



West Virginia Academy, Ltd.  
Governing Board Meeting  
April 13, 2023 | 6:00pm (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)

**Not in Attendance:** Frank Oliverio (F. Oliverio)

I - Approve Meeting Minutes to Prior Meeting(s)

**Motion:** S. Dull moves to approve the 3/16/2023 Board Meeting minutes as circulated.  
Seconded by A. Woods.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

II – Presentation to Board by Faculty of Visit to American Preparatory Academy (APA)

J. Treu, APA has inspired many aspects of WVA, to improve the Faculty's understanding of how these methods work, we flew some of the Faculty out to observe and they would like to present some information on their observations to us as the Governing Board.

Suji Kwon, Faculty would like to present information to get the Governing Board's approval for the APA and IP Agreement, we would like to show our support for this. Our goal is to have a Charter that is different and special from the standard education children receive at public schools. The difficulty has been implementing as it is so new and different. It was helpful for Faculty to observe, however, it needs to be implemented to everyone. This has always been our vision, but we need a little push to get us there. It is difficult to get Students to focus and maintain attention, APA gears curriculum towards this, so the Faculty will know students are engaged and successfully learning.

Professor Connie Eli, I had the pleasure of speaking to the ACF when I first arrived back from Utah in March, the main thing I brought back from APA is why doesn't every school do what they do? Professor Eli explained the experience as whimsical, noting APA students were very engaged, focused, happy, and confident. After break, we changed the culture at WVA with Champs Bootcamp after jotting down notes, interviewing, and taking small pieces from our experience at APA. This agreement would allow us access to the curriculum and training materials for our Scholars- improving the outcome for Scholars, Faculty, and WVA.

Professor Jen Ireland, After visiting APA, I realized my whole first term with my Scholars could have been very different. After implementing what I saw at APA, my Scholars are thriving. Before visiting APA, I had to change my schedule, find new ways to engage my Scholars, and teach them to be responsible.

Champs helps the lesson to keep going, behaviors are minimized, and Scholars are interactive and engaged both in class and between classes. APA Teachers were prepared with materials and curriculum, and focus could be placed on the Scholars who were happy and again focused. Positives from Professor Ireland included continuity in grade level materials, Scholar focus and time management including 1:1 teaching and engagement, Scholar confidence and responsibility.

Professor Lily Vredingburgh, Education is focused on Scholars and the curriculum allows me to monitor throughout the lesson if Scholars are understanding, I can stop, revisit, and reteach as I go, therefore my Scholars aren't getting behind. Scholars also build confidence and aren't afraid to answer questions. With the 180-day curriculum, it's easy to know where we are at, in each subject, everyday across the board. State Testing is also relevant as the curriculum allows the student to meet where they are at, as well as at their Grade Level, minimizing the gaps in education that some Scholars experience. The Curriculum also addresses every standard and is pre-paced, so everyone is at the same place at the same time. Positives from Professor Vredingburgh included structure and class responses/repetition. Professor Vredingburgh also presented WVA parent testimonials and video examples from her APA experience.

J. Treu, one thing to note is we have the majority of this curriculum, the training to deploy it is what we need and is a really important component.

Suji Kwon, we want to teach all of our Faculty to use the curriculum, be on the same page, and provide the same instruction. The IP Agreement is much like a toolkit, with key things that we need. This includes grade level learning and direct instruction learning with a 180-day plan, implemented as best-practice preventing gaps in education for Scholars. Overview of items included in the IP Agreement as well as associated costs and possible alternatives to funding such as grants/scholarships, and alternative payment plans were discussed.

J. Treu, we are aware of the financial status of WVA and going forward, funding will be steadier as we know enrollment rates, and Legislature has made some improvements in funding. Federal funding will also begin next year, again, we are unsure what to fully expect, however, we do have some additional funds to cover the expenses for the IP Agreement and Curriculum. There are other sources of funding we are considering as well.

### III – Approval of the APA Intellectual Property Agreement and Contracted Director Position

J. Treu, we would be authorizing the Officers and Executives to negotiate and enter into an IP Agreement, subject to approval by legal counsel which would be Frank Oliverio.

T. King, what timeline are we looking at?

J. Treu, ideally, we move quickly in order to provide training and maximize potential for the upcoming Academic Year.

S. Dull, this is the vision that was had from day one, and although some staff have already implemented these pieces, this will help to implement across the board.

Lengthy and general discussion was held between Governing Board Members and present Faculty Members.

C. Hassler, I'm sold on the curriculum, my ongoing concern is the financial perspective.

Suji Kwon, there will be a new influx of funds next year, in addition to prospective grants and other funding.

J. Treu, from a cash perspective, this agreement is more helpful due to the contracted lower payment amounts month to month.

Suji Kwon, these are considered operational costs, and we need permission and approval to sign a contract with APA for five years.

S. Dull, we would be spending the money on curriculum regardless, without the training benefits.

J. Treu, obtaining the previous year's curriculum was difficult and not sustainable or viable moving forward because we have depleted the supply available that did match our curriculum.

J. Treu, we will have access to the curriculum, we will need to print and bind the materials every year. APA has been extremely generous with their time and helpful, irrespective of if we do or don't enter an agreement with them.

C. Hassler, so what I heard from John and Suji is that this agreement will not cause a financial crisis and you're willing to go on the record with that?

J. Treu, yes, I mean everything we do here is on the record. If we do the payment method, this does mirror when our funding comes in from the State.

**Motion:** A. Woods moves to allow the Executive Team to enter into an IP Agreement subject to approval by Legal Counsel- Frank Oliverio. Seconded by F. Fidler.

**Discussion:** C. Hassler, what is the time frame on entering the agreement? J. Treu, APA has a standard-form agreement that we can make changes to, my thought is F. Oliverio as the Lawyer will review and once signed off by both F. Oliverio and the Executive Team, everything moves forward. The agreement would begin July 1, 2023, and run for five years, as curriculum improves, we have access to that indefinitely. T. King so the benefit is that if we enter into this agreement now, over the summer, Faculty has access to materials and to begin training before the Academic Year improving organization and consistency. C. Hassler, can we discuss the training plan again for the teachers? Suji Kwon, someone from APA will come out for five days and we will have access to the training videos and materials. This will also help to support new teachers and staff. C. Hassler, is there sufficient time to get training completed? J. Treu, yes there are two weeks of scheduled staff training prior to the Academic Year beginning.

**Outcome:** Motion is unanimously approved by the Governing Board.

J. Treu, the other half of this is the potential for Contracted Director through APA. The current Search Committee has been on pause due to Legislature. Heidi has been acting director and one possibility the Executive Team has discussed is contracting with APA to send a Director for 1-2 years. For this to be a possibility, the IP Agreement needed to be approved. F. Oliverio who is not present, did previously suggest in my conversations with him that we terminate the Search Committee so the Governing Board itself makes the decision on hiring a Director. What we do need to consider today, is giving our

Executives authority to go and negotiate with APA and bring candidates for the Governing Board to review and possibly approve.

C. Hassler, so back to my previous question regarding funding and costs.

J. Treu, we do need a Director, and I can speak on Heidi's behalf that she won't be filling this position next year, and this isn't an expense that we can avoid.

S. Dull, I think the previous search showed us that there isn't a good candidate in West Virginia, particularly that will be able to do what we have just seen.

T. King, what is the long-term plan for this contracted Director? What happens after two years?

J. Treu, ideally, we bring a contracted Director for twenty-four months, after year one, we evaluate and consider bringing on an Associate Director to support or take over in the case that the contracted Director does not intend on staying. We would re-evaluate after year one. Again, because it is a contracted Director, if unforeseeable personal circumstances come up, APA would be contracted to provide us with another Director for assurance. We would need to be available as a Governing Board to interview the candidates. The Executive Team would contact APA and do the legwork in getting candidate recommendations to us.

**Motion:** A. Woods moves to disband the current Search Committee. Seconded by T. King.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

**Motion:** S. Dull moves to authorize the Executive Team to enter negotiations regarding a Contracted Director subject to Governing Board Approval. Seconded by T. King.

**Discussion:** C. Hassler, I'd like to receive updates from the Executive Team. J. Treu, I think that is appropriate. C. Hassler, if a candidate is brought forward, the Governing Board would be interviewing? J. Treu, the whole Governing Board would be invited to conduct the interview either in-person or via Zoom, scheduled by the Executive Team. A. Woods, is there a budgeted amount for the Director? J. Treu, yes and with increased enrollment again, additional funding is expected in year two.

**Outcome:** Motion is unanimously approved by the Governing Board.

### III– Potential Transformational Gift of Preston County Youth Center (PCYC)

J. Treu, we were approached by Glenn Larew who currently owns the PCYC, which is a steel building with basketball courts, and additional space which there is available funding to build things such as classrooms. The original vision was an after-school facility to benefit the youth of Preston County. Unfortunately, Glenn ran into issues with the DHHR who wants to oversee his after-school programs. WVA went through similar issues with DHHR, which was resolved with recent updates to Legislature. Glenn's vision isn't going to be realized and he would like to move forward with donation of the PCYC facility to WVA, which would be an approximate \$3-5 million donation. We wouldn't be able to take a loan out to fund operations, however, this would allow us to consider lines of credit, that in current time, we don't have access to. We also need to go through a favorable audit for our Charter and having this property on our books would be helpful, so assets do not exceed liabilities. Glenn has also indicated

that there is about \$300,000-400,000 in funding still available- such as for a possible stage, classrooms, and other items seen in the proposal.

The Executives did put together a Proposal, which Glenn has put before his Board, and they have essentially chosen to move forward. Glenn's expectations are summer programs, after-schools programs, and the idea of a Preston County Campus. Our Charter does allow multiple campuses as long as there is demand to support it. Terms of the proposal and agreement with PCYC have been in discussion, however, are not finalized.

C. Hassler, has there been discussion on how many employees we would need for the PCYC location?

J. Treu, we have made some considerations, but we would really need to know which route we are taking here.

A. Woods, so if the gift were to be accepted, that doesn't necessarily mean the school would be moving there?

J. Treu, correct, essentially, we would be taking over after school and summer programming and then create some kind of presence in form of a Preston County Campus so long as there is demand for it.

C. Hassler, I like the idea of another campus with Pre-K/12 ultimately. Would enrollments be separate from WVA?

J. Treu, it would be an additional campus location, their enrollments numbers would be part of our enrollment numbers under the same umbrella.

C. Hassler, logistically what is the soonest Pre-K/K would start?

J. Treu, the soonest would be this fall, however, logistically the following year (2024) would be the most realistic approach. We wouldn't want to expand too quickly due to funding, and realistically, starting off slower allows for lesser risk. Glenn would like for us to start with the after school and summer programming this summer. As a Governing Board, are we willing to consider accepting, just knowing there are obligations.

T. King, I don't think we are in a good place to start a new campus location for 2023, however, I think down the road this could be a great goal.

A. Woods, ideally we are thinking next fall (2024) not this fall (2023)?

J. Treu, yes, and I have had this conversation with Glenn as well, it would be tricky to start this fall (2023) and essentially, I've communicated we can do it, however, we would need a donation in order for this to be successful to fund staffing.

T. King, so to be clear, we would be committing to operating the after school programs and summer programs.

J. Treu, correct, after school programming and summer programming. Glenn's mission aligns with ours, as an organization we want to benefit Mon and Preston County, this is a great opportunity to benefit Preston County.

Further lengthy discussion regarding the Executive Team’s proposal, future options for a potential Preston County Campus, use of the facility, pros and cons of receiving this potential gift, and time constraints.

C. Hassler, I wouldn’t want to vote to move the current secondary students to the PCYC Campus.

J. Treu, neither would I, this is a potential proposal but again, in order to do that we would need to verify current families want that. We aren’t promising to move the secondary students there, we are however, promising to start a campus out there, again depending on financial viability and demand. Whatever conditions come with the gift, must go before the Governing Board for approval. The Executive Team would move forward with support of the Governing Board, the agreement would then be circulated to the Governing Board.

**Motion:** C. Hassler moves to direct the Executive Team to accept the gift subject to Governing Board approval of conditions for such acceptance. Seconded by A. Woods.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

#### V– Assignment of Option to Purchase Falling Water Property to Potential Developers

J. Treu, we have an option to buy the property until May 1, 2023 with a possibility to extend this if needed, given we are planning to move forward with expansion of the property. The property is 19 acres, and the benefit is its right next to the Falling Waters Development. The downside is barriers do exist and need further evaluated, IE: the roadway, water access, and funding. The original Developer we met will no longer invest in out-of-state Charter Schools which did pause the development of the property. We can also consider assigning the purchase, ideally, to someone who can put the funding into it to develop and lease it back to us. We are still searching for a developer. If we can assign or identify a buyer, it would need to go before the Governing Board. Long term, our current facility works great for Pre-K/5<sup>th</sup> grade, however, another campus location would be beneficial for the secondary students. We are locked into a 5-year lease at the current WVA location.

General discussion held regarding barriers to developing the property and investments needed to do so. No formal motions or action taken by Governing Board Members in relation to the Falling Water Property.

**Motion:** A. Woods moves to go into an Executive Session. Seconded by T. King.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

#### VI– Legal Updates (Executive Session)

Governing Board conducts executive session which begins at 9:12 and concludes at 9:25.

**Motion:** F. Fidler moves to conclude the Executive Session. Seconded by A. Woods.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

#### VII– Clarification of Policy for Budget Approvals in Relation to Legal Matters

J. Treu, I would like to discuss clarifying policies for our Executive Team to have the ability to operate and respond to any legal matters, particularly, in relation to matters that need dealt with promptly.

**Motion:** S. Dull moves to grant the Executive Team the authority to respond to legal claims and matters up to the amount of the insurance deductible which could exceed the previous limitation of \$5,000. Seconded by A. Woods.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

#### VIII– New/Additional Business

J. Treu, I will not be in town or available for the next scheduled Governing Board Meeting. Do we want to change the meeting?

General discussion between Governing Board Members that it would be beneficial to move the meeting up.

**Motion:** A. Woods moves to accelerate the previously scheduled meeting to May 11, 2023 at 7:00 PM. Seconded by S. Dull.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

**Motion:** S. Dull moves to adjourn the meeting. Seconded by A. Woods.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board.

**[Minutes approved on 5/11/2023]**