



West Virginia Academy Ltd.

Special Meeting of the Governing Board and Members Minutes

September 4, 2025 | 7:00 pm (EST) | West Virginia Academy and online

Attendance:

In Person: Susan Dull – Interim Board Chair and WVA Foundation Member, Kevin Summers – Board Director, Melissa Brown – Board Director / Board Secretary, Jason Pauley – CEO / Executive Director, Holly Honeycutt – COO, Su Ji Kwon – CFO, Jodi Dalton - Member

Online: Patti Malone – WVA Foundation Member; Heather Sears - Member

Not Present: Carolyn Sharette – Board Director

Meeting called to order by Interim Board Chair at 7:05 pm. Board Chair notes that a quorum of the board members are present.

I. Approve Meeting Minutes to Prior Meeting (Directors Only)

MOTION: Kevin Summers motions to approve meeting minutes as circulated for the August 21, 2025 Governing Board Meeting. Melissa Brown seconds the motion.

DISCUSSION: None

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull

Opposed: None

Not Present: Carolyn Sharette

Motion to approve the minutes for the previous meeting is unanimously approved by the governing board present.

II. Resolution of the board to increase the number of directors (as two roles were vacated by the former Board Chair's resignation); refer to WVA By-Laws Section 3.02 "Number and Attributes of Directors" and WVA By-Laws Section 3.04 "Vacancies in the Board." (Directors Only)

DISCUSSION: Based on current Board membership and the WVA Charter Section 12.1 (a) and Section 12.2 (a), the Governing Board needs to add a director that is a parent of a current WVA scholar(s) and has an "expertise in law." The previous Board Chair was a parent of WVA scholars with a Law degree. The Board discussed increasing the number of directors on the Board from five to six to meet these two requirements and bring the Board back into compliance with the WVA Charter.

MOTION: Kevin Summers motions to increase the number of directors on the Board to six. Melissa Brown seconds the motion.

DISCUSSION: The question was asked: “If we increase the number of directors to six, what happens if there is a tie vote?” Answer: “The Board Chair will vote to break the tie.”

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull

Opposed: None

Not Present: Carolyn Sharette

Motion to increase the number of directors on the Governing Board to six is unanimously approved by the governing board present.

III. Nomination, Election and Appointment for Director position with law expertise (Members and Board)

DISCUSSION: The director opening with law expertise created by resignation of the former Board Chair had two years remaining. Therefore, this position will initially be for the remaining two years and then increase to three years at the next renewal.

NOMINATIONS: Kevin Summers nominates Frank Oliverio for the position of director with law expertise.

No additional nominees were presented.

The Board conducts a written vote with the votes tabulated by Board Secretary, Melissa Brown.

OUTCOME: Unanimous approval by the governing board present to appoint Frank Oliverio to the remaining two year term on the Board.

IV. Nomination, Election and Appointment for WVA parent Director position (Members and Board)

DISCUSSION: The newly created director position is to fill the WVA Charter requirement for a second WVA parent on the Governing Board. In addition to fulfilling the law expertise requirement, the previous Board Chair was also a WVA parent. Therefore, this newly created director opening will initially be for two years and then increase to the customary three years at the next renewal.

NOMINATIONS: Melissa Brown nominates WVA parent Scott Copen for the parent position.

Note: Due to being related to the candidate, Melissa Brown recuses herself after making the nomination. She left the room at 7:15pm.

Kevin Summers nominates WVA parent Patti Malone for the parent position.

No additional nominees were presented.

DISCUSSION: Both parent nominees give a brief discussion on their history with the school and within the community.

The Board conducts a written vote with the votes tabulated by Kevin Summers.

OUTCOME: Majority approval by the governing board present to appoint Patti Malone to the remaining two year term on the Board.

Note: Melissa Brown returns to the meeting at 7:22 pm, after the completion of the vote for the "parent" director position.

V. Discussion of the role of the WVA Foundation

DISCUSSION: WVA CFO, Su Ji Kwon, and Governing Board Interim Chair / WVA Foundation Board Member, Susan Dull, held a discussion explaining the role of the WVA Foundation.

WVA currently has RFPs open for an architecture firm for the new school building.

With the election of Patti Malone to the WVA Governing Board and the previous resignations of the founders from the WVA Foundation Board, there is currently one remaining member on that Board, Susan Dull. Nominations will be taken at the next meeting on September 11, 2025 for new members on the WVA Foundation Board.

VI. New Business – discuss Lorenz lease (Directors Only)

MOTION: Kevin Summers motions to change the order of the meeting to move this item before the Legal Updates. Frank Oliverio seconds the motion.

DISCUSSION: None.

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull, Patti Malone, Frank Oliverio

Opposed: None

Not Present: Carolyn Sharette

Motion is unanimously approved by the governing board present.

MOTION: Susan Dull motions to allow WVA CFO, Su Ji Kwon, to discuss a possible lease extension on the current building to 2028. Kevin Summers seconds the motion.

DISCUSSION: None.

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull, Pattie Malone, Frank Oliverio

Opposed: None

Not Present: Carolyn Sharette

Motion is unanimously approved by the governing board present.

VII. Legal Update

MOTION: Kevin Summers motions to move to Executive Session to discuss Legal Updates. Melissa Brown seconds the motion.

DISCUSSION: None.

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull, Pattie Malone, Frank Oliverio

Opposed: None

Not Present: Carolyn Sharette

Motion to enter Executive Session is unanimously approved by the governing board present.

The Governing Board conducts an Executive Session which begins at 7:35 pm.

MOTION: Kevin Summers moves to adjourn Executive Session. Frank Oliverio seconds the motion.

DISCUSSION: None.

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull, Pattie Malone, Frank Oliverio

Opposed: None

Not Present: Carolyn Sharette

Motion to exit Executive Session is unanimously approved by the governing board present.

Executive Session ends at 9:26 pm.

VIII. Adjournment

MOTION: Kevin Summers motions to adjourn the meeting at 9:26 pm. Frank Oliverio seconds the motion.

DISCUSSION: None.

OUTCOME:

In favor: Kevin Summers, Melissa Brown, Susan Dull, Pattie Malone, Frank Oliverio

Opposed: None

Not Present: Carolyn Sharette

Motion to adjourn the meeting is unanimously approved by the governing board present.

Meeting adjourns at 9:26pm.

End of Meeting Minutes

Meeting Minutes approved by Board on 09/11/2025