



West Virginia Academy, Ltd.  
Annual Governing Board and Officers Meeting  
July 6, 2023 | 7:00pm (EST)

**Board Members Attending:** John Treu (J. Treu), Susan Dull (S. Dull), Frank Fidler (F. Fidler), Frank Oliverio (F. Oliverio), Allison Woods (A. Woods), Stephanie McWilliams (S. McWilliams), Trista King (T. King), Glenn Larew (G. Larew)

**Officers Attending:** Heidi Treu (H. Treu), Suji Kwon (S. Kwon), Roy Boggess (R. Boggess), Kenney Hite (K. Hite)

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

**Motion:** F. Oliverio moves to approve the 5/11/2023 Board Meeting minutes as circulated. Seconded by S. Dull.

**Discussion:** None.

**Outcome:** Motion is unanimously approved by the Governing Board, (abstention by S. McWilliams who was not present)

**II– Voting for Board Member Positions with Expiring Terms**

J. Treu, the two Board Members with expiring terms are Susan Dull and Trista King. This is a vote of the Board and the Officers, both Members of the Board have indicated they are willing to serve an additional term.

**Motion:** F. Oliverio moves to appoint Susan Dull to an additional three-year term. Seconded by A. Woods.

**Discussion:** S. Kwon, Susan's service to the Board and to the school is priceless.

**Outcome:** 11 in favor with one abstention. Susan Dull is appointed to an additional three-year term.

J. Treu, so next up is Trista, she has an expiring term and is willing to serve an additional three-year term.

**Motion:** S. McWilliams moves to appoint Trista King to an additional three-year term. Seconded by F. Oliverio.

**Discussion:** H. Treu, she has taken over for another individual is that why it was so short? J. Treu, yes, she did pick up a term which has expired. My only discussion point is I do think eight is an abnormal number for a Board, I prefer seven or nine. Susan serves in several roles; my preference would be for Susan. H. Treu, so does this need to be a 2/3 vote? J. Treu it would just need to be a majority vote. S. McWilliams, I think communication has greatly improved since Trista has taken over this role, I think it would be a loss without her. H. Treu, I agree but I think we are doing that wrong. J. True, after we appointed Trista as the Board Secretary, I went back to the Bylaws which states the Secretary of the Corporation is to take the minutes. This does improve communication between the Officers and Directors. Trista has been doing so for us, which is great, but technically it should be Suji, I should have noted this prior to the beginning of the meeting. F. Oliverio, if I may say, we should have discussed this before appointing Susan. Susan is already intimately involved and here you have an opportunity for a parent to be on the Board. Had this been brought up before, we could have had a more fair and reasonable discussion. We have the best of both worlds with Susan and Trista, and we don't have the opportunity if we vote as suggested. J. Treu, from my perspective I think our Board is too big. There is no cause to remove, however, my perspective is I would rather term the position. S. Dull, when is the next term renewal? J. Treu, it would be next year. H. Treu, as far as parents, there is a requirement? J. Treu, we do have a requirement and the majority of the members on the board already fit this requirement. There are other requirements for financial background, legal, and curriculum development. In my experience, things worked more efficiently at five as opposed to eight, so I do purpose we reduce the size. T. King, I've been at every meeting for the ACF and the Board, really trying to help with communication, volunteering, and in general trying to help the school succeed. I picked up a term that started in January, so I haven't had time to do anything, and I've had valuable input. I've been recording the minutes since January and nobody communicated, I wouldn't be doing that. There was no discussion of the benefits of having nine members or an odd number that isn't limiting those who are contributing. I also feel Suji has a lot going on and I'm happy to do the minutes, I have a lot more to contribute and I think I could be very beneficial, and I feel this is unfair for everyone to vote on. A. Woods, I think we voted to add an additional member to the Board at the last meeting, we could have discussed at that point the number of members. J. Treu, PCYC is a different situation in general, but I do understand the concern. S. Kwon, there are different ways of serving or benefiting the school, it doesn't have to be on the Board, I would rather not do the minutes and you are doing a wonderful job. T. King, I think I can comment on that as well, I think we need all hands-on deck at this point, we do have Allison, Stephanie, and myself serving on the ACF and I think this is an area that could use some more improvement. H. Treu, the ACF was small but that wasn't by choice, a lot of parents reached out and were unable to join. The bulk of your members should be at ACF, there shouldn't be that much collaboration. Sometimes ACF Members get entrenched in the nitty gritty and bring it to the Board, whereas the Board should take all perspectives. T. King, I disagree, that means it would be pointless to have Stephanie and Allison on the Board, you're saying two is more than enough. Does that mean Allison should be taken off as well? H. Treu, well no, because she is a parent, and we

would still have that even number. If you're a parent, you are a member of the ACF and that's how it should be. T. King, we could argue about this all day, but you're saying we are all parents and all part of the ACF and that's how it should be, but everyone is a parent and therefore an ACF Member. You and John are both on the ACF you're saying, so we are all very involved, it would be easy for lines to be blurry. H. Treu, that's why we need other perspectives and some business leaders to give an outside perspective. J. Treu, it's always a tradeoff and tricky balance. The Charter Law says two parents. S. McWilliams, I think having five Board Members was easier because you have like-minded people not bringing in different perspective it is easier. More chefs in the kitchen do make things more complicated, however, I think there is value there. There is a lot of good that came out of new perspective. F. Oliverio, I'll be honest I don't think we have ever had a time where the votes aren't unanimous, I don't think there is an issue here, everyone is pretty even minded and wanting to move the school forward. H. Treu, we are in our second year, I don't want to repeat last year, do we want to take that risk? S. McWilliams, I think Frank is indicating we shouldn't see that, the clog was communication, adding Trista helped tremendously. J. Treu, my point is to have the most effective Board.

**Outcome:** Trista is appointed to another three-year term with one abstention.

J. True, if there are any resignations throughout the year, I would again suggest reducing the Board to seven. T. King, John just to clarify here, who is taking the minutes? J. Treu, as a Board we appointed you could do that, so I guess the question is do we want to move that over to Suji, so we are following the Bylaws. T. King, Suji it is a minimal thing to manage and handle so I don't mind doing it. J. Treu, I do think it is helpful to have Officers present at the Board Meetings to have perspective. T. King, I don't mind doing the minutes. F. Oliverio, if I may, we nominated Trista to be on the Board, part of that was to be Secretary and take the minutes, she has done an excellent job. Suji is already doing a lot, taking one thing off of your plate, and giving to someone who is more than willing to do it is the better position for the School.

Further lengthy discussion between Board Members and Officers present.

S. Kwon, I as the Secretary have assigned it to Trista as the Board Member. J. Treu, subject to the Board approval which we have already done.

No formal motions were conducted.

### **III– Appointment of Audit Committee**

J. True, appointment of an Audit Committee is needed when you have an audit, which is due March 2024. The selection is done by the Audit Committee, which is a subsection of the Board, and should include at least three members.

F. Oliverio, is it only members of the Board, or outside consultants?

J. Treu, it could be outside of the Board, however, we do have basically three CPA's on the Board so that would be the natural fit, unless anyone else is interested. If willing, I would like to appoint Glenn and Susan.

**Motion:** A. Woods moves to appoint John, Glenn, and Susan to the Audit Committee. Seconded by F. Oliverio.

**Discussion:** J. Treu, we do need an Audit Committee Chair, Susan would you mind chairing it? S. Dull, I've been through an audit.

**Amended Motion:** A. Woods amends to add Susan to the Audit Committee Chair. Seconded by F. Oliverio.

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

#### **IV– PCYC Campus (Report On Survey Data & Discussion/Decision for Pilot Program)**

J. Treu, we need to officially take note that the Board took action through unanimous consent to provide a boundary to the PRA. In January we added Brookhaven and Suncrest/Star City area to the PRA. We also added the PCYC and essentially 0.5 miles in either direction down the highway. The Charter Agreement has a provision that says we have the ability to amend the PRA, but we do have to give notice to the Authorizer, and I did make them aware. (See Addendum 1 for unanimous approval via email).

J. Treu, we did reach demand at PCYC to run a pilot program which requires the update to the PRA. We can have PreK/Kindergarten and 1<sup>st</sup>/2<sup>nd</sup> grade classes, if growth is sufficient, we will split those classes. In terms of funding, we may get some growth funding, and we don't have rent at PCYC. If PCYC ends up operating at a loss, Glenn has generously indicated that he has some Scholarship funding to help with those potential gaps. I would like to announce we are approving the Pilot Program.

H. Treu, I can share the results of the survey for interest: PreK 15, Kindergarten 19, First Grade 21, Second Grade 23, Third Grade 17, Fourth Grade 19, Fifth Grade 23, Sixth Grade-Eight Grade 38, Ninth Grade-Twelfth Grade 31.

G. Larew, so why is there a need to combine PreK/Kindergarten?

H. Treu, when we initially talked there were 40 responses, since July 2, it jumped to 75 responses.

J. Treu, something important to note is these are survey responses. In the past, we usually get about 60% of students in. If we do get this many students in, we can hire an additional teacher. If we get more students in November or December, we may get growth funding. We do have 4-5 classrooms already.

G. Larew, I can give you 8 classrooms. The Fire Marshall was in today, so we do have the go ahead for 8 classrooms. I would like to get as many in as possible.

J. Treu, if we grow too quickly, we could run into some financial constraints. We do have to make an announcement to for PreK-2<sup>nd</sup> Grade. We are also looking into bus routes; classes would start at 0730 and go until 1430 which allows families to drop off their children and students who need to come to the Suncrest Location who would be bussed from PCYC to the Suncrest Location. So, an official announcement will be posted tomorrow.

G. Larew, so we have all of these survey numbers which aren't totally indicative of actual enrollment numbers so what are we doing to get them enrolled?

J. Treu, so we will officially send out an email to everyone that is interested, classes do start on August 10<sup>th</sup> which is slightly different. So, the parties that filled out the survey will be directly contacted via email.

Further lengthy discussion was held regarding interested parties versus actual enrollment numbers, number of interested parties that were previously enrolled at the Suncrest Location, official announcement of the Pilot Program, DI Instruction, Facebook Campaigning for the PCYC Location, classroom size/capacity, potential placement for students not fitting into the PreK-2<sup>nd</sup> grade category, and growth in the future. Overall positive outlook and excitement was expressed for potential opportunities at the PCYC Location and room for growth and alternative learning in the community.

## **V– Plan for Officer Positions and Director/Associate Director for the 2023-2024 Academic Year**

J. Treu, back in November we proposed bringing in an Associate Director to create a permanent director. The Committee was launched, and we are back in a similar place. The Officers have met several times over this, a couple things have changed since then. We have a three-campus school, Suncrest, Falling Waters, and PCYC. Our structure does need to change a bit. We do need to think along the lines of Campus Directors and consider retooling our Officer Positions. Susan has graciously gone above and beyond as President. The proposal here would be to switch up the Officer Positions. Heidi has been the interim Director, we would have her assume the role as President, Susan would take role as Treasurer, and Suji would remain as Secretary. Susan would be holding the Treasurer Role until the Associate Director takes position.

F. Oliverio, would there be another person at PCYC.

J. Treu, Bogie would be the Officer Representative at PCYC. PCYC is a Campus and Sport's Facility. I think in the meantime, Bogie would be the Officer on Campus until the location grows further. Bogie would be essentially the Director of the Sports Campus.

S. Dull, I think this is a good strategy.

J. Treu, the proposal would be to essentially switch Heidi and Susan's Officer level positions.

A. Woods, Is the search for the APA Director no longer?

J. Treu, no, they did go through the people they had available, it was a tough sell with location and several other factors, so we didn't have a successful placement and weren't able to identify a candidate. They are very helpful and have been great so far with the training process.

T. King, are we revisiting the previous candidates from the previous search?

J. Treu, there is one candidate that we are revisiting from the previous pool that will be contacted. We do just need a motion to appoint the Officers.

**Motion:** F. Oliverio moves to appoint Heidi Treu as President, Susan Dull as Treasurer, Suji Kwon as Secretary, and Roy Boggess as Vice President. Seconded by A. Woods.

**Discussion:** None

**Outcome:** Motion is unanimously approved by the Governing Board, abstention by S. Dull.

H. Treu, is my title still Interim Executive Director or formally Executive Director now?

T. King, there was a formal motion in the previous minutes to appoint Heidi Treu as Interim Director and Treasurer at the time.

**Motion:** F. Oliverio moves to appoint Heidi Treu as Executive Director for the 2023-2024 School Year. Seconded by A. Woods.

**Discussion:** None

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

## **VI– Set Board Meetings Calendar, New/Additional Business**

J. Treu, we have identified some changes needed for the Student Handbook and Employee Handbook which will be circulated to the Board and then we can vote on that in the next meeting. Ideally this will take place before August 1<sup>st</sup>.

J. Treu, we do need to calendar out the Board Meetings as well.

General and lengthy discussion held regarding the Academic Calendar including the goal to align with WVU Breaks and offer remediation during break programming. Changes were previously made, see 3/16/2023 Board Meeting Minutes for formal motion.

**Motion:** A. Woods moves to change March 25-29<sup>th</sup> to Spring Break No School/Break Programming and April 1<sup>st</sup> as No School. Seconded by S. McWilliams.

**Discussion:** None

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

General and lengthy discussion held between Board Members regarding scheduling 2023-2024 Board Meetings.

**Motion:** A. Woods moves to hold Regular Board Meetings at 7:00 PM on July 27, 2023, August 17, 2023, September 21, 2023, October 19, 2023, November 16, 2023, January 18, 2024, February 15, 2024, April 18, 2024 and the Annual Meeting on June 13, 2024. Seconded by F. Oliverio.

**Discussion:** None

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

No additional or new business noted.

**Motion:** S. McWilliams moves to adjourn. Seconded by G. Larew.

**Discussion:** None

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

**[Minutes approved on 7/27/2023]**