Monocacy Montessori Communities, Incorporated (MMCI) Board of Trustees (BOT)
Quarterly Work Session ~ Wednesday, July 12, 2023 @ 7:00 p.m.

Join via Google Meet: https://meet.google.com/jzw-sves-rdd

Or dial: (US) +1 731-474-1846 PIN: 663 478 261#

Work Session Agenda

Members in attendance: Tara Dunsmore, Julie Clark, Kelli McIntosh, Paul Gouge, Jessica Lawrence Wujek, Meggan Sombat, Diego Alvarez (7)

Other: Amy Dorman, Marilyn Horan, Nikki Burgee

Absent: Elizabeth Landru, Nichole Dowlearn, Michael Beth Edwards, Kathleen Luttrell

    1. <u>Call To Order</u>   **7:00 p.m.**

Tara Dunsmore called the Work Session to order at 7:05, read the consent statement, and started the recording.

    2. <u>Discussion</u>   **7:05-8:30 p.m.**

Announcements - Tara announced that MMCI now owns a building! The team is taking a few days off to celebrate, and then there will be more work to do.

MVM is busy moving out of the building at Dill Avenue. FCPS crews and trucks were there to help our crew of volunteers today.

Welcome to our new BOT Member, Paul Gouge, CCM Parent Trustee.

Tara said that Elise Goodwin is no longer a parent at MVM, so her term has ended. Thank you to Elise for her service to our community over the years!

Michael Beth Edwards has exciting professional news, she is going to be moving back to a position as a staff member at CCM, and will no longer be eligible to be VP.

Meggan Sombat will stay on as Interim Secretary, and Tara encouraged board members to recruit in communities.

Current openings on the BOT: CCM VP; MVM Parent Trustee; Secretary; Friend of Ed.

- DISCUSSION: MMCI Policy Updates (Tara Dunsmore)
- DISCUSSION: BOT SOP - Summary of Requirements (Tara Dunsmore)
- DISCUSSION: BOT Shared Calendar (Tara Dunsmore/ Meggan Sombat)

Tara introduced the Work Session discussion topics. She said as a board we have always operated on institutional memory, but the goal is to have a recorded SOP, with all of our policies updated and included. Tonight we will go through the Policy and SOP documents, and discuss a summary of needs.
We have also created a BOT Shared Calendar where Officers and Committee Chairs can add events and recurring tasks.
https://calendar.google.com/calendar/u/6?cid=Y19lNWNiZWFmNGUzMzQ4OTc4MjE4ODk4YmIwNDIzYjA4NzI2ZTEwZjIwMmMxMmNmODM2NGE5YTgzNTIxM2VjZTYwQGdyb3VwLmNhbGVuZGFyLmdvb2dsZS5jb20

Tara shared a document that she created with the basics of MMCI and job descriptions of all Board members. She will include an updated org chart and we will keep this as a running document where everyone can make notes.
https://docs.google.com/document/d/12pnGBiw9xt-k0ZKOvPV6_S9-F-QqJW65Usnh2fTDANU/edit?usp=sharing
ACTION ITEM - Tara would like members to take a look at current job descriptions and make comments for proposed edits/ Take a look at list of committees and make notes on adding or editing committee structure and descriptions. (ALL BOT)

Last year Carrie Jean Rathmell volunteered to create an SOP document for the board, which documents our meeting procedures and policies. We need to take a look at this document and fill in any additional details.
https://docs.google.com/document/d/1FbExA2WrpRC9aEjfGVpVVYGATL0fgDq8jRvvRB0KJEo/edit?usp=sharing
ACTION ITEM: Collaborate on Carrie Jeans draft SOP (ALL BOT) look at bylaw changes ahead of Annual meeting in November. (Paul Gouge)

Work Session Discussion topics:

OMA - Tara said that we do a good job as a board with transparency, and FCPS and our investors have complimented us on this. MMCI chose to adopt the MD Open Meetings Act, however there is some disagreement on whether or not charter operators are required to follow the OMA. MAPCS believes we are not, whereas FCPS believes we are required to.

Meeting Notices/Agendas - What is the requirement for posting Meeting Notices and Agendas, and what is our SOP/ Policy? We have recurring meetings that are pre-scheduled, and we post meeting reminders and agendas at least 24 hours in advance.

ACTION ITEM - Look at when we post agendas and if we should post generic agendas ahead of time (Meggan Sombat)

Communication - We need a Communications policy, to include who has access to which communication channels, and who is responsible. An officer of the Board should have access to email all members of the community, either access through Parent Square or a mailing list through our MMCI website. We need to be cautious not to send too many emails, however meeting notices are required communication, and the MMCI Secretary should be able to send directly or certify that the communication has been delivered.

Meeting minutes - OMA includes a clause where if meeting recordings are posted, minutes are not required, however the board would need to make that policy. MMCI does not want to discontinue written minutes. Tara said that it should be MMCI's policy that we post written minutes, and the GC's post meeting minutes. Minutes are important for audit purposes.

Finance Policies- Always send financial votes to Amy O'Connor. We will discuss finance policies at a future meeting. Updates are ongoing.

Evotes - Document parameters for Evotes.

Google Meetings Accounts - We have the Google Meetings accounts for MMCI and each school to record meetings. Nikki Burgee asked how to share those accounts.
FOLLOW UP - Ask Bob - Document how to access who has access and transfer to Meetings accounts for recording - Pass along info to Nikki Burgee

Attendance - Quorum for meetings and votes is greater than 50% of membership. Meetings about routine administrative things - like google drive training, does not need quorum.

Board Member Expectations - Julie Clark asked about allowable absences for members. We discussed what constitutes meeting expectations for members, such as participation in discussions, meetings, Evotes, as well as participating in fundraising and advocacy.
We discussed when a new member joins the board, we should hold an orientation, to include a meeting between Parent Trustees and VPs; the Secretary communicates policies and agreements and sends forms.
We discussed adding a question to the candidate information where a potential new member would make a commitment to lead or join a MMCI committee.
Diego Alvarez suggested a mentorship with the VP or president, and Julie suggested a buddy system. Secretary could add review of minutes and website to member welcome email.
Also, we should include Google Drive training to new member orientation.
FOLLOW UP - Google Drive Training - Possible next work session topic (Tara Dunsmore)

Open Positions - We must give notice to the community for open positions, no appointments without notice.

Conflict Of Interest/ Ethics Policy - Amy Dorman brought up COI and Ethics committee, and said that a lawsuit between a board member and the school or MMCI may be a conflict of interest. We discussed potential consequences for a conflict of interest with a sitting member.
Paul Gouge said that the procedures are most important. Tara said that is the purpose of the Ethics Policy.
Meggan Sombat suggested having nominees/candidates sign a COI Disclosure and the Confidentiality Agreement ahead of an election, a vote to appoint, or ahead of being installed.
ACTION ITEM - Take a look at the COI policy, suggest edits and consequences. (Julie Clark)

COI and Voting - When should members abstain?

BOT Work Sessions - Scheduled Quarterly, Work Sessions do not include public comment.
ACTION ITEM - Schedule FY2024 BOT Work Sessions (Meggan Sombat)

Meeting Cancelations - Meggan asked about canceled and postponed meetings and how we document them. There should be a method for documenting when meetings are canceled and minutes are missing.

Closed Sessions - MMCI follows OMA within reason and whenever possible, and always documents specified exceptions for open meetings. Who is invited to closed sessions? All voting board members and anyone else the President invites, usually Principals.

ACTION ITEM - Create list of allowable items for Evotes and Consent Agenda votes. (Tara Dunsmore/ Meggan Sombat)

ACTION ITEM - Look at Robert's Rules and document our SOP (Tara Dunsmore/ Meggan Sombat)

We discussed MD Open Meetings Act training for GC Members.

ACTION ITEM - Attendance/ participation, vacancy and removals SOP (Julie Clark)

Paul Gouge volunteered to look through the SOP and make suggestions.

POLICY UPDATES
We can make a list with links to all current policies/ folder and send out
https://drive.google.com/drive/folders/0B54OLnGOEC9lVU1FMDJ2VkUwT00?resourcekey=0-I30Kd8OKFqp6nHKA_asgSA&usp=sharing

Key and building access policy
Grants policy
ACTION ITEM - Talk to Tori and Amy Dorman about what they have learned - prepare training related to the SOP (Meggan Sombat)

COI Policy
Ethics Policy
Finance Policies

Tara suggested setting a schedule for policy review, monthly for each policy. Each committee should present their own policies.
ACTION ITEM - Add COI and Ethics Policy Review to July meeting agenda (Meggan Sombat)

Summary of needs:
- We need a Communications policy, to include who has access to which communication channels, and who is responsible.
- We need to make updates to our COI Policy, to include consequences.
- We need to make a note of items that are important in the annual audit.
- MMCI should have a policy that both MMCI and GC's post meeting minutes.
- Open meetings act training for GC Members
- Attendance/ participation, vacancy and removals SOP
- Building owner related SOP
- Key and building access policy.
- Committee/Policy Spotlights - COI and Ethics, Fundraising/Grants, Finance, Lottery, Nominating, Programs, Facilities
- Timelines from each committee for BOT Shared Calendar

FOLLOW UP - Ask Amy O about the audit and what needs to be done for her list. (Meggan Sombat)

Tara closed the Work Session at 8:57pm

Announcements:

1. Upcoming MMCI Business Meetings (usually held at 7PM the FINAL Wednesday of each month): *meetings will be virtual until further notice*
   ● July 26, 2023
   ● August 30, 2023

2. Minutes and Agendas may be found online at *http://mmcimd.org/calendar/*