

Valor Academy, Inc.

Meeting Minutes

March 17, 2020

1330 Atcheson St.

Columbus, Ohio 43203

I. Call to Order

The meeting was called to order at 7:06 AM

II. Roll Call

Board Members Present via Telephone:

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

Board Members Absent:

Lorraine Terry, Director

Attendees via Telephone:

John Jacobs *Verano*
Sylvia Goodrich, *Verano*
Josh Solomon, *Verano*
Tamara Becker, *Verano*
Chase Eckelson, *Verano*
Amy, Goodson, Esq., *Board Legal Counsel*
Lesley Gillen, *Fiscal Officer Representative*

III. Review of Agenda

Ms. Goodson discussed the legalities of meeting by phone during the pandemic. The sponsor is aware of the telephone meeting. The Board may have to ratify all items at a later meeting.

IV. Action and Discussion Items

A. Approval of January 14, 2020 Minutes

The Board reviewed the minutes from the January 14, 2020 minutes, no modifications were requested.

20-13 RESOLVED, that the Board of Directors approves the minutes from the January 14, 2020 meeting as presented

Motion: Mr. Jones Second: Dr. Kitchel
Ayes: 4 Opposed: 0

B. Budget Discussion

Mr. Solomon indicated they are currently working with Massa Financial Solutions in developing the school budget.

C. Acceptance of Donation

The Board tabled the discussion on the acceptance of the donation until the April meeting.

D. Fiscal Policies and Procedures

The Board reviewed the fiscal policies and procedures. Ms. Gillen indicated that there are revisions in order to address the sweep fee arrangement. The Board requested the revised policies and procedures be included in the April meeting materials

20-14 RESOLVED, that the Board of Directors approves and adopts the Fiscal Policies and Procedures as revised.

Motion: Mr. Jones Second: Mr. Patterson
Ayes: 4 Opposed: 0

E. Board Member Reimbursement

The Board discussed the reimbursement of costs for background checks to board members.

20-15 RESOLVED, that the Board of Directors approves reimbursement of \$70.00 to Tracy Kitchel and \$92.00 to Sean Patterson for the cost of the required background check.

Motion: Mr. Jones Second: Mr. Anstaett
Ayes: 4 Opposed: 0

F. Board Member Stipends

The board discussed stipends for board members.

20-16 RESOLVED, that the Board of Directors authorizes the payment of a \$125.00 stipend for each Board Member in attendance at each board meeting, \$60.00 per day for attendance at a training three hours or less and \$125.00 per day for attendance at a training longer than three hours and subject to any additional limits imposed by law.

Motion: Mr. Jones Second: Dr. Kitchel
Ayes: 4 Opposed: 0

G. Management Agreement

The Board reviewed the management agreement.

20-17 RESOLVED, that the Board of Directors approves entering into a management agreement with Verano and authorizes board legal counsel to negotiate said agreement.

FURTHER RESOLVED, that the Board of Directors authorizes the Board President to sign said agreement once in final form.

Motion: Dr. Kitchel Second: Mr. Patterson
Ayes: 4 Opposed: 0

H. Lease

The board discussed the lease of the facility.

20-18 RESOLVED, that the Board of Directors approves the lease for 1330 Atcheson St. Columbus, Ohio and authorizes the board president to sign said lease once in final form and reviewed by legal counsel.

Motion: Mr. Jones Second: Mr. Patterson
Ayes: 4 Opposed: 0

I. Sponsor Contract and Attachments

Mr. Jacobs and Ms. Becker discussed the Education Plan and the Performance and Accountability Plan. The education plan is not a blended learning program but rather a “hybrid” model. This model is distinct from a blended learning model in that students are at the school site all day with face to face interaction along with the use of technology.

20-19 RESOLVED, that the Board of Directors approves and adopts the sponsor contract and performance and accountability plan as presented.

Motion: Mr. Jones Second: Mr. Anstaett
Ayes: 4 Opposed: 0

J. Admissions and Enrollment Policy

The board discussed the Admissions and Enrollment Policy

20-20 RESOLVED, the Board of Directors approves and adopts the Admissions and Enrollment Policy as presented.

Motion: Mr. Jones Second: Dr. Kitchel
Ayes: 4 Opposed: 0

K. 2020-2021 School Calendar

Ms. Becker presented the proposed calendar. The calendar mirrors that of the Columbus City School calendar and includes professional development days.

20-21 RESOLVED, that the Board of Directors approves and adopts the 2020-2021 School Calendar as presented.

Motion: Mr. Jones Second: Ms. Terry
Ayes: 4 Opposed: 0

L. D&O Insurance

The fiscal officer will obtain quotes for presentation at the next meeting.

M. Resume for Board Discussion

Ms. Becker and Ms. Goodrich discussed Ms. Galvin’s experience.

N. Authority for Board President Action

20-22 WHEREAS, issues surround Coronavirus (COVID-19) may prevent the Board of Directors from safely meeting as usual to carry out its governance responsibilities.

THEREFORE BE IT RESOLVED, that the Board of Directors grants its Board President the authority in consultation with the Board’s legal counsel to make decisions and act on the Board’s behalf in response to matters affecting the School. Such authority shall exist until revoked by the Board of Directors.

Motion: Mr. Patterson Second: Dr. Kitchel
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: 4 Opposed: 0

P. Next Steps/Timeline

The ribbon cutting ceremony is currently being rescheduled.

V. Confirmation of Next Meeting: April 21, 2020 at 7:00 AM
Zoom meeting conference

VI. Adjournment 7:49 AM
Motion: Dr. Kitchel Second: Mr. Anstaett



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

Board President/Secretary

Date