



Voices for International Business and Education

Governance Committee Meeting

VIBE Governance Committee Meeting

Date and Time

Wednesday March 9, 2022 at 6:30 PM CST

Location

Virtual Meeting

Voices for International Business and Education http://public.boardontrack.com/VIBE_1

Agenda

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

C. Approve Minutes

Approve minutes for Governance Committee Meeting on February 9, 2022

II. Governance Committee Meeting Items

A. Board Recruitment - Update

B. Strategic Planning - Update

III. VIBE Bylaws

A. Fiscal Policy Updates/Changes

Discuss fiscal policy changes/updates to bylaws, if necessary

B. Recommendation to VIBE Board - Proposed Revisions to Bylaws

IV. Succession Planning

A. Short Term Succession Plan for Head of School

B. Recommendation to VIBE Board - Short Term Succession Plan for Head of School

C. Long Term Succession Plan for Head of School - Initial Discussion

V. Closing Items

A. Next Governance Committee Meeting

B. Adjourn Meeting

Coversheet

Approve Minutes

Section: I. Opening Items
Item: C. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Governance Committee Meeting on February 9, 2022

APPROVED



Voices for International Business and Education

Minutes

Governance Committee Meeting

VIBE Governance Committee Meeting

Date and Time

Wednesday February 9, 2022 at 6:30 PM

Location

This meeting is held virtually. <https://ihsnola-org.zoom.us/j/89869154704?pwd=Zjh1U1UxYmV1UzZtQW5FR1FkK2tzZz09>

Voices for International Business and Education http://public.boardontrack.com/VIBE_1

Committee Members Present

G. Medford (remote), J. Lampton (remote), K. Dwyer (remote)

Committee Members Absent

Q. Le, T. Carmouche

Guests Present

J. Tolston (remote), S. Wilson (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

J. Lampton called a meeting of the Governance Committee of Voices for International Business and Education to order on Wednesday Feb 9, 2022 at 6:43 PM.

C. Approve Minutes

J. Lampton made a motion to approve the minutes from January 5, 2022 Governance Committee Meeting on 01-05-22.

K. Dwyer seconded the motion.

The committee **VOTED** to approve the motion.

II. Governance Committee Meeting Items

A. Board Recruitment

Alumni and Parents is the focus.

Update: D. Barnes is interested and ready. What is the timeline? He wants clarity on board requirements. An alumni is also interested (currently in college)

SW will connect candidates with a board member for further details

Process for alumni / parents would be the same as any other board member

We are a young school so our alum will be college/grad school age bracket, questioning if their schedule will allow full board participation / school schedule conflict.

KD- Doesn't feel that they should be treated differently but we did discuss bringing them on in July. Maybe we can ask them to join a committee as an introduction since you don't have to be a board member to be on a committee.

JL - even if we fast tracked the process they wouldn't be official until probably April and may is the end of the school year.

KD - just suggested joining committee do start the acclimation process.

GM - just joining one committee doesn't give the big picture, maybe them visiting various committees and the board meetings to see the work.

Is there anything about alum in the bylaws? May need to revisit and make modifications.

GM - suggestion: invite them in on an advisory capacity until we onboard them, this gives a specific purpose, they are updated on what is going on.

QL - agrees with GM. Concerns with being assigned a committee vs placing members where they want to be placed

JL - Try to accommodate the board members choice but this depends on the headcount in each committee.

Have struggled with getting parents / alum now that there are two candidates want to make it easier for them to join. We need them right now. We could approve them in April with notice that duties wouldn't start until July 1. This gives two months to observe, and get acclimated. This isn't a typical situations so we may need to alter the process.

TC - all have valid points, onboarding parents and alumni should be revisited. Should give them time to visit committees and decide which they want to join. Quality over quantity.

JL - The basic process - letter of intent, resume, school tour, attending a board member, shouldn't change

GM agrees.

TC agrees.

JL - Once the basic process is complete, where do we go from there? Need a vision for committee selection. Do they attend committee and board meetings in an advisory capacity.

GM - Giving them the opportunity to explore and decide. Suggest to make allowances to how many committees they join. Allow them to serve on one committee if that is all they can do.

JL to SW let them know there is flexibility with their schedule.

KD we will have to write it up and vote on it before bringing them on board.

JL - vote in March

Governance committee is happy to meet with candidates if they need/want to meet.

B. Strategic Planning - Update

Voting item during this months board meeting.

We have been approved for the grant to cover some of the cost of hiring a consultant.

C. Succession Planning

Last meeting discussion

HOS succession plan

Need a short term and long term succession plan

Agreed on needing to get the short term plan immediately and then spending more time on the long term plan.

Looking at the Org chart that was sent out in January.

Who do we have internal who could fill in HOS?

KD to SW if you were out for an extended period who would everyone go to?

SW principal.

JL as a committee should the principal be the interim option?

TC is this person or position specific? What about director of operations?

GM should be what the position is and what the position entails. What would they interim person need to know to step into that role? Suggests the Director of Operations step in.

*Need to update the annotated portion of the org chart

Email job descriptions - Director of ops, IT manager, DV manager, and WT manager.

Will discuss and make a recommendation to the board for vote.

KD if we designate the position and the person who is in that position is not capable?

Add a few positions to the list and have them speak to the board prior to placing in the role.

GM all direct reports should have knowledge of all departments / mentoring in the event something happens there is more than one person who is capable to step in a role.

TC when you think about the timeframe of interim - how long would the interim person hold the title?

KD it took months to do a search.

GM interim lasts about a year sometimes two

TC with this timeline we should definitely prepare all direct reports and then weigh the options from there.

JL if interim is a year long or longer - a decision may need to be made before the board meets to vote.

GM we as a board need to decide who would step in for an immediate need or do we want a group of people to choose from. This is how VIBE wants to see succession planning.

TC - if the principal is the immediate step in this would create the need for another interim for the Principal.

GM that would be the AP there isn't one for HOS.

KD - A position moves in and in a 2-3 week period the board will decide out of the direct reports who would step in as interim.

TC job descriptions would help navigate this succession

QL - likes the approach to assign immediately while the board decides for a longer short term

TC - "acting HOS" then "Interim HOS"

JL hoping to draft something to vote on a recommendation to be approved during the March board meeting.

III. Closing Items

A. Next Governance Committee Meeting

Next meeting Wednesday March 9, 2022 @6:30pm

B. Adjourn Meeting

JL motion

GM moved

KD second

all in favor

motion passed

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:54 PM.

Respectfully Submitted,
J. Tolston

Coversheet

Fiscal Policy Updates/Changes

Section: III. VIBE Bylaws
Item: A. Fiscal Policy Updates/Changes
Purpose: Discuss
Submitted by:
Related Material: VIBE Bylaw Provision to be Reviewed.docx

VIBE Bylaw Provision to be Reviewed

5.1 **Checks, Notes, and Contracts.** The Board of Directors is authorized to select such depositories, as it shall deem proper for the funds of the Corporation. One officer shall sign all bills, notes, receipts, acceptances, endorsements and checks of the Corporation in an amount up to, and including, \$2,000.00. Two officers shall cosign all bills, notes, receipts, acceptances, endorsements and checks of the Corporation in an amount over \$2,000.00.

Coversheet

Recommendation to VIBE Board - Proposed Revisions to Bylaws

Section: III. VIBE Bylaws
Item: B. Recommendation to VIBE Board - Proposed Revisions to Bylaws
Purpose: Vote
Submitted by:
Related Material: VIBE By Laws - Proposed Revisions.docx

Proposed Revisions to VIBE Bylaws

3.5 Removal. Any or all the Directors may be removed with or without cause by a three-fourths vote of the remaining Directors at any special meeting of the Board called for that purpose or any regular meeting of the Board. A Board Member who is absent for three (3) or more scheduled monthly Board Meetings during the school year shall not be eligible for reelection to the Board for the subsequent year, except by a specific vote of the Board at the June meeting. If the third absence occurs at the June meeting, this policy would supersede the Member's election.

3.12 Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing committees, each consisting of at least two Directors. Standing committees include but are not limited to Finance, Development, Academic, Facilities, Governance, and Head of School.

Coversheet

Short Term Succession Plan for Head of School

Section: IV. Succession Planning
Item: A. Short Term Succession Plan for Head of School
Purpose: Discuss
Submitted by:
Related Material: Short Term Succession Plan - IHS HOS Position.docx

Proposed Short-Term Head of School Succession Plan

In the event there is a vacancy in the Head of School position, the Director of Operations will immediately become the Acting Head of School. Within 30 days of the vacancy in the Head of School position, the VIBE Board of Directors shall convene a meeting and select an Interim Head of School.