



**BOARD OF DIRECTORS MEETING**  
**May 12<sup>th</sup>, 2021**  
**6:00pm**

**I. Administrative**

- a. Meeting commencement and call to order at 6:02 pm
- b. Board/Member Roll Call

Board Members	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X
	Faith Bongiorno	X	Jason Colonna	X	Cynthia Hall	X
Ex-Officio Members	Corrigan Rutherford	X	Destiny Grant	X	Amber Speights	X
	JBC Representative	A				
Non-Board	Foundation: Keith McElveen	A	Faculty Liaison: Terra Poetzscher	X	PCA: Christine LaRue	A

**X = Present**     **A = Absent**

Also present:

- c. Mission statement: Palmetto Scholars Academy (PSA) will provide a differentiated program designed to meet the educational needs of intellectually gifted learners, address their distinctive social and emotional needs, promote individual character development and instill a life-long love of learning. Our students will engage with leading innovative organizations in higher education, business and science, to empower them to make original and impactful contributions toward the elevation of South Carolina in the areas of education, commerce, arts, and science.
- d. Public Comment:
  - i. Speakers giving public comment: none
- e. Acceptance of Minutes from prior Board meeting  
Deferred to next regular meeting
- f. Acceptance of Agenda

Motion to: Accept the Agenda

Made by: Joel

Second by: Mary

Vote: unanimous

Board Members	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X



	Faith Bongiorno	X	Jason Colonna	X	Cynthia Hall	X
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**g. 45 Day Calendar Review – N/A**

**II. Principal’s Report**

- a. Kim asked Principal Rutherford if she wanted to give an update about the mask mandate and Principal Rutherford reported the Administration has been engaged with legal counsel and intended to send out a correspondence later in the evening to provide clarity and information about the opt out form and additional information for staff and students, as recommended. She noted it was a whirlwind the past few days and that the Administration had sent an earlier message to the community. She spoke about how there was no prior knowledge by the Administration that this was going to occur and in such a sudden manner. Joel thanked the Administration for their response as they handled the communication well and engaged in a sensible and well communicated approach, particularly how quickly the situation developed.

**III. New Business**

- a. **Discussion:** Round Table Discussions with Employees

Kim discussed the round table idea, which he sent out to the Board last week via email, as it is done at Boeing and typically is a way for employees to meet with upper management to share and learn from upper management without any filters. He indicated it was pretty successful and that generally you are trying to get a feeling for what is going on at the worker level. He noted the intent of this was to be more open and have better lines of communication with employees because he did not feel like we have talked much with the employees but for the few employees on the committees. He stated that a lot of employees attend Board meetings but he had not heard any comments from them. Kim acknowledged that he pushed forward quickly with the idea, which was probably an error and the idea needed to be discussed by the Board before we move forward.

Susan asked whether this is an appropriate thing for the Board to do and noted that the Board has other forms of communication where staff can reach out to us. She did not believe the Executive/worker model fits or that we are their Executives as we involve public funds and a public board and Boeing is a company. She did not feel these things equate and we could compare these two things. She offered concern if something comes out during one of these round tables that we felt we need to act on in some way. She felt that if we want to provide staff a way to communicate directly with the board, it needs to be very clearly defined what we are doing with the information and have a clearly defined purpose. She also noted that the timing is really bad with testing and it being the end of year. She did not feel this was a great idea and while she is all about more communication and open communication, she did not like the round table idea. She suggested the Board talk to Carol or Margaret at the Alliance and ask if it is an appropriate thing for us to do.

Liliana highlighted the following aspects, some of which were reiterated from Susan, from the perspective of policy, the Board, public funds, and the law that governs us: she is absolutely in favor of open communication not just with the staff but with parents, too, but noted we are limited by our purpose; stepping into operations



by sitting down directly with employees without a policy in that regard, without a strategic purpose (understood and publicly acknowledged) is not a good way to go; going this route would not honor the feedback we would get either from our staff or from parents because there are more vocal voices than others and we would lose the opportunity to speak with all and capture input equally. She stated when the Board sets foot into the realm of operations by directly engaging with staff, there is another law that governs the purpose of such a discussion, including ADEPT and PADEPP, and the Board needed to be mindful that there is a leader of the school and an administrative team that will be evaluated on such input. She reported that such input coming directly from staff is captured by ADEPT and/or PADEPP and has to be agreed upon at the very beginning of the year - that there is a list of artifacts and evidence that the Board and the leaders of the school have to agree upon. She remarked that the Board cannot change this list halfway through or at the end of the year because this is going to change the way we look at the leader we have hired to run the school and such an objective has to be stated at the beginning of the year. Liliana also offered concern because the Board runs on public funds and every time we engage our school directly (our constituents) it has to be for a larger purpose and we have to engage for a strategic purpose unless we have already decided a direction and we have decided on a structured approach to collect the data with a meaningful purpose. Liliana did not see how in a matter of 24 or 48 hours we would honor the feedback we would obtain. She stated she would like to hear from the staff as well as all the parents but it has to be in an agreed upon fashion that gives every voice the same rights to actually make a contribution. To summarize, she stated the Board does not have a policy that allows us to step into the operational realm without creating a crisis. She suggested we ask Terra to print a copy of the minutes of the Board and post them in the teacher's lounge to begin with to make it easier for our staff to be aware of what the Board is doing.

Principal Rutherford gave kudos to Terra, who updates the staff with an email recap after Board meetings. She shared that Terra's role as faculty liaison is quite helpful.

Mary agreed with Liliana and Susan's points. She asked the Administration about staff surveys, performed by the Administration, which are then shared with the Board. Principal Rutherford answered that this had been done earlier but had not been done recently but could be investigated. Mary questioned whether it would be more appropriate for a survey to come from the Board or the Administration, which was a question to consider in the future.

Jason affirmed his support for meeting with the staff and having a roundtable. Jason read from the bylaws which state under Section 4.2 of responsibilities of the Board that Directors are to "build and maintain parent, educator, and community partnerships." He stated did not think there is anything illegal (implicit or explicit) with meeting with our staff and he thinks it is a good idea. He noted if we are the elected board of a corporation and our job is to manage the corporation, certainly our staff is a big part of that. Jason reported he thinks it is a good idea and he thinks we should do it.

Kim remarked he did not feel we get much out of a survey as you get the answers to the questions you ask and a survey is not a conversation and does not allow for direct feedback. He indicated he did not feel like we know what the educators want or that we are listening to them and they probably want to know more about what



we have been working through this year. He stated there are a lot of questions and he does not feel like we are getting those answered. In regards to the illegality, he reported there is no state or federal law, there is nothing in the Charter or the bylaws that restricts the ability of the Board to engage directly with employees. He noted we cannot give a direction, but hearing employees and having conversations is permitted and there is nothing wrong with it. Kim reported he is in favor of the round tables and he would like to hear from the employees attending the meeting, if they wanted to weigh in at the end of the discussion.

Liliana stated she is totally against stepping into the operational realm in a matter of 48 hours but she is absolutely for building and maintaining a relationship and open channels. She noted that stepping into the operational realm within 48 hours alludes to a crisis, which we do not have. She stated she absolutely supported getting together and hearing from our staff, community, parents, etc., as to the best way to listen to them and how we can build a structure for ongoing communication. However, she asserted she is totally against stepping into the school's realm in the middle of testing on short notice without proper justification and creating more question marks than listening to our staff. Liliana stated she is in support if the conversation is how to build a structure and how to listen to our staff in a structured manner consistent with our strategic purpose where we would actively listen and do something with the feedback. But she stated she thought we were talking about stepping into school and talking to our employees immediately. She asked for clarification about the agenda item: whether we talking about building a structure long term or listening to our employees right now?

Kim replied that he wanted to hear from them right now and that there is a lot going on and he thinks there are issues that they probably want to share with us. He stated that long term, he thinks it is a good idea to do this as a regular practice both with employees and parents.

Susan remarked she also thinks communication is very important and that it is very important that we have open communication with our staff. She noted the point she was confused about - that she recalled from our Alliance training that there is a very clear line: the Administration is "responsible" for staff and the Board is "responsible" for Administration. She did not know that this is our role as a Board and that it is really the Administration's job to get feedback from staff. She also noted that the timing and that she would love to talk more about how this would look. Susan stated she would like clarification from Margaret to tell us the implications of what we can or cannot do. She also asked Kim about when he said this concept is "absolutely legal," where this information came from. Kim replied it came from Mary Alice Caudell, an attorney from the school's firm. Susan asked for this communication to be shared with the Board and Kim indicated he would forward it to the Board. Kim stated that there was no problem with the Board directly engaging with employees (listening and having a conversation).

Mary agreed that communication is super important. However, she stated her issue with this was the timing and that it felt really rushed. That in her opinion it was a rushed idea that was sent to the Board very quickly via email and got off on the wrong foot. She noted the idea still feels very rushed to her and that it felt almost as though the Board is going on a fishing expedition. She noted that she heard all the arguments about legality but wanted to focus on best practice. The board agrees that communication is important so what is the best



way to do it? Mary stated it was her opinion that this concept is not the best way to do it and we are rushing it, it looks unseemly and like it is a fishing expedition. She stated the Board needed to put some thought in and develop the idea, which could be done relatively quickly. She offered the idea needed to be well thought out and performed at an appropriate time (not for just us but for the staff and employees). Mary indicated she could not see how this would be beneficial to employees right now due to the busy time of year and she would hate to add to end-of-year stress. She also stated that she felt if employees had pressing concerns, they have avenues to reach out to the Board.

Joel agreed we need to come up with a plan and an intent. He stated, all in all, that he did not feel he has a great conduit to understanding a lot of what is going on campus and that touch points like this would be helpful. He noted he has been on the board for 7 or 8 months but has been to the school only a few times given the situation with Covid. He reported his perspective from teachers and from other members of the community was limited and that things like this would give us a greater ability to understand perspectives (unfiltered) and would help him as a board member to get a better and clearer view of what is happening. He agreed that we should not be in the business of the school in ways that are not appropriate to our role in the school but did not think that necessarily has to be a part of creating a communication forum. He suggested that this could be done over the summer or implemented going into next year in a more structured manner - not necessarily impinging on teachers at a bad time. Joel stated he thinks it is a valid idea worth fleshing out.

Cynthia, via the comment feature of the video conference, stated that she liked the idea of listening sessions, but agreed that we needed a process in place and a timeline. Also, she stated she would love to hear from the staff as well, if anyone was willing to voice their opinions on this issue.

Faith, via the comment feature, also agreed with Cynthia and asked to hear what staff had to say but stated we need a process and and clear intent of communications.

Kim asked teachers and employees if they wished to weigh in.

Terra offered her personal perspective as she did not have a chance to talk to staff members about this issue. She reported her personal perspective is that she thinks it could be a helpful structure in the long term with employees and parents if there is a clear purpose and path and the intentions are clear. She noted Joel's point about the disconnect between the Board and staff and she appreciated we are making steps to bridge that gap. She indicated that some staff members would be comfortable in a round table setting while others would likely prefer a more anonymous survey if that would be an option.

Kim agreed to all of the above and noted that Terra is in a tough position as she is a teacher and is operating as the go between between the Administration and us and that had to be a hard balance. HHe stated that it was almost like we needed someone outside the system to serve in that role, which was not a reflection on the job she has done as he felt she has done a fantastic job but he did not feel we are getting direct information from teachers.



Leslie Sullivan stated that she felt there are quite a few teachers who are interested in opening up a dialogue and that it was her understanding that teachers were not supposed to reach out to board members individually after the decision that was made this Fall regarding communication outside of committees, which she felt had stopped a lot of communication. She stated that, to her, communication would be very welcome as we are going through a lot of changes as the school with many things having much to do with the Board such as strategic planning, questions related to the Charter, and compensation. She stated she is very interested in opening up some conversation regarding those topics.

Dr. Dina Moseley commented via the comments section of the video meeting that she was not sure of the proper avenues to use to communicate with the board and Kim remarked that he did feel that this was a valid point and that we have not defined that well enough, which is why he wanted to do this and open avenues of communication.

**III. Old Business**

a. N/A

**IV. Community Partner Reports – N/A**

**V. Committee Reports – N/A**

**VI. Executive Session**

Motion to enter the Executive Session at 6:35pm

Made by: Faith

Second by: Cynthia

Vote: unanimous of those present

Board Members	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X
	Faith Bongiorno	X	Jason Colonna	X	Cynthia Hall	X

Members Present: all board members including Principal Rutherford, AP Speights, and AP Grant

Recusals:

- VI.a Complaint discussion recusals from 7:20pm to 7:52pm: Mary, Faith, Cindy, and Susan
- VI.b Status on personnel matter recusal from 7:57pm to 8:20pm: Susan

\*Faith left the Board meeting during Executive Session (due to a personal time constraint and not for an additional recusal) at 7:58pm



- a. Complaint
- b. Status on personnel matter

Motion to exit the Executive Session at 8:23pm

Made by: Mary

Second by: Joel

Vote: unanimous of those present

Board Members	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X
	Faith Bongiorno	A	Jason Colonna	X	Cynthia Hall	X

**Following the close of the Executive Session:**

Kim offered a brief conversation on the complaint process and a point raised by Mary. He stated that he felt it needed to be worked on but was not something that we could hash out at this meeting. He stated Mary had a very valid point, especially things involving HR and that we did not want to have all of the details ahead of time before we make a decision whether to review a complaint or not.

Principal Rutherford offered clarification regarding Mary's statement and the communication norms and stated that the Administration team is very aware that everyone on the board is a parent and being careful as information is shared amongst community members and fielding questions, comments, or concerns in a proactive manner to her means addressing it more promptly than in a reactive manner/after the fact. She stated she was unsure as to the "sweet spot" and would appreciate feedback. Principal Rutherford noted that she has erred on the side of informing the Board more quickly they may be necessary but she was also very aware that our community is very closely connected and it is important to her that the proper channels are taken so that information is shared clearly.

Liliana offered from her perspective and experience that the key word shared by Principal Rutherford was "inform," which to her meant let us know but we do not need time to share opinions as they are irrelevant, and like Mary said the discussion is not ripe or ready for the Board to listen to it. Liliana noted that informing is key - let us know - but that we should not get into Executive Sessions and further develop issues when there is no need for it. Liliana stated this is the line she would draw regarding the conversations so far. Kim agreed with Mary that this needed to be an Agenda item and stated he would add it to the regular board meeting if at that point we are ready to discuss, as he felt it needed some work.

Mary suggested that we add it to the Agenda as an informational item in order to inform the public that this is something that is an issue and that we are working on and then we can have a discussion at a later Board meeting, recognizing that we likely have a lot on the Agenda for next week.



**Motion to: remand the issue #1 (VI.a.) back to the Administration for disposition and ask them to report back to us in a future board meeting about their disposition.**

**Made by: Joel**

**Second by: Liliana**

**Discussion: Kim stated that we still wanted to gather information, not specifically about this complaint, and whether students feel like they are well served, which may need to be added to a future Agenda or something we can say we are curious about.**

**Vote: approved by name vote below**

<b>Board Members</b>	Kim Shultz	X	Bryan Coppage	X	Mary Brown	*
	Joel Baughman	X	Susan Durand	*	Liliana Hudescu	X
	Faith Bongiorno	*A	Jason Colonna	X	Cynthia Hall	*

\*recused

**Motion to: remand issue #2 (VI.b) back to the Administration for resolution and report back to the Board with a status at a subsequent Board meeting**

**Made by: Joel**

**Second by: Liliana**

**Vote: approved by name vote below**

<b>Board Members</b>	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	*	Liliana Hudescu	X
	Faith Bongiorno	A	Jason Colonna	X	Cynthia Hall	X

\* recused

**VII. Adjournment at 8:32pm**

Motion to: Adjourn the meeting

Made by: Liliana

Second by: Joel

Vote: unanimous of all present

<b>Board Members</b>	Kim Shultz	X	Bryan Coppage	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X
	Faith Bongiorno	A	Jason Colonna	X	Cynthia Hall	X



