APPROVED

Menlo Park Academy Governing Board

Minutes

Governance Committee Meeting

Date and Time
Tuesday December 12, 2017 at 5:00 PM

Location
2149 WEST 53RD STREET, CLEVELAND, OHIO 44102

OUR MISSION: Menlo Park Academy is a public school that develops the potential of gifted learners through an exemplary program of rewarding experiences that nurtures the whole child.

The meeting will be in the 3rd Floor Conference Room!

Committee Members Present
Carol Ryan, Cathie Leimbach, Penn Berens, Richard Hronek

Committee Members Absent
Teri Harrison

Committee Members who arrived after the meeting opened
Richard Hronek

Committee Members who left before the meeting adjourned
Carol Ryan

I. Opening Items

A.

Record Attendance and Guests

B. Call the Meeting to Order

Cathie Leimbach called a meeting of the Governance Committee Committee of Menlo Park Academy Governing Board to order on Tuesday Dec 12, 2017 at 5:15 PM.

II. The Committee's Role

A. Committee Charter

We discussed the Committee Charter so everyone present understood the role of the Governance Committee.

During the general discussion about MPA governance and the Governance Committee the following matters were raised as items the committee needs to address:
- our current by-laws say that MPA will have 15 board members, but we only have 6 and have never had 15; need to revise this bylaw, likely to state we need between 5 and 15 board members
- our current by-laws state that there will be 2 board members on every board committee and committee policy states that no board member will sit on more than 2 committees; it is not clear whether the Board chair as an ex-officio member of every committee has voting status on all committees, if so she has voting status on more than 2 committees
- the GC committee needs to ensure board meetings are evaluated quarterly or this requirement needs changed
- since MPA is subject to the sunshine law, the GC should explore meeting locations that are more accessible to the public, meeting postings should be on the front doors of the school; could board and board committee meetings be held in the Cafe?, there was some talk of this last spring

B. Committee Objectives & Key Results

Richard Hronek arrived.
We reviewed the Key Results that the Board has assigned to the Governance Committee. We ensured all of the Key Results had deadline dates, revising some that were previously set. Regarding KR 3, since the committee cannot ensure that individual board performance is elevated we changed the opening words of this Key Result to 'provide training that could elevate'. Since the board succession aspect of KR 8 is part of KR 4, and the board direct report part of KR 8 could be part of KR 2, recommend deleting KR 8.

C. Committee Tasks

The discussion around the suggested tasks to achieve the Key Results led to several edits, including many deadline date changes. Notable revisions the Governance Committee has made to its tasks are:

a) Conduct a board member self-evaluation and 360 degree feedback in January or February 2018
b) Encourage and arrange for background information for a whole board discussion on multiple ways that board committees can operate and which committee roles will serve MPA best, to develop and document clarity around the roles of MPA Board committees
c) Due to the extensive work involved in reviewing MPA board policies to create one complete set of board policies to eliminate conflicting statements between the policies drafted for MPA by Amy Borman and those developed independently by the MPA board, extend the deadline to May. In the meantime, when questions arise on conflicting policies, the Governance Committee will prioritize that policy area and within 4 weeks of being notified of the policy conflict will develop a draft policy revision for the board's consideration. This revised policy will eliminate the conflict and provide clarity.
d) Provide all board members with information on what the Policy Governance Model of board governance entails.

III. Board Governance Development

A. Board Retreat Planning

The committee members thought that having Nylajean McDaniels and her associate facilitate board development at the January 27, 2018, board retreat could provide meaningful Board and School Director training and team development. Cathie shared that Teri Harrison, Board Chair, also believes that this could strengthen the MPA leadership team. Cathie will contact Nylajean McDaniels about her availability and fee.
Carol Ryan left.

IV. Committee Meeting Schedule

A. Committee Meeting Dates

It was suggested that the meetings be on Tuesday or Wednesday evenings. It appears that Tuesday evenings will work.

V. Board Committee Member Tasks

A. Board Member Tasks

Rich Hronek By January GC Committee Meeting Draft of report format and contents for reports to the Board by its direct reports (School Director and Treasurer)

Penn Berens By January GC Committee Meeting Draft of chart for tracking board member training requirements, current status, and next training updates required

Cathie Leimbach By board pre-meeting upload deadline for December 21 board meeting

- Red-lined version of GC committee recommended revisions to Key Results for board vote
- Revised version of GC proposed tasks as information for the board
- Quote from Nylajean McDaniels for board development services for Jan. 27, 2018, board retreat
- Agenda item requesting the board to vote for individual board member self-evaluations and 360 degree feedback
- GC committee report for the board
- GC committee meeting minutes drafted

Cathie Leimbach By December 31, 2017
- audio and print information on the Policy Governance Model to all MPA board members and Governance Committee members
- next Governance Committee meeting set and all members notified

VI. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:40 PM.

Respectfully Submitted,
Cathie Leimbach
Richard Hronek made a motion to adjourn the meeting.
Penn Berens seconded the motion.
The committee **VOTED** unanimously to approve the motion.