

Valor Academy, Inc.

Meeting Minutes

January 14, 2020

1330 Atcheson St.

Columbus, Ohio 43203

I. Call to Order

The meeting was called to order at 7:03 PM

II. Roll Call

Board Members Present:

David Jones
Lorraine Terry
Sean Patterson
Tracy Kitchel, PhD
Dwight Anstaett

Attendees:

Gary Bae (via phone), *Verano*
John Jacobs (via phone) *Verano*
Sylvia Goodrich, *Verano*
Jason Wall (via phone), *OCCS*
Amy, Goodson, Esq. (via phone), proposed *Board Legal Counsel*

III. Review of Agenda

IV. Action and Discussion Items

A. Approval of Board Members

Ms. Goodson spoke to the approval of board members for staggered terms.

20-01 RESOLVED, that the Board of Directors approves the following as members of the Board of Directors for staggered terms as indicated or until the appointment of his/her respective successor/s:

- David Jones for a term ending with the Annual Board Meeting 2022
- Lorrain Terry for a term ending with the Annual Board Meeting 2022
- Sean Patterson for a term ending with the Annual Board Meeting 2021
- Tracy Kitchel for a term ending with the Annual Board Meeting 2021
- Dwight Anstaett for a term ending Annual Board Meeting 2020

Motion: Mr. Jones Second: Mr. Anstaett

Ayes: 5 Opposed: 0

B. Board Member Background Checks

Each board member will need to have a background check completed by March 1, 2020. Background check locations can be found at:

<http://www.ohioattorneygeneral.gov/Business/Services-for-Business/WebCheck/Webcheck-Community-Listing>

Board members should obtain both a BCI&I and FBI background check

Reason Code:

BCI: 3319.39(B)(1) – for nonteaching positions and governing board members

FBI: 3319.39 – public school district or chartered nonpublic school employees

Results sent to: Amy E. Goodson, Esq.
288 S. Munroe Road.
Tallmadge, Ohio 44278

Board members should retain their receipt and the school will reimburse the expense, which should be \$55-\$85, depending on the location selected.

Criminal record check results are not public records. However, it should be noted that a copy of board members' background check results will be submitted to the school's sponsor.

Additionally, for compliance purposes, a copy of the background check results may also be retained at the school facility and/or the school's document management system, which may be accessible by the school's educational management organization. By submitting to the check, board members acknowledge and consent to these practices.

C. Board Member Reimbursement

Mr. Anstaett submitted a receipt, which was included in the meeting materials. for background check reimbursement.

20-02 RESOLVED, that the Board of Directors approves reimbursement of \$47.25 to Dwight Anstaett for the cost of the required background check.

Motion: Dr. Kitchel Second: Ms. Terry
Ayes: 5 Opposed: 0

D. Adoption of Code of Regulations

Ms. Goodson reviewed the code of regulations.

20-03 RESOLVED, that the Board of Directors adopts the Code of Regulations as presented.

Motion: Mr. Jones Second: Mr. Patterson
Ayes: 5 Opposed: 0

E. Ratification of Articles of Incorporation

Ms. Goodson spoke to the articles of incorporation.

20-04 RESOLVED, that the Board of Directors ratifies the Articles of Incorporation as effective on October 30, 2019.

Motion: Dr. Kitchel Second: Mr. Anstaett
Ayes: 5 Opposed: 0

F. Election of Officers

The board discussed officer positions.

20-05 RESOLVED, that the Board of Directors elects the following slate of officers, to serve in such capacity for a term of one year (until the 2020 Annual Board Meeting), or until the election and qualification of their respective successors:

President	David Jones
Vice President	Sean Patterson
Treasurer	Tracy Kitchel
Secretary	Dwight Anstaett

Motion: Mr. Jones Second: Ms. Terry
Ayes: 5 Opposed: 0

G. Code of Ethics and Conflict of Interest Policy

Ms. Goodson reviewed the code of ethics and conflict of interest policy.

20-06 RESOLVED, that the Board of Directors adopts the Code of Ethics and Conflict of Interest Policy as presented.

Motion: Dr. Kitchel Second: Mr. Patterson
Ayes: 5 Opposed: 0

H. Approval of Legal Counsel

The board discussed the approval of legal counsel.

20-07 RESOLVED, that the Board of Directors hereby designates Amy E. Goodson, Esq. as legal counsel to the Board and approves the Legal Representation Agreement as presented.

Motion: Mr. Jones Second: Mr. Patterson
Ayes: 5 Opposed: 0

I. Application for Employer Identification Number

The board discussed the application for an employer identification number.

20-08 RESOLVED, that the Board of Directors authorizes the board president to sign form SS-4, Application for Employer Identification Number.

FURTHER RESOLVED, that the Board of Directors authorizes Amy Goodson Co., LLC to obtain the EIN on the entity's behalf.

Motion: Dr. Kitchel Second: Mr. Jones
Ayes: 5 Opposed: 0

J. Approval of IRS Form 1023 Application

The board discussed applying for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code.

20-09 RESOLVED, the Board of Directors authorizes legal counsel, Amy Goodson, to prepare IRS Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

FURTHER RESOLVED, that the Board of Directors authorizes its Board President to sign IRS Form 2848 Power of Attorney designating legal counsel, Amy Goodson, as authorized representatives to communicate with the IRS for purposes of obtaining tax exempt recognition;

FURTHER RESOLVED, that the Board of Directors approves an expenditure not to exceed \$600 for the IRS user fee associated with filing Form 1023.

Motion: Mr. Anstaett Second: Ms. Terry
Ayes: 5 Opposed: 0

K. Approval of Charter Preliminary Agreement and Charter Contract

The board discussed entering into a preliminary agreement and charter contract with the Ohio Council of Community Schools.

20-10 WHEREAS, Valor Academy, Inc. (“the Corporation”) is an Ohio nonprofit corporation established under Chapter 1702 of the Ohio Revised Code; and

WHEREAS, the Corporation desires to create and operate a community school under Chapter 3314 with sponsorship from the Ohio Council of Community Schools; and

WHEREAS, the execution of a charter contract is subject to approval of all entities party to that charter contract, including the Corporation and the Ohio Council of Community Schools.

NOW, THEREFORE, BE IT RESOLVED, that the Chairman, or another member, of the Corporation is authorized to execute a preliminary agreement with the Ohio Council of Community Schools.

RESOLVED FURTHER, that the Corporation authorizes the negotiation, adoption, and execution of a charter contract with the Ohio Council of Community Schools.

RESOLVED FURTHER, that the Corporation, or its designee, is hereby authorized to take any action and do all things necessary or desirable in accordance with all laws and regulations to which the Corporation is subject to effectuate the terms and purposes of this Resolution. The Chairman, or another member, of the Corporation is hereby authorized and empowered to execute such documents and undertake any and all other actions as are reasonably required to carry out and consummate said charter contract with the Ohio Council of Community Schools.

Motion: Mr. Jones Second: Ms. Terry
Ayes: 5 Opposed: 0

L. Management Agreement Discussion and Authorization for Board Counsel to Negotiate.

Mr. Bae and Ms. Goodson will begin to draft a management agreement with Verano for the school.

M. Program Update/Review

Mr. Jacobs presented an overview of the proposed program for the school. The school will serve grade levels six through eight. The program will not be blended in the way Ohio defines blended. There will be full-day in-school attendance; however, multiple methods of learning will be incorporated.

N. Fiscal Officer Appointment

The board discussed appointing a fiscal officer for the school.

20-11 RESOLVED, that the Board of Directors appoint Dave Massa as Fiscal Officer and approves entering into the agreement for fiscal services and authorizes the board president to sign said agreement upon review of legal counsel.

FURTHER RESOLVED, that the Board of Directors hereby authorizes adding Fiscal Officer, Dave Massa as a signer and authorized user on the School’s bank accounts.

Motion: Ms. Terry Second: Mr. Anstaett
Ayes: 5 Opposed: 0

O. Bank Accounts and Financial Discussion

The board discussed opening a bank account for the school.

20-12 RESOLVED, that Board of Directors approves opening a bank account with PNC and designates C. David Massa and David Jones as authorized signers on the account.

Motion: Dr. Kitchel Second: Ms. Terry
Ayes: 5 Opposed: 0

P. D&O Insurance Discussion

The board discussed obtaining D&O insurance.

Q. Next Steps/Timeline

Mr. Wall spoke to the timeline for the school. He will begin to work with Mr. Bae and Mr. Jacobs on the charter school contract and attachments. The goal is to have the contract template and attachments completed by April 1, 2020. The deadline is May 15, 2020.

V. Confirmation of Next Meeting: March 17, 2020 at 7:00 AM
Valor Academy
1330 Atcheson Street
Columbus, Ohio 43203

VI. Adjournment 7:41 AM
Motion: Dr. Kitchel Second: Mr. Anstaett



Approved by Valor Academy, Inc., Board of Directors on _____, 2020.

Board President/Secretary

Date