

**THETFORD ACADEMY BOARD OF TRUSTEES**  
**Tuesday, February 26, 2019**  
**Thetford Academy Library**

**MINUTES**

Therese Linehan (Vice President) convened the meeting at 7:06 p.m. In attendance were the following:

Trustees: Ann Bumpus (arrived 7:35 p.m.), Peter Boyd, Giovanni Bosco, Melody Burkins, Bob Christensen, Shannon Darrah (arrived 7:44 p.m.), Karl Furstenberg (arrived 7:45 p.m.), Kate Hesser, Lindsey Klecan, Therese Linehan, Jonathan Stableford, Donna Steinberg, Ben Williams, Jim Wilson

Administration: Bill Bugg, Head of School; Linda Lanteigne-Magoon, CFO (arrived 7:28 p.m.)

Absent: Karen Burgess, Robin Junker-Boyce, Keith Lewandoski, Jeff Solsaa, Carrie Wells

**1. Amendment of Agenda**

The order of agenda items was rearranged because Ann and Linda were still in attendance at a Thetford School Board meeting when the Thetford Academy Board meeting commenced.

**2. Approval of January Minutes**

Motion: Accept the minutes of January 10, 2019, with two minor edits.

Moved: Kate Hesser

Seconded: Jon Stableford

Abstained: Melody Burkins

The motion passed.

**3. Public Comment Period**

Joe Deffner (TA English Teacher) distributed a letter from TAEA to trustees and briefly summarized its contents before inviting questions from the Board.

Kate announced that she was getting the Google Chat option for the audience up and running.

**4. Head of School's Report**

Bill reported that many things have happened since the last Board meeting, including the selection of a new Head of School, the celebration of TA's Bicentennial, and a visit this morning by a former Chief Justice of the New Hampshire Supreme Court. Bill commented on what a historic and important time this is for Thetford Academy, as it enters its third century.

Bill shared some details about Chief Justice John Broderick's powerful message to TA's students. The students were silent for the forty-minute presentation and many kids

congregated around Broderick at the end. Broderick spoke about his experiences with his son and how neither he nor others comprehended that mental illness was the underlying problem. The purpose of the presentation was to destigmatize mental illness, and to encourage students to become as familiar with the signs of mental illness as they are with the signs of physical illness. Attorney General TJ Donovan also shared a few words about mental illness in his own family. Governor Phil Scott concluded the presentation with an exhortation to students to be positive role models for one another. Several other members of the Governor's cabinet were in attendance as well.

Bill shared with the Board the results of the Parent Survey (which he'd previously shared with parents at the Second Semester Parent Night), and responded to trustees' comments.

Bill asked for a trustee who could attend the Strafford Town Meeting in his stead, as he will be away on that date.

*Linda arrived at 7:28 p.m.*

## **5. Auditor's Report**

Linda introduced Jim Godfrey of Tyler, Simms & St. Sauveur, TA's independent auditor. Jim reported that he had met with TA's Resources Committee and provided them with a more detailed report. He distributed a summary report to trustees which he then proceeded to explain.

Jim commented that it was a very clean audit. There were only 3 audit adjustments (typical is between 3 and 40), none of which impacted the P&L, so this is a great result.

*Ann arrived at 7:35 p.m.*

Jim presented TA's Statement of Financial Position. TA exhibits exactly the trends one would hope for in terms of cash & financial investments, short- & long-term debt, and fixed assets.

Jim next presented TA's Statement of Activities. He said that revenues naturally are largely driven by enrollment, as tuition is the primary source of revenue. He also said that the number-one operating expense for nonprofit organizations is always salaries & wages, and TA is no different in this regard.

*Shannon arrived at 7:44 p.m.*

*Karl arrived at 7:45 p.m.*

Lastly, Jim shared some information about upcoming changes in financial accounting standards, a new tax law, and current hot topics in enterprise risk management. Jim reported that he is ready to finalize his report, and he also will get the IRS Form 990 to the Resources Committee. Jim responded to a few questions from Board members and accepted the thanks of the Board before departing.

## 6. Slafter Hall

Ann explained that, with the upcoming change in the Head of School, there exists an opportunity to do some work on Slafter Hall, the Head of School's residence.

Peter offered a brief history of the building, described the work that needs to be done, and explained how much funding is currently available in TA's reserve funds. He suggested that it would make the most sense to do the foundation work first before doing anything above the foundation.

The Board discussed the prioritization of this work and the timing of potential expenditures.

Motion: Ask the Resources Committee to get, by the April Board meeting, a firmer estimate of the Slafter Hall foundation work and contractors to do the work.

Moved: Jim Wilson

Seconded: Therese Linehan

The motion passed unanimously.

Linda shared that TA has a five-year capital-improvement plan, of which Slafter Hall is not currently a part, but she could incorporate Slafter Hall into the plan and bring the plan to the April Board meeting.

## 7. Committee Reports

### Advancement

Karl proposed the following resolution.

"Resolved: The Board of Trustees acknowledges and thanks Patty McIlvaine, Cameron Cudhea, and Bill Bugg for their extraordinary efforts in planning, organizing, and carrying out the Bicentennial Gala to celebrate Thetford Academy's two-hundred-year history. The evening was a wonderful event that brought together the Thetford community in celebration of the Academy's past, present, and future. With inspiring speeches, historical displays, creative video, decorations, music, and wonderful food, it was a fitting display of all that is special about Thetford Academy, and a most memorable evening. Indeed, their work, and that of many others, has created a fitting year-long celebration to commemorate our Bicentennial. Truly a job well done!"

Motion: Adopt the resolution.

Moved: Karl Furstenberg

Seconded: Therese Linehan

The motion passed unanimously.

*Melody left the meeting at 8:30 p.m.*

*The Board took a break from 8:30 p.m. until 8:40 p.m. and then reconvened.*

## **8. Executive Session: Personnel**

At 8:40 p.m., the Board chose to go into executive session.

Motion: Move into executive session to discuss a personnel matter.

Moved: Therese Linehan

Seconded: Ben Williams

The motion passed unanimously.

Out of executive session at 8:49 p.m.

Motion: Accept Derek Burkins's request for a one-semester sabbatical.

Moved: Jim Wilson

Seconded: Therese Linehan

The motion passed unanimously.

*Melody returned to the meeting at 8:50 p.m.*

At 8:51 p.m., the Board chose to go back into executive session.

Motion: Move into executive session to discuss personnel matters.

Moved: Kate Hesser

Seconded: Therese Linehan

The motion passed unanimously.

*Bill and Linda left the meeting at 9:41 p.m.*

Out of executive session at 10:00 p.m. No action taken.

## **9. Transition Task Force**

Ann shared that Gio has offered to lead the Head-of-School transition work. Ann invited other trustees to let her know if they're interested in helping. Gio described what the task force's work might involve, with the caveat that this work is likely to evolve over time as the new Head of School's needs change after she arrives. Both Kate and Donna expressed interest in helping.

## **10. Committee Reports (continued)**

### Resources

Bob reminded the Board that the Resources Committee will be leading a discussion on investment policy, endowment spending, etc., at an upcoming meeting. He also presented to trustees the quarterly financial report that had been prepared by Linda.

*Bob left the meeting at 10:05 p.m.*

## Board Management

- *Approval of special meeting minutes:*

Motion: Accept the minutes of January 29, 2019.

Moved: Donna Steinberg

Seconded: Jon Stableford

Abstained: Jim Wilson

The motion passed.

Therese and Donna presented two policies for adoption.

- *Relationship between Board Members and the Head of School [A24]:*

Motion: Adopt the policy on the Relationship between Board Members and the Head of School.

Moved: Donna Steinberg

Seconded: Melody Burkins

The motion passed unanimously.

- *Student Medication [C30]:*

Motion: Adopt the policy on Student Medication.

Moved: Donna Steinberg

Seconded: Jon Stableford

The motion passed unanimously.

- *Deletion of Unnecessary Policies:*

Donna presented a list of policies that the Board Management Committee felt could be deleted, either because they are a statement of procedures not policy or because they duplicate information already and/or more appropriately stated elsewhere:

Procedures for Conducting Negotiations [B40]

Bus Discipline [C60]

Open Campus [C65]

Diversity [C66]

Motion: Delete the following from the set of Board policies: B40, C60, C65, C66.

Moved: Donna Steinberg

Seconded: Gio Bosco

The motion passed unanimously.

Ann informed the Board about feedback she had received about a desire for more Thetford Academy information in the Thetford Town Report. Ann will post a link to TA information on the Thetford listserv.

Therese reminded trustees about the upcoming Board retreat on Sunday, March 3.

## Personnel

Kate reported on the status of faculty contract negotiations, and Ben reported on the status of staff contract negotiations.

## **11. Town Reports**

### Lyme

Karl reported that Lyme's school budget is getting put together and looks to be up around 1%. The costs for special education have been very volatile.

### Strafford

Therese reported that the *Valley News* had published a story that day about the discontent among some families with the middle-school program at the Newton School.

### Thetford

Shannon reported that Thetford had held an informational meeting that evening in advance of the Town Meeting coming up on Saturday. The bottom line is that the tax rate is better because the equalized-student number has changed. Teacher negotiations are about done, but it will only be a one-year contract.

Motion: Adjourn the meeting at 10:29 p.m.

Moved: Kate Hesser

Seconded: Gio Bosco

The motion passed unanimously.

Respectfully submitted,

Lindsey Klecan (Clerk)