



**Governing Board  
Duluth Catholic School (interim name)  
Minutes of 30 March 2017**

**Present:** Bob Lisi, Laura Schauer, Paul Fitzgerald, Fr James Bissonette, Stephen Olson, Karen Newstrom, Cynthia Zook, Fr. Richard Kunst, Hilaire Hauer, Mary Lou Jennings, Fr Ryan Moravitz, Fr. Peter Muhich Bishop Paul Sirba.

**Excused:** Sr. Edith Bogue

**1. Opening Prayer:** Bishop Sirba offered a prayer reflecting on the school’s new name Stella Maris Academy.

**Welcome** by Bob Lisi

**2. Mission Minute:** Members shared meaningful comments focusing on our mission and their experiences during the past month.

**Approval of the Agenda:** Fr. Muhich/P. Fitzgerald No dissent

**3. Approval of the Minutes:**

**March 2:** Fr. Moravitz/S. Olson No dissent

**March 7** Fr. Bissonette/K. Newstrom No dissent

**Format of minutes:** A discussion ensued regarding if meeting minutes will be made public. It was decided that minutes when approved will be posted on the website. The meeting minutes will reflect the general discussion without the identification of Directors’ specific comments. Decisions will be recorded in the minutes.

**4. Organizational structure:**

**a. Recommended modifications to governing bylaws.**

Fr. Bissonette and Cynthia Zook reviewed the by-laws and submitted them to Bob Zallar, the Diocesan attorney, for his review. The board discussed the changes and accepted Mr. Zallar’s recommendations. After further review, the following additional recommendations will be forwarded to Bob Zallar for his guidance.

Page 1 insert name in two places

**Section 3.03. Number, Qualification and Selection of Directors.** In addition to a representative of the Sole Member, the Board shall consist of not less than thirteen (13) or more than fifteen (15) Directors as determined from time to time by the Board and approved by the Sole Member. The number of Directors shall include 3 to 4 Priests selected from the Duluth area and ex-officio members pursuant to §3.04 of

these Bylaws. At its annual meeting and after consideration of a slate of nominees approved by the Executive Committee pursuant to §5.03 of these Bylaws, the Board shall recommend Directors to the Sole Member for approval. Only individuals meeting criteria as described in attached Exhibit A will be recommended by the Board for Directorship.

The Directors with voting rights shall be as follows:

- (a) The Bishop or his designee shall serve as a voting Director representing the Sole Member.
- (b) 3 to 4 Priests drawn from the Duluth area.
- (c) All other “at large” Directors. An “at large” Director is defined as a Director other than the voting Directors identified above in sub-paragraphs (a) – (b) of this Section 3.03.

**Section 4.02. Election, Removal, and Vacancies.** The officers shall be elected by the Board and receive prior approval from the Sole Member in advance of its organizational meeting for a minimum of one (1) year terms, and with exception of the Chairperson, shall hold office until his or her successor shall be elected and qualified to serve. The Chairperson shall hold office for a maximum two (2) year term. A Chairperson-elect shall be elected by the Board from existing members one (1) year prior to the Chairperson’s officer term completion.

Any officer may be removed with or without cause by the affirmative vote of a majority of the Directors then holding office and notification will immediately be given to the Sole Member. Any Director who is removed pursuant to Section 3.06 of these Bylaws and is also an officer shall automatically resign as an officer, effective as of the date he or she is removed. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by election by the Board. Addition here

Section 4.02. remove one (1) year and insert **at least six (6) months**  
Last sentence add: **from the existing Board of Directors.**

**Section 10.02** no changes but a note: We will need a Conflict of Interest Policy Statement for board members to sign annually. Cynthia will make this request to Bob Zallar.

**Section 12.02** This section needs the current date change noted in the paragraph and also school name inserted

**The foregoing Bylaws of the Duluth area Catholic Schools were reviewed and updated by the Board at a duly called meeting held on March 30, 2017 effective as of the time and date of approval by the Sole Member.**

**Section 12.02. Supporting Parish – Financial Support.** The Corporation will accept financial support from parishes.

The original Bylaws of the Duluth Area Catholic Schools were approved by the Board of the Duluth Area Catholic Schools at a duly called meeting held on November 2, 2006, and by the Sole Member, at a duly called meeting held on December 1, 2006, effective as of the time and date of approval by the Sole Member. The foregoing Bylaws of the Duluth Area Catholic Schools were reviewed and updated by the Board at a duly called meeting held on December 4, 2014 and by the Sole Member at a duly called meeting held on December 4, 2014 effective as of the time and date of approval by the Sole Member. **Addition here** The foregoing Bylaws of the Duluth area Catholic Schools were reviewed and updated by the Board

at a duly called meeting held on March 30, 2017 effective as of the time and date of approval by the Sole Member.

**Dated: March 30, 2017**

**<<Insert School Name>>**

By: \_\_\_\_\_  
Board Secretary

**Follow-up Discussion of the By-laws:**

A question was brought to the Board regarding the relationship of the authority of the Board and the authority of the Sole Member. Clarification of roles was discussed. The Sole Member has full authority over the Board. The authority of the Board flows from the Bishop’s office who is the Sole Member. The Board functions in confidence of the Bishop’s approval.

**b. School Name:** Bob Lisi announced the new school name chosen by Bishop Sirba as Stella Maris. Discussion continued on the formal name.

Motion: The new school name is Stella Maris Academy **Fr. Muhich/S. Olson** **No dissent**

**c. Board Member Terms**

Members discussed the desire to stagger the terms of Directors and Bob Lisi offered the following suggested terms:

- Bob Lisi 1 year
- Fr. Bissonette 2 years
- Fr. Muhich 3 years
- Fr. Kunst 1 year
- Fr. Moravitz 2 years
- Hilaire Hauer 3 years
- Karen Newstrom 1 year
- Laura Schauer 2 years
- Mary Lou Jennings 3 years
- Open Seat 1 year
- Paul Fitzgerald 2 years
- Sr. Edith Bogue 3 years
- Steve Olson 1 year

A motion was made to accept the above listed terms of office **Fr. Bissonette/Fr. Kunst** **No dissent**

**Nomination for the open Executive Committee seats of Vice-Chair and Treasurer:**

Father Kunst nominated Hilaire Hauer and she accepted the nomination.

A motion was made to elect Hilaire Hauer as Vice- Chairperson **Fr. Bissonette/Fr. Kunst** **No dissent**

**Nomination for the Treasurer position was opened:**

Karen Newstrom nominated Paul Fitzgerald and he accepted the nomination.

A motion was made to elect Paul Fitzgerald as Treasurer **L. Schauer/K. Newstrom** **No dissent**

**d. Board Leadership and Standing Committees:** The board discussed leadership positions for the standing committees and ad hoc committees.

Board members volunteered to serve on the following committees: \*indicates chair

- Finance Paul Fitzgerald\* Laura Schauer
- Facilities Steve Olson\* & Fr. Muhich
- Development Mary Lou Jennings\* & Fr. Moravitz  
(Fr. Kunst is also willing to help)

**e. Ad Hoc Committees:** The following Ad Hoc Committees will be added to enhance the Board's work.  
Formation Model Karen Newstrom\* Fr. Kunst  
High School Hilaire Hauer (interim)\* & Fr. Bissonette

The Vice-Chair will serve on the Development Committee.  
Hilaire Hauer will work with Bishop Sirba to fill the open board position.

The Board was encouraged to consider serving on several committees if they felt they had the time, expertise or interest to do so.  
The committees will be filled with additional members for school staff, interested parents and community members.  
Minutes will be kept of committee meetings.

Bob Lisi suggested that we consider a Board Retreat soon.

## **5. Organization Employees:**

**a. President selection process:** Bob Lisi and Cynthia Zook will work on establishing a President hiring process. Three or four Board members will be needed for the Selection Committee. Three applications for the position have been received.

**b. Faculty and staff placement:** The transition team continues to work on the meaningful placement of staff.  
Enrollment is at 285 students after the second week of admissions.

**6. Feast of Faith Banquet:** It was suggested that Mary Ann Rotondi be asked to participate. The Development Committee will take on the task of planning the Feast of Faith Banquet. Two potential dates have been suggested that Bishop Sirba has approved.

## **7. Future Board meeting dates:**

It was agreed that Board meetings will be held from 4:00 p.m. – 5:30 p.m. on the first Thursday of the month. The March 30<sup>th</sup> meeting replaces the April meeting.  
A potential Board Retreat Day was suggested for June 22, 2017 from 9 a.m. – 3 p.m.

## **8. Bishop Sirba closed the meeting with prayer.**

Meeting adjourned at 8:25 p.m.

**H. Hauer/P. Fitzgerald**

**No dissent**