

Minutes
North Carolina Learns, Inc.
North Carolina Virtual Academy
Board of Directors Meeting
March 14, 2015
9:30 AM

Board Members Present

Chris Withrow, Chairman,
Marjorie Benbow, Secretary
Sara Struhs
Steve Moody (by phone,
then arrived at 10:10)
William Pilkington (arrived
at 10:15)
Travis Mitchell

K12 Staff Present

Karen Ghidotti
Joe Chisholm
John Kramer

Media Present

None

Board Members Not Present

None

Call to Order

Chris Withrow called the meeting to order at 10:00AM.

Roll call was taken via introduction of all Board Meeting attendees.

Required reading of the NCVA Mission Statement by Chris Withrow.

Acceptance of Meeting Agenda as Written

Chris Withrow and Karen Ghidotti reviewed the Meeting Agenda with attendees.

ACTION: Benbow moved to approve the agenda as revised. Motion seconded by Sarah Struhs. Motion carried 6-0.
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Review of February 12, 2015 Board Meeting Minutes

Chris Withrow reviewed with the board that minutes from the February 12, 2015 meeting were sent to all board members. Each member acknowledged having received and reviewed the minutes. There were no questions or revisions to the minutes.

ACTION: Sarah Struhs moved to approve the February 12, 2015 board meeting minutes. Motion seconded by Marjorie Benbow. Motion carried 6-0.

School Update

Karen Ghidotti provided an update on the enrollment lottery, number of applicants, process and subtleties of the validating the applicant database. She explained that the collection of demographic information would start next week, however would not be available for approximately 2 months.

Ms. Ghidotti explained the “**Student Non-Compliance / Withdrawal**” Policy.

Discussion about concerns that the Board be updated more frequently regarding withdrawals, resulted in Karen Ghidotti confirming that a weekly “Red/Yellow/Green-formatted” report (as opposed to monthly) via email would be possible. Marjorie Benbow suggested that a “Step 6” be added to the Student Non-Compliance/Withdrawal Policy to incorporate the weekly reporting.

ACTION: Sarah Struhs moved to approve the Student Non-Compliance/Withdrawal Policy as amended with the addition of Step 6 for weekly reports to the board. Motion seconded by Travis Mitchel. Motion passed 6-0.

Charter Agreement Update

Chris Withrow provided an update on the status of the Charter Agreement with the State Board of Education.

ACTION: William Pilkington moved to approve Chris Withrow to sign the charter agreement and return it to the Charter School office by the April 3rd deadline. Marjorie Benbow seconded the motion. Motion carried 6-0.

Office Space Update

Karen Ghidotti provided an update on the Office Space search and options in Wayne County. Discussion included whether Wayne would be the most strategic longer-term location, especially if the cost of other locations would be neutral, and other benefits such as proximity to DPI and ability to recruit high quality staff.

Sara Struhs moved to amend the charter application to move the office space to Durham County and directed Karen Ghidotti, on behalf of the board, to explore options in Durham County for office space subject to budget and proximity to DPI parameters. Motion was seconded by Marjorie Benbow. Motion carried 6-0.

LEA Designation Update

Chris Withrow explained that at the DPI meetings earlier in the week, NCVA was officially given its LEA designation number 96G – a major milestone.

By Laws Update

Chris Withrow and Karen Ghidotti shared with the board the need to revisit the NC Learns bylaws and determine if any amendments are needed. The board discussed the following items: Article I – change from Wayne County to Durham County; Section 3 – remove meeting on the 15th of the month to meeting no less than quarterly; Section 6 – Notice – change from 5 day notice to 2 day notice; Article V Officers, section 2 – remove September meeting for the board; Article V - Section 6 remove and replace with offered language.

ACTION: Margie Benbow moved to amend the bylaws as discussed. Motion was seconded by Sara Struhs. Motion carried 6-0.

11:40: Adjourn for Lunch

Lunch Discussion

- **HOS candidate(s)**
- **Board Meeting Schedule**
 - o 1st Monday of each month
 - o 5:00PM – target 60 minutes

1:00 Reconvene

Revision to Meeting Agenda as Written

Due to the time constraints of this meeting, there was discussion of postponing the following agenda items to a future meeting: Finance Policies, Establishing Standing Committees, and Board Employees Benefit Options.

ACTION: Steve Moody moved to amend the meeting agenda as noted. Motion seconded by William Pilkington. Motion carried 6-0.

Review of Board Policy Manual

The board was provided copies of board policies to review prior to the meeting.

- School Board/Authority and Duties
- School Board Member Code of Ethics
- School Board Member Duties and Responsibilities
 - o (eliminate because in By Laws)
- Board Member Orientation/Mentoring and Ongoing Board Development
 - o (not a requirement, but best practice)
- Board Member Development

- Board Member Reimbursement
- Conflict of Interest
- Policy Development/Revisions/Maintenance
- Public Participation in Board Meetings
- School Board Relationship with Head of School/Principal
 - Removed from consideration at this time

ACTION: Marjorie Benbow moved to approve as amended the following policies: School Board/Authority and Duties, School Board Member Code of Ethics, Board Member Orientation/Mentoring and Ongoing Board, Board Member Development, Board Member Reimbursement, Conflict of Interest, Policy Development/Revisions/Maintenance, Public Participation in Board Meetings. Motion seconded by Sara Struhs. Motion carried 6-0

Additional Revision to Meeting Agenda as Written

Due to the time constraints of this meeting, there was discussion of postponing the following agenda item to a future meeting: Board Employees Benefit Options.

ACTION: Steve Moody moved to amend the agenda and remove the item to discuss Board Employees Benefit Options to the next meeting. Motion seconded by William Pilkington. Motion carried 6-0.

Elect Board Position(s)

Nomination of Steve Moody as Vice Chair

ACTION: Marjorie Benbow moved to elect Steve Moody as Vice Chair. Motion seconded by Sara Struhs. Motion carried 6-0.

Nomination of Steve Moody as Treasurer (in addition to Vice Chair)

ACTION: Marjorie Benbow moved to elect Steve Moody as Treasurer. Motion seconded by Sara Struhs. Motion carried 6-0.

General Discussion Items:

Discussion of next steps/items for the Board

Governance Strengthening Exercises

Board Assignments:

- 1.4 of Roles & Responsibilities: Sara Struhs
- 2.0 October (March) Bundle: Steve Moody
- 3.2 Strategic Goals and Accountability: Chris Withrow
- 4.1&2 Reporting: Marjorie Benbow

Implementation Year 1: Readiness to Open Matrix

Board Assignments - All: Sara Struhs

Chris Withrow explained that the next DPI required meetings are April 22/23 8:30AM – 4:00PM.

Board discussed the role of the Executive Director. Chris Withrow recused himself from the conversation and left the meeting.

ACTION: Marjorie Benbow moved to adjourn. Motion seconded by Sara Struhs. Motion carried 6-0.

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