

*Draft
Minutes*

MINUTES
OAK KNOLL KINDERHAUS
BOARD OF DIRECTORS MEETING
06/04/00
Memorial Park, La Canada/Flintridge

Board Members Present: Dorothy Chambless, John Chambless, Robin Coe, Elisabeth Dimopoulos, Alicia Vaughn, KC ??

Visitors Present: Susan Saylor

The meeting was called to order at 11 a.m.

The secretary-treasurer presented the minutes of the 03/04/00 meeting were presented to the members for approval. Alicia Vaughn pointed out that the minutes showed Linda Kessell as a visitor. But she should be shown as a member. The minutes were amended to show that correction, and were approved unanimously.

Dorothy Chambless began a discussion of functions of the board, and proposed that new members for the board be recruited from the community. The board agreed that board functions need to be clarified and that community members would be an excellent idea. No motion was made on the topic.

John Chambless gave a report on the revenue from the Silent Auction. He reported gross revenue of over \$9,000, and a net surplus of approximately \$8,000. The board congratulated Dorothy Chambless and Elisabeth Dimopoulos on a job well done.

Elisabeth Dimopoulos gave a report on the search for a new site for the school. The offer made to the Pasadena Presbyterian Church was turned down by the church, which has decided to demolish the site of the rental space for a parking lot. Dimopoulos reported she is currently investigating a build-to-suit option on a site near Holliston Street and Walnut Avenue. She also said that a real estate broker is searching for possible sites. Dorothy Chambless asked board members to help the search for sites. The board said that staff must decide what the parameters of the search are and how far from the present site the new site can be.

Dorothy Chambless reported on recent changes in staff at the school, and plans for new staff in the fall, when additional teachers will be hired for new classes. All teachers will be Montessori trained, Chambless reported.

Elisabeth Dimopoulos reported that she, John Chambless, and Susan Saylor are currently preparing a response to the IRS concerning the application for tax-exempt status. To comply with IRS regulations, Dimopoulos made a motion to set up a Board of Directors Compensation Committee composed of three members that will vote on staff-proposed levels of compensation for all staff. A motion to approve creation of the committee was made by Robin Coe, seconded by Alicia Vaughn, and passed unanimously.

Dorothy Chambless also reported that the school is now financially in the position to offer tuition reductions to full-time staff members. KC ?? made a motion that a reduction of \$100 per month per child be given for full-time staff members immediately and that staff institute a 50% full-time staff discount when the school is in the financial position to afford that discount. The motion was seconded by Alicia Vaughn and passed unanimously.

The meeting was adjourned at 12:15 p.m.

OAK KNOLL KINDERHAUS
STAFF TUITION RESOLUTION

WHEREAS, staff has up until this point paid full tuition,
WHEREAS, it is customary to offer reduced tuition to staff members at schools,
WHEREAS, the school is now in a financial position to be able to offer reduced tuition to staff members,
THEREFORE, BE IT RESOLVED, OAK KNOLL KINDERHAUS will offer reduced tuition to staff members, beginning with a reduction of \$100 per child, and later, as the financial condition of the school permits, reducing tuition to half.

SO RESOLVED:

Dated: 06/04/00

Dorothy Chambless
Dorothy Chambless
President, Board of Directors

Dated: 6/4/00

Elisabeth C. Dimopoulos
Elisabeth Dimopoulos
Vice-President, Board of Directors

Dated: 06/04/00

John Chambless
John Chambless
Treasurer and Secretary, Board of Directors

Dated: 6/4/00

Robyn Perry Cox
Robyn Perry Cox
Member, Board of Directors

Dated: 6/4/2000

Karen Cipriano
Karen Cipriano
Member, Board of Directors

Dated: 6/4/00

Alicia Vaughn
Alicia Vaughn
Member, Board

Dated: _____

Tamara Martinez
Tamara Martinez
Member, Board of Directors

OAK KNOLL KINDERHAUS

COMPENSATION COMMITTEE RESOLUTION

WHEREAS Oak Knoll Kinderhaus (OKK) has a currently pending application for recognition as a tax-exempt corporation under Internal Revenue Code (IRS) section 501(c)(3), and;

Pursuant to this application, the IRS has requested clarification regarding the role of members of the Board of Directors ("Board") who also serve as staff members of the OKK school, in that there is a potential conflict of interest in the staff members also having a role in determining their own financial compensation as staff members, and;

That members of the Board who are related by blood or marriage to staff members may also have a conflict of interest in making salary determinations;

THEREFORE, we, members of the Board, have by majority vote resolved to establish a "Compensation Committee," composed of three Board members who are neither OKK staff members nor related to staff members. This Compensation Committee shall have exclusive authority to make all final determinations, after consultation with the entire board, regarding financial compensation of OKK staff members, upon majority vote.

BE IT RESOLVED THAT a Compensation Committee is hereby established, consisting of three members of the OKK Board who are neither OKK staff members nor related by blood or marriage to staff members. This Committee shall have exclusive authority to make all final determinations regarding the financial compensation of OKK staff members, upon majority vote, after consultation with the entire board. Article 5 Section 2 of the Bylaws of Oak Knoll Kinderhaus, a California Corporation, is hereby amended to the effect that the Compensation Committee shall have binding authority to set staff compensation, and shall not be limited to a merely advisory role on this issue. The Compensation Committee shall meet and set staff compensation at least annually, in conjunction with the annual meeting of the Board.

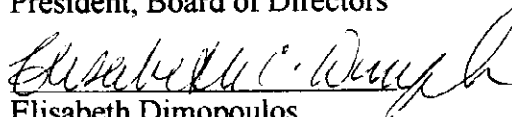
SO RESOLVED:

Dated: 06/04/00



Dorothy Chambless
President, Board of Directors

Dated: 6/4/00



Elisabeth Dimopoulos
Vice-President, Board of Directors

Dated: 06/09/00

John Chambless
John Chambless
Treasurer and Secretary, Board of Directors

Dated: 06/04/00

Robyn Perry Coe
Robyn Perry Coe
Member, Board of Directors

Dated: 6/9/2000

Karen Cipriano
Karen Cipriano
Member, Board of Directors

Dated: 6/4/00

Alicia Vaughn
Alicia Vaughn
Member, Board of Directors

Dated: _____

Tamara Martinez
Member, Board of Directors