



West Virginia Academy, Ltd.

Governing Board Meeting

February 15, 2024 | 7:00 pm (EST)

**Board Members Attending:** John Treu (J. Treu), Susan Dull (S. Dull), Trista King (T. King), Stephanie McWilliams (S. McWilliams), Allison Woods (A. Woods), Kevin Summers (K. Summers), Carolyn Sharette (C. Sharette)

*Note: A. Woods participated in the meeting, but A. Woods had already withdrawn her last child from the school earlier that same day and so, pursuant to the Bylaws, A. Woods was technically no longer a voting member of the Board at the time this meeting was held. S. McWilliams was an ex-officio and non-voting board member pursuant to the Bylaws, and as discussed in this meeting. Inasmuch as the voting rights as well as the Bylaws themselves were a matter of dispute among the board members, the discussion of which is included in these minutes below, the Board Chair permitted A. Woods and S. McWilliams to vote on all matters so that their votes would be preserved and recorded in the event of any successful challenge to the existing Bylaws or a successful vote to reconsider, which motion to reconsider the Bylaws vote, which was voted upon toward the end of this very meeting. In the absence of A. Woods and S. McWilliams, all motions in the meeting carried by a vote of four in favor and one either against or abstaining, whereas the inclusion of their votes would have made the voting four in favor and three against. The specific votes by each board member are more particularly described in these minutes for each motion considered at the meeting below.*

J. Treu, this is the meeting of the Board of Directors. We held a meeting of the Members and the Board. There was not a quorum of the Board, there was a quorum of the Members, therefore no board action was taken, minutes were not approved, we did not conduct other business, we only conducted the member business which was to appoint members of the board. In that vote, the two nominations were to appoint Kevin Summers for Frank Oliverio's seat, and Carolyn Sharette nominated and appointed to Frank Fidler's seat. Both nominations were approved unanimously by the Members, they are new board members as of now.

The first item is that because the notice of the meeting was proper and was provided under the requirements of OGMA, Carolyn and Kevin are brand new members and therefore by participating are waving notice.

C. Sharette, I wave notice of the meeting.

K. Summers, I wave notice of the meeting.

J. Treu, at present, we have seven members of the board present. The first item of business is public delegations, that delegation is not present. The next item of business is updates from the Board Chair.

### **I - Approve Meeting Minutes to Prior Meeting(s)**

Not applicable- agenda item was not addressed.

### **II – Updates from the Board Chair**

J. Treu, my only updates were really just regarding questions on financials. Trisha Endaz is the keeper of the books, if you have questions, you can communicate with her on that. She will be providing updates whenever they are needed. Those updates will be on the Board Agendas typically going forward. The audit is still underway. Trisha is present and can provide an update.

T. Endaz, we are working with a professional and teaching audit team. I am here to share that everything they have asked for we were able to provide. It has been a very thorough process; they are somewhat of an under manned and over worked team. They are getting all of the details; we do have a draft audit report. They will now work with us on category and program financing so it will be easier to provide budgets. Coming into next school year, we will have a budget you have never seen and as funds come in, we will be delegating to individual programs. Please send me an email if there is anything you need. We are really setting a precedent now; I came in at a good time with the audit in progress.

S. McWilliams, can I add point of order about the newly elected people. The special meeting requires a quorum of the board and members per our current bylaws unless there was that addition that was made by F. Oliverio. So how did that happen?

J. Treu, so the addition dealt with having a quorum of the members. We don't have a provision that says what a quorum of the members is, so usually, if it isn't specific, it reverts back to the WV non-profit code. The provision is specific to quorum of members, in that, it says there is a quorum of the members if we have members from every class of members.

S. McWilliams, so last week we didn't have quorum but this week we do, doesn't that set precedent.

J. Treu, it doesn't, you just follow the law. I didn't want to act outside of the rule. I didn't anticipate there wouldn't be a quorum. It wasn't clear at that time. You need a member from each class, we had members from each class, directors, officers, and directors of the foundation which constitutes a quorum.

S. McWilliams, the action taken was at the advisement of the PCSB and James Paul. He has serious concerns about certain potential charter violations specially in relation to the passing of bylaws that has been brought up as a concern since then. So, his advice was not to add anyone or make any changes to the organization until that takes place.

J. Treu, I had a call with him today and that wasn't consistent with what he said to me. James Paul is the Executive Director for the authorizer, he doesn't necessarily tell us what we have to do, obviously if there is a violation, we do have to correct them.

S. McWilliams, I would like to just go on record that I object to the new Board Members.

J. Treu, does anyone else want to object.

T. King, I object as well. I don't appreciate Board action being taken without the consideration of others whose voices should matter.

J. Treu, do you mean Board Action or Member Action.

T. King, in general, any action.

J. Treu, so you think we should not have taken action.

T. King, that's correct.

S. McWilliams, it has been made clear that voices don't matter if they aren't in complete and total alignment with a singular vision.

J. Treu, I don't think that is true. You go by majority and there is always a sense on matters and that's appropriate. I've proposed things that haven't gotten passed.

T. King, but it isn't ok to disagree, and you've made that very much a point. Anybody that tries to speak and have a voice is told why they are wrong and how things should be.

J. Treu, that's subjective.

T. King, I just don't think that's a good vision for the school.

S. McWilliams, in the charter, it states we should respect individual opinions. I think you're stating now that this isn't demonstrated consistently in board actions and voices are suppressed as a result of that.

J. Treu, I don't suppress your votes.

S. McWilliams, that isn't true.

J. Treu, once again this is subjective, and I think we need to move on with the business. Your point is stated.

S. McWilliams, you did suppress my vote because we took action at the Bylaw meeting where changes were made. Our legal individual wasn't present, and he asked for a delay. I asked for a delay. After the fact, individuals who were forced to vote, voiced concerns about what was being passed. What was inserted, changed the entire power structure of the organization to ensure those who aren't playing a bigger role don't have a voice. You did suppress my vote,

because I clarified numerous times that my vote was still valid and present and just last week you decided it no longer counted. So, there was action taken.

J. Treu, I explained in email. So as far as I knew you had a vote because I thought you were appointed. I went back and was surprised to find that you weren't appointed in the annual meeting which meant you were ex-officio non-voting. Everyone I talked to thought you were appointed. That was a mistake I'm sorry I didn't know. I would think between you and me you could remember if you were appointed.

S. McWilliams, I remember it was discussed and I was welcomed to the Board.

J. Treu, a vote wasn't held. The minutes don't reflect that.

S. McWilliams, I think the challenge here is why was the change needed? What is the purpose of having someone show up at every meeting, do tons of work for the school, and not have a voice. In your voicemail to Trista, you said that wasn't our intention, we didn't want to do that.

J. Treu, we didn't.

T. King, so what changed then?

J. Treu, nothing changed, it's just that isn't what we did.

S. McWilliams, so you misread and misunderstood and now are redefining.

J. Treu, it's not redefining, it's just following the rules the way they are. I understand you are upset.

T. King, so what happens with the motions and actions that Stephanie has voted on?

S. McWilliams, so I made the motion to make Holly COO.

J. Treu, so usually, when you make bylaw changes the bylaws are effective as soon as the meeting concludes. So those actions would still be valid because you still had the vote at that time.

T. King, but the question is why can't Stephanie have a vote?

J. Treu, she would have to be voted by the Members.

S. McWilliams, we could appeal your interpretation as that precedent was set since no one wanted that change to happen.

J. Treu, usually you call a member meeting to appoint someone as an elected director.

S. McWilliams, that's what we are questioning happened earlier today.

J. Treu, did you nominate yourself to be an elected director at the meeting today.

S. McWilliams, no. I'm talking about election of people when there isn't a quorum present.

J. Treu, a board meeting can be held, even without a quorum. What can't happen is a board can't take official action if there isn't a quorum. The meeting was of the members and directors which it was, now we didn't have a quorum of the directors. We had to skip the meeting minutes and move onto the next item which is a member power. We did have a quorum of the members; they took their action and its valid. I think I've repeated myself and I think we can move forward.

### **III – Proposed Revision to the Bylaws**

J. Treu, we essentially have two proposals. One was from Trista indicated that she wanted to go back to the prior version of the Bylaws, she didn't submit specific language on that. F. Oliverio submitted a change/clean up document which I am fine with.

S. McWilliams, I also submitted something.

J. Treu, you submitted a change?

S. McWilliams, correct.

J. Treu, but yours wasn't a change to the language, it was just comments on the changes that were made.

S. McWilliams yes concerns about individual bylaw changes potentially in violation of the charter or are otherwise problematic.

J. Treu, you submitted comments, but did you submit proposed language.

S. McWilliams, no.

J. Treu, so what I think would be best is we are less than 30 days until the audit will issue as the deadline is March 15. The sense of urgency is that we were being audited on the bylaws and we wanted to make sure they aligned with our processes. The information was requested within five days of that meeting. I think with an audit still underway and additional changes coming in that haven't been proposed, we should entertain a motion to table the bylaw revision until the next meeting and put it on that agenda.

S. McWilliams, can I appeal that decision please, I think it is absolutely essential.

**Motion:** K. Summers moves to table the bylaw revision until the next meeting.  
Seconded by C. Sharette.

**Discussion:** S. McWilliams, many of us have been bringing up concerns since immediately during and after the changes. I think it is absolutely essential to review the bylaws to ensure we are in compliance with the charter. I brought it to the PCSB as a concern, and he said the best thing to do is have it on the agenda and address it immediately before making any

changes in the organization, I think delaying is very problematic. C. Sharette, I think it is wise and in best practice not to make any changes while the audit is underway. Will the auditors be reviewing your bylaws and their alignment with the charter. J. Treu, the auditors are doing a financial statement audit, they don't compare the bylaws to the charter, their job is to compare our financial practices to the bylaws. C. Sharette, so after this audit is completed, then conducting an alignment analysis of the bylaws would be a good practice at that time. T. King, I have an additional comment, if this was for the finances, then why were so many changes slid into the bylaws that weren't discussed. J. Treu, so the bylaws were circulated days in advance, they are 14 pages long, so that is reading two pages per day in order to read them all before the meeting. Frank Oliverio, who is an Attorney, read all the bylaws and sent a redline to make it easier to read. S. McWilliams, only 24 hours ahead of the meeting. J. Treu, he also made comments saying here are my questions but otherwise they are fine and then didn't attend the meeting. The bylaws were passed with a 5-0 vote. There was an opportunity to ask questions but the majority of the board, in fact, unanimous voted in favor. S. McWilliams, I abstained because it was rushed and hurried, and we were essentially threatened into voting for them because of the audit. There was a lot of pressure. T. King, coercion is a timeline. S. McWilliams, the second point is I asked a question in that meeting, and I was lied to because many changes took place the following day which weren't in adherence to the answer you gave me. I asked about the make-up and power structure in voting. The very next day the VPs were told they didn't have a vote. J. Treu, so the VPs don't have vote in one thing, that's employment matters. I actually lost my vote on that too. The point is there was a week to review, and you didn't feel that was enough time which is subjective. The prior bylaws had no notice provision, the fact you had seven days is longer than was even required. The new bylaws actually created a notice period for it. I get you aren't happy with them; we can disagree, vote, and move on. S. McWilliams, the issue is with the change in structure, we don't count anymore. J. Treu, is there any further discussion. S. McWilliams, I believe it is dishonest and I don't think we should thank you for seven days to read a legal document, I think things were slid in there with the knowledge that they wouldn't quite get what was placed in there. We have been poring over them to make sure we understand them, they are in the best interest of the school, the teachers the kids, and the current structure is not. J. Treu, why not. S. McWilliams, because there are things slipped in that have changed the power structure that parents and other key players don't have a say, teachers are unhappy and can't speak up because they feel they will be held accountable in such ways, there are things with financial concerns of who is signing checks, which are potentially charter violations. There is a whole section on the end here about the WVA code of ethics which I don't even feel exists with the way people have been treated, I can use myself as an example. J. Treu, you keep repeating you aren't happy, the answer is the bylaws are valid. S. McWilliams, under duress, that is noted clearly in the minutes that Frank wanted to delay, others said we didn't have enough time to review this, you threatened and said otherwise we will have to meet on black Friday. J. Treu, right because I knew the audit was coming through and our financial practices didn't align. The old version was written for a board with no officers. T. King, right that information was provided to us, but the rest was left out. J.

Treu, the point is it was two pages which isn't unreasonable. The other issue is that you keep complaining about changing the structure like it is a huge major thing. The way officers were given a vote, but the way the officers were given a vote on employment matters was brought up in a meeting, voted on in a meeting with zero notice, no time to think about it. Now it's like well lets remove me and the VPs, so the key officers that we as a board appoint, they then vote on employment matters. We had seven days' notice of that change as it was provided in the Bylaws, we voted unanimously for it, and you're unhappy about it. We didn't do anything wrong. I'd like to move on at this point and table until the next meeting.

**Outcome:** In favor- C. Sharette, S. Dull, K. Summers, J. Treu. Opposed- T. King, A. Woods, S. McWilliams. Motion is approved- four in favor and three opposed. The bylaws will go on the next meeting agenda.

**Motion:** T. King, I would like to make a motion to reconsider the vote on the previous bylaws. Seconded by A. Woods.

**Discussion:** J. Treu, that is essentially the same thing we just voted on. S. McWilliams, to reconsider means to go back and revote on the thing that was passed under duress. It's a motion to reconsider the previous vote on November 16<sup>th</sup>. J. Treu, this would be a new business item, can you please hold that motion until new business. T. King, yes.

**Outcome:** Motion is held until the new business portion of the meeting.

#### **IV – Report on ACF Leadership Structure and Finances and Possible Amendment to Constitution of Committee Leadership**

J. Treu, I put this item on the agenda ultimately to the ACF organization. It is our local school improvement counsel. Stephanie is our president, who else is in the leadership structure.

S. McWilliams, Allison is our secretary, Lea Hassler is our treasurer.

J. Treu, who is the president elect?

S. McWilliams, Steven Oyler.

J. Treu, when was that held?

S. McWilliams, I can look back, it was September or October.

J. Treu, so essentially this motion is to have the ACF moved to an executive level committee. The logic behind this is the ACF needs to interact with the administration and teachers primarily. I haven't had interactions with the board and ACF, where the ACF needed something from the Board, but they do regularly need things from the administration and teachers. Typically, ACFs or PTAs have that type of interaction as opposed to interacting with the Board. With the changes to the bylaws, the board is more focused on setting policies and hiring

officers, those are two things the ACF isn't particularly involved in. So, my thinking is to entertain a motion to disband the committee and have the ACF assigned to the executive committee to reconstitute the organization and have it be executive level versus board level.

C. Sharette, do we have a motion on the table. Are you asking to disband or move the existing committee?

J. Treu, we wouldn't be disbanding the ACF, we are moving to an executive level committee and then it would be reconstituted in leadership structure.

S. McWilliams, can you please explain reconstituting?

J. Treu, the executive committee will lead temporarily and then appoint a leadership structure from there.

T. King how is the already taxed executive team going to handle that type of responsibility.

J. Treu, when the ACF was originally created, the Board created the ACF, the board was involved in setting up the meeting so parents could go to the meeting and create their leadership structure. If the committee is no longer a board level committee which is what I am proposing, the committee would disband. The organization would be assigned to the executive committee and they would do the same thing.

**Motion:** C. Sharette moves to move the ACF from a Board Level Committee to an Executive Level Committee. Seconded by K. Summers.

**Discussion:** C. Sharette, I can't see everybody, but I wanted to just say moving this committee is a very normal thing that happens in all Charter schools that I know of and the reason is because when the school first starts, everything has to be board level as there are no employees. It isn't a best practice for a board to be managing things that are day to day operations of the school so there is a point that you move these committees to executive committees. It is the accepted best practice structure so there isn't conflict.

S. McWilliams, I don't understand disbanding, whoever is overseeing makes sense but to Trista's point we are regularly told the Executive Committee is overtaxed, it seems premature to make that jump. We have been working very hard as you can see by the lengthy document I have put in front of you. We have answered please for the teachers, we have taken care of them when they are stressed, we take care of the students' needs, honestly, we have never even been told good job. It feels a little underhanded.

S. McWilliams, can we potentially hear comments from the audience, many of which are members of the ACF.

J. Treu, correct me if I am wrong but we have two members of the ACF Presidency on the Board.



S. McWilliams, correct but I just said it was very quickly dismissed so I figured voices to the many hands and hours of work would be nice to hear as it might impact the vote.

C. Sharette, I would like to recommend that the Board acknowledge this amazing work that the group has done. This committee of the board has been working and accomplished a lot of good things, I think we can recommend to the executive committee that they consider the structure that has been working and acknowledge the good things they have been doing as well.

**Amended Motion:** C. Sharette moves to move the ACF from a Board Level Committee to an Executive Level Committee, and with that, include a resolution of gratitude to the ACF, as well as a recommendation to the Executive Committee that they work with the current ACF leaders to make sure the good work that has been done can continue.

**Discussion:** T. King, I would like to add that the recommendation will mean nothing because there is no communication between the executive team and the board and that has already been evidenced so many times, Susan you haven't spoken on this matter. S. Dull, I am with the executive team regularly, but the communications in those meetings are subject to confidentiality. T. King, I understand but that isn't helpful. We are saying there is supposed to be more communication between the executive team and ACF and that's never happened or been easy. S. McWilliams, I will point out at the beginning of the year I provided a whole plan to the Executive Committee and Board Chair and I received zero feedback or acknowledgement. We have tried and we are doing very good things for this school. J. Treu, the ACF isn't being disbanded it is being moved. S. McWilliams, you used that word. J. Treu, no I said the leadership structure is being disbanded but the organization will continue. S. McWilliams, that's the same thing. K. Summers, the recommendation is to keep it in place but move from a Board Level Committee to the Executive Level. In my interactions with other schools, they have never been part of the board, they have always followed under the leadership. S. McWilliams, I'm not completely opposed to that thought, but we have been blacklisted and no longer wanted to do all of this work. Second, as I tried to communicate, getting help oftentimes is ignored from the executive committee. So the challenge is, we say lets do better with communication, but it hasn't helped. That is my concern with making the shift, I don't know that it would be an improvement overall. T. King, who will now manage the funds that come through the ACF. J. Treu, they would have a treasurer similar to what they have now, we aren't eliminating the ACF. S. McWilliams, we aren't assuming, it has been said numerous times that we will just disband you, so I want to make sure that's not what is being said. J. Treu, so when I say disband the committee, it is in fact, moving from board to executive level and reconstituting. In terms of disbanding the organization, we are just switching the leadership team. S. McWilliams, I just want to make sure we are understanding the terms. T. King, I don't understand what the benefit of this is. J. Treu, that's fine. Do you want me to repeat it again? T. King, I do yes. J. Treu, that's fine, I would just echo Carolyn's comments and my own that having the ACF interact directly with the Executive Team and have regular meetings with them would be a benefit. The main people that interact with the ACF would be the administration, executive team, and the

teachers and for that reason I think it should be an executive level committee. You want the parent groups as close to the teachers as possible. That is my opinion, you can disagree, and I don't know if you understand but I'm telling you that is my take and logic on it. T. King, I don't agree, there is no benefit as there is already interaction between the teachers and executive team. Professor Eli and other teachers have been at the meetings, Holly has been at the meetings, you yourself have been at the meetings and so has Heidi, so there is no change. S. McWilliams, from our Treasurer, we have recently been asked to pay for hockey sticks and a particular trip, and Lea has asked numerous times for documents so we can help and nothing, its crickets. I don't know that this move is actually going to improve anything, I'm not sure change is really going to happen, and it seems like that is the goal.

**Outcome:** In favor- C. Sharette, K. Summers, S. Dull, J. Treu. Opposed- T. King, A. Woods, S. McWilliams. The motion passes four to three.

S. McWilliams, I just have a general question, at the beginning of the meeting you said we have two new board members, have they had their background checks completed.

J. Treu, yes they have.

## **V – New/Other Business**

J. Treu, sorry Trista did you have a motion.

**Motion:** T. King, I would like to make a motion to reconsider the vote on the Bylaws at the November 16, 2023 meeting. Seconded by A. Woods.

**Discussion:** S. McWilliams, again the challenge is it was done under a very speedy pressure to pass these through. I know you say seven days is plenty but those who are not lawyers, it takes us some time to get through these things. A little extra time would have done everybody good, and our legal person was not at the meeting to answer questions. Again, I don't think the questions were answered thoroughly or honestly. Trista said she felt coerced, and you dismissed it, and I think that is a very sad state of affairs to simply dismiss that. J. Treu, saying there is coercion is a legal statement and there is a standard for that. I was truthful in saying the audit was coming and saying I think it is best for the organization to pass before the audit starts. T. King, it also directly happened after an Executive Meeting that you clearly weren't happy with. J. Treu, oh I wasn't happy at all about that and that was in an Executive Meeting, and we can't talk about that. T. King, I understand we can't but I'm making it a point to say that all happened directly after that meeting. J. Treu great yes it did that is a factual statement. T. King, right so it was intentional. J. Treu, was it intentional to change the bylaws, of course it was. S. McWilliams, I think deception is what she means. J. Treu, I take issue of you accusing me of deception, once again, providing seven days is plenty of notice, I was available

for questions, and we only really answered questions raised by Frank. S. McWilliams, I asked a question, and I was not told an honest answer. J. Treu, I don't agree with that. S. McWilliams to make sure we all understand, coercion means persuading someone to do something by using force or threat. J. Treu, what was the threat? S. McWilliams, the audit and if we don't do this you'll have to be back here on Black Friday. J. Treu, that's not a threat, that's a fact, we had a deadline. We have the audit, its coming, there is a deadline, we need to move promptly. I did say we could meet again a week later, and you thought it was rude to say Black Friday but I offered that. C. Sharette, I had a question I'm sorry I can't hear everything. Has everyone been given an opportunity to speak on the motion. J. Treu, so the motion is to revisit the bylaws from the November 16th meeting. C. Sharette, I think her motion is to reconsider the vote. J. Treu, so you want to call the vote again? T. King, yes. J. Treu, so the motion is to then have another motion where we reconsider the vote. S. McWilliams, reconsidering does not require notice. J. Treu, I don't think we can make it without the bylaws. So now you want to reconsider the vote in the last meeting. S. McWilliams, yes, because it can only be done in the meeting immediately following. J. Treu, so what would be the outcome. S. McWilliams, we revert to the old bylaws, and we can go through them one by one like we should have done in the first place to make sure we are in compliance with the charter and law in the best interest of the school, teachers and students. J. Treu, so you want to change those back to the old bylaws in the middle of our meeting now and I'm not sure that it can be done, I won't support the motion and I don't think it'll have the majority but we will see. I just want it noted that I actually think it can't be allowed because there wasn't proper notice. S. McWilliams, there does not need to be notice. T. King, the reason I am asking for this motion is because I did feel coerced and there is always a timeline for everything that needs changed which has been the case from the beginning to currently and so I feel like these changes were made in hast and not in the best interest of the academy. It is also very clear to me that the new bylaws are unclear to you and others, and so I don't think there is a problem with going back to the previous bylaws to make changes moving forward so it is clear to everyone that we are acting in the best interest. S. McWilliams, that was recommended by James Paul at the PCSB. J. Treu, I don't think it was. I talked with him today about the bylaws and how they were passed. The point is I don't' think you can speak for him, nor can I. S. McWilliams, I am not speaking for him, I simply saying that is what was advised. T. King, I would like to ask an additional question, Carolyn or Kevin, have you been able to read over the new Bylaws and read the charter and be sure that it is in compliance. K. Summers, I read the ones that are online. T. King, to my knowledge it is the old copy not the new one. J. Treu, that's not correct. S. McWilliams, it was recently updated. We let James Paul know there was an update to the Bylaws since we were out of compliance, and it wasn't noticed in seven days. J. Treu, thank you, any other discussion. T. King, my additional comment is there is clear confusion about Stephanie's vote as an ACF Member, you left me a message/voicemail saying it wasn't your intention and she did have a vote and we are back tracking on that again, so I'd like to put that on record. J. Treu, the motion passed to move the ACF to an Executive Level committee, so I think that point is moot as the ex officio position goes away when it is no longer a board level. So even if we went back, that wouldn't alter whether she is an ex officio member

or not. A. Woods, but the action doesn't come into effect until after the meeting anyway. J. Treu, right that's fine.

**Outcome:** In favor- T. King, A. Woods, S. McWilliams. Opposed- J. Treu, C. Sharette, S. Dull, K. Summers. Motion does not pass- four to three.

J. Treu, is there a motion to adjourn.

*Note: Sean McWilliams, the spouse of S. McWilliams and a parent of children attending the school, interrupted the proceedings as a motion was being made to request to have his public delegation prior to the end of the meeting.*

A. Woods, we have a public delegation that was promised today.

J. Treu, public delegations are held at the beginning of the meeting. The delegate was disruptive in a prior meeting and so I am concerned if he is permitted to speak the delegate will not hold the two-minute limit. The delegations are held before not after.

**Motion:** C. Sharette moves to adjourn. Seconded by S. Dull.

**Discussion:** J. Treu, delegations are at the beginning of the meeting no after, so I am sticking to the rule. S. McWilliams, I had a question, have the background checks cleared? J. Treu, yes, that is my understanding. S. McWilliams, can we confirm, because if they haven't then their votes do not count. C. Sharette, do we have a motion, can we call a vote. J. Treu, I'll call a vote to adjourn.

*Note: Sean McWilliams continues to interrupt and begins reading his statement during the vote to adjourn and continues to make his statement for several minutes after the conclusion of the meeting.*

**Outcome:** In favor, J. Treu, S. Dull, K. Summers, C. Sharette. J. Treu, any other votes, this meeting is over, thank you.

**[Meeting minutes approved by Board on 04-18-2024]**