



West Virginia Academy, Ltd.

Governing Board Meeting

May 11, 2023 | 7:00pm (EST)

Board Members Attending: John Treu (J. Treu), Susan Dull (S. Dull), Frank Fidler (F. Fidler), Curt Hassler (C. Hassler), Allison Woods (A. Woods), Trista King (T. King)

I - Approve Meeting Minutes to Prior Meeting(s)

Motion: A. Woods moves to approve the 4/13/2023 Board Meeting minutes as circulated. Seconded by F. Oliverio.

Discussion: None.

Outcome: Motion is unanimously approved by the Governing Board.

II– PCYC Donation Terms Approval/Ratification

J. Treu, the PCYC Donation Terms were approved, we don't need a formal motion, however, the record should reflect that we approved the PCYC Donation subject to terms being circulated to and approved by the Board which was conducted through unanimous consent. The agreement has been signed and is now in place because there was action between Board Meetings, we should ratify and confirm.

Motion: F. Oliverio moves to ratify the PCYC Donation Terms. Seconded by F. Fidler.

Discussion: C. Hassler, did PCYC make any changes to the agreement. J. Treu, there were no changes, however, the formal officer names for PCYC and Coaltrain Corporation were added. It was identical to what was circulated to the Board. Our Executive Team has provided some proposals for the build-out of the campus. The Tire Recycling Company has officially pledged a 2-million-dollar donation in-kind to assist with build out of a potential track and field, soccer field, and other surfacing materials. C. Hassler, does that require any Board Action? J. Treu, it doesn't, this is just a pledge to give us 2-million-dollars in-kind donation. F. Oliverio, so I understand, this is a donation being pledged over 10 years? J. Treu, yes, because the plant is under construction, and they understand our campus is being built over time as well.

Outcome: Motion is unanimously approved by the Governing Board.

III– Expansion of Governing Board/Appointment of Additional Board Member

J. Treu, one part of the PCYC terms is an expansion of the Governing Board for purposes of appointing an Ex Officio Board Member for 3 years. The Foundation also agreed to that, so this member would join the Foundation Board as well as the WVA Governing Board. To do that, we need to add a provision to our Bylaws because it's a Board appointment that is Ex Officio. We currently have one Ex Officio Board Member for the ACF, so we can mirror that language. We will need to add a provision in 3.0.3.C stating we are appointing an Ex Officio Director to be appointed by the PCYC.

F. Oliverio, is PCYC picking the Ex Officio Director?

J. Treu, yes, I suspect it will be Glenn Larew. The period of time would be May 1, 2023, to May 1, 2026.

C. Hassler, do we need one motion or two to increase the Board Membership to eight?

J. Treu, we just need one, the update to the Bylaws will update that automatically.

C. Hassler, this is slightly different than the ACF Ex Officio because it is a three-year term.

J. Treu, exactly, which is why we need to update the Bylaws.

F. Oliverio, does Ex Officio have a vote?

J. Treu, Yes. We don't have to amend the Bylaws to add to the Board. The Bylaws just set a minimum number of Directors which is five. So, we could do an official motion as well to increase the Board Members to eight to cover our bases.

Motion: F. Fidler moves to expand the number of Board Members to eight during the period that the Ex Officio Director from the PCYC Inc. serves on the Board which will automatically reduce by one Board Seat when that term expires on 5/1/2026. To amend the Bylaws Section 3.0.3 by adding subsection C. to state Ex Officio Director appointed by the Preston County Youth Center Inc ("PCYC"). For the period from 5/1/2023 to 5/1/2026, an Ex Officio Director may be appointed to the Board by the PCYC by official action of the Board of Directors of the PCYC. Seconded by F. Oliverio.

Discussion: J. Treu, I will let the PCYC know so that they can take action to appoint somebody to the Board.

Outcome: Motion is unanimously approved by the Governing Board.

IV– Board Chair Updates (Finances, Director, etc.)

J. Treu, in the last Board Meeting we directed the Executive Team to reach out to American Preparatory Academy for a Contracted Director. We entered into the IP Agreement and some of their members actually came out today to visit the Academy. They have not presented somebody yet and visiting us today really will help them to identify our needs. We are hopeful in the next couple of weeks we can have some very proactive conversations. It is a great organization, and they met with our teachers today which seemed to go really well.

J. Treu, regarding finances, cash position wise, we will need to consider a bridge loan that will get us through to December. We are looking into a number of things to bridge that gap. The way our funding comes in, in August-December we have lesser funds and establishing a line of credit may be helpful and ideal. We are looking at pursuing that. We do need approximately \$100,000 in June-July as well as in the Fall. There is nothing to do here in terms of motions at this time. Does anyone have other questions or updates?

C. Hassler, you were on the radio this week addressing what was going on at the Supreme Court with Charter Schools, could you give us an update?

J. Treu, sure, there was a case about 18 months ago, there was a lawsuit filed that only school Boards can authorize Charter Schools. That case was filed in state district court and the Judge granted an injunction in December right after we were authorized, this caused the pause at that time. The State and Supreme court then agreed the injunction shouldn't have been issued and was intermittently lifted.

F. Oliverio, was that unanimous?

J. Treu, I can't recall for sure, but I believe so. Oral arguments and additional processes are then conducted, oral arguments were held this week which is what I was asked about. A decision can now be issued at any point in time, in normal cases its typically 4-6 months later. Worst case scenario is the school would continue as a Hope Scholarship School, which would be difficult, but we could do it. We knew this could be a possibility, so we do have a contingency plan.

F. Oliverio, it was unanimous.

J. Treu, so yes, the Supreme Court unanimously lifted the injunction. It would be surprising if anything changed but it could happen.

C. Hassler, who presented the case?

J. Treu, Charter Schools are defended by the State Attorney Office.

C. Hassler, regarding the Foundation, it exists, is there a Board?

J. Treu, there is a Foundation Board. The Foundation is a related entity with a mission to support WVA. It's similar to West Virginia University. The Foundation assists if we ever needed to transition over to Hope Scholarship School.

C. Hassler, so who is on the Foundation Board?

J. Treu, it is small, it is me, Heidi, and Susan. Glenn Larew will be added as a condition of the PCYC Donation, he will be a permanent member of that Board. The Foundation Board is a holding company, we don't hold formal meetings, and there is no action. The WVA Governing Board completes all of the action and makes the decisions. No formal motions were conducted.

Motion: A. Woods moves to go into an Executive Session. Seconded by C. Hassler.

Discussion: None.

Outcome: Motion is unanimously approved by the Governing Board.

V– Legal Updates (Executive Session)

Governing Board conducts executive session which begins at 7:45 P.M. and concludes at 7:56 P.M.

Motion: T. King moves to conclude the Executive Session. Seconded by S. Dull.

Discussion: None.

Outcome: Motion is unanimously approved by the Governing Board.

VI– New/Additional Business

J. Treu, next week we have our production of Mary Poppins, we also have the Sports Banquet, and the Basketball Fundraiser (student athletes versus faculty and staff) which is exciting. Any other announcements or new business?

F. Oliverio, if a child is returning next year, what needs to be completed?

J. Treu, the enrollment form needs completed for that child. You can call Kelly Booth at the Front Desk if you want to confirm the process was completed properly.

A. Woods, I have a question that I saw from our Facebook Page. What is the IB Status of the School going forward?

J. Treu, there are three categories, application/documentation/fees, candidacy status, and then you become an official IB School. We should be officially recommended as a candidate for IB in

the upcoming days. It's a process, but we are days away from moving to Phase Two of the process.

C. Hassler, is there a plan for public announcement of the PCYC Donation?

J. Treu, yes we are working with Glenn, we want a press release regarding the pledge and donation. We have been in the news a lot lately which has been really positive. That is something coming early next week, again, we are coordinating with Glenn.

T. King, are there further updates on enrollment for the 2023-2024 Academic Year.

J. Treu, enrollment is growing, we are currently at about 385 students. Pre-K and Kindergarten are full, first grade is close to full as well and there is a waitlist that has begun. The Facility can hold about 480 at maximum capacity, we are continuing to accept for the Fall.

C. Hassler, can the school take on virtual enrollments?

J. Treu, we are not a virtual school, so purely virtual isn't possible, Students do have attendance requirements in-person. Athletes can join our School through the Hope Scholarship, we can provide classes to them this way.

F. Fidler, when is the next meeting?

T. King, if it is according to the previous minutes, it is scheduled for 7/20.

J. Treu, yes that would be our annual meeting, we can call one ahead of time if we need to. This is where we re-vote on members of the Board, Stephanie will take the Ex Officio position for the ACF. Three of our Board Members are not available, we could consider changing the date.

C. Hassler, so in that meeting, anyone rolling off of the Board, are they are still in that meeting?

J. Treu, as the ACF President, you'll switch over the ACF Presidency when the school year ends. Board action is not required for this. If a meeting was held in the interim, you would still attend. I do think we should acknowledge Curt's service as ACF President and serving on our Board. Certainly, a thank you as this first year wasn't easy.

C. Hassler, thank you, are there other folks circulating off the Board?

J. Treu, yes, so I'll need to contact and reach out to anyone who is scheduled to rotate off. If those individuals want to continue, it can be made known at the meeting, and can be voted upon.

General discussion held regarding possible dates for the next Board Meeting.

Motion: F. Oliverio moves to move the annual meeting to 7/6/2023. Seconded by A. Woods.

Discussion: None.

Outcome: Motion is unanimously approved by the Governing Board.

Motion: T. King moves to adjourn the meeting. Seconded by F. Oliverio.

Discussion: None.

Outcome: Motion is unanimously approved by the Governing Board.

[Minutes approved on 7/6/2023]