Pullman Community Montessori

PCM Board Meeting

Date and Time

Tuesday February 23, 2021 at 5:00 PM PST

Location

All board meetings are open to the public. Meetings begin at 5:00 PM PST the fourth (4th) Tuesday of each month. Public comment is a standing agenda item at each monthly meeting. Items will be addressed by the board according to the Meeting Agenda posted 48 hours prior to each meeting.

Join Zoom Meeting

https://us02web.zoom.us/j/81114151249?pwd=amNWYWJKTVhuVVdQMmJyU3hrR3ZJZz09

Meeting ID: 811-1415-1249
Password: 1156

PCM's Mission: to prepare all students to reach their full potential for future success in high school, college, career, and life, using the rich resources of our community.

PCM's Vision: to serve as an instrument of change, helping to progress our education system to better meet the needs of students, families, and educators. We nurture students to be self-empowered lifelong learners, global citizens, environmental stewards, and compassionate and collaborative leaders, bringing positive changes to their communities and the world!

Agenda

		Purpose	Presenter	Time
I.	**Opening Items**			**5:00 PM**
	A. Record Attendance		John Cassleman	1 m

		Purpose	Presenter	Time
B.	Call the Meeting to Order	Discuss	John Cassleman	1 m
C.	Approve Minutes - 1/26/20	Approve Minutes	John Cassleman	2 m

Please thoroughly review minutes and have any amendments typed and ready to put into the chat.

D.	Building our Board Muscles: SCENARIO	Discuss	John Cassleman	10 m

Reminder for Scenarios:
Examining and discussing scenarios is a good way for boards to grow and stay ahead of issues. Don't get lost in the details of the scenario. These are hypotheticals that other boards have dealt with. Keep in mind Governance vs Management and how you feel the board should collectively APPROACH solving the problem presented (not the minute details of how the problem will be solved or the ultimate decision)

SCENARIO
A reporter, investigating rumors about favoritism in the enrollment lottery, calls a board member at home. What are the steps the board member should take?

Points Chair will Address:

1. **OPMA email communications:** The clerk sends an email to all members of the governing body asking if they are free on Friday at 3:00 pm for a special meeting of the governing body. Each member "replies all" indicating their availability for the meeting. OPMA Quick reference resources
2. **Committee recommendation as motion:** The Finance Committee recommends the Board adopt a Financial Policy and Procedures Manual.

E.	DEI and Anti-racism Commitment	Discuss	Laylah Sullivan	3 m

Update on training with Dr. Scott

II. Public Comment
5:17 PM

A.	Making Public Comments	FYI		15 m

Welcome! If you would like to make public comment you will be called on in the order you logged in/arrived. We generally allow 5 minutes for presentation of personal comments/questions/concerns/grievances. These should be shared with the board in

writing in advance of the board meeting for us to better address you consideration. Please email to board@mypcm.org or submit in paper form to the PCM office in Gladish Community and Cultural Center. You should receive confirmation of receipt of your written statement within 48 hours of submission.

III.	**LEADER Team Update**			**5:32 PM**
A.	January Update	FYI	Laylah Sullivan	8 m

Please review the LEADERS Team Update (COMING SOON). Carefully review and send me any questions in advance of the meeting.

Verbal emphasis will be on enrollment and what's next.

IV.	**Committee Updates**			**5:40 PM**

Please read through committee reports/minutes and come with questions. Committee chairs will not provide updates unless there is a motion or key items to address. Please communicate with committee chairs or the head of school in advance of the meeting if you have questions.

A.	LESC (Leadership Evaluation & Support Committee)	Vote	Beverley Wolff	10 m

Trustees should access the 2/22 LESC notes and review prior to the board meeting.

KEY Report:
The committee will report on the 2/11 HOS mid-year appraisal. Results of this appraisal as well as the process used may be found below.
Process
Evaluation Scores
Collective EAI Results
Word Cloud

Motion:
For John to share the Board consensus on the HOS's mid-year appraisal with PCM's commission contact.

B.	DC (Development Committee)	FYI	Nomin Batmunkh	1 m

No report. Meeting was canceled and will be rescheduled.

C.	GC (Governance Committee)	FYI	John Cassleman	4 m

Trustees should access the 2/15 GC notes and review prior to the board meeting.

John will prepare the board for procedural updates considerations for future meetings.

- Agenda-Packet format changes
- Movement towards consent agenda
- Good muscles around committee reports
- Q&A prior to meetings

		Purpose	Presenter	Time
D.	FC (Finance Committee)	Vote	Aubree Guyton	10 m

Trustees should access the 2/16 FC notes and review prior to the board meeting. If interested these are the questions we addressed in advance.

MOTION 1: The FC proposes the Board adopt this **Financial Policies & Procedures Manual** as the base policy for PCM.

Why: This document is critical to maintaining good internal controls and delineating policies and procedures for procurement. This recommendation is made with the recognition that sections of this policy will be updated in the future after more robust discussions are had around staff leave and scan and toss policies. Also, like all policies at PCM they will be reviewed annually at minimum to ensure no amendments are warranted. (*having this policy in place is also a CSP grant requirement*).

MOTION 2: The FC proposes the Board approve the January financials. For transparency the documents reviewed by the FC have been shared below. These documents will not be re-reviewed during the meeting.

1. Dashboard (high level view of main metrics)
2. Balance Sheet
3. Profit & Loss Statement/Income Statement
4. Budget vs. Actual Report & Forecast vs Actual Report

V. Compliance   6:05 PM

As agreed in our Charter School Contract with the Commission, PCM must meet a list of pre-opening conditions on the proposed deadlines to be able to open. I recommend occasionally each Trustee should read back through the Statement of Assurances (found

in the Compliance folder linked in the footer). This provides a condensed view of what we've agreed to.

Please review the pre-opening checklist. Our HOS will provide a short report on progress.

A. HOS Update on pre-opening conditions	Vote	Laylah Sullivan	5 m

We have met all our pre-opening conditions to date. We have also completed almost all March and April conditions. It is critical that Trustees keep up with board on track tasks in order to meet all the deliverables. Please watch the LOOMS I sent out on this.   Checking them off when completed is also critical as in some cases this check list serves as evidence for a deliverable.

CRITICAL

- Board Training Series (*this is also a grant requirement for WA Charters*)
- Attendance of Commission Trainings
- Completion of F1 Personal Financial Disclosure

VI. Other Business		**6:10 PM**

A. REPORT - New School Board: Onboarding Session 1	Discuss	Clara Hill	15 m

(Clara, Travis, Bev)

WHAT WAS COVERED
Overview of the January 28th Agenda
Admittedly, this session will be more of "sit and get" since there is foundational information that we need and want to share with you. There is some pre-work for this session and our hope is that it will increase the level of engagement, but we ask for and appreciate your understanding as we do a fair bit of talking *at* you.

- Welcome and Introductions
- Overview of the Onboarding Audit – Why did we do an audit and what were the key findings?
- The Commission's Philosophy on Authorizing
- The Contract - Pre-Opening Conditions – What are they and what is the board's responsibility?

• Next Steps & Close

We will send out a finalized agenda as we get closer to the 28th.

Pre-Work

Here you will find a list of the pre-opening conditions. We ask that you take a look at what is due between now and the engagement in March and come prepared with questions about those items. In some cases the preparation of those documents may fall to staff, but we want to ensure that you as board members understand your role and responsibility in ensuring that each of the conditions is met.

		Purpose	Presenter	Time
B.	PCM-Gladish Master Lease	Vote	Laylah Sullivan	5 m

Per our initial plan I have been working with Gladish management for the last 4 months to create and negotiate a Master Lease that would secure PCM's long term residence in the building in a manner that fit with PCM's growth plan.

This MASTER LEASE is in nearly final form and is in final high-level review with all councils.

What We Get:

- Classroom, storage, and office space equating to ~9,700 sq ft in yr 1 growing to ~21,300 sq ft in year 5.
- Classroom sizes (sometimes after modification) that fits the Montessori model
- use of amenities at discounted rate including designated use of board room at specific times, designated parking space, designated use of gym & playground, use of commercial kitchen (if needed), custodial (discounted for first year).
- new office space (with copier at very reasonable rate)
- full approval of proposed improvement/renovation plans
- A renovation rate of 1/2 the normal rate ($0.70/sq ft, $1.40/sq ft respectively with 3.2% inflation rate) (detailed room calcs for transparency)
- 5 consecutive renewal terms of 5 years each (
- first right of refusal if Gladish sells
- assurance to rent all needed space by year 3 so we can renovate all (significant cost savings) then have a guaranteed sublet for rooms we do not use until subsequent years.

I recommend that the PCM Board of Trustees grant me the latitude within limits to finalize the lease agreement (baring any substantive changes proposed by any party) and present to John to sign on behalf of the PCM Board of Trustees.

Why: we are getting down to the wire on needing to finalize a number of things and this latitude will allow things to move more quickly. Time is also of the essence with the lease as the potential loan from RAZA for facility improvements and a planning year line of credit can't be sent to the underwriter without this. This lease has embedded requirements demanded by the Lender that protects them and in a number of ways, PCM, - specifically the leasehold mortgage language, non disturbance, and attornment agreement)

Who's had eyes on:
Myself
Joule (has part of 5 year budget since beginning and has updated as fine-tuned)
James from WCSD
RAZA (their legal council and soon underwriter)
Gladish & their Council...Gladish has invested a huge amount into developing this lease.
PCM legal council (APEX)

		Purpose	Presenter	Time
C.	Construction Contracts	Vote	Laylah Sullivan	5 m

This document outlining the Gladish improvement/renovation plan was shared with Trustees earlier. As noted from the RFP (Requests for Proposals) 2 contractors are required: A Fire Sprinkler System Contractor and General Contractor. Both of these will be contracted using a Minimum Price Bid and meet compliance requirements for licensing, bonds, and insurance. Apex has provide a template for this bid format. I am currently in negotiations with the Fire Sprinkler System Contractor and will be in negotiations with the General Contractor the first week of March.

What We Get:

   • Reputable contractors to perform the following major updates:

   1. code compliant sprinkler systems
   2. updated flooring
   3. updated paint
   4. updated safety outlets
   5. acoustic drop ceiling with updated lighting (run wires behind)
   6. some room shape adjustments to match needs
   7. **updated exterior classroom doors with new hardware
   8. **minimal kitchenette
   9. **updated lighting (will depend on lighting that is there)

I recommend that the PCM Board of Trustees grant me the latitude within limits to finalize negotiations and secure the aforementioned contractors with the condition that I stay within budget and seek final council with outside advisors. Here is a high level snapshot of what the total project costs by year in relation to the loan amount needed.

Why: I need to be able to match up payment schedules, funds release, and underwriter requirements which will be much more challenging if I do not have this reasonable flexibility.

Who's had eyes on:
Myself
James from WCSD (will)
RAZA
PCM legal council (indirectly by providing template)

I will try to upload a video rooms HERE by Sunday.

D.	Loan	Discuss	Laylah Sullivan	10 m

I would like to revisit this LOI (as presented earlier) presented by RAZA that outlines the specs of the two loans I've been pursuing for PCM. RAZA is the ONLY lender of their type (without a cosigner or private funder) that will provide services to charter schools in WA.

- A construction/renovation loan
- A short-term line of credit

I recommend that the PCM Board finalize questions around this so when RAZA presents their approved and underwritten contract I can present it and a quorum can convene and vote within as little as 2 days (this is following a review by myself and APEX and assuming what is presented is closely aligned to what is in the LOI).

Rationale for loans:
RENOVATION - as noted when we started this process there was no way to bring the facility up to par without a loan (estimate was about $50K/room). The hope was the loan would be smaller by acquiring funding from WCSD (Washington Charters School Development, up to $100K) and offsetting with grant funding as well. COVID has dried WCSD funding up. We have offset some with grants (namely CSP for

sprinklers). There is still a chance for offsetting with grants in the future (for the 2nd loan).

BRIDGE/SHORT-TERM LINE OF CREDIT - the planning year is riddled with cash flow challenges during a time that reserves are not built up. Funding is also not distributed in a manner that makes sense for some models which poses additional challenges for us (ex. classroom materials have to be ordered earlier than some places and our costs are high due to long-term nature of the project). I can only get a small line of credit from local banks. I am working on 2 things 1) detailed cash flow to reduce the bridge loan amount, 2) securing a credit card and small line of credit locally.

Where are we in the loan process
I'm very close to presenting all the items needed for the loan to be sent to RAZA'S underwriter (need master lease).

		Purpose	Presenter	Time
VII.	**Closing Items**			**6:45 PM**
A.	Adjourn Meeting	Vote	John Cassleman	1 m

Grounding Docs: Board Norms-We are LEADERS too-Structure and Responsibilities Overview, PCM Logic Model, EEMPS Rubric, School-Wide Reflective Practice Inventory, Bylaws

Resources: Compliance Folder, Planning Year Board Calendar, Planning Yr Financials Considerations, OPMA Resources, App Board Commitments & Background, Seat & Committee Descriptions, Org Charts, Board Member Application Full Packet, Prospective Board Member Questionnaire