

Steering Committee Minutes

9/8/18 10am Pacific

Facilitator: Nancy

Present: Ealasaid, Nancy, Laura, Sandra

- Facilitator leads everyone in taking a breath together and reciting the Holy Mother prayer
- Approve minutes from previous meeting
 - ◆ July & August
 - ◆ Sandra: correction for August, says Ken and John were mentors before not Sandra.
 - ◆ August approved as corrected, July approved as-is.
- Updates on action items from the previous meeting
 - ◆ Ealasaid
 - Send list of teachers/mentors to Ryan and Laura - Done
 - Look into liability insurance in Oregon – not done
 - Email teaching apps to Ryan - Done
 - ◆ Everyone on Steering:
 - Email Sandra with name, street addy, and formal email address; also permission to post this information.
 - Done. We need to have an initial board meeting to take care of a bunch of business. Members elect board, board elects roles.
 - Suggest we have next Steering call be the Board call. Then the next all-school chat can be the annual meeting for membership. Would be good to have by year end, which for us is 10/31. Then membership can elect official board, we're the pro-tem board.
 - Nancy: we need to have an opportunity for folks to stand for the board, October is probably too soon.
 - Sandra: probably most folks who are interested would already have been thinking about joining steering. If we post something now, email now, saying October's all-school chat will be our first ever annual meeting, if you want to be on the board, come to the meeting and submit your name to Ealasaid.
 - Sandra: as part of bylaws, need to decide whether election is for individuals or a slate. Steering is reps of each pillar plus at large members, how do we make sure the pillars are represented on the board? Could maybe say that the pillars need to send a liaison to the board, then if one of the board members is from a pillar, can be that pillar's rep. Reps wouldn't have voting

privileges, and would only attend the section where they give reports.

- Nancy: can Sandra make a list of the stuff we need to do?
- Sandra: these issues are probably called out in the bylaws, where they're bylaw issues. Would like input in the doc.
- Nancy: So: we all need to read and discuss the bylaws, we may need to walk through them at the next meeting.
- Consensus: next Steering call will be board meeting.
- Who will send email out to announce it and notify general membership that Oct chat will be first annual meeting? Laura.
- We need to make a note of how board members are notified, we have to document that notice is given.
- Ealasaid will email Steering. Next meeting is 10/13
- Sandra has been reading up on corporate law.
- E: first piece of official mail came. [Editors Note: is uploaded to the school Google Drive
 - Read the bylaws Sandra posted, especially membership section, make edits as you like.
 - Test the new forums
- ◆ Sandra: repost link to the bylaws
- ◆ Jenn: discuss reaching out to less-active members with R&A pillar, draft some language.
- ◆ Ryan: post a call for people to register as students.
- ◆ Laura: post call for students on Facebook.
- Pillar and other standing reports
 - ◆ Research & Alumni Pillar – not here
 - ◆ Teaching & Curriculum Pillar – not here; Nancy says we have faculty for two classes, third (Demon Work) has been canceled due to low turnout.
 - ◆ Temple & Tech Pillar – Laura
 - People have been emailing when they've had trouble. Nancy can't get into the wiki, working on that.
 - Forum use is getting going. Wiki needs some troubleshooting.
 - Things are going well. :D
 - ◆ Retreat Committee – Jenn not here.
 - Laura: needs to circle back with Jenn about the Doodle.
 - Wants to have a handoff from the old retreat committee with the new one.
 - ◆ Solar Cross/nonprofit status - Sandra
 - Update above.
 - We should get our bylaws ratified before we file the nonprofit paperwork, need to file with DoJ before we can take in or put out any

funds. Need to get things all sorted. We'll ratify the bylaws, make the motion to authorize payments and the bank account, and Sandra will file the 1023 EZ and notify the DoJ that we're a nonprofit charity awaiting our determination letter from the IRS.

- Nancy: should we meet sooner than 10/13?
 - Sandra: there's a LOT to get done. Really needs folks to review bylaws and everything starting now, not right before the next call.
 - Sandra: the state requires that we have a specific president, we have been rotating the "run the meeting" presidential duty. Need to lay out the duties of the roles. Boards hear reports and approve actions; we do a lot more because we don't have an executive. We can shift a lot of the executive work to the pillars so steering isn't trying to do everything. We need to figure out how to sort that out.
 - Nancy: there's a danger that we won't shift the executive function to a president because we want to be egalitarian. We operate with consensus
 - Sandra: authority rests in the board, the office of the president doesn't have authority per se but has responsibility to do things like file corporate docs, be signatory, etc. Not the same as a CEO. We need to have someone whose job is to do the official work – but will probably want to split it up. Also can set term limits.
 - Laura: will find the bylaws for the nonprofit she's on, which is nonhierarchical to look for helpful sample language.
 - Sandra: that would be helpful. We can amend bylaws in the future but it's a pain. Needs to call the IRS and make sure we're classified correctly. They may be expecting the wrong form from us in February.
- Where are we spending tuition money, and what are students getting from it? [need better way to say this]
 - ◆ John & Ryan corresponded around money stuff, but Ryan's not here. November meeting of board should probably deal with budget.
 - ◆ Sandra: we have to establish that we're publicly supported as part of the filing. Do this by documenting where money is coming from – from a group of people or the government. Being brand new, we probably don't want to look backwards, but that makes the money from Solar Cross an initial grant. If 1/3 of money is coming from general public, and membership is reasonably open, plus some other requirements. If looking at dues going forward, we're good, but money from SC may change things. Need to see how much of annual budget that lump sum would represent. If the money is coming from a nonprofit, that's good, but if not, or if it's a big chunk of our money that'll make things weird.

- ◆ Nancy: can we ignore the money from Solar Cross in initial incorporation, then deal with that money coming in either in increments or a lump depending on which is more convenient?
- ◆ Sandra: we have to project out 5yrs with our expected income
- ◆ Nancy: could we project that SC is not a nonprofit and then negotiate with them to have money transferred over time so it's not too much at once?
- ◆ Sandra: potentially yes, may not be necessary. There are special provisions for seed money, and if the money is less than 5k that makes a difference. We might give a chunk back to SC or ask them to only give us a certain amount. There's a lot to do. John has done some of it. We need to figure out how much the alumni members will be paying, need that as part of the projections.
- ◆ Nancy: might be helpful to have a spreadsheet for our October call.
- ◆ Sandra: we don't have to document where our money is going, just where it's coming from. Do need to know expenses for setting membership dues.
- ◆ Nancy: maybe we should separate dues and tuition
- ◆ Sandra: if we do that, need to radically reduce dues. Adds complications. There are issues with tuition, we probably won't qualify as a school with the IRS.
- ◆ Nancy: makes sense.
- ◆ General discussion/consensus that \$25/mo would be a reasonable amount.
- Any new business?
 - ◆ Approving Ealasaid and John to open and run bank accounts
 - Has to be done by the Board, will do next month.
 - ◆ Newsletter: The school could benefit greatly by publishing a simple email newsletter each month. The newsletter would be focused on activities going on in the school, but could include a section for the sharing of other information, personal announcements, or creative work. It would provide a supplemental form of communication to fill in the gaps for folks who cannot make an All-School Chat, or who haven't subscribed to the right forum on our website, and it will help to maintain communication during times of less activity, such as between modules.
 - Sandra put this on the agenda
 - Sandra: not sure who the right person is. We'd want to ask one of the pillars to take this on. Seems like either research and alumni or temple and tech. We need a mechanism to blast out information on a regular basis besides as-needed emails from Laura :) We could set it up as an opt-out thing, of course. It would be helpful for people who are between pillars or taking a break from classes or whatever, it'd keep them in the loop. Include dates for things coming up, etc.
 - Nancy: likes the idea

- Laura: we should reach out to Jenn and see if the Pillar has the bandwidth, if they want to work with Temple and Tech. Lyssa is interested. Laura will ping Jenn.
 - Sandra: could get burdensome if it's just one person doing it, a small group where the people alternate months could make it a lot easier.
 - ◆ Sandra: wants to propose we have a page on the wiki with points of contact for the pillars, steering, etc.
 - General assent
 - Laura and Ealasaid will do it
 - ◆ Sandra: wants to know how to share curriculum for classes
 - Ealasaid: Ryan has pretty clear vision for how that's going to work, should probably talk to him.
 - ◆ Sandra: As we prepare bylaws, we may want to look at pillar leadership.
 - Executive discussion, not documented in publicly-available minutes.
 - **Resolution: all members of a pillar are empowered to do the work of the pillar, including calling meetings.**
 - Sandra: moves that Steering makes a formal request of each pillar to present at the November Board Meeting a plan for the next year (Nov 1, 2018-Oct 31, 2019) a list of goals to accomplish and at least an outlined plan for how to accomplish them. Included in that would be at least some thought to what resources they'll need. (ties into budget discussion), general assent
 - Discussion at November Steering about accountability and responsibility
- Go over everyone's action items for next time
 - ◆ Everybody
 - Read bylaws
 - ◆ Laura
 - Email to announce first temporary board meeting and that the October call is the first general membership meeting
 - Circle back w/Jenn re: retreat Doodle
 - Also ask Jenn about newsletter idea
 - Look at the bylaws of other nonprofit for useful language.
 - Confirm with Jenn about who contact is for pillar
 - ◆ Sandra
 - Check w/IRS that we're classified correctly
 - ◆ Ealasaid
 - Liability insurance research
 - Ask Teaching about who their contact person is
- Facilitator leads breathing and prayer to close