

Minutes of the Meeting of the Board of Directors of
Austin International School
June 8, 2016; 6:30 pm
Adelphi Campus

Board Members Present: Kathleen Baireuther, Amy Brown, Sophie Cano, Barksdale English, Anne Idiart, Ana-Barbara Llorente, Kate McCarthy, Stacey McDougal, Ricardo Sanchez (arrived late), and Liz Wiley

Absent: David Arnow

Quorum present? Yes.

Resources: Christophe Bonnet, Head of School; April O'Quinn, Chief Operating Officer

Members of the Public: None

The agenda having been circulated prior to the meeting, the May 11, 2016 meeting of the Board of Directors was called to order at 6:40 pm.

With a quorum present, the Board convened in a public session.

Proceedings – Public Session

Agenda Item 1: Approval of Minutes

1. Liz moved to approve the executive session minutes of the May 11, 2016 meeting. Stacey seconded. There was no discussion. The motion passed unanimously.

Agenda Item 2: 2016-17 Board Meeting Calendar

1. Barksdale move to approve the meeting calendar for the 2016-17 fiscal year. Liz second. There was no discussion. The motion passed unanimously.

Agenda Item 3: Governance Committee Report

1. Sophie moved to invite Ricardo to a second, three-year term as a member of the Board of Directors. Amy seconded. There was no discussion. The motion passed unanimously.
2. Sophie present the Governance Committee's recommended slate of officers of the Board of Directors:
 - a. Amy Brown: Vice-Chair
 - b. Kate McCarthy: Secretary

- c. Ricardo Sanchez: Interim Treasurer. The Board discussed recruiting efforts for finding a permanent treasurer over the summer and into the fall. Ricardo agreed to serve as treasurer until a permanent member can be found.
 - d. Sophie moved to elect the proposed slate of officers for a one-year term beginning August 1, 2016 and ending July 31, 2017. Barksdale seconded. There was no additional discussion. The motion passed unanimously.
3. Sophie moved to appoint Ricardo as chair of the Governance Committee, effective August 1, 2016, and to appoint Kathleen and Kate as members of the Governance Committee. Barksdale seconded. There was no discussion. The motion passed unanimously.

Agenda Item 4: Annual Review of Bylaws and Policy & Procedure Manual

1. Liz laid out revisions to the school's Bylaws. Two major changes were made:
 - a. The Audit Committee was revamped to become the Audit & Oversight Committee with expanded responsibility for program evaluation.
 - b. The membership of the Board's Executive Committee was changed to include officers and the Chair of the Audit & Oversight Committee. The rationale was that given the Board's current size and the Committee's definition, the Executive Committee membership was de facto the entire Board membership.
 - c. Liz moved to approve the Bylaws as revised. Sophie seconded. There was no further discussion. The motion passed unanimously.
2. Liz laid out revisions to the Policy & Procedure Manual. Of note:
 - a. The Audit & Oversight Committee's responsibilities were spelled out in detail.
 - b. The board discussed ensuring the background check procedures for members of the Board were consistent with the procedures for staff and volunteers, and should include a check with Texas Department of Family Protective Services. April agreed to investigate further and bring any recommended changes to current practices back to the Board.

[Ricardo arrived at 7:10 pm]

- c. Liz moved to approved the Policy & Procedure Manual as revised. Amy seconded. There was no further discussion. The motion passed unanimously.

Agenda Item 5: Public Comment

1. No comments were offered.

Liz recessed the meeting at 7:10 pm.

Liz called the meeting back to order at 7:15 pm.
With a quorum present, the Board convened in closed session.