

## Minutes

### Board of Directors Meeting National SAM Innovation Project

**Date:** Thursday, September 27, 2012

**Time:** 8:30 AM

**Location:** National SAM Innovation Project Office  
9100 Shelbyville Road Suite 280  
Louisville, Kentucky

**Present:** Mark Shellinger, Executive Director  
Bert Hendee, President  
Carol Lensing, Vice-President  
Nathan Roberts, Treasurer  
Debbie Daniels, Secretary  
Dave Sechler, member  
Paul Katnik, member  
Kendra Washington-Bass, member

**Absent:** All members were present

- I **Call to order:** at 8:30 AM by President Bert Hendee.
- II **Quorum:** seven of seven Board members present (four required.)
- III **Reading and Approval of Minutes:** Being the first meeting of the board, there were no previous minutes.
- IV **Treasurer's Report**
  - A. Budget is being developed; being the first meeting of the board, there was no treasurer's report.
- V **Executive Director's Report**
  - A. The NSIP organization is in the process of becoming a 501C3 private business and is taxed at a different rate because the organization's services are for the public good.
  - B. The board members and the executive director are the owners of the business.
  - C. In terms of ownership, all assets are the property of the board
  - D. NSIP Clients are state affiliates and the individual schools, districts and states contracting for services.
  - E. NSIP began the fiscal year (July 2012) with a \$240,000 fund balance and \$2.6 million in contracts.
  - F. NSIP has an internal and external audit system in place.
  - G. The board will not be involved in the operational part of the business. Quarterly budgets and financial statements will be provided to the treasurer. The budget is flexible and expenses will be broken out by services and not line items.
  - H. The business has three revenue sources:
    - i) Affiliates (school fees to NSIP - \$350): Eventually these funds will be able to fund the NSIP and state SAM organizations will operate the rest of the services.

- ii) Individual contracts with districts: Cost per contract is based on a flat fee of \$12,900 and then is adjusted based on what the district contributes and services requested, ex: data collection from outside or in location; conference fee is added in or out based on the districts policy on attending national conferences
- iii) Executive Director's time: Costs for requested presentations and other services independent of district contracts
- I. State affiliates operate differently, fee for service is based on the local services and each state affiliate creates their own cost structure.
- J. NSIP does not have investors as a non-profit business.
- K. NSIP responsibility to it's contractors is limited to fulfilling the obligation of the contract.
- L. SAM Implementation Specialists (SIS) is a new position for NSIP and is proving to be an good investment and effective in assisting schools in becoming operational and at the stage of entering level of accomplished on the SAM/Principal Team Performance Rubric.
- M. New Implementation Specialists may be trained in February.
- N. Each contract will be costed out and the actual costs for the services evaluated to determine cost effectiveness.
- O. Mr. Shellinger is one of the six speakers presenting at a USDOE RttT session. The SAM Innovation Project is being recommended as one of ten programs for RttT states to consider as an effective practice.
- P. NSIP has taken on a lot of work upfront and is in the process of adding 70 schools. New contract acceptance will be based on NSIP's capacity. NSIP's objective is to be able to grow steadily and continuously improve services.
- Q. NSIP has hired Angela M. Rymer, Administrative Support and Data Entry Specialist and Eric Kramer, NSIP Lead Software Engineer to assist NSIP in handling the volume of work and continuous improvement of the Time Track Tool. Scott Radcliffe has been hired for scheduling data collection in large districts.
- R. NSIP's objective is to be able to grow steadily and in a way that are services will be improving.
- S. Mr. Shellinger measures the success of SAM/principal teams based on:
  - i) SAM/Principal Team Performance Rubric
  - ii) Time Change Coach reports on principal tying SAM process to change in practice
  - iii) Enthusiasm of principals and focus on instructional leadership

**VI Unfinished Business and General Orders:**

- (1) As this was the first meeting of the board, there was no unfinished business or general orders.

**VII New Business:**

**A. Role of the NSIP Board**

- i) To ensure the overall fiscal health, growth and sustainability of NSIP and continuous improvement of the quality of services. Services include data collection, use of Time Track, SAM Implementation Specialist work, and Time Change Coaching.
- ii) To support NSIP in carrying out the non-negotiables

**B. Insurance**

- i) Reisert & Associates Inc. at 1225 Bardstown Road, Louisville, KY is NSIP's insurance agent providing insurance to cover operations:
- ii) The insurance coverage includes property and general liability insurance, employee coverage, errors and omissions of professional liability and employment practices.
- iii) Board members are covered under this plan if named individually in a law suit concerning employment practices.
- iv) Health insurance for employees is also through Reisert and Associates, Inc.

C. **State Affiliates Updates** - Key points of the updates include:

- (1) Delaware
  - (a) In the process of planning for life beyond Race to the Top (RttT)
  - (b) Currently have 26 teams
  - (c) DASL and the SAM project have met our RttT goals
- (2) Missouri
  - (a) Currently have 19 schools;
  - (b) Undergoing leadership change
  - (c) In the process of adding 11 schools from St. Louis
- (3) Iowa
  - (a) Currently have 60 teams, 15 are new teams
  - (b) State director is working with the Department of Education to get SAMs in code and in legislative policy and standards to support the initiative
  - (c) State conference Nov 30<sup>th</sup>
- (4) Louisiana
  - (a) University president supports the work; reaching out to board members
  - (b) Currently 13 schools with lots of potential in Franklin
  - (c) Working to get a grant to work in one of the large Parrish's
- (5) Kentucky
  - (a) Currently 21 active teams; potential for 15 additional schools
  - (b) Having success with district wide SAM program that is using Time Track to support principal professional growth plans
  - (c) Experiencing 20 – 25 schools that have participated six years or more and have gone inactive
- (6) Louisiana
  - (a) Gwinnett County School district helping to support the project statewide
  - (b) Currently have 14 teams and will have 20 by the end of October; 25 additional schools are coming on board through an NSIP contract
  - (c) First state to hire a full-time Implementation Specialist
- (7) Illinois
  - (a) Currently have 51 active teams
  - (b) Existing districts are growing

- (c) LUDA Fall Conference is next week; Dr. Bregy, superintendent and former SAM principal will be on a panel and sharing

**D. Finance: Payments, Reimbursements and Payroll**

- i) U.S. Bank account manager, Jimmy Mosser and Strothman and Company PSC, Karen Weller are managing NSIP's finances.
- ii) US Bank
  - (a) Manages the two operating accounts: operations and savings; in the future investing may occur
  - (b) Provides audit reports that are very detailed
  - (c) Partners with Strothman and Company to make payments
- iii) Strothman and Company, an outsource bookkeeping company
  - (a) Processes payroll semi-monthly
  - (b) Provides the executive director with a end of the month report
  - (c) A check and balance system is in place. Each month, a financial statement goes to a CPA (Advance Payroll Systems), to make sure it balances and that everything is accurate and in order and then files the local, federal and state taxes. At the end of the year (July 31<sup>st</sup>) Strothman and Company will complete the filing for NSIP.
  - (d) NSIP is an S Corporation and a 401K plan is in place for the employees.
  - (e) Original documents are scanned and then stored electronically.
  - (f) The executive director continues to process invoices for NSIP.
  - (g) Ms. Weller and Mr. Shellinger explained the reimbursement process for full-time and contract employees. This process includes several checks and rechecks to ensure accuracy before submission to Ms. Weller. A process is in place to be able to track payments at anytime.

**VIII Board Actions:** Motion to adopt the Purpose of the Board, Board Work Plan FY13, an Operational Expectation Policies #01 – #03. Motion made by Paul Katnik and Seconded by Dave Sechler. Motion carried 7 – 0.

- A. Purpose of the Board: The purpose of the Board is to ensure the overall fiscal health, growth and sustainability of NSIP and continuous improvement of the quality of service.
- B. Operational Expectations Policies:
  - a. OE Policy #01/9.27.12: The Board will develop an initial set of coherent policies and an evaluation process with the Executive Director by the end of the first fiscal year.
  - b. OE Policy #02/9.27.12: The Board believes that support and training opportunities for Time Change Coaches state affiliates and the individual schools, districts and states contracting for services is essential for quality and sustainability. The Executive Director will develop opportunities for coaching professional development.
  - c. OE Policy #03/9.27.12: The Board believes that it is necessary to maintain a reserve equal or greater than one quarter's operating expenses. The executive director must notify the Board if the reserve is not adequate and develop a solution with the Board.

- d. Board Work Plan FY13: The Board will establish a work plan at its annual meeting in September aligned with policies and bylaws. Progress will be reviewed at each meeting of the Board.

**VIII Next Steps**

- a. By January 30, 2013, clean up some language in the current bylaws and draft additional policies in the areas of Governance Culture Policies; Board-CEO Relationship; Operation Expectations; and Results
- b. Develop job description for executive director and annual evaluation.

**IX Next Meeting Date:**

- c. January 30, 2013, prior to the National SAM Innovation Project Conference in Fort Lauderdale, Florida.
- d. The meeting will begin at noon with lunch, break for dinner at 7:00PM and reconvene after dinner.

**X Adjournment:**

- e. Motion made to adjourn by Paul Katnik and seconded by Carol Lensing. Motion carried 6-0. (Nathan Roberts left due to flight schedule at 3:07 PM). There being no further business, President Hendee declared the meeting adjourned by unanimous consent.
- f. Meeting adjourned at 3:45 PM

Respectfully submitted by,



Debbie Daniels  
Secretary

Adopted by the Board in the meeting  
of \_\_\_\_\_,  
(Date of Meeting)

\_\_\_\_\_  
(Signature of Presiding Officer)