

Special Meeting of the Board
Oct. 9, 2019

- I. Call to order - At 9:36 am
- II. President - Thank you all for being here. Summarized why the special meeting has been called and reviewed the bylaw for calling a special meeting. Mentioned that the trees are also a time sensitive issue, so we needed to decide now so that we could meet the suggested phase III plan timeline. Before we begin on the items for voting, I wanted to clear up the questions that came up in an email from Jennifer.
- III. Discussion on the first item: Track - Jennifer started by noting that she didn't have an issue with the content that we are voting on, but wanted to make sure we are following procedural rules, doing our due diligence, and following our bylaws when it came to today's vote and proposals. She discussed the 24 hour rule and different interpretations of our bylaws. She talked specifically about the duties listed under the Gifts Committee job description that included forming a committee and surveying our teachers and parents regarding gifts for the school. That she interpreted it as having to form a committee first and conducting a survey of our parents and teachers (stakeholders), as well as communicating the results of that survey before anything is prioritized by the committee. She also noted a concern about not being able to get specific questions answered from her email before we vote. For example, the question about who is on the FBISD approved vendor list and whether or not there was another vendor (or vendors) that we could get competitive bids for on the track or water fountain installation. Her main concern is that we are accountable and responsible with our parents money, and that we can choose the most cost effective option here. She asked whether or not we can have access to the approved vendor list and Nyla said she had it and we had 2 vendors bid on the track. One was Wade Contractors (which the bid was included) and the other was All Play, the same vendor that we had issues with on the installation of the shade structure. The All Play quote just came in, and Jennifer mentioned that knowing there were two options was information that we should have been given during our discussion last week. As the board, we should have had that information given to all of us to be able to make an informed decision. Nyla also mentioned that the vendor list is extremely large and not categorized. Their committee has split up the list and has been going through them one by one to determine our options. Nyla spoke with Sharon this morning regarding the plumbing, and there is a plumber that works with facilities at FBISD we could use and the plumber she got was an outside vendor because she was told that we could also get competitive bids outside to make sure of what we were doing. She contacted one outside vendor since it was faster to give us a budget number, so that is where that number comes from. We are still working with FBISD to get a plumber to come in and in fact there is a leak that was found this week. So a plumber will come out from FBISD and this problem has now gotten bigger. They will be coming out to see if they can put a patch on it. So when he comes out, Nyla is going to try and meet with him. Jennifer mentioned that the precedent that has been set, in her opinion, is that proposals to the board have been presented with supporting documentation like diagrams, drawings, competitive bid numbers and then the Gifts Committee comes to present that to us

and the board has a discussion about the data and documentation in order to determine the direction we want to go in. And simply having the facts that were presented today during our discussion last week would have made a huge difference in clarifying the questions that have come up after the fact. In Jennifer's mind there is a larger issue that needs to be determined and that is what decisions can be made in-committee versus what should be referred to the board for the decision making. This is part of the interpretation issue of the bylaws and job descriptions because some have the understanding that decisions aren't made in committee, rather all of the research and data is brought out of committee to the board for approval. Or it's the opposite, that the committee or sub-committee makes the determination and brings their decision to the board to vote up or down on (yes or no). In this situation, it sounds like the later happened and the Gifts Committee had the bids and therefore made the decision on vendor due to it being the lowest bid (Wade). Nyla clarified that Wade is not on the approved vendor list. Discussion continued on how this should be done moving forward. In response, Parvathi read the previous committee report from landscaping after they completed their research and was reporting to the board their findings and recommendation. In that report it said "Given the plan was decided in a committee, it would not be prudent for the board to pick apart anything decided. We went through a lot of research, back and forth on decisions, and came to this final proposal. If the board were to change what has been decided in committee, then that defeats the purpose of a committee. So to the point...IF the board decides to replant trees, the plan is a 'need to do'". We discussed further the specific details of the context that statement came out of and it was difficult to determine exactly what "decision" they were making (whether it concerned only the tree planting and removal, or if that also included a specific vendor). Board members that were present during the original tree phase discussion, mentioned there were several discussions prior to the committee report, and emails with supporting documentation that were sent prior to a vote so that the board could review. Wendy refocused us on our number one priority which was the track and wanted to move forward on a vote. She asked Nyla if we had 2 quotes for the track and Nyla confirmed. Jennifer reiterated that she agreed with Wendy that the track was a priority and needed to be resurfaced, but she was concerned that we were setting a precedent for the future that wouldn't require committees to come to the board with research and supporting documentation for us to make an informed decision prior to voting. Jennifer ask Nyla if she was prepared to give us these quotes today to review and Nyla responded that the All Play quote is a verbal quote as she was told not to contact All Play anymore. She can get a written quote for us, if she is given the ok to talk to All Play. Nyla also wanted to touch upon some of the points Jennifer made earlier about the Gift Committee job description and discussed her and Catherine's interpretation of the timeline on the survey and committee. They believed that gifts given to the school required the survey and committee to prioritize, but the track, water fountain and trees were maintenance items and completely different. Catherine interjected and clarified that the gifts committee was not looking at a new water fountain, but repairing the current one so that it is functional. When she looked up prices for a new unit, it was upwards of \$3,000 just for the new fountain

and then you had to factor in the plumber, installation, and permits. So they were looking at just repairing the existing fountain so our children have drinking water. Jennifer made the point that we are still currently doing research, getting quotes, and discussing all of this and not actually ready to vote. Janet asked if could vote on gift maintenance today now that we have an estimation of a price and we are essentially voting that we agree money should go to fix the track, it was a gift and we are responsible for maintaining it. Parvathi questioned the interpretation on whether we needed a survey to even move forward with gifts maintenance and most of the board agreed that the Gifts Committee didn't need a survey or committee to be formed to move forward with maintaining previous gifts. Norin clarified that in previous years, gift maintenance had a budget line item in which they used to maintain our previous gifts and the budget line item was removed last year. Janet asked if we had \$8k to put into gift maintenance and Norin said yes. Parvathi reminded us that in Sept. we discussed and proposed \$8-10k for a gift maintenance line item from the Treasurer, which included the track and water fountain, but some board members were against the idea of adding that much money into the gift maintenance line item. She pointed out that there are two different items we are discussing here. One is proposing a non-budgeted item that requires quotes to review and the 24 hour notification. The other is a budgeted line item, which is just an estimate of what the committee needs for the year and quotes are researched later. Budgeted items are decided by the board based on previous year's expenditures and future goals. After the budgeted line item hadn't passed when Norin proposed it at the Board Meeting, Parvathi approached Nyla and Catherine and told them to propose a gift maintenance budget at the next board meeting. Parvathi now thinks that idea seems like a more difficult path to pursue and she doesn't see a solution to it unless we accept that the committee and officers can do their jobs and trust them. Jennifer said that was not her intention and she fully trusts Nyla and Catherine to do their jobs. For her, based on Parvathi's email, we were called today, to vote on \$10,000 for gift maintenance (separated into a track and water fountain proposal) and \$9,000 for phase III tree planting. That we cannot, in this discussion, change the items we are voting on due to the 24 hour notification required in our bylaws. Fauzia suggested that we vote on \$6500 to be designated for the track and Janet thought that was too exact. Suggesting that we put \$8k. Wendy motioned to move \$8k for the track. Jennifer reminded them Parvathi's most recent email stated we were voting on \$10k (with the split of \$6500 for the track and \$3500 for the water fountain) and \$9k for tree planting so changing the amount now would require another 24 hours and we do not need any legal trouble so this is what we should be voting on. Ms. Bolding reiterated that this happened because the line item has been taken away, so in the spring when we are reviewing the budget, this line item should go back in. Norin agreed that we will need those items for maintenance next year when they are reviewing the budget so they can be included in the discussion.

- IV. Voting - Parvathi confirmed we do have a quorum and Wendy motioned and Lana seconded the vote for \$6500 to be designated for the track. The motion has passed.

- V. Discussion on second item: Water Fountain - \$3500 for the water fountain repairs and anything else that comes along. Nyla noted that this has a big buffer because we have a plumbing issue. Sarah had a question on whether the board was going to be provided with the information that was discussed before the meeting started regarding if the water fountain was even the PTO's responsibility to repair because a work order was put in for the leak and they were not sure if the fountain was a previous gift. Parvathi asked Ms. Bolding to clarify if the water fountain was in fact a gift and she said that she assumed if we were voting on repairing or replacing that it was a previous gift, but she was not sure who bought it as it was here when she arrived. She also noted that if it isn't the PTO's that it's on them to repair and maintain. Since Nyla did not have the binder to confirm and no one present could confirm this, Parvathi motioned to table this vote so we can determine whether the PTO purchased it originally. Nyla added that when they discussed in-committee, the purchaser was never questioned because in their mind it was whether the board wanted to maintain the water fountain or not due to the fact that it was in bad shape and not functioning. Michelle stated that if that was the case, the repair of this would be a 'new gift' not maintaining a previous gift. Parvathi agreed and said that this would then require a survey. Vote was tabled in order to determine if the fountain was a previous gift from the PTO.
- VI. Discussion on third item: Phase III Tree Planting - Ms. Bolding had a question on whether or not this was viewed as an estimate or were we using the specific quote. It was confirmed that we were using the quote and the extensive research that the previous landscaping committee worked on and completed for this phase III plan. Parvathi pointed out that there is one thing that should not be in the current quote, and Fran had worked on this, but it was mistakenly added into the quote. The total of the quote presented is \$5,200, but we are voting on a total of \$9k because the quote received today did not include irrigation. Discussion about the details of the quote occurred, including hooking into existing water lines, the possibility of donations, whether this was a beautification project or shade, etc. It was clarified that the quote should in fact include irrigation, as well as planting, mulch, maintenance, trees, the warranty, and stump grinding. Ms. Bolding and Ms. DeLome talked about the kids wanting the trees planted. National Honors Society talked about using the money that they raise to go to trees. Ms. DeLome added that the (5th and NHS) kids could come up with approximately one tree based on the estimated price. Michelle asked if we had looked into options with donation of trees (like Trees for Houston), because if the kids really want them we could look into a program (like an eco-program) with the kids being accountable for the trees and how our campus looks outside. Ms. Bolding mentioned that they have talked about something similar and wanting to set aside a couple days each year where our kids and families come up here and get involved to work on the grounds for beautification purposes. Michelle added that it would bring that sense of community and accountability to our families and several groups, like boy scouts and girl scouts could get involved as well. Discussion continued regarding our bylaws and the new quote from this morning. It also included the original landscaping committee and their research, the committee's job in doing research and providing the board documentation, making sure that we are doing things the

right way, following our bylaws in voting for the current proposal, and tabling the trees to the Nov. Board Meeting in order to get the quote correct. It was determined that will need to go off of the email Parvathi sent with 24 hours notice regarding the specific details and price in order to vote today and no changes can be made to the proposal after our discussion.

VII. Voting - Motioned by Lana to move \$9k for the Phase III planting and Norin seconded. The motion passed

VIII. Announcements - Parvathi asked if Jennifer could read off a section of her bylaws that will help with future agenda preparation and meetings. Jennifer read the line which states "request that written reports be turned in by all Board members at monthly meetings to help verify details for preparing minutes." Jennifer is not suggesting that committees cannot talk during our board meeting if their reports aren't submitted ahead of time, it's just helpful for her and it will also catch any bylaw issues that may come up on voting proposals. She will be sending a form out for committees to use.

IX. Motion to adjourn - 10:55a by Jennifer and seconded by Catherine.