

**PSA BOARD OF DIRECTORS
REGULAR MEETING AGENDA - RECONVENED
May 25th, 2021
6:00pm**

I. Administrative

- a. Meeting commencement and call to order at 6:00pm
- b. Board/Member Roll Call

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

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: n/a

e. 45 Day Calendar Review

- ✓ 05/26/2021 Communications Committee Meeting, 12:30pm
- ✓ 05/26/2021 Policy & HR Meeting, 6:30pm
- ✓ 05/27/2021 Academic Excellence Committee Meeting, 5:00pm
- ✓ 06/09/2021 Human Resources Sub Committee Meeting, 11:30am
- ✓ 06/10/2021 Finance Committee Meeting, 6:00pm

II. New Business

- a. Acknowledgment of service to the PSA community by former Board member and Board Chair Kim Shultz.

Bryan offered the following statement: The PSA board wishes to recognize Kim Shultz for the significant time and effort he has dedicated to the PSA Board and our school community. Kim was appointed to the PSA Board in the Fall of 2018 and served as the Secretary of the Board until September 2019, when he became board Chair. He served the Board and our community as Chair and as a member of multiple Board committees until his recent resignation. The PSA Board thanks him for his service and wishes him well while he continues to volunteer for the PSA community, including ongoing work with Boy Scout Troop 484 and the Trebuchet Team. Thank you Kim.

- b. **Discussion/Decision:** 6/16/2020 Resolution to create Ad Hoc Committee for Re-Entry to School (resolution below). Per text of Resolution all appointments to this committee expire on May 31st, 2021. Board to discuss disposition/dissolution of committee and the work delegated by the Board via this resolution.

Bryan discussed how a motion to dissolve this committee was needed

Motion to: Dissolve the ad hoc committee

Made by: Mary

Second by: Joel

Vote: unanimous

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

- c. **Discussion/Decision:** 6/16/2020 Resolution to appoint Tony Chatfield as an Ex-Officio member of the PSA Board of Directors at the request of Joint Base Charleston Leadership. Per text of Resolution appointment expires on August 31st, 2021, but Tony has moved out of the area and no replacement has been identified. Board to discuss dissolution of resolution.

Bryan discussed the need to dissolve this resolution

Motion to: Dissolve the resolution to appoint Tony Chatfield as an ex-officio member of the board.

Made by: Joel

Second by: Faith

Vote: unanimous

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

- d. Discussion/Decision:** Authorization of the Board for the PSA Board Secretary to acknowledge receipt of emails and forward inquiries/add agenda items as needed in the interim while a Board Communications policy is developed.

Bryan discussed the idea that Mary, as Board Secretary, would be the point of contact for all incoming emails and to distribute them to the correct individuals on the Board, as necessary.

Motion to: move to appoint Mary as the contact person for the Board to acknowledge receipt of incoming communication and distribute as appropriate.

Made by: Liliana

Second by: Faith

Vote: unanimous

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

*The Board passed the following motions:

Motion to: Amend the Agenda to include approval of the Agenda

Made by: Liliana

Second by: Joel

Vote: unanimous

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

Motion to: Approve the Agenda as presented

Made by: Liliana

Second by: Faith

Vote: unanimous

Board Members	Bryan Coppage	X	Cynthia Hall	X	Mary Brown	X
	Joel Baughman	X	Susan Durand	X	Liliana Hudescu	X

	Faith Bongiorno	X	Jason Colonna	X		
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- e. **Discussion:** Consider improvements in Board communication to community
 - i. Round Table discussions with parents and faculty
 - ii. Targeted surveys to faculty (parent/student survey required by Charter should be in work already)
 - iii. Start open conversations about the direction of the school

Mary indicated that this was a carry over Agenda item from the previous month. Bryan offered that we should delegate this to the Communications Committee. Susan as Chair of that Committee agreed.

Motion to: Delegate to the Communications Committee for further development and recommendation to the Board.

Made by: Liliana

Second by: Faith

Vote: unanimous

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

- f. **Information/Discussion:** Engagement with PSA Attorneys by Principal and Board Chair
 - i. Bylaws Article V, Section 5.1.(a). “The Chair shall perform all the duties conventionally associated with the office...” and “The Chair shall serve as the president of the Corporation and the principal volunteer of the Corporation”
 - ii. Principal Contract Section 4.d. “Perform all duties that a Charter School Principal, or Principal in a reasonably similar position in South Carolina would perform”
 - iii. Job descriptions for Board Chair and Principal, while generally encompassing all duties that are “typical” to the positions, do not specifically authorize engagement with attorneys and other external entities on behalf of the Board and School respectively.

Mary indicated that there was not a specific authorization granted by the Board regarding the expenditure of funds for attorney fees by the Chair and Principal and the thought was to discuss the Board authorizing up to a certain amount for the Principal and Chair to be able to spend without having to go back to the Board. If additional services were needed outside of that initial grant of the authority they could come back to the board and request at that time.

Joel asked whether there was a proposal for how much we might think that would look like, as we do know the attorney’s hourly rate, and it would be an assessment of how many hours we would think to authorize per month.

Principal Rutherford discussed we would need to have a review with McKay Kiddy to see the past trends but indicated that the past year had been an anomaly. She also stated that regarding communications, it was very important for the school leader and the Board to be on the same page in seeking legal counsel as sometimes we can get answers from the District office that are legally sound and it is important that we make sure that we use our resources wisely.

Liliana and Joel discussed how initially 5 hours a month (\$1000) seemed reasonable.

Liliana remarked that past this limit should be reconsidered not only monetarily but also about the specificity of the advice. For example, as opposed to being diligent on a specific contract, we should create appropriate general contracts and she offered the example like RFPs when we create a structure that we pass to attorneys to see if the structure holds and then when we stumble we can reach out for advice. She agreed with Joel’s proposal for a threshold.

The Board discussed the procedure of this item and that it would need to have it drafted for the next meeting as a decision making item.

Liliana also added that as it is budget time, perhaps the amount in the budget could be adjusted accordingly as an estimate.

Principal Rutherford and Joel noted that there is a line item and that \$12,000 yearly (\$1k per month) fits within the budget. Joel added that perhaps this should be a proposal from the Policy Committee as to the escalation - that an issue go to the District first for their perspective and that if we felt that was outside of their expertise or that we needed additional legal help then it would be escalation. That this could be a brief flowchart item proposed by the Policy Committee and brought to the Board.

Motion to: Delegate to the Policy and HR Committee the development of a brief policy/operational internal board procedure to the effect of use of legal services.

Made by: Liliana

Second by: Mary

Discussion: Joel reminded the Policy Committee members that they can reach out to the Finance Committee should they have any questions about the budget and what we discussed - they are happy to help.

Vote: unanimous

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

- g. Information:** Consider a benchmark survey of school districts/charter schools with video recordings of Board meetings.

Mary gave a brief survey of the local school districts schools that use YouTube channels to broadcast and store videos of Board meetings as well as other school events. She indicated that other state charter schools also use YouTube to a lesser extent. Mary indicated that the Board takes extensive minutes as an institutional record and this is a way to do that in an easier way.

Joel asked about legal requirements about disclosing that the meeting is recorded other than notifying others that it is being recorded. Mary indicated that a brief notification at the start of the meeting would

be sound practice. Joel and Susan discussed that they agreed this was a good idea. Mary also indicated that this might be a more appropriate venue for the Communications Committee but she was looking at it from the role of the Secretary.

Faith asked about the associated expense of a YouTube channel and Susan talked about how currently on WordPress, it was very easy to use and house videos so we could do this using our website. She did not believe there was a cost with the YouTube channel. She also noted that it was easy to record, especially if some of us are attending the meeting virtually. Susan remarked that she was happy to figure this out and that she would like to start as soon as possible.

Joel noted that as this was an informational item, Susan was welcome to bring a proposal back to the board next month that we could vote on if it was ready for that.

h. Information: Consider implementation of a School Improvement Committee. Liliana discussed that this item was brought to the board's attention from AP Speights in an effort to consolidate and improve the communication within the school of the school improvement efforts at the operational level because the academic committee would be a crossover between the school administration and board and school improvement is a crossover between school operation and class/instruction/teachers. From the board's perspective, she stated that we need to be informed but we cannot step into the realm of operation and say "yes" or "no". Liliana asked AP Speights for additional details. AP Speights reported that this was brought up to have a team approach to some of the things we need to work on community wide. She noted that the board is trying to not make the operational decisions and that while this is being considered it will be tabled and rerouted to focus holistically on the community and working with the Administrators in a different way.

i. Information: Feasibility of Bus transportation for 2021/2022 school year. Susan discussed that this issue was brought up previously and that she volunteered to do some research on the feasibility of bus transportation for PSA students. Susan explained that the precious bus options in the Charleston area do not exist anymore. She noted that the school previously used SchoolWheels Direct but they are no longer in business in the Charleston area. Coastal Bus Lines (which PSA also used previously) no longer offers the same business model as before and they work with Charleston county charters but need a single point of contact for payment and customer service. Susan noted this service does not fit our model as we would need an entire staff person to manage the bus alone and the costs have gone up dramatically. Susan noted she is looking into other things but that as far as bus service for the upcoming year, we do not have vendor options in the tri-county area for PSA.

j. Discussion/Decision: Board Management Technologies and immediate Board strategic planning. Request to authorize a work group to plan and identify external resources to facilitate.

Susan discussed that she has been exploring Board technology options and there are services that can help with transparency, functioning, and FOIA. Board members would have accounts to an online portal which is where our communication would go and voting would be registered. Agendas and minutes would be built on it and it would also have a recording function. She stated there are many technology options with different pros and cons. To Susan, the important functions are FOIA compliance (way to comply with FOIA in the state) and track paths and hold the board and committees accountable for moving PSA forward. This would be much cleaner than email when people roll on and off the Board as all

the information would still be there. This would also be a way to keep in control of institutional knowledge. She hopes to come with a presentation so we can decide to move forward with something like this. She noted that the con would be the cost.

Faith asked if they have a dashboard capability so we can see if we are meeting strategic goals as it would be helpful as we move forward. She also asked if these technologies offer a running communication thread like in microsoft teams where you can post and people can respond for the Team. Susan said that this is exactly what they are designed to do. She stated there are many different tech vendors with many options but all of which promise clearer communication, transparency, and ease of use. She noted that like any technology, it works really well if you train and use it and the Board would have to train on it and use it to ensure it meets its purpose. There has to be a real need and we have to make an effort to learn how to use it and then use it.

Liliana asked who uses this technology (non-profit boards). Susan stated that every product had a long list of companies that use their software, including one she spoke with today who just signed with a Charter School in Charleston. Susan indicated she would be more interested in talking to someone who has used it for a while rather than someone who just signed on. Liliana also asked for a cost estimate and Susan indicated that the technology seems to cost around \$100 to \$300 per month, with a discount for a yearly subscription total (not per user - this price is for the entire organization). Liliana also asked whether you can form committees and exclude for closed/Executive sessions. Susan said she was unaware of this but would look into it. Liliana also asked the length of the training period and whether it is included in the cost. Susan said she did not know but that usually with the subscription level there are videos and a kickoff where we meet for a brief training and then a lot of videos are available for additional training. She noted that typically one person would learn it really well and then teach everyone else how to use it. Liliana asked that assuming we go with this, there has to be a bridge and part of the induction process for new members. Principal Rutherford added that at one point we discussed the need for the school to take ownership of training of new Board members for consistency so a staff member would also need to be trained.

Joel remarked that as someone who made the transition to being a board member in the last year and felt it was pretty rough getting up to speed with what he was supposed to do and how, including the basics of being the Treasurer and that our current operation of email is not super sustainable. He enthusiastically supports looking into this and bringing a proposal forward and the price sounds very reasonable given the productivity gains. He has seen some overpromise and under delivery issues previously but if we are attuned to this, we will benefit, particularly in an environment where we will onboard 3 new members in the next 6 months.

Jason asked whether a program like this necessitates the use of a virtual environment exclusively. Susan answered that it would not and that it was her understanding that for the video recording, she would like to see that we always have a stream of these meetings even when we return to in person because it allows for more participation by the community, which is important. She is unsure if she can answer correctly right now about particular issues like voting as she was not exactly sure what that would look like and it may involve the Secretary recording votes and interface between video and in person.

Susan also discussed the more immediate board strategic planning (the need for training and strategic planning). She stated that there are consultants who specialize in training charter school boards, at a much deeper level than what we had previously for training. She sent some information to the Board previously and detailed her discussions with Bryan Carpenter as well as others, all of whom require a Board vote to hear proposals before they will provide proposals for cost and scope of work. Also, Susan indicated that in regard to all of this, she needs a partner who will help look into these things - a workgroup. She is requesting the ability to look at consultants to train and to guide us through in a very detailed way strategic planning for PSA.

Faith asked for a timeline for this work and whether we meet the minimum requirement of 3 requested proposals. Susan indicated she has identified a handful people, including 2 that have specifically worked with SC charter schools, as well as a Clemson extension. Susan reported that obtaining 3 proposals will not be a problem. She stated this is her top priority and she wants to do this as quickly as possible. Faith offered to help support Susan and work on the workgroup as this will help us meet Board mandates.

Liliana also offered to help and be a member of the work group. She interjected in the process of reaching out for help for a structured approach in developing our long term strategy with the following fact - that Mary has acknowledged the receipt of an email from one of our teachers who had previous experience with Charter schools and participated in strategic workshops and exercises to help a Charter school. She sent an idea that she had in that regardless of who we turn to for help to develop this structured approach, and the product to get us from one point to another, any offer does not preclude us organizing a structure workshop, brainstorming, a SWOT analysis, as suggested with the grass roots. The teacher suggested that department heads and the administration asked us - so we can progress with taking steps that will be necessary regardless of who is the consultant choice that we make or if we do not go consultancy based. She brought this perspective that she feels is important given the time and time constraints we have, as we can also progress in developing the foundation on which the strategic plan is going to reside regardless of who is helping us (or if no one is helping us). She brought forth the discussion the validity of such an idea and, if possible, for Susan and whoever joins her to put together a timeline with the administration to see if we can hit a mark on that and see if it could happen before the end of the school year. Liliana also asked whether those potential contractors have stated that we need a motion by the board to validate our interest in contracting such services? Susan answered that they do not want just 1 board member interested and that they want to know that the entire board is interested in seeing a proposal, which is non binding. So we have to have a motion of interest. Susan noted that as the school year ends in 2.5 weeks, she was unsure of the timing and whether we could achieve all that but she believed we should do this as soon as possible. Lilliana remarked that the SWOT analysis could happen within the 3-week timeline but the consultant strategy would not. Her timeline was for making sure we are not missing our teachers and our administration. She asked if the consultants could offer us anything before a proposal, like a slide presentation. Susan stated that they absolutely offer information and bios, slide presentations. She indicated that she wanted more specific information, which would require a board vote.

Jason asked if whether as part of the process if we could determine if any state of Charter funding was available to help with us. Susan indicated she would inquire.

Mary expressed her support for these proposals and thanked Liliana for the additional SWOT analysis idea more immediately with the teachers and Administration before the summer. She thought that if a proposal request vote was is non-binding, why not move ahead with the Board motion and then Susan and the team can get back to us. In the interim, Susan could send an email with links to the consultants so we could look at our leisure while we wait for a more formal proposal.

Jason asked whether a letter engaging that service may be a more appropriate document versus our entire minutes that have other discussions in it (although reading our minutes may give them better insight in developing a scope but strategically we may want to hold information back). Bryan indicated he could add it to the motion.

Joel discussed whether it was appropriate to do a single motion that would authorize this work group consisting of Susan and Faith and whomever else (hornswoggled) to plan and identify external resources to facilitate to include these priorities.

Motion to: Authorize a work group to be formed by Susan (and whoever else) to plan and identify external resources and facilitate board strategic planning as well as software for board functioning.

Made by: Joel

Second : Liliana (seconded Joel’s motion as originally presented).

Discussion: Faith asked whether we need to state that Susan is the delegated point of conduct for the Board. Joel indicated that Susan was named in the motion. Liliana asked whether the planning of SWOT with our teachers and our administration would also fall under this workgroup. Joel as movant stated that if Susan and Faith were amenable that it would absolutely fall within this and be a part of the first steps. Susan agreed. Mary indicated that the minutes will capture this discussion in case there are points that people are unclear over - and that it includes SWOT.

Vote: unanimous

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

k. Information: 360 Survey of school/ECD for Spring Surveys

- i. Charter Objective 2.2: In the Spring of each year, students will be surveyed on their satisfaction level with the social environment of the school. Trends identified as problematic will be brought to the Board of Directors for action via the Principal.

Principal Rutherford spoke regarding Spring surveys and stated there is the Charter expected survey that surveys the social environment of the school as well as the state administered survey that speaks to the overall environment including the social and academic for the PSA community, including a cross section of students. That state survey was not offered last year due to Covid but is offered this year. She

indicated that perhaps this is the source of some confusion - whose survey belongs to whom and for what purposes? Per Faith, ECD is typically short for education and curriculum development. Principal Rutherford stated there was a survey last year with the introduction of the transition of leadership to get a baseline. However, if we are looking for a consistent benchmark that survey was not for that purpose. If we are solely going to survey the social environment we would be remiss. Also this year, this year would not be the best indicator of much. The surveys have been released and hopefully everyone got them but reminders will be sent. Students and faculty will be surveyed and those results will be shared towards the middle/end of June.

Liliana stated that while she was not sure how the 360 survey was brought onto the Agenda but the point of view of a 360 captured in a previous discussion a few weeks ago was more geared towards trying to get a baseline for where we stand as an organization from the perspective of students and parents, board evaluation, and teachers input towards understanding how the collaboration with the Administration went this year as much as Administration's input and any other point of contact the Board had and Administration as to how the Board and Committees have been helpful to run the school. This would be a part of a 360 review. Liliana indicated that no matter how we try, all of the tools that are meant to develop and evaluate our administration and personnel are more geared towards standard schools (with standard curriculum), there is nothing to be used for a school like ours with different degrees of acceleration and curriculum approaches and crossover by students. Liliana reported she previously worked with Vanderbilt University, who has an extensive and not at all expensive web based and computer based ability to capture all of these inputs in anonymity, and in doing so such a use of evaluation would be important for any strategic efforts to know where we stand and can be run every 3 months to give us data to adjust course immediately rather than waiting on lagging indicators (standardized testing, DOE information). She would like the Board to give her the opportunity to present at the next meeting the possible benefits of the use of such a tool and embarking on a 360 view of our school that would be more current and geared toward immediate action rather than anything else generated.

Bryan asked whether results of the 360 review would feed into the strategic planning and whether this was something she wanted to handle herself or within Susan's task group? Liliana stated it would feed in many aspects of strategic planning and decision making at the Board level depending on engagement and would also be board development because she is sure our partners have to offer a lot of improvement to us and ideas. She stated that yes, absolutely, it is a part of Susan's larger scope but is not only strategic but could be operational or tactical because of the immediacy associated with it.

Principal Rutherford noted that the District is going through a similar process in having that stakeholder voice. The PSA Administration participated in their SWOT as well. The district recognized the need for leadership as well and indicated to Susan this is another avenue. Susan stated she is happy to include this and it is very exciting.

III. Old Business -

a. Discussion: Recommendations regarding flow of meeting

- i. Standardized Committee Reports
- ii. Committee Reports before New Business/Old Business
- iii. Items before the Board should be allowed to "mature" by proceeding first as Informational, then Discussion, then Decision stages
- iv. Build trust through consistent and predictable processes
- v. Appoint a Sergeant at Arms to ensure meetings stay on topic

Mary discussed her opinion that the use of standardized Committee reports would be a benefit and that she has started to use the form as Chair of the Policy and HR Committee. She stated it is a useful tool to inform the board, and it would be helpful if individual committee chairs would forward their reports in front of regular meetings because then we could shorten meeting times by just asking questions, if needed. Also, if committee chairs did not submit, they could offer an oral report at the meeting. This would allow Board members to see all of the work done by the Committees and alert Board members to potential issues or developments. Regarding the appointment of a Sergeant of Arms, she did not feel it was necessary as it would just add another person to the mix. She discussed how the Policy & HR Committee, in its review of the bylaws, would soon present a draft of the bylaws and would recommend the use of Robert's Rules for parliamentary procedure. Under this system, which can be discussed with the draft, the Board Chair would serve as a meeting facilitator and would ensure that meetings stay on topic. She felt it would be premature to add a Sergeant at Arms now because the Board will receive a recommendation where this may not be needed.

Bryan offered that he liked the written committee report idea and asked about the timeline for submission.

Joel asked whether this could be something we adopt as a best practice and share with the committee heads and not formalize, rather than layering on another procedure.

Bryan stated that it would be great to adopt and if there are any questions we can discuss them in the committee report section otherwise we could skip forward.

Liliana stated that in regard to Joel and best practices, we will have to switch back to in person meetings, and the best practices would be that the documents for board consideration be actually filed online and then printed before the board meeting. The documents have to be available, while there is no legal requirement, but it is how the board, committees, and administration work to publish reports that are relevant to the meeting in enough time but not too late so no one can read them. There is no benchmark or legal requirement but there is a working and timing requirement (how fast we can read, have our questions ready, and have relevant information). Liliana noted that switching back to in person may require the use of standardized reporting.

Bryan asked for recommendations for timing of reports

Joel stated that the relevant time line may be how long after the committee meeting the communication should occur due to varying schedules that are in place and which may not provide 48 or 72 hours before a board meeting. He noted that if we think it is worthwhile that all of them need to be held enough before the board meeting to give a 48 hour notice before publication, then maybe that is worth entertaining - even though we have Tuesday board meetings which would cause us to push committee meetings back.

Mary offered that the different committee meetings meet at different times and have varying degrees of offering the reports to the Board - including those that may offer reports the day of. She indicated we would need to be flexible and that if you don't offer a written report, you should be prepared to give an oral report.

Liliana offered a chat comment and repeated it - that such a decision about producing reports in a timely fashion before a regular board meeting has the ability to drive all of the committee meeting times ahead of the board meeting so this is decision that can change the Board regular calendar for the year. Joel asked whether publication of these reports have to be public like oral comments at Board meetings and that we would need to make sure this happens. Mary discussed attaching the committee reports to the end of minutes, like the Principal report and the financial snapshots.

- b. Discussion:** Board Procedure for Complaints and Grievances. Improving clarity and ensure accountability in Complaints and Grievances Process
 - i. 2020 survey results indicated a perception that problems were not taken seriously and that a culture of retaliation against complainers existed
 - ii. Policy PSA-OPR034.0 was approved by the Board to ensure due process, transparency, and accountability in the process
 - iii. There appear to still be gaps in terms of who is accountable for specific portions of the process, when is appropriate to initiate a formal complaint, when to elevate, and general knowledge of the process amongst the community
 - iv. There is a lack of clarity on when a complaint is “mature” and needs to be elevated to the next level of review and what information is appropriate to provide when elevated.

In discussing this agenda item initially, Principal Rutherford offered that at one point, she asked for clarity because of the various point people and accountability.

Mary offered that it seems as though we had some issues with this policy regarding Board understanding and the inner working of it and we may want to refer it back to the Policy and HR committee for additional development with the help of Administration.

Liliana agreed and stated that she reviewed the policy and wanted to bring to the Board’s attention that there is a paragraph in the policy that is almost a co-mingling of duties and that if the policy is sent to the Policy Committee it will come back - hopefully - with a change in the paragraph that allows for board and Administration co-mingling in the process of acknowledgement of a received grievance. She wanted the Board to be aware.

Susan was unclear as to whether this was a discussion topic but wanted to say there should be confidentiality and that names should be redacted when the full Board hears complaints, whenever possible (the person bringing the complaint and the person being complained to be redacted). Susan felt this would better protect everyone and allow for more objective conversations.

Bryan indicated that this could be taken care of in the Policy committee in their draft rewrite.

Motion: To delegate to the Policy Committee the previously approved policy on grievances for further consideration

Made by: Lilana

Second: Joel .

Vote: unanimous

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

- c. Discussion:** Amendments to Charter Language -

Mary reported this was a holdover Agenda item and that the Charter document would require review and revision, likely over the summer.

d. Discussion: Revision of PSA Bylaws

Mary reported that the Policy & HR committee has been working extensively on the bylaw revisions and is doing an in depth review of the bylaws. Tyler Turner provided a template; however, the committee recommends that we add significantly to the template recognizing that Board members require a more robust tool to explain duties/processes for the PSA board. The hope is that the draft bylaws will be out soon. Mary explained the public notice requirement for bylaw revisions, which is over and above the normal public notice. Liliana added that the entire conversation stemmed from a conversation by the Administration and the former chair regarding the committee structure. The understanding was to change the bylaws to reflect a more simplified structure. However, the new draft bylaws link to the Charter and the Charter is very specific with regard to what committees we can have. Right now, the Policy committee is looking to align the bylaws with the Charter and when we amend the Charter, it will trigger an automatic bylaw change. The new organization of the committees will have to be slightly different but not less cumbersome.

e. Information: update on status of Palmetto Scholars Foundation data transfer.

Susan updated the Board to state that we have all of the Foundation data, which has been uploaded to the board drive (all of the work that the Foundation performed) and their record keeping was impeccable.

Joel asked if the data transfer included the wrapping up of bank accounts and Susan answered no, that the data transfer did not include a resolution as far as closing bank accounts. Joel indicated that there was \$37.00 sitting in a bank account that will accrue fees and that if there is an action he needed to take to please let him know.

IV. Community Partner Reports

- a. PCA - Christine reported that the PCA had a very successful staff appreciation week and thanked everyone who sent in snacks and participated, including those helping with the duty free lunch. She noted that the PCA has been working with the Administration to help with some volunteers and funds for graduation for extra treats for seniors. The PCA conducted elections and currently Kelly Frye is the VP and Christine is the Secretary but they are the only two Executive board members. They have 4 open positions and would like to have a couple of teachers to come onto the board. There is hope that things will normalize when everyone is back in person. The PCA is continuing their pursuit of becoming a separate entity from the school and their 501c3. Kelly is spearheading the effort. They are in the process of cleaning up financial records from past years and are looking to improve their bylaws and procedures. Liliana offered thanks to the PCA for the great week of events and indicated that as a parent she could see the events were very lively and the teachers and staff were well cared for.

V. Committee Reports

- b. Academic Excellence: LH - nothing to report.
- c. Policy & Human Resources: nothing additional to add.
- d. Human Resources Sub Committee: Per Principal Rutherford, the committee did not meet and has experienced a shift in membership.

- e. Finance: Joel stated there was nothing new to report from the last meeting. After the first reading of the budget at the last meeting, he encouraged questions or go backs on the budget to be brought forth soon as the next FC meeting is the 10th and they will be looking for approval at the next board meeting. He asked for people to please bring forth thoughts and concerns between now and the 10th and to feel free to join the committee meeting on the 10th.
- f. Nominating: nothing to report - Cynthia was not present as she had to leave the meeting early.
- g. Development & Fundraising: nothing to report
- h. Grievance Committee: nothing to report, nothing pending
- i. Military: nothing to report
- j. Facilities: nothing to report but will be bringing items to the Board soon (all good stuff) per jason
- k. Communications: nothing additional to report.

VI. Executive Session

Motion to enter the Executive Session at 7:40pm

Made by: Mary

Second by: Faith

Vote: unanimous of those present

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

Members present: All board members but for Cynthia, Principal Rutherford, AP Speights, AP Grant.

Recusals: none

- a. Personnel Matters
- b. Contractual discussions

Motion to exit the Executive Session at 9:21pm

Made by: Faith

Second by: Joel

Vote: unanimous of those present

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

Action after leaving the Executive Session:

Motion: For the Executive Committee of the board to convene so they can discuss the details of the Principal's contract and bring that back to the full board for further discussion.

Made by Jason

Second by : Faith

Vote: unanimous of those present

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

VII. Adjournment at 9:22pm

Motion to: Adjourn the Board meeting.

Made by: Jason

Second by: Faith

Vote: unanimous of those present

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

Resolution of the Palmetto Scholars Academy Board of Directors

Regarding: Navigating the requirements for preparation of the PSA facility and necessary adjustments to educational program at PSA to prepare for re-entry of students to school at Palmetto Scholars Academy

Concerning:

Ensuring the school facility and academic program adhere to best practices of health and comply with governmental requirements following the COVID-19 Pandemic.

WHEREAS, Palmetto Scholars Academy is a South Carolina Charter School formally authorized under the South Carolina Charter Schools Act of 1996; and

WHEREAS, An identified need exists to coordinate the official actions and response of the Board, Administration, and Faculty of Palmetto Scholars Academy across multiple committees and areas of responsibility; and

WHEREAS, The Palmetto Scholars Academy Board has determined that a special Ad Hoc Committee is required to coordinate this activity; and

WHEREAS, The Administration of Palmetto Scholars Academy has determined that professional Healthcare leadership is an area of need for the organization at this time; and

WHEREAS, The Board deems it necessary to create an Ad Hoc Committee responsible for Pandemic related health issues; and

THEREFORE, be it resolved, the following:

The Board of Directors hereby expresses its desire to create the Ad Hoc Committee for Re-Entry to School; and further

The Re-entry Sub Committee will consist of the School Nurse, at least one Board member, and at least one well-qualified Parent, and further

The Re-entry Sub Committee will include a Curriculum, Instruction, and Technology Sub Committee, and further

The Re-entry Sub Committee will include an Operational Sub Committee, and further

The Re-entry Sub Committee will include a Building and Student Safety Sub Committee, and further

Mark Bowden, Liliana Hudescu, and Patrick O'Neill have agreed to serve as the Board representatives on the Ad Hoc Committee; and further

Rachel Crafton has agreed to serve on this Ad Hoc Committee as the Chair and to recruit additional committee members as needed based on their professional qualifications; and further

HEREBY RESOLVES to appoint the above listed individuals to the Sub Committee and to hold such office until the school year term ends on May 31st, 2021.

Resolved this 16th day of June, 2020.

Directors	Yea	Nay
Kim Shultz (Chair)	<input type="checkbox"/>	
Mark Bowden (Vice Chair)	Absent	
John Mulvey (Secretary)	<input type="checkbox"/>	
Patrick O'Neill (Treasurer)	<input type="checkbox"/>	
Melissa Knight	<input type="checkbox"/>	
Bryan Coppage	<input type="checkbox"/>	
Cynthia Hall	Absent	
Faith Bongiorno	<input type="checkbox"/>	
Jason Colonna	<input type="checkbox"/>	

Vote Total:	7	0
Date of Vote:	6/16/2020	

Recorded Electronically by Kim Shultz, Board Chair

Revised this 21st day of July, 2020.

Dissolved this 25th day of May, 2021 as recorded by Mary Brown, Board Secretary.

Resolution of the Palmetto Scholars Academy Board of Directors

Regarding: Appointment of a Joint Base Charleston Liaison to facilitate communications with Joint Base Charleston Leadership

Concerning:

Ensuring consistent communication between the Leadership of Joint Base Charleston, the Palmetto Scholars Academy Board of Directors, and PSA Administration.

WHEREAS, Palmetto Scholars Academy is a South Carolina Charter School formally authorized under the South Carolina Charter Schools Act of 1996; and

WHEREAS, The Joint Base Charleston Leadership represented by Colonel Katrina Terry requested increase representation for the base on the PSA Board of Directors; and

WHEREAS, Anthony Chatfield, Deputy Director of the 628th Mission Support Group has been presented as the choice of Colonel Terry to represent Joint Base Charleston; and

WHEREAS, Under the Palmetto Scholars Academy’s Bylaw Section 5.2.3. the PSA Board deems Anthony Chatfield’s position and experience qualifies him for this position; and

THEREFORE, be it resolved, the following:

The Board of Directors hereby expresses its desire to receive the volunteer services of Anthony Chatfield as an Ex-Officio Board member through August 31st, 2021, and further

HEREBY RESOLVES to appoint Anthony Chatfield as Joint Base Charleston Liaison, in which position he will hold and exercise all of the rights and responsibilities as an Ex-Officio member of the Board and will report to the Board of Directors through Bryan Coppage, the Military Liaison of the Palmetto Scholars Academy Board of Directors.

Resolved this 16th day of June, 2020.

Directors	Yea	Nay
Kim Shultz (Chair)	<input type="checkbox"/>	
Mark Bowden (Vice Chair)	Absent	
John Mulvey (Secretary)	<input type="checkbox"/>	
Patrick O'Neill (Treasurer)	<input type="checkbox"/>	
Melissa Knight	<input type="checkbox"/>	
Bryan Coppage	<input type="checkbox"/>	
Cynthia Hall	Absent	
Faith Bongiorno	<input type="checkbox"/>	
Jason Colonna	<input type="checkbox"/>	

Vote Total:	7	0
Date of Vote:	6/16/2020	

Recorded Electronically by Kim Shultz, Board Chair

Dissolved this 25th day of May, 2021, as recorded by Mary Brown, Board Secretary

Enrollment Information as it pertains to potential Bus Services

2019/2020	Students	Bus Riders	Rider Percent	11/12 Grade
Mount Pleasant	31	21	68%	4
West Ashley	122	39	32%	28
Other	354	0	0%	98
	507	60		130

21/22 Projected	Students	Riders (projected)	Percent	11/12 Grade
Mount Pleasant	21	15	68%	16
West Ashley	129	42	32%	33
Other	380	0	0%	98
	530	57		147