

Insight PA Cyber Charter School

Minutes of the Meeting of the Board of Trustees (the “Board”) of Insight PA Cyber Charter School (the “School”) via telephone on October 23, 2017.

Public notice was given for this meeting in accordance with Section 1 of the Sunshine Act.

Directors Present: Michael Adler, Edward P. Kelly, Maddi-Jane Sobel, Kelly Vidovich Michele McKeone and Aviva Moore.

Others Present: Eileen Cannistraci, *Chief Executive Officer*, Shannon McElwain, *Executive Director*, Susan Siever, K12, Mary Markert and Charles Graham of K12 Virtual Schools LLC (“K12”), Alan Kessler, Anthony Guida Jr., Joshua Peck, Barry Steinman and Jed Bergman of Duane Morris LLP, and Mark Aronchick of Hanglely Aronchick Segal Pudlin & Schiller LLP.

Mr. Adler called the meeting to order at 2:45 p.m. and welcomed those present at the meeting.

Following a motion duly made and seconded, the members of the Board present at the meeting unanimously approved the minutes of the meeting of the Board held on September 25, 2017.

Ms. Cannistraci, Ms. McElwain and Ms. Markert then provided the Board with updates regarding the School’s current student enrollment and with respect to the School’s hiring activities to date (including efforts with respect to hiring a Chief Financial Officer), and discussed the Board’s monthly meeting schedule.

Ms. Cannistraci, Ms. McElwain and Ms. Markert then discussed the need for the School to have expert special counsel with expertise in the area of special education, federal and state laws and regulations. Ms. Cannistraci then provided an update of the School’s Fiscal Policies and Procedures, Employee Handbook and Criminal History Record Information Policy.

Mr. Guida then discussed the drafts of the School’s (i) Hazing Policy, (ii) Retention of Records Policy, (iii) Suicide Awareness, Prevention and Response Policy, (iv) Amended Title IX Policy, (v) Internet Reimbursement Policy and (vi) Terroristic Threats Policy, each of which had been drafted by the School for the Board’s consideration and adoption and copies of which had been distributed to the Board prior to the meeting. Mr. Kessler and Mr. Guida then discussed the need for the School to have a “Right to Know Officer” in order to respond to “right to know” requests from the public in accordance with the Sunshine Act. Mr. Kessler noted that the School was recommending that its Chief Executive Officer be appointed as the School’s “Right to Know Officer.” Mr. Kessler then stated that the School was recommending that the National Charter School Institute provide the Board with a comprehensive training session regarding corporate governance. Mr. Kessler then noted that the School was recommending that the Board approve the

engagement of the law offices of Hangley Aronchick Segal Pudlin & Schiller to serve as the School's independent legal counsel.

Ms. Markert then provided the Board with a presentation regarding the School's September 2017 financial statements, which included a detailed overview of the School's enrollment projections, revenues and expenses and a detailed balance sheet analysis.

Throughout the presentations noted above, the members of the Board raised questions and engaged in multiple discussions regarding each of the matters presented. Following such discussions and motions duly made and seconded, the members of the Board present at the meeting unanimously approved the following resolutions:

Approval of Hazing Policy, Retention of Records Policy, Suicide Awareness, Prevention and Response Policy, Amended Title IX Policy, Internet Reimbursement Policy and Terroristic Threats Policy

NOW, THEREFORE, BE IT RESOLVED, that the Hazing Policy, Retention of Records Policy, Suicide Awareness, Prevention and Response Policy, amended Title IX Policy, and Internet Reimbursement Policy and Terroristic Threats Policy, in the forms attached hereto as Exhibit A, be and hereby are, approved and adopted as the Hazing Policy, Retention of Records Policy, Suicide Awareness, Prevention and Response Policy, amended Title IX Policy, and Internet Reimbursement Policy and Terroristic Threats Policy, respectively, of the School, with such changes and such other terms and provisions as the proper officers of the School (each an "Authorized Officer" and, collectively, the "Authorized Officers") may deem necessary or desirable, the execution and/or delivery thereof by such Authorized Officer or the Authorized Officers to conclusively evidence his or her or their approval thereof and authority therefor from the Board and the School; and be it

Approval of "Right to Know Officer"

FURTHER RESOLVED, that the School's Chief Executive Officer be, and hereby is, appointed as the School's "Right to Know Officer," to hold such office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal; and be it

Approval of National Charter School Institute for Training Purposes

FURTHER RESOLVED, that the National Charter School Institute be, and hereby is, authorized and approved to provide general and corporate governance training to the Board; and be it

Approval of Hangley Aronchick Segal Pudlin & Schiller as Independent Counsel

FURTHER RESOLVED, that the School be, and hereby is, authorized to engage the law offices of Hangley Aronchick Segal Pudlin & Schiller as its independent legal counsel; and that the Authorized Officers be, and hereby are,

and each of them with the full authority to act without the others hereby is, in the name and on behalf of the School, authorized, empowered and directed to negotiate and execute and deliver an engagement letter with respect to such engagement in such form and with such terms and provisions as the Authorized Officer or Authorized Officers executing and/or delivering the same may deem necessary or desirable, the execution and/or delivery by such Authorized Officer or Authorized Officers to conclusively evidence his or her or their approval thereof and authority therefor from the Board and the School; and be it

Approval of Financial Report

FURTHER RESOLVED, that the School's September 2017 financial statements attached hereto as Exhibit B, be and hereby are, authorized and approved; and be it

Omnibus Resolution

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, and each of them with the full authority to act without the others hereby is, in the name and on behalf of the School, authorized, empowered and directed to execute and deliver all such documents, agreements and other instruments relating to or contemplated by the foregoing resolutions or required to consummate the transactions contemplated thereby, in each case, with such changes and such other terms and provisions as the Authorized Officer or Authorized Officers executing and/or delivering the same may deem necessary or desirable, the execution and/or delivery by such Authorized Officer or Authorized Officers to conclusively evidence his or her or their approval thereof and authority therefor from the Board and the School.

There being no further business, Mr. Adler adjourned the meeting at 3:20 p.m.

Respectfully submitted,

Maddi-Jane Sobel
Secretary, Insight PA Cyber Charter School

Exhibit A
Hazing Policy, Retention of Records Policy, Suicide Awareness, Prevention and Response Policy, Amended Title IX Policy, Internet Reimbursement Policy and Terroristic Threats Policy

See attached.

Exhibit B
September 2017 Financial Statements

See attached.