APPROVED

rootedschool

Rooted School - Washington

Minutes

Rooted School Vancouver Board Meeting

Date and Time
Wednesday October 26, 2022 at 4:00 PM

Location
In-person: at 1500 SW 1st Ave., Suite 680, Portland, OR 97201
Virtual on Zoom: https://extensis.zoom.us/j/86494081734?from=addon

All documents used for this meeting are made available as part of the agenda and the minutes for greater transparency and ease of public access.

Directors Present
A. Mason (remote), D. Grant (remote), N. Webster (remote), T. Knox (remote), T. Martin

Directors Absent
K. Chandra

Guests Present
Anders Lindgren (remote), Corey Baron (remote), J. Johnson (remote), S. Carney (remote)

I. Opening Items

A. Call the Meeting to Order

T. Martin called a meeting of the board of directors of Rooted School - Washington to order on Wednesday Oct 26, 2022 at 4:00 PM.

B.

Record Attendance

C. Land Acknowledgement

The following *Land Acknowledgement* statement was read into the record by Toby Martin:

Rooted School Vancouver acknowledges the people whose ancestral lands we inhabit today. Prior to the introduction of white settlers to the area currently known as Clark County, this land was cared for by indigenous peoples for thousands of years.

At the time that colonization began, this area of Southwest Washington was occupied primarily by the Chinook and Cowlitz tribes. Additionally, countless tribes from across the Pacific Northwest came to this area to trade with one another by using the Columbia River and its adjoining waterways as an intricate network of trade routes.

For millennia, their communities thrived while maintaining a balanced, sustainable relationship with the natural world. These values were passed down from generation to generation and are still practiced by indigenous groups today, including the Cowlitz and Chinook. We pay our respects to these peoples, both past and present, by opening a space of recognition, inclusion, and respect for our sovereign tribal partners and all indigenous students, families, and staff in our community.

II. Approval of Minutes

A. Approve Minutes from 09-28-2022 Rooted School Vancouver Board Meeting

T. Martin made a motion to approve the minutes from Rooted School Vancouver Board Meeting on 09-28-22.
A. Mason seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

A. Mason	Aye
N. Webster	Aye
D. Grant	Aye
K. Chandra	Absent
T. Knox	Aye
T. Martin	Aye

III. Communications

A. Welcome Community Members

- Anders Lindgren was introduced later in the meeting as the Rooted School Vancouver Operations Consultant where he provided the board with an overview

of the platforms and work he has completed on RSV's behalf, including, but not limited to:

a) Faculty/ Staff Recruitment
b) Platform Design
c) Document Sharing
d) Job Boards
e) Linked-In Posting Recommendations
f) Student Enrollment

B. Initial Public Comment

There was no initial public comment for this meeting.

C. Reports

Jonathan Johnson provided an update on behalf of RSF that included:

- An announcement of Rooted School Foundation shifting to a CMO structure
- Board retreat updates
- Rooted School Foundation funding update
- Philanthropic revenue projections

Adrienne Mason presented on behalf of the *Student and Family Recruitment Sub-Committee* of the board:

- Leadership Clark County - Brand marketing of print and digital materials
- An action plan for student and family recruitment is currently in development
- Leveraging of social media

IV. Consent Agenda

A. Recommendation to Approve Out-of-State Travel Request - Rooted School Foundation Retreat, New Orleans, Louisiana.

T. Martin made a motion to approve the consent agenda as presented by Steven Carney.
A. Mason seconded the motion.
Subject to objections by the board members, the following items will be passed by a single motion to approve all listed actions and resolutions. There will be no discussion on these items unless requested by the board.

If discussion is requested, the items will be moved from the Consent agenda and considered separately after the motion has been made and passed to approve the remaining items.)

A.Recommendation to Approve Out-of-State Travel Request - Rooted School Foundation Retreat, New Orleans, Louisiana.

Rationale: Steven Carney is asking permission to travel with Board Chair Toby Martin to participate in the Rooted School Foundation Retreat. Rooted School Foundation is in the process of significant strategic planning and is looking for input and dialogue around Rooted School Foundations' vision, direction, services, and support. The focus of the retreat is to inform the strategic direction of Rooted School Foundation.

Cost Estimate: $2500

Funding Source: Hotel for one night is covered by Rooted School Foundation

Recommendation: That the Board of Directors approves the Out-Of-State Travel Request to New Orleans, Louisiana.

B.Recommendation to Conduct a Second Reading to Adopt Policy 1310 - Review, Adoption, Manuals, and Administrative Procedures

Rationale: Attached is new Policy 1310, Review, Adoption, Manuals, and Administrative Procedures, which is presented to the Board for a second reading and adoption.

Recommendation: That the Board of Directors conducts a second reading and adopts new Policy 1310, Review, Adoption, Manuals, and Administrative Procedures

1310 Policy Review, Adoption, Manuals, and Administrative Procedures.pdf

C.Recommendation to Conduct a Second Reading to Adopt Policy 1400 - Policy/Procedure Board Meeting Conduct

Rationale: Attached is new Policy 1400, Policy/Procedure Board Meeting Conduct, which is presented to the Board for a second reading and adoption.

Recommendation: That the Board of Directors conducts a second reading and adopts new Policy 1400, Policy/Procedure Board Meeting Conduct

D.Recommendation to Conduct a Second Reading to Adopt Policy 5005 - Employment and Volunteers: Disclosures, Certification Requirements, Assurances and Approval

Rationale: Attached is new Policy 5005, Employment and Volunteers: Disclosures, Certification Requirements, Assurances and Approval, which is presented to the Board for a second reading and adoption.

Recommendation: That the Board of Directors conducts a second reading and adopts Policy 5005, Employment and Volunteers: Disclosures, Certification Requirements, Assurances and Approval

5005 Policy - Employment and Volunteers_ Disclosures, Certification Requirements, Assurances and Approval.pdf

E.Recommendation to Conduct a Second Reading to Adopt Policy 5010 - Nondiscrimination and Affirmative Action

Rationale: Attached is new Policy 5010, Nondiscrimination and Affirmative Action, which is presented to the Board for a second reading and adoption.

Recommendation: That the Board of Directors conducts a second reading and adopts new Policy 5010, Nondiscrimination and Affirmative Action

5010 Policy - Nondiscrimination and Affirmative Action.pdf

The board **VOTED** unanimously to approve the motion.

Roll Call

T. Martin	Aye
K. Chandra	Absent
T. Knox	Aye
D. Grant	Aye
N. Webster	Aye
A. Mason	Aye

V. BOARD DISCUSSION ITEMS

A. Budget Update

A budget update was provided by Corey Baron of Joule Growth Partners. The update included an overview of both expenses and revenue during the opening stages of RSV.

Corey Baron related that there will be a request for an advance on the implementation grant from WA Charters to assist with cash flow. It should be noted, that several other charter organizations have made a similar request that has been granted.

Rooted WA BvA September 2022.pdf
Rooted WA P&L September 2022.pdf
Rooted WA Balance Sheet September 2022.pdf

B.

BOARD RETREAT:

BOARD RETREAT:

A discussion of the upcoming Board Retreat in December that included:

- Potential Time Change
- Parent Involvement
- Agenda Setting

C. Board Officers

Best practice suggests that the board should never be without four distinct individuals serving as the four officers:

1. **Chairperson**
2. **Vice-chairperson**
3. **Treasurer**
4. **Secretary**

Officers are typically elected at the annual board meeting/retreat. The attached officer job descriptions are attached to foster further discussion and feedback. Based on discussion outcomes and feedback, final job descriptions will be brought back to the November board meeting for approval.

Adrienne Mason - Board Secretary - Interim

RSV Board of Trustees Job Description.pdf
Board Chair.pdf
Treasurer.pdf
Vice Chair.pdf
Secretary.pdf

VI. BOARD ACTION ITEMS

A. Nomination and Approval - Board Secretary

T. Martin made a motion to nominate Adrienne Mason as the Rooted School Vancouver Board Secretary.
D. Grant seconded the motion.
Nomination and Approval - Board Secretary

The board **VOTED** unanimously to approve the motion.

Roll Call

T. Knox	Aye
D. Grant	Aye
N. Webster	Aye
T. Martin	Aye
A. Mason	Aye
K. Chandra	Absent

B. Recommendation to Approve Resolution 117193301.1

T. Knox made a motion to approve the adoption of Resolution 117193301.1.
A. Mason seconded the motion.
Recommendation: That the Board of Directors approves Resolution 117193301.1

Rooted - Board Resolution(117193301.1) (3).pdf

The board **VOTED** unanimously to approve the motion.

Roll Call

N. Webster	Aye
A. Mason	Aye
D. Grant	Aye
K. Chandra	Absent
T. Knox	Aye
T. Martin	Aye

C. Recommend to Approve Rooted School Washington Borrower Resolution (Raza) 117192868.2

Recommend to approve Rooted School Washington Borrower Resolution (Raza) 117192868.2

Rationale: RAZA Development Fund INC is the lender designated to fund the tenant improvements, as outlined in the attached construction projections developed by WCSD, at the Rooted School Vancouver site located at 10401 NE Fourth Plain Blvd., Vancouver, WA 98662. To secure the loan, Rooted School Vancouver will need to execute and deliver all certificates, documents, and agreements necessary and appropriate to carry out all required duties and obligations as the borrower.

Recommendation: That the Board of Directors approves Rooted School Washington Borrower Resolution (Raza) 117192868.1

Rooted - Raza Borrower Resolution(117192868.2).pdf
Rooted School Washington Loan Agreement v.1 (1).pdf
Rooted - Incumbency Certificate (Raza)(117216429.1).pdf
Rooted School Washington Note v.1 (1).pdf
Rooted Vancouver Tenant Improvement Plan.pdf
Rooted Estimate with alternates - 9.27.22.pdf
220924 Rooted Budget - shared with school.pdf

A. Mason made a motion to approve Rooted School Washington Borrower Resolution (Raza) 117192868.1.
T. Martin seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

K. Chandra	Absent
T. Knox	Aye
A. Mason	Aye
N. Webster	Aye
T. Martin	Aye
D. Grant	Aye

D. Recommendation to Approve Construction Agreement with Robertson & Olson Construction

T. Martin made a motion to approve the construction agreement with Robertson & Olson Construction.
A. Mason seconded the motion.
Recommendation to approve Construction Agreement with Robertson & Olson Construction

Recommendation: That the Board of Directors approves the draft construction agreement, and unless substantive changes are required, direct the Board Chair to approve and sign the final construction agreement with Robertson & Olson.

A104-2017 - Working Final Draft - with redlines.pdf
The board **VOTED** unanimously to approve the motion.

Roll Call

T. Knox	Aye
N. Webster	Aye
K. Chandra	Absent
A. Mason	Aye
D. Grant	Aye
T. Martin	Aye

VII. 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 4:59 PM.

Respectfully Submitted,
T. Martin

Documents used during the meeting

- 2022_09_28_board_meeting_minutes.pdf
- 10-26-22 Board Report on Operations Consultant.pdf
- 10-26-22 Executive Director Report.pdf
- Rooted School Foundation Report (October 2022).pdf
- 1310 Policy Review, Adoption, Manuals, and Administrative Procedures.pdf
- 5005 Policy - Employment and Volunteers_ Disclosures, Certification Requirements, Assurances and Approval.pdf
- 5010 Policy - Nondiscrimination and Affirmative Action.pdf
- Rooted WA BvA September 2022.pdf
- Rooted WA P&L September 2022.pdf
- Rooted WA Balance Sheet September 2022.pdf
- RSV Board of Trustees Job Description.pdf
- Board Chair.pdf
- Treasurer.pdf
- Vice Chair.pdf
- Secretary.pdf
- Rooted - Board Resolution(117193301.1) (3).pdf
- Rooted - Raza Borrower Resolution(117192868.2).pdf
- Rooted School Washington Loan Agreement v.1 (1).pdf
- Rooted - Incumbency Certificate (Raza)(117216429.1).pdf
- Rooted School Washington Note v.1 (1).pdf
- Rooted Vancouver Tenant Improvement Plan.pdf
- Rooted Estimate with alternates - 9.27.22.pdf
- 220924 Rooted Budget - shared with school.pdf
- A104-2017 - Working Final Draft - with redlines.pdf