



West Virginia Academy, Ltd.  
Governing Board Meeting  
September 21, 2023 | 7:00pm (EST)

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

**Board Members Not in Attendance:** Allison Woods (A. Woods)

J. Treu, the Audit Committee met prior to this meeting and made a recommendation to award points in the IRP process to the firms to identify an Auditor. That will be disclosed to the processors at the State Auditor's Office in anticipation of selecting an Auditor.

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

**Motion:** F. Oliverio moves to approve the 8/17/2023 Board Meeting minutes as circulated. Seconded by S. McWilliams.

**Discussion:** None.

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

**II– Executive Team Proposal for Policy Regarding Teacher/Staff Changes**

J. Treu, this is a request we made during the last meeting. I'll turn the time over to Holly Honeycutt our Associate Director.

H. Honeycutt, I made the policy as simple as I could to include our process and what we strive to do here at WVA if a Professor is terminated. Appendix A includes the policy and sample letter that would go to families. (See Addendum 1 and 2 for Policy and Letter Sample).

J. Treu, one thing to note here, termination is a broad term and could include us terminating them or a teacher voluntarily terminating or resigning. Either way, this letter would attach to the termination. I think this aligns with what we have requested.

T. King, I think it looks great.

J. Treu, the policy will need to be numbered but can be done by the Executive Team.

**Motion:** S. McWilliams moves to adopt the policy with the Executive Team adding a numeral to align in the current handbook. Seconded by F. Oliverio.

**Discussion:** None.

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

### **III– Proposal to Hold Next Board Meeting at Preston County Campus**

J. Treu, Glenn proposed in email to hold the next meeting at the Preston County Campus. It is in our Bylaws to hold our meetings here and we would just need a formal motion to hold the meeting elsewhere.

S. McWilliams, would the meeting still be at 7:00pm because I am teaching that evening.

J. Treu, yes. We could hold the meeting at 7:15pm.

**Motion:** F. Oliverio moves to hold the next Board Meeting at the Preston County Campus at 7:15pm on the already scheduled date of 10/19/2023. Seconded by T. King.

**Discussion:** None.

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

### **IV– Updates on Progress of Preston County Campus/PCYC Agreement by: (a) WVA Executive Team (H. Honeycutt), (b) WVA Support Foundation (S. Dull), (c) PCYC/Coaltrain (G. Larew)**

J. Treu, Holly Honeycutt has a PowerPoint Presentation with some history of the Agreement and status of current items and where things are to-date.

Holly Honeycutt, as the Associate Director I'm brand new to the Team and am impartial as I wasn't here for part of the Agreement, I wanted to present this on behalf of the Executive Team. (See Addendum 3 for PowerPoint Presentation: Preston County Youth Center Timeline & Update by WVA Executive Team)

J. Treu, the next item on the agenda is to discuss the agreement and I think that's best done in an Executive Session.

G. Larew, I disagree on the Executive Session.

J. Treu, we would need a motion to approve. We are discussing a legal agreement and legal matters are almost always in an Executive Session.

G. Larew, the presentation is a lot to digest.

Holly Honeycutt, I am happy to print the slides.

J. Treu, that would be helpful, and we can add this to the minutes.

T. King, so the context of the Executive Session is the legal content or agreement we are discussing?

F. Oliverio, so there are no further updates? This is a combination of updates?

J. Treu, yes, so we were going to have Susan confirm the Foundation's support.

S. Dull, we did receive on 7/14/2023 approval for the 501(c)(3) status of the Foundation.

G. Larew, is that available, I haven't seen information on that.

S. Dull, it is and is a classification for non-profit and that it is approved by the IRS.

Further discussion regarding the Foundation Board was held.

J. Treu, we did leave some items in progress, are there any updates on PCYC or Coaltrain obligations that need to be provided?

G. Larew, I haven't received information on items such as the building of the stage. It isn't in the funding availability. The original proposal was left out which included a partnership between WVA and PCYC.

J. Treu, are referencing the March proposal?

G. Larew, yes and the press release as well as our discussion with Hazel Ruby McQuain and Steve Farmer in relation to a total direct conveyance to WVA as it is in violation and not prudent to do that. In the agreement, you will make best efforts to build the Campus through grants and donations. If you wipe out the donors that PCYC has had along the lines, how do you expect to fulfill that major part of the agreement?

J. Treu, the proposal by the Executive Team was just to provide an idea of what they were thinking. The Agreement itself was approved by PCYC, Coaltrain, WVA, and the Foundation and signed by all parties involved.

G. Larew, the people of Preston County got a map of what was coming, all of the Donors have objected to me making a transfer.

F. Oliverio, do you have the Authority to enter into this Agreement or additional authorization to make this agreement?

G. Larew, I did have authorization to proceed to work out an agreement.

F. Oliverio, it almost seems like some of the Donors and Steve Farmer didn't know what was agreed to in the Agreement and now they don't like it?

G. Larew, not necessarily. This is new territory for me, I've been around here for 40 years and had millions of dollars to donate towards the kids. I'm having a real problem with the treatment that I have received; I'm looking at the totality of what we are trying to do. I skimmed the Agreement and signed it; we are picking this thing apart. There are a lot of caveats in there, what I'm learning as I go along, is WVA administration is not capable of making all of this

happen. I've tried to help, and I've received pushback. When we were trying to enroll there was a lack of communication.

F. Oliverio, I know some of the parties you work with, I want them to be involved, I want Preston County people to be happy. I'm trying to figure out how we can work together here.

G. Larew, I look at the total scope of things and how we are going to get there. It appears to me; we are looking at just taking the Facility.

Further lengthy discussion regarding the proposal, agreement, communication, involvement, and plans moving forward was held.

S. McWilliams, it seems to me that both parties here are operating under different expectations and understanding. I think we need to figure that out first. Glenn, it sounds like you are used to operating in a flexible environment, it is my understanding that things need to be very well documented and orderly. This might be an issue we need to discuss, write down, and review. To move ahead, this Agreement exists, but what do you want to happen?

G. Larew, it isn't all about me as we have to look at how we got PCYC and replicate that moving forward.

S. McWilliams, how do you envision WVA being a part of that?

G. Larew, WVA takes care of the bureaucracy and I put things together and get them built. I have a Team built to help with that. I'd like to build without spending millions of dollars. The demand is there.

Further lengthy discussion regarding the proposal and current agreement was held in terms of how we can move forward together. Discussion topics regarding possible mediation or new agreement terms on behalf of all parties was held as well, noting all parties would need to agree to new or changed terms.

J. Treu, I do think the original agreement is what I was comfortable with as a member of the support foundation and WVA Board. If I am understanding correctly, you are stating on no uncertain terms that you are not willing to transfer the property because you don't agree with the agreement any longer?

G. Larew, I don't think it is prudent for the long-term agreement and it isn't a workable agreement.

J. Treu, there are a couple of issues here as you are on all Boards including PCYC, Coaltrain, the Support Foundation, and WVA. If you end up not agreeing with these terms, there is a conflict of interest with you being on all Boards.

G. Larew, I think there is a conflict of interest with you and Heidi being on all of these Boards. I'm still not satisfied with the information I have received from the Foundation Board. I am just raising concerns as I'm not in the habit of hiring a Lawyer to give away money to little kids.

F. Oliverio, as the WVA Board, we should probably meet without Glenn to discuss altering this agreement because you would obviously have an opinion. You're on the Board because you signed the agreement and have made your opinion and concerns clear, if you want us to re-do it, it would be easier to have a discussion. Can we go into an Executive Session to discuss and figure out where to go from here to put your ideas and our ideas into action together.

S. McWilliams, is there anything else we need to talk about in terms of moving ahead other than the agreement terms?

G. Larew, yes that's the main thing. This was to be more of a Partnership than a Donation.

T. King, so to Stephanie's point, a Partnership rather than a Donation is something we should be talking about?

J. Treu, to be clear, the Partnership was in the original proposal in March, and then the Agreement was approved by all parties under the understanding it would be a Donation.

F. Oliverio, can we come up with a plan this evening, you send it to Steve Farmer and have him sign off or propose changes.

**Motion:** F. Oliverio moves go into an Executive Session. Seconded by T. King.

**Discussion:** None.

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

#### **V– Discussion of Preston County Campus Agreement Timelines, Amendments, and Duties**

Executive Session begins at 8:58pm and concludes approximately an hour later.

**Motion:** T. King moves to conclude the Executive Session. Seconded by F. Oliverio.

**Discussion:** None.

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

S. McWilliams, so based on our previous conversations, we had an extensive talk about our options right now. The concern with the Partnership is it might not be a legal option with our Charter. So our thoughts are: a conversation regarding negotiating the revisionary interest based on when additional buildings are being completed. We propose changing the transfer date from 11/1/2023 to 5/1/2024 for a couple of reasons: 1- we will know at that point if we are ready to go for 2024 and can classrooms be filled, if we do that, something really important

would be to have you working in recruiting with access to Preston County families while working with Holly and Boggie which was developed with the Task Force at previous meetings. If the date is changed, the Spring after school programs would be covered by PCYC because we won't officially have our campus open at that time.

G. Larew, I don't know where the December date came in, but the after-school stuff is perpetual.

S. McWilliams, we just wanted to make sure nobody was in breach here.

G. Larew, there shouldn't be a problem with the Partnership with the property.

S. McWilliams, I think this is part of the problem as there is confusion, so we need to get everyone on the same page.

S. Dull, a true Partnership is not an exempt organization, it's a flow-through entity.

G. Larew, I think we are talking about two different things here. The PCYC does not stop at any point.

J. Treu, I think you are talking about Provision 8 regarding the Youth Clubs.

F. Oliverio, part of what we want to do is big picture alteration on this. Stephanie and I will sit down with you, I'll write the Addendum, and you can sit down with Steve Farmer and make suggestions as well. We want to work with you and decide what parts will and won't work here.

S. McWilliams, the final part is Susan will provide you with the documents related to the Foundation, so you are clear on that. Frank will make a draft Amendment and we can rehash at the October meeting.

G. Larew, I don't see delaying being helpful.

F. Oliverio, but we are trying and hoping you will continue to be open minded with us.

G. Larew, my biggest concern is the application with Hazel Ruby McQuain that has a deadline this month.

J. Treu, are we talking about a request for additional funding, for what?

G. Larew, the next building.

J. Treu, so you want to apply to get assistance in funding with building an additional campus building?

G. Larew, yes.

Additional discussion regarding the application, PCYC/Coaltrain donation or transfer of property and funding resources was held.

G. Larew, we are going to still be operating as PCYC, this property is restricted to religious purpose, that's also how I got the insurance. We are transferring a partnership interest.

F. Oliverio, my understanding of this entire idea was you wanted a School created and you will generously donate a building and the land for us to continue to use. What I am hearing is you are either unwilling or unable to donate the land and the building. If that is the case, then we really need to reevaluate a possible agreement for something like renting. We just need to know that going in and figure out an agreement to use the facility as this is a significant alteration to what we all signed.

J. Treu, there is an obligation that PCYC has the right to use the property under certain circumstances but in terms of whose name is on the deed and title, it would be WVA as of 11/1/2023. So changing to a sort of partnership is a really significant change. Moving the property transfer to May, allows us time to drum up interest and hopefully have kids enrolled for that Fall, everyone is assured, and the transfer can happen. I am supportive of the delay in making the transfer because I think its beneficial for all parties. The Foundation would need to approve all of this as well.

F. Oliverio, in the meantime, Stephanie and I will get things written down and we can sit down and talk about things to get everyone on the same page.

J. Treu, are you supportive of doing that? Should Frank craft the language and plan to sit down with you?

G. Larew, yes I'll still need additional input, especially for these grants, I can apply for it under PCYC.

Additional discussion regarding updates on the PCYC Property, no formal motions were made.

## **VI– New/Additional Business**

N/A

**Motion:** F. Oliverio moves to adjourn. Seconded by S. McWilliams

**Discussion:** None.

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

**[Minutes approved as corrected on 10/19/2023]**

