

## Special Meeting of the Board of Directors

June 17, 2024 | 2:30 pm (EST) | West Virginia Academy and online

### Attendance:

In Person: John Treu – Board Chair, Susan Dull – Board Member / CFO / Foundation, Melissa Copen – Board Director / Board Secretary

Online: Kevin Summers - Board Member, Carolyn Sharette – Board Member (joined during Executive Session)

Meeting called to order by Board Chair at 2:04 pm. Board Chair notes that a quorum of the members was present.

### I. Approve Meeting Minutes to Prior Board Meetings

**MOTION:** Kevin Summers moves to approve meeting minutes from the April 18, 2024 Special Meeting of the Members and Governing Board. Seconded by Susan Dull.

**DISCUSSION:** None.

#### **OUTCOME:**

In favor: John Treu, Susan Dull, Melissa Copen, Kevin Summers

Not Present: Carolyn Sharette

Motion is unanimously approved by the governing board present.

**MOTION:** Kevin Summers moves to approve meeting minutes from April 18, 2024 meeting. Seconded by Susan Dull.

**DISCUSSION:** None.

#### **OUTCOME:**

In favor: John Treu, Susan Dull, Melissa Copen, Kevin Summers

Not Present: Carolyn Sharette

Motion is unanimously approved by the governing board present.

### II. Update on PCSB Recommendations

The WV Professional Charter School Board (PCSB) met to hear the findings of the investigation into the two complaints filed against West Virginia Academy in February 2024. Most allegations of the two complaints were dismissed. The PCSB issued recommendations to improve documentation of the following two policies:

- Whistleblower Policy - addressed in item IV of this meeting
- Budget Policy - will be addressed during July 2024 meeting

### III. Approval of Structure and Financing for Falling Water Area Property Purchase Agreement

Note: This item was completed after item VI. New / Other Business. Please see the section below.

### IV. Revisions to Employee Handbook / Employee-Related Policies for Upcoming Academic Year

**MOTION:** Melissa Copen moves to approve the proposed updates to Section 2.6 of the Employee Handbook. Seconded by Kevin Summers.

**DISCUSSION:** Board members discussed changes / additions to the proposed Policy including changed "A student" to "A parent or legal guardian on behalf of the student" in the last sentence of the Whistle-Blower Policy and the Title IX Policy.

**AMENDED MOTION:** Melissa Copen moves to adopt the updated Section 2.6 of the Employee Handbook with the amendments above. Seconded by Kevin Summers.

**OUTCOME:**

In favor: John Treu, Susan Dull, Melissa Copen, Kevin Summers

Not Present: Carolyn Sharette

Motion is unanimously approved by the governing board present.

### V. Legal Updates (Executive Session Conducted)

Governing board conducts executive session which begins at 2:25pm and concludes at 3:24pm.

\*\*Note: Carolyn Sharette, Board Member joined the meeting online at 2:30pm.

**MOTION:** Melissa Copen moves to adjourn Executive Session. Kevin Summers seconds the motion.

**DISCUSSION:** None.

**OUTCOME:** Motion is unanimously approved.

### VI. New / Other Business

Board Chair stated Susan Dull's term as CFO ends on June 30, 2024 and she has requested that the position be moved to an employee.

**MOTION:** Carolyn Sharette moves to appoint Suji Kwan as CFO, set her salary and due to her previous employment with West Virginia Academy, waive her six month probation. Seconded by Melissa Copen.

**DISCUSSION:** None.

**OUTCOME:** Motion is unanimously approved.

Holly Honeycutt's Chief Operating Officer contract is a three-year contract with the salary locked in.

**MOTION:** Susan Dull moves to give Holly Honeycutt a 1% raise, contingent upon and consistent with the approved budget. Seconded by Melissa Copen.

**DISCUSSION:** None.

**OUTCOME:** Motion is unanimously approved.

### **Approval of Structure and Financing for Falling Water Area Property Purchase Agreement**

The appraisal of the Falling Water Area property has been completed. Due diligence regarding the water has also been completed.

**MOTION:** Kevin Summers moves for the following, regarding the Falling Water Area Property Purchase Agreement:

1. Assign the loan to the West Virginia Academy Foundation;
2. Issue the down payment as a loan to the West Virginia Academy Foundation;
3. Approve West Virginia Academy as a co-buyer on the loan; and
4. Officers be directed to complete any necessary documentation to complete the purchase.

Susan Dull seconded the motion.

**DISCUSSION:** No additional discussion.

**OUTCOME:** Motion is unanimously approved.

**MOTION:** Kevin Summers moves to adjourn the meeting at 3:56 pm. Carolyn Sharette seconds the motion.

**DISCUSSION:** None.

**OUTCOME:** Motion is unanimously approved by the members.

Meeting adjourns at 3:56pm.

End of Meeting Minutes

***Meeting minutes approved by Board on 07/18/2024***