

The Cincinnati Waldorf School Board of Trustees Handbook

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The Cincinnati Waldorf School Mission Statement

The Cincinnati Waldorf School educates the unfolding capacities of children by engaging the creative imagination of the mind, the spirit of the heart, and the skillful use of the hands. The community actively participates in creating an environment that supports raising children who become self-reliant, creative, and responsible adults.

History of The Cincinnati Waldorf School

January 1973 saw the first class of what would eventually become the Cincinnati Waldorf School. Three students and two teachers brought to life “The Children’s Garden” housed at St. John’s Unitarian Church in Clifton. 1975 saw a name change to our current identity. CWS was an early childhood endeavor until 1982 when the initial impulse for a grade school curriculum surfaced. Efforts to found a grade school came to fruition in 1987 and an expansion to a second site in University Heights was made to house the grade school.

By 1992 the Early Childhood and Grades programs were housed in one building in Norwood. This proved to be a tumultuous year and in order to meet a substantial debt, hard decisions were made to discontinue the grades program beyond the second grade in order to regroup, thus eliminating grades 3-5 which were severely under enrolled. Classes were combined and the school began to grow again.

The Board of Trustees and Faculty together developed the year 2000 plan for enrollment growth in 1994-95. This same year the school was notified that our lease would not be extended and CWS would have to move: thus the Winton Place home. A long held dream of owning school property was realized with the purchase of the Sunshine House and adjacent lot, which accommodates a Nursery, Handwork Studio/ main lesson room, playground, 4 grades classrooms and a play yard. The remainder of the school was housed in the former St. Bernard’s parish school building.

Plans for building a school on our own land began in earnest in 1998. A land campaign was launched and 18+ acres were purchased adjacent to the last working farm within Cincinnati City limits in 2001.

The grade school continued to grow and expanded into the middle school grades in these years. Fall 2005 saw the opening of Hannaford House as a home for a second Nursery class, Parents and Tots, Baby Music and Extended Care. Graciously purchased and rehabbed by a member of the community and rented to CWS, this structure provided not only classroom space, but desperately needed playground areas that accommodate all our children – youngest to oldest. In 2006 also saw the realization of a long held dream of a complete grade school, grades 1- 8.

These last two years have brought many changes to CWS. After much debate and many community meetings the “South Meadow” was put up for sale. At the same time we evaluated our campus at Derby and realized we did not have enough room for our current 7th grade. We had grown out of our space! After lots of hard work a new Campus was located. With lots of community effort CWS promptly planned, packed, and moved to our new location at 5555 Little Flower Avenue in Mt. Airy.

ORGANIZATIONAL STRUCTURE OF CWS

The Cincinnati Waldorf School is a non-profit, tax-exempt educational institution chartered by the State of Ohio, and recognized by the American Waldorf Schools Association of North America (AWSNA). Waldorf schools are self-governing institutions. This means that the operation of the school is a shared responsibility between members of the community. Our goal is to model for the children a commitment of working collaboratively in the community toward the common good.

5.1 Faculty

The Full Faculty is comprised of all full-time teachers and administrative staff, as well as part-time teachers willing to make the commitment to participate. It meets weekly on Thursday afternoons. The Full Faculty strives to deepen the anthroposophical and pedagogical work of the school, through educational and philosophical studies, child observation and artistic work.

5.2 The College

The College serves the faculty and the impulse of Waldorf Education. The College works to improve the depth, quality and professionalism of the teaching through fostering the anthroposophical pedagogical development of Waldorf education at the Cincinnati Waldorf School. The College works to foster a relationship between spiritual and practical matters and strives to transform all aspects of its work into living spiritual impulses that support social renewal.

5.3 Administration

The Administrative staff conducts the day-to-day business of the school and helps develop, maintain and implement policy. In most Waldorf Schools there is no principal; the administration facilitates process -- it is HOW things get done. Administration does not make decisions in the same way as more traditional institutions; it prepares decision-making bodies by inviting and directing the flow of communication between these groups. The following are part of the Administration: Administrative Team Leader, Administrative Assistant, Business Manager, Enrollment Director, and Office Manager.

5.4 The Board of Trustees

The Board is the center of physical development of the school. It is responsible for legal and fiduciary matters. The Board of Trustees is the legally recognized entity (by the State of Ohio) responsible for school activities. Here parents, teachers and community members contribute to community life by sharing their particular skills. This body facilitates tuition assistance, the budget process, fund development, long-range planning, organizational development, site acquisition and management, etc. The board meets once a month. Nominations for new members are considered each year. Officers of the Board are: President, Vice President, Secretary and Treasurer. Terms are two years and new members are selected annually. All community members are welcome to attend Board meetings.

5.5 The Leadership Council

The Leadership Council is the management group of the school. It is comprised of the Faculty Chair, College Chair, Board President, Administrative Team Leader, and Business Manager. It may call in others, on an as-needed basis. The Leadership Council coordinates agenda setting and communication between the Faculty, Board and Administration, and oversees issues that involve more than one body of the school. The Leadership Council also addresses concerns that have not been satisfactorily resolved in initial attempts to do so. (For more information, see the Communications of Concerns Policy that follows.)

5.6 The Grievance Committee

The Grievance Committee is a conflict resolving body of the school. It has three members, none of whom is also a member of the Council. The Faculty, Board and Administration each choose one representative who is open-minded, fair and able to make difficult decisions with integrity. The Grievance Committee determines the final outcome of all serious, unresolved conflicts. (For more information, see the Communications of Concerns Policy that follows.)

5.7 The Parent Association

The CWS Parent Association (PA) was formed in 2000 to facilitate parent involvement in developing a healthy, inclusive, vital community in coordination with Faculty, Board, the Council and Administration. We welcome and encourage all parents to join us and offer a variety of ways to participate. Committees include Faculty/Staff Appreciation, Festivals, Information/Publications, Parent Development, Community Hospitality, Volunteer Coordination, Fundraising, and Class representatives.

Meshewa Center for Early Childhood
A Satellite Program of The Cincinnati Waldorf School

The Meshewa Center is on the east side of Cincinnati in the Village of Indian Hill. Adjacent to Turner Farm, a CSA, many Waldorf families are very familiar with these two properties, which represent a combined total of close to 200 acres of farm and woodland.

In collaboration with Bonnie Mitsui, owner of Turner and Meshewa Farms, The Cincinnati Waldorf School renovated the guest wing of the main residence on the Meshewa property in the fall of 2006, and began offering Parent and Child programming one day per week. At that time, the primary goal of CWS was that the Meshewa Center be developed into a full early childhood program, culminating in the opening of Nursery and Kindergarten classes.

Current programming is two days per week of Nature Tots, a parent and child class with an outdoor focus for ages 18 months to three years.

In addition to the ambitious work of running and operating a satellite program, the CWS faculty and students have begun to discover the many ways in which visits to Meshewa and Turner Farms support Waldorf curriculum. Grade school students enjoy field trips for farming and gardening, hiking and trail building, camping and fire building, as well as botany, astronomy and orienteering for upper grade students.

Cincinnati Waldorf School Bylaws

Amended June 9, 2008

Article I – Corporate Identity and Purpose

Section 1 – Purpose of the Corporation

The Cincinnati Waldorf School (CWS) is an independent, self-administered school affiliated with the international Waldorf School movement founded by the philosopher Rudolf Steiner. CWS does not discriminate on the basis of race, religion, sex, nationality, or ethnic origin in its admissions, scholarship, or educational policies. CWS has all the powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Ohio.

Section 2 – Location and Registered Agent

CWS shall have and maintain a registered agent whose office is identical with the registered office. CWS may have such other offices with or without the State of Ohio as its Board of Trustees from time to time as determined.

Article II – Board of Trustees

Section 1 – General Responsibilities

The affairs of CWS shall be managed by its Board of Trustees. The Board of Trustees' responsibilities are:

- a. To support and aid the faculty, see Article III below, in implementing Waldorf educational programs.
- b. To authorize major business and financial decisions, including but not limited to buying or selling real estate, encumbering any assets, or incurring indebtedness.
- c. To appoint the chairs and members, who need not be Trustees, of standing committees, see Section 8, to create from time to time ad hoc committees, and to oversee the activities of those committees.
- d. To conduct the business necessary to carry out these responsibilities, including attending all regularly scheduled Board meetings.
- e. To adopt the budget for CWS for each fiscal year, including the gross amount of faculty compensation; however the determination of salaries and wages of individual faculty members is reserved to the Faculty.
- f. To hire, supervise, and fire the Administrative Team Leader. See Article IV.

Section 2 – Membership

The Board of Trustees of CWS shall consist of at least two members of the Faculty, see defined in Article III, the Administrative Team Leader, the Business Manager, one Parent Association member and nine other members elected at large. One of the two Faculty members on the Board shall be the current Faculty Chair of CWS. At least six of the at large members must be parents of CWS students who currently attend classes and at least one of the at large members must have no current affiliation with CWS other than Board membership.

Section 3 – Nomination and Election of At Large Members

The election of Trustees to fill expired terms of at large members shall be conducted by the Board at any of its regular meetings. To be considered, an interested person must be nominated by a current member of the Board and his or her name must be placed in nomination at a regular meeting of the Board at least thirty days prior to the regular meeting at which Board elections are scheduled. All nominations shall be recorded in the minutes of the meeting in which they are made. To be elected, each nominee must receive a two-thirds vote of the Board in attendance at the Annual Meeting.

The terms of office of the Trustees who have been elected shall begin as soon as the voting is completed. At its first meeting following adoption of these bylaws, the Trustees shall be divided into two equal groups by lot, with the first group serving a one-year term and the second group serving a two-year term. Thereafter, all Trustees will be elected to serve two year terms, or until their successors have been elected and qualified, so that one half of the Trustees will stand for election in any given year. There shall be a limit of two consecutive terms that an individual Trustee may serve.

Section 4 – Nomination of Members from the Faculty

At the first meeting of the Board, immediately following the adoption of these bylaws, the Faculty shall submit the names of its nominees to the Board of Trustees. These individuals will automatically become members of the Board for one year. If, during that year, any Faculty nominated Trustee resigns his or her membership on the Board, the Faculty will nominate a replacement that will serve for the remainder of that year.

Section 5 – Officers of the Board

At its Annual Meeting, following the election and acceptance of Trustees as provided in Sections 3 and 4 above, the Board of Trustees shall elect one Trustee to be the President of the Board for a one year term or until a successor is elected and qualified. The President shall preside at meetings of the Board of Trustees, and supervise the work of the committees. The President shall be the principle executive officer of the corporation and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the corporation.

The Board of Trustees shall also elect a Vice President to preside at Board meetings in the absence of the President and to take on such additional responsibilities as the President may assign.

The Trustees shall also elect a Secretary to keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and seal and see to it that the seal of the corporation is affixed to all documents which are executed on behalf of the corporation in accordance with these bylaws, keep a register of the post office address of each Trustee, and in general perform all the duties incident to the office of Secretary and such other duties as the President may assign.

The Trustees shall also elect a Treasurer to oversee the finances of CWS. The Treasurer shall make an annual report in September of each year to the Board of Trustees reviewing the financial condition of the corporation for the most recent fiscal year.

Section 6 – Nominating Committee

At its Annual Meeting, the Board of Trustees shall also designate at least three persons who will constitute the Nominating Committee for the following year. At least two of the Nominating Committee members must be members of the Board of Trustees. The purpose of this committee shall be to present to the Board of Trustees, at its nominating meeting, a list of interested and qualified persons to be considered as candidates for election as at large members of the Board. This list can be supplemented by additional nominations for the Board, such nominees being placed in nomination at the nominating meeting. Another purpose of the committee shall be to prepare and present to the Board a recommended slate of officers to be considered by the Board of Trustees.

Section 7 – Additions and Vacancies

Nominations and elections to add members to the Board of Trustees or to fill vacancies of elected members may be made at any meeting of the Board of Trustees. Qualifications for nomination and conditions for election will be as described in Section 3 and 4 above.

Trustees added to the Board will serve until the next Annual Meeting. Trustees nominated and elected to fill vacancies will serve to the end of the term of their predecessors.

Section 8 – Committees

The standing committees of the Board of Trustees shall be: the Finance Committee, the Development Committee, the Facilities Committee, the Environmental Initiative Committee, and the Parent Satisfaction Committee. The chair of each committee shall be selected by the Board from among its membership. The members of these committees shall be appointed by the Board and need not be members of the Board.

The Finance Committee shall prepare and submit to the Board, for approval, the annual budget for the school and shall individually approve all tuition remissions and tuition assistance.

The Development Committee shall conduct all fund raising activities of the School including events, grant applications, and solicitations.

The Facilities Committee shall be responsible for the physical plant of the School.

Article III – Faculty

Section 1 – General Authority

The Faculty establishes and supervises the educational policies of CWS. This includes overseeing the curriculum and methodology, and the hiring and terminating of faculty and staff members and determining the salary and wages of individual faculty members.

Section 2 – Membership

The Faculty shall consist of all members of the faculty of CWS.

Section 3 – Faculty Membership on the Board of Trustees

As described in Article I, Section 4, the Faculty will nominate two of its members to the Board of Trustees each year at the Annual Meeting of the Board. Faculty submitted Board nominees would automatically be accepted as members of the Board of Trustees at the Annual Meeting.

Article IV – Administrative Team Leader

Section 1 – Duties

The Administrative Team Leader shall carry out the day-to-day business activities of CWS and such other duties as are assigned to the Administrator by the Board of Trustees, under the direction of the Board of Trustees and the President.

The Administrative Team Leader shall attend and participate in the regular meetings of the Board of Trustees.

Article V – Meetings

Section 1 – Regular Monthly Meetings

There shall be regular meetings of the Board of Trustees each month of the year on such a day of the month as is satisfactory to all members of the Board. The regular meeting held in January shall be designated as the Annual Meeting. The remaining meetings will normally be held at CWS, but may be held elsewhere at the discretion of the officers of the Board of Trustees.

Section 2 – Special Meetings

Special meetings may be called by the President of the Board of Trustees, by the Secretary of the Board at the request of three Trustees, or by any Trustee at the request of a quorum of all the Trustees then in office.

Section 3 – Notice

Notice of the regular monthly meetings, with an agenda for the meeting, shall be mailed, e-mailed, or delivered to each Trustee by or at the direction of the Secretary of the Board. These notices shall be addressed to each Trustee at the Trustee's residence or usual place of business and mailed or delivered such that each Trustee is in receipt of the notice at least three days before the date on which the meeting is to be held.

Notice of special meetings may be furnished as provided for regular monthly meetings. Notice of special meetings may also be given by telephone. Telephone notice must be furnished at least two days in advance of the meeting and must include a description of the issues to be addressed at the special meeting.

Section 4 – Quorum

One-half plus one of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is not obtained, a majority of the Trustees in attendance at a meeting may adjourn the meeting from time to time and without further notice.

Section 5 – Voting

The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws. These bylaws provide otherwise in Article II, Section 3 and Article V.

Section 6 – Action Without a Meeting

Any action by the Board of Trustees may be taken without a meeting if all members of the Board individually or collectively consent in writing or via e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees.

Article VI – Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted by two-thirds of all Trustees then in office of whom at least one of the Faculty must vote in favor of the change. The vote may be taken at any regular or special meeting, provided copies of the proposed alteration, amendment, repealed provision, or new bylaws have been mailed or e-mailed to all trustees at least seven days before the meeting.

Article VII – Contracts, Checks, Deposits, and Funds

Section 1 – Contracts

The Board of Trustees may authorize any officer or agent of CWS, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CWS and such authority may be general or confined to specific instances.

Section 2 – Checks, Draft, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CWS shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution by the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Administrative Team Leader and one member of the Board of Trustees.

Section 3 – Deposits

All funds of CWS shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4 – Gifts

The Board of Trustees may accept on behalf of CWS any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

Article VIII – Indemnification

CWS shall indemnify any person who is or was a member of the Board of Trustees, or an officer of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person, in connection with actions suits or proceedings, or threats of same, against such person by reason of the fact that such person is or was a member of the Board of Trustees or an officer of the corporation, to the extent authorized by the laws of the State of Ohio. CWS is authorized to purchase and maintain insurance covering such liabilities.

Article IX – Books and Records

CWS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principle office a record giving the names and addresses of the Trustees entitled to vote.

Article X – Fiscal Year

The fiscal year of CWS shall begin on the first day of July and end on the last day of June each year.

Article XI – Corporation Seal

The Board of Trustees shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name Cincinnati Waldorf School and the words “Corporate Seal, Ohio.”

Article XII – Dissolution

In the event CWS is dissolved, its assets and debts shall be distributed to any not for profit fund operating in the Midwestern part of the United States whose charter explicitly states that it supports Waldorf education, or upon vote of a majority of the Board of Trustees, the funds may be delivered to the Greater Cincinnati Foundation, to be held by it for a specified period of time with instructions to use such funds to support the establishment of a Waldorf School in Cincinnati, Ohio. If no midwestern fund exists, the assets and debts shall be transferred to the Association of Waldorf Schools of North America.

Article XIII – Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the laws of the State of Ohio or under the provisions of the article for incorporation or the bylaws of CWS, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CWS Board of Trustees Role Description

A Board member's primary role is to contribute to the development of the Cincinnati Waldorf School's vision and mission, and to participate in governing the implementation of that vision and mission.

The secondary role is to fulfill the functions of office set forth in the organizations bylaws, governance structures and job descriptions incorporated into the board of Trustees Policy Manual. The implementation of this role is expressly limited to those activities and functions not directly or indirectly delegated to staff, committees and task forces.

A Board member comes to the meeting and is able to speak/vote independently and is not required to represent various constituencies. The primary responsibility of the Board is advocacy, resource development and financial and ethical stewardship.

Individuals other than the Board President never speak for the Board unless directed to do so by the Board.

General Statement of Duties:

1. Serve as a visible and active leader in the school community. Represent the school in the outer community. Stay consistently conscious of what is happening at the school and be actively involved.
2. Enliven and strengthen the "vision" of the school through all dealings and service within the school.
3. Actively cultivate participation and leadership throughout the parent body.
4. Attend, actively contribute to and be prepared for all regular monthly Board meetings, and any special (i.e. board retreat, planning) or emergency meeting as may be required. Be prepared to report on committee work and to coordinate work that is assigned at these meetings.
5. Actively participate and attend meetings of committees served on. Board members serve on at least one committee and/or hold one leadership position. If a Board member agrees to chair a committee or task force, he/she will (a) hold the meeting on a regularly scheduled basis until all objectives are accomplished; (b) ensure that agendas and support materials are available to all members in advance of the meetings; (c) refrain from implementing strategies or taking actions that have not been reviewed and approved by the Board of Trustees or expressly delegated for action to the committee or task force within the Board prescribed guidelines; (d) conduct meetings in an orderly, fair and efficient manner, and (e) make progress reports as requested by the Board of Trustees.

6. Observe the meeting procedures outlined by the board and manifest collegial conduct in all meetings. (consensus decision making, Robert's Rules of Order, etc.)
7. Support the professional staff in their decisions regarding administration and management.
8. Represent the organization in a positive and professional manner at all times and in all places.
9. Support CWS financially to the best of one's ability. (No outside quotas of measurement have been established.)
10. Actively participate in fund development: e.g. personal solicitation/major gift campaigns, stewardship of long-term relationships, special events, et.
11. Assist and support cultivation activities of new or existing corporate, foundation, individual and planned gift donors or prospect.
12. Avoid conflicts of interest between the role of Board member and personal and professional life as outlined in the CWS Conflict of Interest Policy. If such a conflict does arise, a Board member should declare that conflict exists and refrain from participating in the discussion and vote on the matter at hand.
13. Maintain strict confidentiality of all business conducted in Executive Session of the Board.
14. Thoughtfully review all actions taken by the Board and vote for what the Board member as an individual believes to be best for the school. Board members will express their opinions before voting. Board members will support all actions taken by the Board in a positive manner.

Qualifications:

1. Demonstrate commitment to CWS's mission.
2. Recognize the Anthroposophical foundations of Waldorf Education and be in harmony with it.
3. Be on a path of self-development.
4. Be an active participant in the CWS community.
5. Work in harmony through a commitment to the consensus decision making process and its methods.

6. Be able to attend regular meetings.
7. Be willing and able to play a leadership role in at least one committee.
8. Be able to contribute legal, organizational, financial, business and community development and other expertise required by the Board.
9. Be willing to exercise discretion and confidentiality in sensitive matters concerning the activities, decisions, and discussions of the Board.

CWS Board of Trustees Roster October 2011

Sarah Singer-Nourie, President
Jack Michael, Vice-President
Chelsea Green, Secretary.
Art Mergner, Treasurer
Sally Nobel, Member-at-large
Nicole Gunderman, Member-at-large
Chris Evans, Member-at-large
Peter Kennedy, Member-at-large
Amy Wakeman, Member-at-large
Melanie Myers, Member-at-large
Dick Alexander, Member-at-large
Peter Kennedy, Member-at-large
Evonne Morales, Member-at-large
Fred Annexstein, Member-at-large
Bill Cordray, Faculty Rep
Colleen St. John, Faculty Chair
Christine Masur, Administrative Team Leader
Maria Schade, Business Manager

Committees June 2011

Finance, Jim Paulsen
Nominating, Melanie Myers
Enrollment and Retention, Amy Wakeman
Outward Facing, Chris Evans
Governance, Chelsea Green
Fund and Resource Development, Nicole Gunderman
Community Life,
Program and Pedagogy, Colleen St. John
Faculty, Melanie Myers
Facility and Campus,
Meshewa, Dick Alexander