



Odyssey School of Denver  
6550 East 21st Ave  
Denver, CO 80207

**Meeting of the Governance Committee  
of the Odyssey School of Denver Board of Directors  
Friday, November 18, 2016  
3:30 to 4:45 at the Odyssey School**

**AGENDA**

1. Meeting was called to order at approximately 3:35.
2. The committee discussed the inputs received from all sources, as summarized on the attached chart.
3. The committee members in attendance (Illana Poley, Ami Desai, and Brian Moore) voted unanimously to recommend to the board that it amend the Bylaws and Articles of the school as summarized on the attached chart.
3. Meeting was adjourned at approximately 4:45.

**Our Mission:** Odyssey School of Denver is a diverse, public, K-8 Expeditionary Learning school. We teach students how to learn through a focus on academic achievement, critical thinking and social responsibility, preparing them for high school and beyond.

**Our Vision:** Odyssey School of Denver students will:

- Take risks and innovate;
- Lead with integrity and compassion;
- Be civically and socially engaged;
- Push themselves to exceed expectations; and
- Embrace learning as a life-long adventure.

**Board Responsibilities:** We ensure Odyssey's compliance to its contract with the Denver Public Schools, set and monitor the implementation of school policies, manage the school's annual budget and financial planning, and hire and evaluate the performance of our school's Executive Director.

**ODYSSEY DENVER GOVERNANCE COMMITTEE  
SUMMARY OF INPUTS RECEIVED  
AND RECOMMENDATIONS**

Issue	Current	Michelle	Nora	Family Council*	Staff Council	11.18.16 Committee Decisions
<b>Board Composition</b>						
Size of Board	10-15, usually is near the high end	Her ideal is 7, maybe 5 to 9	Her ideal is 9; 10-15 is common in larger organizations			9 as the norm, with three rolling off each year. Can range from 7-11.
Family Reps	3 "parent directors", elected by "parents"	Fine to have some separately elected; "outside" at least 1 less than half	Fine to have some separately elected, but can also just designate seats; if elected, need to provide board can appoint if no one runs; likes balance between family and outside members			2 family reps elected directly by families. Board responsible for election but can delegate to a family organization. <sup>1</sup>
Staff	2 "teacher directors," elected by "teachers"	Strongly discourage voting memberships; liaisons; if voting, bylaws should recuse from some subjects	Strongly discourage voting memberships		Strong desire to keep voting membership; okay with spelling out recusal	1 teacher rep directly elected by staff. <sup>1,2</sup>
Term	3 years	2 or 3 years	3 years, staggered			3 years
Term limits	None	No opinion; sees with a minority of boards; sees 4 to 8 years	Somewhat favors – maybe limit of 2 continuous terms, can serve again after break	Mixed; strong support for allowing exceptions if there are term limits		No term limits
<b>Officers</b>						
Offices	Chair, past chair, chair elect, treasurer, secretary		Eliminate past chair			Eliminate past chair

Terms	1 year (quasi 3 for chair)	1 year	1 year	1 year	1 year	Keep 1 year term
Term limits	None	No opinion				No term limits
Committees						
Exec Committee	Articles: strong Bylaws: imply weak	None, or weak with ratification; 2 members	Favors none; officers move things along in their respective areas	Strong support for eliminating		Eliminate exec committee
Sch. Acct. Comm.	Not addressed – by motion, the board is the SAC		SAC not same as board; could be stand alone, could be board committee			Create a separate SAC committee. <sup>3</sup> Responsibilities per statute, plus staff & family surveys
Other committees	Advisory unless empowered	Advisory; limited to 2 board members + non members	Advisory; limited to 2 board members + non-board members; SAC is not board, can be formed by board, ED, or staff; favors delegating more to SAC	Strong support for including non-board members and making advisory		Except SAC, all committees should have 2 board members (1 as chair) and at least one non-board member. All committees advisory. <sup>4</sup>
How constituted	Up to chair					Chair proposes and board votes
Indemn. Etc						
Indemnification	Articles: weak Bylaws: strong	Strong				Strong
Ltd liability	None	Not needed because of gov't immunity				N/A
Other						
Meeting notice	Public not addressed; three days for special	Should address public notice				Michelle to propose language
Misc.		Recommends other gov't entity related clauses				Michelle to propose language
Board voting	1 meeting veto, then majority	Favors eliminating veto	Favors eliminating veto			Eliminating Veto

\*Summarizes views of individual members who spoke at the Family Council meeting, and does not reflect an official statement by Family Council as a whole.

<sup>1</sup> Recommend that the Bylaws clarify that in voting, all board members have a duty to vote what in their personal judgment they believe to be in the best interest of the school, and not based on the direction or vote of any group.

<sup>2</sup> Recommend that the Bylaws require recusal of staff board member as follows:

- Things that involve direct oversight of ED—recuse from voting and discussion
- Votes that directly affect their pay—can be part of the discussion but recuse from vote
- Any executive session to discuss a personnel matter

<sup>3</sup>SAC to consist of:

- Executive director;
- 2 staff members elected by staff;
- 1 community board member, selected by board;
- 1 family board member, selected by board;
- 2 family members, selected by family council, or by board if family council fails to select.
- Chaired or co-chaired by family member (per statute)

<sup>4</sup>SAC, Finance Committee, and Development Committee standing committees per bylaws  
Treasurer is chair of finance committee

Other committees formed and disbanded by board.