revised Statutes (A.R.S. 38-431.02) notice is hereby given to the members of the State Board for Charter Schools Governing Board, the Arizona State Board of Education, and the General Public, that the Governing Board of Flagstaff Montessori will hold a regular meeting open to the public as stated below at Flagstaff Montessori Switzer Campus at 850 N Locust St. Flagstaff, Arizona 86001. The Governing Board reserves the right to change the order of any items on the agenda, with the exception of any public hearing. One or more members of the Governing Board may participate in the meeting by telephonic communications. If noted on the agenda below, the Board may go into Executive Session, which will not be open to the public. However, all Board decisions will be made in an open public meeting. Persons with a disability may request reasonable accommodations by contacting the school at (928) 226-1212. Requests should be made as early as possible to allow time to arrange the accommodation.

Dated and posted at 4pm this second day of May, 2022.

Public Comment: The Governing Board values input from teachers, parents, and students at its meetings. Agenda Item: "Public Comment" provides an opportunity for the Board to receive information or inquiries regarding items not on the agenda. The Arizona Open Meeting law permits the public to ask questions about non-agenda items, but the Board may not discuss or take action on an item not on the posted agenda. "Public Comment" regularly occurs at the end of each regular Board meeting. In order to address the Board during the Public Comment, community members should complete a Public Comment form and give it to the Secretary of the Board prior to the start of the meeting.

Public Comment on Agenda Items: Input from members of the public on an issue under discussion will be considered at the conclusion of the Board's deliberation of each agenda item and before a vote is taken on that item. Visitors who wish to address the Board on an item that is on the agenda should complete a Public Comment form and give the form to the Secretary to the Board before the vote on that item so that the Board knows you wish to express an opinion on that agenda item.

Meeting Etiquette: Comments are limited to 3 minutes per item and 3 agenda items per meeting, including Public Comment. If you are with a group, please designate a spokesperson. Please turn off cell phones during the Board Meeting. Courteous behavior is expected, and inappropriate behavior with regard to the Board, Flagstaff Montessori staff, or other meeting attendees is subject to forfeiture of allotted time to speak.

AGENDA

1. Call to Order

2. Roll Call of Members

Sara Clancey, Ph.D

Kyler Kuehn, Ph.D

Dr. Anne Newland

Beya Thayer

Andy Vaughan

3. Approval of previous board meeting minutes

The board will review the 4/5/2022 board meeting minutes prepared by Sara Clancey, secretary of the board.

Presentation, discussion, and possible action to accept the previous board meeting minutes.

4. Acceptance of the Non-Profit Conversion

The President explains that the School is a successor to Flagstaff Montessori, LLC, an Arizona limited liability company. Flagstaff Montessori, LLC was a for-profit company that ran the School's four charter campuses based on the Montessori model. In 2021, the former owner of Flagstaff Montessori, LLC, Eric Alexander, determined that the School has a better chance at achieving long-term sustainability as a nonprofit corporation with an invested, independent board of directors who can guide it into the future. On January 9, 2021 the Arizona State Board for Charter Schools approved a charter amendment request approving a change in ownership from Flagstaff Montessori, LLC to Flagstaff Montessori (the independent Arizona nonprofit corporation). On February 18, 2022, the Arizona Corporation Commission approved the conversion of the Flagstaff Montessori, LLC to Flagstaff Montessori, an Arizona nonprofit corporation. A copy of the Statement of Conversion and the Articles of Incorporation are attached.

Presentation, discussion, and possible action to accept the conversion.

5. Governance Policy Manuals

The Governance Policy Manual is designed to help the school comply with the law and best practices, and also permit the school to provide positive responses on its form 1023 tax exemption application and its annual Form 990.

The Conflict of Interest Policy is a de facto IRS requirement for all exempt organizations and must be completed by each member of the board on an annual basis. The Whistleblower and Record Retention Policies are intended to help the school comply with Sarbanes Oxley. The Compensation, 990-Review, and Travel and Expense Policies are asked about on Form 990 (the school's annual tax return).

Presentation, discussion, and possible action to adopt the Governance Policy Manuals.

6. Depository of Funds

The board will discuss to designate a depository for the funds of the School and to authorize certain officers to deal with the corporate funds.

Presentation, discussion, and possible action to designate Treasurer, Head of School, and/or Assistant Head of School as authorized signatories and depository for bank accounts in the name of Flagstaff Montessori. Further, so long as Eric Alexander has contracted with the School to provide business management services and unless the Board of Directors of the School declares otherwise, Eric Alexander shall be listed as an authorized signatory on the School's bank accounts.

7. Application for Recognition of Tax Exempt Status, 501(c)(3) of the Internal Revenue Code of 1986, As Amended

Flagstaff Montessori is organized and will operate exclusively for charitable and educational purposes.

The School will file an application for recognition of its exempt status on Form 1023 with the Internal Revenue Service. Flagstaff Montessori shall cause its attorneys to forthwith process an application for tax exemption under IRC Section 501(c)(3) and in connection therewith the appropriate officers of the Flagstaff Montessori are hereby authorized and directed to execute application forms, powers of attorney and any other necessary documents.

Presentation, discussion, and possible action to approve the 501(c)(3) application.

8. Revised State Budget Approval

Claudina Douglas and her team will make a presentation about the revised FY22 State Budget and answer any questions board members may have.

Presentation, discussion, and possible action to approve the revised FY 22 Budget as presented.

9. Financial Report by Eric Alexander

Eric Alexander will make a presentation about the financial status of the school and answer any questions board members may have.

Presentation, discussion, and possible action to accept the financial report as presented.

10. Approval of Switzer and Cedar Campus Leases

Board will consider approving the building leases that were reviewed and revised by the school's attorney.

Presentation, discussion, and possible action to approve the building leases.

11. Adding Whitney Owens and Nicole Burkhardt as the Charter Representatives

Removing Eric Alexander and adding Head of School Whitney Owens and Assistant Head of School Nicole Burkhardt as the Charter Representatives.

Presentation, discussion, and possible action to approve Whitney Owens and Nicole Burkhardt as the Charter Representatives of Flagstaff Montessori.

12. Creating a Financial Committee

Presentation, discussion, and possible action to approve the creation of a financial committee.

13. Arizona State Retirement Discussion

Board will have a discussion to consider joining the ASRS (Arizona State Retirement System)

Presentation, discussion, and possible action to task the HOS and the financial committee to prepare a report to be presented to the board in later meetings .

14. Approval of Employment Contracts

Presentation, discussion, and possible action to approve the employee contracts for 22-23 school year.

15. Date and Time of Next Board Meeting

Discussion and possible action to set the date and time of the next board meeting.

16. Public Comment (3 mins per/person, total of 30 mins time allotment)

17. Adjournment