

The Chatfield School
*** Proposed ***
Minutes of the Board of Directors Special Meeting
December 2, 2024 - 7:00 PM

Present at this meeting in an official capacity: Katie Poniatowski, Erin Viers, Matt Schaller, Alex Wolfe, Kristen Ball, Bob Kurtz (interim school director), Kristi Huestis (interim asst. director)

1. **Call to Order Time:** 7:00 PM
2. **Roll Call:** Viers (present), Schaller (present), Wolfe (present), Poniatowski (present), Ball (present)
3. **Approval of Agenda:** Moved by Viers and seconded by Wolfe to approve the agenda as presented. Ayes - Ball, Poniatowski, Schaller, Viers, Wolfe. Motion carried.
4. **Correspondence:** None to address
5. **Public Comment:** Members of the public were present but no comments were offered; Board member Schaller raised a concern about the public's ability to be better informed of meeting dates and agendas; several platforms were mentioned including expanded use of social media and the school's newsletter and messenger systems for alerting families and members of the public to upcoming (public) meetings
6. **New Business:**
 - a. Interim Educational Service Provider - discussion included:
 - Plans to formally present Chatfield Management Corporation, on December 3, 2024, with the approved resolution, from the November 18 meeting, declaring the intention of the Board to discontinue payment to W. Kraly and M. Young for management services
 - Information about two management companies who have offered to create interim management plans, if CMC discontinues services to the school
 - Summit Management, who would charge a monthly fee equal to approximately 9.25% of the payroll to manage payroll and benefits, in addition to other services; the Board would be able to negotiate the level of management desired but there would be no guarantee that the cost would decrease if we asked them to do less than they had proposed; undetermined points about Summit included clear information concerning health insurance provider, retirement fund servicer, whether our staff would have to change either provider, and answers that were not clear about additional finance questions; Summit's cost was the significantly higher one in comparison and discussion moved to the alternative choice...

- Teachers First, who would charge a monthly fee equal to approximately 3% of the payroll and an additional \$5000 to manage payroll and benefits, in addition to other services; the Board would be able to negotiate the level of management desired but there would be no guarantee that the cost would decrease if we asked them to do less than they had proposed; undetermined points about Teachers First included clear information concerning health insurance provider, retirement fund servicer, whether our staff would have to change either provider, whether the actual monthly fee would be 3% or 3.5% of payroll plus \$5000, depending on the wording of the agreement; what negotiable services are redundant (based on our current employment of financial support staff) and by elimination could decrease Chatfield's cost; whether their terms for supplying interim services are applied short term or long term
- The concept of maintaining continuity in all management areas for the balance of the school/fiscal year, especially as concerns the health care provider (HAP), and the 401K servicer (Nationwide)
- The overarching concern about a sudden and unexpected cessation of services from CMC, and the importance of having an interim management solution selected "just in case"
- Who will ask CMC what their intentions are, and whether it is possible to get that information from them
- Exactly what the duties and responsibilities of the current financial staff person (Debra Pert) are, and how those tasks can be integrated into a new management plan
- Whether the efinance system cost (subscription style) can be assumed by the school in the process of transitioning from CMC

Having had extensive discussion on this topic and with great concern about being prepared in the event of the cessation of services from CMC, it was moved by Ball, seconded by Viers, that the Board has determined that, in the event that Chatfield Management Corporation ceases to process payroll or support employee benefits, and in that specific situation it is impossible for Chatfield School to process payroll or support employee benefits by utilizing other available resources or means, or consultation with local supporting agencies, or in the case that the State requirement for contributions to the MPSER system will be imposed imminently, the Board will contract with an interim Educational Services Provider (ESP) which will be Teachers First, after the following information is made clear and agreed upon by the Board or its designees and the selected interim Educational Services Provider (Teachers First):

- a detailed plan for the management duties and responsibilities that will be assumed by the interim ESP, how they will be implemented, and scope and limitations of their services;
- a clarification of the fees to be assessed, including specifics about the partnership fee, what percentage will actually be expected (3.5%? 3.0%?

- whether that expectation changes, plus or minus, if we extend the partnership or not);
- an understanding that it is the Board's desire is to maintain the current providers and provisions of benefits, including but not limited to health care insurance and long term savings/401K;
- a clear description of Debra Pert's role as a Chatfield employee (her job description and actual duties);
- an assessment and agreement about what services and corresponding fees, that are part of the proposed provision of services, are redundancies based on the current work done by Chatfield staff, with a goal of agreement on a price that reflects only the work that is necessary;

and these items having been resolved and the partnership agreement having been revised to satisfy the Board's requirements, a contract may be entered into. Roll call vote: Ball (aye), Poniatowski (aye), Schaller (aye), Viers (aye), Wolfe (aye). Motion carried.

7. **Adjournment:** moved by Viers, seconded by Poniatowski, that the meeting be adjourned. Ayes - Ball, Poniatowski, Schaller, Viers, Wolfe. Motion carried.

Meeting adjourned at 8:25 pm. Proposed meeting minutes and supporting documents respectfully submitted by Kristen Ball, and will be submitted for Board approval at the December 18, 2024, regular meeting.

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and these items having been resolved and the partnership agreement having been revised to satisfy the Board's requirements, a contract may be entered into. Roll call vote: Ball (aye), Poniatowski (aye), Schaller (aye), Viers (aye), Wolfe (aye). Motion carried.

7. **Adjournment:** moved by Viers, seconded by Poniatowski, that the meeting be adjourned. Ayes - Ball, Poniatowski, Schaller, Viers, Wolfe. Motion carried.

Meeting adjourned at 8:25 pm. Compiled meeting minutes and supporting documents respectfully submitted by Kristen Ball.



 Kristen Ball

12.18.24
 Date