



West Virginia Academy, Ltd.

Governing Board Regular Meeting Minutes

November 17, 2022 | 7:00pm (EST)

Attending: Marie Fuhriman (M.Fuhriman, Board Member), Susan Dull (S.Dull, Board Member, Officer/Treasurer), Frank Fidler (F.Fidler, Board Member), John Treu (J.Treu, Board Chair), Curt Hassler (C.Hassler, Board Member),

Rebecca Bobincheck (President) added to meeting for purposes of waiving notice to officers and voting on New Board Member.

I - Approve Board Minutes from Prior Meeting

J.Treu identifies first agenda item and asks whether there are any proposed changes to the minutes. C.Hassler requests that formal motion be on table before discussion.

MOTION: C.Hassler moves to approve board meeting minutes from board meeting on 11/2/22. Seconded by S.Dull. (motion is amended during discussion below).

DISCUSSION: C.Hassler expresses concerns over accuracy of the minutes. J.Treu asks whether C.Hassler has an amendment to propose. C.Hassler indicates that any amendment may become moot after discussion of officer positions and proposes tabling the approval of minutes.

AMENDED MOTION: C.Hassler amends his motion in order to table approval of minutes. Seconded by S.Dull.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved.

Discussion of holding future board meetings in person in stead of via Zoom to increase parent participation and involvement. J.Treu notes that our bylaws direct that board meetings be in person and at the primary location of the school, but also permit online meetings. So moving to in-person can be done simply by providing notice of the meeting as in-person. Board members generally indicated that they favor in person meetings going forward.

II – Creation of PR Committee

J.Treu briefly discusses creation of PR Committee as a board level committee, noting that approval for the chair will need to be conducted in a meeting of the officers and the board. C.Hassler requests that the meeting be converted to an officer/board meeting by having the current officers, who are present, waive the notice requirements for such meeting so that the PR Committee can be formed with a chair in this meeting and not wait for the next meeting.

S.Dull (treasurer) and R.Bobincheck (president) confirm on the record that they waive the notice requirements for the meeting.

MOTION: C.Hassler moves to appoint Sarah Stewart to the Governing Board, create a board-level Public Relations (PR) committee, and appoint Sarah Stewart as the committee chair. Seconded by M.Fuhriman.

DISCUSSION: none.

OUTCOME: Motion is unanimously approved by the governing board and officers.

Discussion of S.Stewart position and questions relating to the term of her appointment. F.Oliverio notes that S.Stewart filled S.Dodda's spot on the board and the term was already established, so S.Stewart will complete the remaining three year term of S.Dodda. J.Treu notes that S.Dodda's term runs to 2023.

III – Creation of Search Committee for Associate Director

Discussion of budgeting for associate director position. J.Treu notes that funding for an associate director position is available with current funds and that, in the following year, a position for executive director can be funded with more room in the budget from reimbursements and grants. C.Hassler suggests posting should be for executive director and not associate director. M.Fuhriman questions appointment of H.Treu as director. F.Oliverio suggests that executive session is probably appropriate as the discussion in that session will likely impact what the search committee looks like. C.Hassler disagrees. J.Treu and S.Dull indicate support for going to executive session. J.Treu calls for motion to go to executive session to discuss legal, director, and officer positions.

MOTION: S.Dull moves to go to executive session. Seconded by F.Oliverio.

DISCUSSION: none.

OUTCOME: Motion is unanimously approved by the board.

IV – Executive Session Conducted

Governing board conducts executive session for 2 hrs and 25 mins.

Following executive session, J.Treu notes that meeting will proceed following the agenda with a slight adjustment with updates to officer positions, appointment of director search committee, and updates to Transportation Policy.

V – Update to Officer Positions & Officer Policy

S.Dull (Treasurer) formally resigns as Treasurer in order to accept an alternative officer appointment.

MOTION: F.Oliverio moves to remove Rebecca Bobincheck as officer and President, which removal is classified as extraordinary pursuant to the Bylaws article 4 section 4.04. Seconded by M.Fuhriman.

DISCUSSION: J.Treu notes that removal as President is not a termination as she will continue employed, but not in the role as President and she will return to a teaching role, the specifics of which

will be determined later. The board unanimously thanks R.Bobincheck for serving in a difficult startup situation for working hard. C.Hassler supports what J.Treu said.

OUTCOME: Motion is unanimously approved by the board. (one abstention, J.Treu).

C.Hassler notes the all officer positions are now vacant. J.Treu confirms as much and directs that officer appointments be made.

MOTION: C.Hassler moves to appoint S.Dull to the officer role of President of West Virginia Academy. Seconded by F.Oliverio.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the board. (one abstention, S.Dull).

MOTION: F.Oliverio moves to appoint Heidi Treu to the position of Interim Director and Treasurer of West Virginia Academy. Seconded by F.Fidler.

DISCUSSION: J.Treu notes that the term interim is given based on a search committee that is anticipated to be formed later in the meeting.

OUTCOME: Motion is unanimously approved by the board. (one abstention, J.Treu).

MOTION: C.Hassler moves to appoint Roy Boggess and Kenney Hite as officers and Vice-Presidents of West Virginia Academy. Seconded by M.Fuhriman.

DISCUSSION: J.Treu. We are building out a more robust officer structure to assist in governance and decision making.

OUTCOME: Motion is unanimously approved by the board.

MOTION: F.Oliverio moves to appoint Suji Kwon to the officer position of Finance Director and Secretary of West Virginia Academy. Seconded by M.Fuhriman.

DISCUSSION: None

OUTCOME: Motion is unanimously approved by the board.

J. Treu reviews motions and appointments confirming that the officer positions are now filled.

MOTION: C.Hassler moves to direct that officers shall act with respect to certain decisions as a majority, which decisions shall include (i) hiring/firing employees other than officers, (ii) teacher assignments and course schedules, and (ii) spending decisions on non-payroll expenditures that exceed

\$2,000 (non-payroll spending decisions that exceed \$5000 should go before the Governing Board).
Seconded by F.Oliverio.

DISCUSSION: J.Treu notes that the objective of this policy is to make sure that major decisions are not made by a single officer but, rather, by at least a majority of the officers.

OUTCOME: Motion is unanimously approved by the board.

VI – Approval/Updates to Transportation Policy

J.Treu – We’re considering a policy to accept federal or other state certifications for purposes of bus drivers.

MOTION: F.Oliverio moves to adopt a policy where West Virginia Academy will accept bus driver certifications from other jurisdictions including federal or other state certifications for purposes of our bus drivers at WVA.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the board.

C.Hassler notes that our current bus driver has a certification from Maryland and that bus drivers are in high demand.

VI – Search Committee for Executive Director

MOTION: C.Hassler moves to appoint a search committee consisting of F.Oliverio (Chair), John Treu, Curt Hassler, Suji Kwon, and Sarah Steward to identify and hire an executive director, which committee shall remain in place until an executive director has been hired. Seconded by F.Fidler.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the board.

VII – New/Other Business

J.Treu notes that we need to schedule an in person meeting of the board to address matters that we did not have time to address in this meeting, including budgeting, first quarter results, and engaging with Rebecca Bobincheck on her teaching role going forward. These will be on the agenda for the November 28th meeting, but we need a formal motion to hold that meeting.

MOTION: F.Fidler moves to hold a meeting on November 28th and set the agenda as indicated by J.Treu. Seconded by M.Fuhriman.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the board.

MOTION: F.Fidler moves to adjourn the meeting.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the board.

[Above minutes approved in regular board meeting on 11/28/2022]