

DRAFT
WCSU Board Governance Recommendations

December 2, 2012

To: Windham Central Supervisory Union Board
From: Kim Friedman, Chair, Brookline-Newfane Joint Contract Board
Re: Recommended Changes to WCSU Board Functioning

First and foremost, thank you very much for the opportunity to share my concerns at our last WCSU Board meeting and the opportunity to discuss my recommendations (or variations thereof) as a Board on December 5th.

Below are my recommendations (underlined) and my reflections on these recommendations (bolded italics) since learning more since our last meeting after having consulted Nicole Mace, VSBA Associate Director of Legal Service at the VT School Boards Association and having received feedback from Emily Long and Bruce Parlman.

1. If the Board's current by-laws set the threshold for a quorum higher than state statute*, then we should reduce the number of members needed to reach a quorum. ***It appears that this is not permissible because of statutory requirements.***
 - a. Nicole Mace: "16 V.S.A. 263 lays out the requirements for an SU quorum. You need both a majority of the school districts within the SU and a majority of the total board membership in order 'to constitute a quorum for the transaction of business.' 16 V.S.A. 264(a) states that 'Elections and the transaction of all other business at [a] supervisory union meeting shall be determined by a majority vote of all school directors present.'"
 - b. Emily Long:
 - i. These are the guidelines that WCSU uses currently for our quorum requirements, and it is also what our bylaws state.
 - ii. Specifically, our SU has 11 school districts (soon to be ten when Winhall leaves) and 51 board members (soon to be 48 when Winhall leaves). Currently, all school districts get 3 votes on the SU board, with the exception of Stratton and Winhall, who are non-operating districts so they only get one vote each. This means we have 29 official representatives (votes) on the SU Board (soon to be 28 when Winhall leaves).
 - iii. Since we base our quorum requirements on the state statute, 15 board members need to be present to constitute a quorum and those 15 must represent a minimum of six school districts. The quorum requirements for the Executive Committee are 6 school districts need to be represented.

- iv. Our quorum requirements do not change when Winhall leaves although we will now have fewer boards and board members to achieve that quorum.
 - c. Bruce Parliman's alternative proposal: I would like the WCSU board to be made up of only ONE voting rep from each district. The quorum for WCSU Board would be based on one rep per district, only. Each district should have one alternate who can vote only if the elected rep cannot attend the WCSU Board meeting. One or the other should attend. Each district should ensure that they are represented by one of these two individuals
- 2. Create a WCSU Board Executive or Steering Committee that is empowered to handle the business currently handled by the full Board. The full Board would only meet if called upon to do so by the Executive/Steering Committee or if requested to do so by 2 or more individual school boards. Individual School Boards' representatives to the WCSU Board would be expected to solicit input from their boards prior to discussion of a matter by the Executive Committee. **Given that such changes would require changes to the by-laws, I recommend that we appoint an ad-hoc committee to work quickly to draft revised by-laws for the Board's consideration.**
 - a. Nicole Mace
 - i. I don't think state statute would allow for both a steering committee with the powers you describe, and an executive committee with other powers laid out in separate bylaws.
 - ii. 16 V.S.A. 264(b) allows the SU board to establish an executive committee consisting of the chair and no fewer than two additional board members. The SU board has to enumerate in writing (by-laws) the specific powers and duties delegated to the executive committee, which then has the authority to act on behalf of the SU within its delegated powers.
 - iii. 16 V.S.A. 262(b) requires annual "reorganization meeting", where the board elects SU board officers. This meeting has to occur no later than 30 days after the latest annual school district election held by a member district.
 - iv. I think the best approach is to revisit the EC bylaws to ensure they are written in ways that ensure the body is used to accomplish some of the goals you articulate in your proposal.
 - b. Emily Long
 - i. The EC already has the authority to act in the capacity of the "Steering Committee" you recommend above and can conduct almost all WCSU business.
 - ii. Right now, based on our bylaws, I believe the only thing the full board is required to do is vote on a candidate recommended by the EC for Superintendent AND to vote on the recommended budget presented by the EC.
 - c. Bruce Parliman

- b. Using Skype or another electronic means of communication to permit the Superintendent to participate remotely;
 - c. Using technology to permit the Superintendent to address all 5 Boards simultaneously on matters that concern all 5 Boards;
 - d. Determine before each meeting which topics require the Superintendent's input and plan individual School Board agendas accordingly.
5. Use a secure on-line voting mechanism to vote on matters that do not require members' physical presence. **As it turns out, this is a violation of VT's open meeting laws (see below).**
- a. Nicole Mace
 - i. 1 V.S.A. 312(a) – no resolution, rule, regulation, appointment, or formal action is binding unless taken at an open meeting. Board members can participate (and vote) in meetings electronically, but Emily is right, there still has to be a physical location for the public to go to where they can hear the question being voted on, listen to the discussion, and offer input (within reason), prior to a vote being taken.
6. Approve these changes for a six-month period (January-June 2013) at which point we would evaluate their effectiveness in addressing our concerns about WCSU Board functioning as well as their efficiency, particularly vis-à-vis the Superintendent's time.
- a. Emily Long noted that the WCSU Board doesn't meet very often during this period so it may not be a good "test period."

Given Vermont's open meeting laws, we cannot have an on-line conversation about these recommendations. That will have to wait until we re-convene on Wednesday, Dec. 5th. However, it is OK to respond to my email containing this document, but please do not hit "reply all."

Again, thank you for considering my recommendations and "hearing" my concerns.