

**PSA BOARD OF DIRECTORS**  
**REGULAR MEETING MINUTES**  
**July 20, 2021**  
**6:03pm - 9:15pm**

**I. Administrative**

- a. Meeting commencement and call to order at 6:03pm
- b. Board/Member Roll Call

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

X = Present    A = Absent    \*arrived at 6:33pm

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: none
- e. Decision: Acceptance of Minutes from 06/22/2021 Board Meeting

Motion to: Accept the minutes as presented

Made by: Liliana

Second by: Susan

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	A	Jason Colonna	X		

- f. Decision: Acceptance of Agenda

Motion to: Accept the agenda

Made by: Mary

Second by: Liliana

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	A	Jason Colonna	X		

g. 45 Day Calendar Review

- ✓ 07/22/2021 Academic Excellence Committee Meeting, 5:00pm
- ✓ 07/28/2021 Communications Subcommittee Meeting, 12:30pm
- ✓ 08/04/2021 Policy & HR Committee Meeting 6:30pm
- ✓ 08/11/2021 Human Resources Subcommittee Meeting, 6:00pm
- ✓ 08/12/2021 Finance Committee Meeting, 6:00pm
- ✓ 08/17/2021 Board Regular Meeting, 6:00pm
- ✓ **08/18/2021 First Day of School for Students**

II. New Business

a. Discussion/Decision: Approval of Financials

Joel reported the May financials were sent out last week, which noted an overall deficit for the month but still a very strong YTD surplus in the accounts overall. He stated the main driver of overage was some of the college expenses for students (juniors and seniors) that came in during the month of May.

Motion to: Approve the financials

Made by: Susan

Second by: Mary

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	A	Jason Colonna	X		

b. Principal's Monthly Report

-AP Grant went over the report (attached below) as Principal Rutherford was unable to attend. Regarding academics, she reported the Administration would like the Instructional Leadership Team to continue for continuity and they have created monthly calendars and will be doing data analysis (consistently looking at class grades, testing, etc.). More information will be upcoming regarding Facts, Fees, and Forms Day. The Administration is conducting interviews for new hires and there were some unexpected vacancies. They are taking their time to pick the right people for PSA. They have an updated organizational chart which will be presented to the board with the handbooks. Both the parent/student and employee handbooks have been updated. They request a special meeting to approve the handbooks so they can

then distribute them as necessary. Additionally, they would like the Special Board meeting to present something regarding vendor engagement for the school year. The new day porter position has been a great addition to the team. Regarding the certification recalculation request, the school is on track to meet the 75% requirement by the end of the 2021-2022 school year. The electrical work at school is complete (projectors etc for the classroom). Regarding enrollment, approximately 93% of students are returning and the top 2 reasons for non-returning students are relocation (first) and distance/transportation (second). Also, McKay Kiddy (school accounting firm) is now called Varis. Joint Base Charleston and the Administration has discussed the opportunity to have a school liaison representative at the school full time for additional support for military connected families and the school. This is an ongoing discussion and the Administration will provide further information as it develops. The Administration is also improving engagement with PCA. The PCA meets the first Tuesday of every month and new members/attendees are welcome. AP Grant also talked about the "Apps with Administration" program that will begin. The event will occur in between school dismissal and board meetings to allow the administration to be more involved with parents and the school community, be accessible, answer questions, and improve parent attendance at board meetings. Finally, AP Grant spoke about the "Let's Go" theme to help drive the coming school year as a facilitator for change.

-Bryan inquired as to when the special meeting (for handbook approval etc.) would be needed and AP Grant indicated as soon as possible. Bryan also asked about the JBC representative and if there would be a school contribution.

-AP Grant indicated that the only contribution by PSA would be the space required and helping to facilitate and communicate. She noted that previously, the representative came in to PSA for 1-2 days per week (to talk with students about issues like change of stations, transitioning to new schools, etc.) but now this would be a full time position.

-Liliana asked when the school counselors would be back in full operation and AP Grant reported that they are expected back the week before school starts.

-Mary asked where the Administration was at with student schedules and when parents could expect schedules to be distributed so as to allow all to understand the new schedule format. AP Grant answered that the Administration hopes to have that information out to families by the Facts, Fees, and Forms date, currently scheduled for August 5th. She did indicate staff changes may possibly impact scheduling so they are ironing out the details but will get the information out as soon as it is available.

-AP Grant also reported that the Administration is working on a Guide to the 2021-2022 school year, which will be very comprehensive (with the calendar, bell schedules, Q&As, forms, and links to information).

-Susan asked about whether staff departures would impact programming, particularly for seniors and capstones. AP Grant indicated that only one teacher departing was a capstone but due to her relationship with the school and the students she will stay on as a capstone advisor for those students. The Administration is working on a stipend for that work and students should not be negatively impacted..

-Bryan asked whether the Administration is concerned with filling positions. AP Grant stated the Administration was not concerned with filling positions in time for the school year but wants to make sure they are making good long term decisions and not just short-term decisions to fill a gap.

-Jason inquired if the existence of the proper teacher certification is among the criteria prioritized by the Administration during the recruitment and selection process. AP Grant indicated it was to some degree

as the 75% standard was important to the Administration but that overall the Administration was trying to make balanced decisions based on who is best qualified/best fit for our school.

-Bryan asked whether certification is required for employment to be completed in a certain time. AP Grant stated it is strongly encouraged. She noted that PSA often has applicants from out of state who are certified out of state and the Administration helps them with the reciprocity process for South Carolina.

- c. Decision: Administration request for Board approval of Kanuga trip for 6th and 7th graders (first week in November 2021)

AP Grant reported that the Administration would like the students to take this trip as it has academic value. As it is an overnight trip, it requires board approval. This request is for the 6th and 7th graders (7th because of their missed opportunity from last year).

Motion to: Approve the request as presented (retracted)

Made by: Liliana

Second by: Joel

Discussion:

-Liliana asked the nature of the request and why the Administration was seeking Board approval. She asked whether we stepping outside of the alignment of the curriculum with extracurricular activities or was it the overnight aspect and how this was in the Board realm. AP Grant indicated that last year all field trips were suspended initially and then some day field trips were brought back at the end of last year. She stated it was the Administration's understanding that an overnight field trip must be approved by the Board. She noted the Administration wanted to plan for this trip.

-Liliana asked the responsibilities of the Board and Administration, if approved. AP Grant indicated that because of the liability aspects, the Administration is seeking permission. She noted the Administration puts forth the planning, funding, and operations and would like to ensure the Board's approval prior to engaging in these activities.

-Liliana asked whether there is a procedure in place for field trips, communication, and so forth and AP Grant stated that they have a procedure that is being fine tuned and will make sure that the procedure is followed to ensure everyone's safety.

-Joel asked whether the Board is approving with moving forward with planning so then in future we would have a discussion about what the safety protocol and procedures look like - so that to the extent the Board takes on liability we can make an informed judgment as to whether we are okay with those arrangements - or if we approve then the trip is happening. AP Grant indicated that the Board is responsible with the field trip policy aspect of the trip but she was unsure as to whether the Board in the past would review the procedures for the field trip. She indicated that she would be happy to share the procedures with the Board, if they would like to discuss them. However, she indicated that typically the Board would just set a field trip policy.

-Joel asked about the field trip policy in effect due to possible past issues and he wanted to make sure the policy robustness for overnight trips. AP Grant reported that the Board approved a field trip policy on 03/17, which would be used to fine tune the procedures prior to the trip.

-Joel also asked if anyone on the Board knew if the policy addressed the pre-existing issues.

-Susan asked whether we could change the motion to approve the field trip after a review of the 03/17 policy. She stated she had been on many field trips and had never had an issue but noted that policies are important to protect children and the liability of the school.

-Jason asked for a description of the trip and the educational value. AP Grant, Susan, and Mary described the trip to Kanuga, its educational and social/emotional value, and its value in helping students and classes to bond.

-Liliana retracted her motion that she presented in regard to approving the Kanuga trip as requested by the Administration.

-AP Grant shared a Kanuga site link with the Board to show more details on the camp.

-Susan discussed that she felt the Board was not staying in its lane and that planning a field trip falls on the Administration and is a part of operations. She stated that understanding the liability policy is a board issue and it is her thought that most of the Board has not been in the Board long enough to have read/understand the field trip policy.

-Joel stated that as it is his impression that there is a policy, that this is something we have done before (not a new trip) that has been executed many times before, he is nominally comfortable with this and letting the administration go ahead and plan it, taking safety precautions and working that all out before a November trip.

-There was additional discussion on how to proceed without a Motion on the floor.

Motion: Approve the request for the field trips on condition that in the next special meeting we review the policy for field trips and we make requests for procedure changes prior to the Kanuga trip.

Made by: Liliana

Second: none

Additional Discussion:

-Jason asked whether we could summarize the motion to say that we are prepared to provide initial approval for planning purposes with final approval from the Board to come at the next Board meeting.

-Bryan also proposed tabling the item for the next Special Board meeting and there was additional discussion regarding conditional approval.

-Mary stated she would send the Field Trip policy to the board and/or attach it to the minutes to allow Board members to review.

-Susan discussed that for planning purposes, the Administration needs to know as soon as possible as the Administration needs to reserve dates.

-Joel added that he did not see an eventuality where the Board refused the trip. He indicated we do need to review the policy to ensure we are comfortable with it but in so far as engaging with the vendor, he does not see why we cannot give approval now so that the Administration can go ahead and work on the trips as this is a vendor we have an existing relationship with and we have taken trips there. He would like to give the Administration something more concrete to proceed on.

-Liliana noted that the Administration does not need our approval to proceed with planning as it is a traditional activity, aligned with the curriculum and budget approved. She stated that unless they expect us to say no for a catastrophic reason, the Administration is safe to proceed with planning the trips. She indicated that our concern is with the policy as we did not have time to review it and whether it provides a safe and enjoyable trip. She said that she does not believe we have authority to say no to the Kanuga trip and this was why she asked her initial question.

-There was additional discussion regarding the Administration's requirement to seek approval for overnight field trips and whether a delay of approval would be an issue. AP Grant indicated the matter could wait until a Special meeting but they would appreciate a decision sooner rather than later.

Vote: by name below (as 4 members opposed, no further vote was taken)

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

-Joel noted his objection, as he felt we could give approval to this as any objections we might have would be with our policy and not the Kanuga trip.

-Susan also opposed as she felt that getting the dates as soon as possible was very important and she would like to approve the trip.

Additional discussion.

- Jason asked whether if the Board approved the trip under the current policy and then changed the policy whether the trip would be impacted.

-Joel indicated he could not imagine that any preliminary planning for the trip would be contravened by any changes to the policy. He stated that any changes to the policy would impact any field trip.

-There was additional discussion about the field trip policy and the Board’s need to review it, which is separate from the approval of the trip.

-Mary indicated that we need to vote on whether or not to approve the Administration’s request to have an overnight at Kanuga and then we need to review the policy (it could be the best field trip policy we have ever seen). She suggested we proceed with the vote. She is happy to send the policy to the Board and then we can review it and the Board can determine if we want to have a review of the policy, which would generally be sent to the Policy & HR committee for workup/revision (and could be marked as a priority).

Motion to: Approve the Administration’s request for an overnight trip to Kanuga for the 6th and 7th graders.

Made by: Joel

Second: Cynthia.

Vote: unanimous of those present.

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

\*Mary noted she will send the field trip policy to Board members following the meeting.

- d. Decision: Administration request for salary schedule increase pursuant to State mandate.

AP Grant reported that the State has mandated a \$1000.00 salary increase for teachers and this agenda point is to inform the Board so we can change our salary schedule and budget, as mandated

Motion to: Approve the Administration’s request for a salary schedule increase pursuant to the state mandate

Made by: Joel

Second by: Liliana

Discussion:

-Liliana asked if we have a legal reference and how did the State actually give this mandate/request to us. AP Grant apologized as she thought this information was previously shared with the Board by Principal Rutherford.

-Jason asked whether these would be dollars that would be allocated by the State and received by the school (pass through money).

-Joel indicated he did not have information about this and whether there was a funding change from the state in a per student change in the calculations to accompany this mandate.

-Mary indicated that she did see the news of the increase announced online and it would be helpful to get the official communication. However, she did not think the lack of specific notice stopped the motion as the request is pursuant to the mandate.

-Joel also reported that as it is a mandate we do not have authority to say no, despite our board’s broad powers.

-Joel and AP Grant discussed how they would speak with the accountants and receive more information, including information on a pass-through, which would also be shared with the Board.

-Liliana asked Joel, when reaching out to the accountants, if he could come back with the number impact in either case (additional funds allocated or if we are to sustain the raise) and stated that a number associated with the request would be appreciated.

-Joel indicated that we would want the accountants to do a full impact statement on both the funding and the budget. He asked if the motion should be tabled.

-Additional discussion was had on the motion and the impact statement. Liliana discussed how she did not know the mandate and what it looks like. She stated she wanted to fully understand the mandate when she votes even though the motion would not change. S

-Bryan asked when the decision was needed and AP Grant stated that a decision would be by the start of the school year so we can make sure we are operating on a correct salary scale moving into the school year. She asked if we could talk about it at a special Board meeting.

Vote: Jason requested a roll call vote.

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

Jason explained his objection, stating he wanted to clarify what we are approving and that since we have another Special meeting upcoming, it made sense to him to table. Additional discussion was had that the opposition to the motion was not opposition to

the State mandate but rather that Board members wanted additional information on the mandate.

- e. PCA Monthly Report - A PCA representative was not present.

### III. Old Business

- a. Discussion/Decision: Bylaws revisions

Mary discussed that after months of work, the Policy and HR committee had reviewed and revised the PSA bylaws, which had been publicly posted online and in print at the school for several weeks. These revisions were also sent to board members and the Administration via email. The Board had its first public discussion of the bylaws revisions at the most recent regular board meeting in June. She stated this Agenda point was for a second discussion and, if desired by the Board, a vote to adopt the bylaw revisions.

Motion to: Accept the bylaws revisions as publicly posted

Made by: Mary

Second by: Liliana

#### Discussion:

-Jason stated that overall he felt the bylaw revisions were sound and represent an improvement over the current revision. He wondered if the community was best served by the term limits as if you had an individual who wished to continue to serve, whether the community's interests are served by limiting terms.

-Mary discussed the importance, particularly in light of continuity and institutional knowledge, of ongoing board membership. She indicated that the mechanism of appointment could help keep valued Board members who wished to continue to serve and who fulfilled the strategic needs of the board, as identified. She noted her personal thought that the 2- year time requirement was a huge commitment of time and that longer term limits could scare off people, particularly given the limited interest we receive in Board membership. Mary indicated it was a balance. She also referred to the Charter document.

-Bryan asked about term limits in the Bylaws and the Charter and if they are limited to only elected members. Mary was unable to answer offhand as to the Charter language about term limits.

- Jason spoke about how there is a mechanism in the bylaws for the Board to retain members through appointment, if desired, which alleviated his concern.

-Liliana also posted in the comments that term limits are stipulated in Charter law.

Vote: unanimous of all those present, by name vote

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

- b. Discussion/Decision: PSA-GOV0013.0 Legal Services Policy

Mary discussed that this policy was developed by the Policy and HR committee at the request of the Board several months ago. The Board had its first public discussion of the legal services policy at the regular board meeting in June and the draft policy was included in the June minutes and emailed to the



Board. She noted that this agenda point is for a second discussion, and, if desired, a vote to adopt the policy.

Motion to: Adopt the PSA-GOV0013.0 Legal Services Policy

Made by: Mary

Second by: Susan

Vote: unanimous of all those present, by name vote

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

c. Discussion/Decision: video recording of Board meetings

Mary discussed that this topic has been discussed several times by the Board. The request is to video record Board meetings, which would be uploaded to the PSA website.

Motion to: Video record board meetings for public record.

Amended Motion: Video record regular, special, and emergency board meetings for public record.

Made by: Mary

Second by: Susan

Discussion:

-Joel asked about whether this means just pressing a button on Google Meetings to record. Mary and Susan discussed that the Board would give notice in the Agenda that the Board meeting is recorded, as well as at the beginning of the meeting. Mary noted that a broad board motion would allow us to limit the need to revisit the motion if we change our technology.

-Joel asked whether what we are asking would create a requirement to record or does it allow us to record them. After discussion, Mary modified her motion to include only Regular, Special, and Emergency Board meetings so as to be clear that there is not a requirement to record workshops, etc.,

-Joel discussed whether a meeting would have to be rescheduled if we are unable to record and he did not want to handcuff ourselves if there was a technology issue. Jason discussed how he felt there needed to be an approved policy and asked if we had consulted with legal counsel to ensure there was not a liability associated with recording our proceedings. He also asked what would happen when we returned to in person meetings.

-Mary noted there is nothing legally prohibiting us from video recording and that the board was free to develop a policy. She reminded the board of her prior information point at a Board meeting regarding the local school districts and how they video record every Board meeting (including workshops), which were uploaded to their school YouTube channels. Mary also spoke about how video recording Board meetings will allow for increased institutional knowledge. She noted that as Secretary, she takes copious notes, given the transitional time/detailed issues for the Board (as well as Covid issues) and wanting the record to reflect the Board's thinking. She indicated that videorecording captures our discussions for the public and future Board use, if necessary, and would allow the Secretary to focus on Motions and other

necessary things. She added that she did not believe technology issues would be difficult if we have in person meetings as the school has the capabilities to video record the Board. Jason publicly acknowledged Mary’s great abilities to take the minutes (thanks Jason!). He noted that Minutes generally discussed actions and how he understands why the minutes are more and that there is nothing that precludes us from video recording. However, he was concerned about minutes and recordings and he felt that a policy was necessary for managing content, storage etc. as he did not know the answers to these questions.

-Susan noted that she had reached out to Margaret Dullanty from the Alliance and she indicated that recording of board meetings allowed for a type of board protection as anyone could be recording our board meetings at any time, as they are public meetings. Susan felt a very simple policy was necessary that basically indicated that we will make efforts to record regular, special, and emergency meetings. She stated her plan was to put the videos on the website. She noted that the technology side was very simple and we could even put the videos in Google Docs and share a link to our site. She stated it was very simple. Susan also stated that per Margaret all we needed to do was let people know we are recording as it was a public meeting (no waivers are necessary).

-Liliana agreed with Susan and reiterated that public meetings can be recorded at any given moment without even giving notice. She stated that from the FERPA perspective, we are not required to produce anything more than what Mary is producing (as Secretary). She noted that as our recording will not be as advanced as the recordings of larger districts, it was her opinion that our recordings should reside if the public requests but not be in public view. She stated that FERPA is not precluding us from providing a link to the video if there is a public request to see the video and that a policy and associated procedure would be welcome so the Secretary of the future board knows how to proceed and it would also give future Board members a heads up with what to do with the recordings and minutes. She stated she is in agreement for recording and she is also in for a policy and associated procedure.

-Susan also indicated that we can just record audio as well.

Vote: unanimous of those present

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

d. Discussion/Decision: board communication technology

Susan discussed that this topic is not ready for a Board vote. She noted there is amazing technology available to help the Board. She has concluded that we likely need to table this until after the strategic planning process as it will require procedural changes, including how we use the technology (most of us have access to email daily versus having log in to another application).

Motion to: Table the board communication technology conversation to another time

Made by: Susan

Second by: Joel

Vote: unanimous of those present

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

\*After discussion, the Board agreed that this would be tabled for discussion until the September regular board meeting.

e. Discussion about strategic planning, key performance indicators, proposals to utilize consulting, and/or board workgroups

-Susan noted the previous documentation sent to the board, including Executive Session materials.

-Jason asked for details regarding the lifespan of the strategic planning envisioned (1 or 5 academic years). Susan stated that 5 years was what is typically done but that the plans could be amended/extended, which would be easy to do unless there was significant change to our community.

-There was additional discussion about the delineation between Executive Session information/deliberation, and Board public discussion of intent.

-Susan discussed the prior Board authorization in May to authorize “a workgroup formed by Susan and whoever else to plan and identify external resources and facilitate board strategic planning...” She stated there are limited resources in South Carolina for consultants that do what we need, specifically for charter schools. She noted that nationally, there are lots of groups that consult and you can outsource with but stated there are two people who have references within South Carolina and understand South Carolina charter law. She reported that a strategic plan is her top priority and is mandatory. She felt a consultant would help us be accountable and deliver results.

-Mary commented that a strategic plan is a duty placed on the Board by the bylaws.

-Liliana noted that we could jointly create a list of requirements/expectations against which we will decide and evaluate the fulfillment of the mandate we are looking for and the consultants. She stated that in her view a three -year plan was more appropriate because of change, but that this is a decision the Board should make - the length of the plan, the deliverables, and what we are expecting the consultant to do.

-Mary stated her frustration with the continued talk about strategic planning without actual planning. She noted we don’t have a strategic plan right now and she wanted to move forward with actual strategic planning now.

-Liliana spoke about key performance indicators (KPIs). She indicated that at the end of the strategic exercise, we know if we have achieved what we wanted to by stating it in advance. She indicated that the the presence of a strategic plan, executive plan, implementation plan, accountability, all need to be stated before we contract otherwise we will not know if we achieved our target. She noted it would be great if by the time we work on a strategic plan with a consultant, we know where we stand. So finding meaningful measures would make the strategic work much more meaningful. Liliana indicated that after the last meeting, she stated it would be possible and beneficial to talk about how we want to measure the overall performance (inputs and outputs). She stated we could do a special meeting or do an hour worth of work at every regular board meeting.

-Joel remarked that he had the impression that KPIs are part of the overall solution and would necessarily be a part of that discussion. That we would define that with the consultant, as well as the

length of the plan, and that they should be collapsed together. He is not sure that they are separate tasks necessarily. Bryan also agreed.

-Susan indicated that she did not see how we could put in place the indicators until we have a strategic plan. She respected Liliana's point about knowing where we started from to know where we end; however, she noted we are starting from the beginning for the strategic plan because we don't have one. Susan believed the indicators should come during the conversation and as part of the strategic planning process. She noted there is a layout and timeline of the project in the proposal.

-Liliana indicated that there is strategy and there is functioning/operation of the school, which aggregated at our level looks like indicators that will not be influenced by strategies. Indicators such as absent days will not be a part of a strategy unless we have a truancy issue. Keeping track of employee vacations, numbers or days of training versus instruction will not show up in the strategy unless we believe our employees are not sufficiently proficient in the subjects they provide. She had in mind, starting on the conversation that would produce a more meaningful conversation by the Administration towards the Board, which would make our decisions more valid. These indicators will not be reflected in any strategy - they are just keeping the school afloat in a very proficient way - they are educational requirements of any education institution. The strategy will be more geared towards how you align the social emotional and the academic needs based on the profile of the students. She stated that right now the board is not even aware of the profile of the student body we have. She would like to provide the opportunity for us to think of these types of indicators before the strategic meeting. These are the foundation indicators that we need to run monthly via the reports we get from the Administration. She noted that in the last Board meeting, we discussed finance indicators - per pupil spending versus per pupil allocation of funds - these are indicators that will not be reflected in any strategic conversation but the Board needs to receive on a monthly basis. She stated these are KPIs regarding the inputs that would not be reflected in a discussion of KPIs associated with strategies.

-Bryan appreciated Liliana's discussion and explanation. He also expressed that we need to get started as soon as possible.

-Liliana felt that any consultant we hire would like to see that we have a good grasp of where we stand.

-Susan expressed concern over the data gathering for KPIs and the process of getting that information, presenting that information, and the logistics, which lead her to the need for strategic planning. She noted that many consultants she spoke with were shocked that we don't have precise, specific Board roles that are defined. Susan noted we are faced with an overtaxed Administration. Some of the detailed information she would like to have, she worries how we will get it, who will be responsible, etc, which leads her to strategic planning and role development.

-Bryan stated that a lot of what we need to know should come out of strategic planning and the getting to the why of what are our KPIs will be developed and understood through the strategic planning process.

-Liliana also noted that the Charter is very specific on some KPIs so we have an obligation to gather data anyway (for example, our employees are to be trained yearly and yet we are not privy as to where this is occurring). She discussed leading and lagging indicators and that the business of running our school is about collecting data. The board, administration, and teachers should discuss this data and there is a disconnect between the data and what is happening. She stated this is an issue with schools and other organizations - it is hard for us to wrap our minds around that we should talk about the numbers and nothing else. She stated we can at least start with the Charter, how we collect the data, and report on that Charter information.

-Bryan noted how Principal Rutherford reports on the certification rate. Liliana noted the demographics of the student body will also impact many of our decisions.

-Liliana indicated she wanted to give the Board a big picture and how districts and schools are looking at putting together the data so it has a meaningful impact on our decisions. She hopes for us to collect the data and the Administration to use the data to come to the Board with informed requests and decision directions.

-Joel noted that he is also in violent agreement on the need for KPIs but is worried about overall timing. He stated we should start with the Charter and the things we need to know and if we don't know it, we should request it from the Administration as soon as they can reasonably provide it and use that for the basis for going into Strategic planning. He felt this would not require committee work but would just require a Charter review and a request of the Administration for information. Joel felt this would be an expeditious way to proceed: collect what is outlined in the charter, get the Administration to work on collecting those things, and work from there.

-Bryan and Joel discussed having this information added to the monthly report or reported quarterly. They discussed determining what is needed, how to develop, and whether the Administration has the manpower to answer these requests.

-Liliana added that we know that our District is looking at a strategic plan and data collection and so forth and also that starting by measuring the Charter would put us in a better position when our Charter is reviewed. She noted that as difficult as it would be to ask the Administration to measure, we have to measure and they have to use that data to look into the school and make decisions. She noted it will help on the operational basis as well.

-Mary added that she and Kim performed a Charter review last summer with a Excel document setting out all of the requirements of the Charter.

-Liliana noted that she has made two presentations regarding academics and KPIs. With these three documents, she stated we could come up with an initial list of a baseline of what we can start measuring.

-Bryan noted this was listed as a discussion for the Agenda.

-Joel and Liliana discussed starting with a document review and what needs to be added as a start.

**f.** Discussion: onboarding new Board members

Mary spoke about the development of the Board Orientation Manual, which has been completed with the assistance of Cynthia. It will be forwarded to the current and new Board members. She detailed the overall orientation approach with 3 scheduled meetings to help orient new members.

**g.** Discussion: appointment of new Board member.

-Cynthia stated this was an appointed position and we could solicit and review potential appointees and make a vote.

-Liliana added her recall over the initiation for a search for a Treasurer.

-Bryan asked Joel and the Board if they had any insight as to potential board treasurers.

-Joel indicated he would be happy to help the transition.

-Joel deliberately ignored Mary's comment about staying on as Treasurer.

-Liliana also added a reminder to reach out to the Administration and involve them as well.

-Bryan stated he would reach out to the Administration.

**IV. Committee Reports**

- b. Academic Excellence - did not met.
- c. Policy & Human Resources - met once and is working on next steps following Bylaws revisions and legal policy.
- d. Human Resources Sub Committee - nothing to report.
- e. Finance - did not met.
- f. Nominating - did not meet.
- g. Development & Fundraising - no report.
- h. Grievance Committee - nothing pending, nothing to report.
- i. Military - Bryan and Destiny discussed the change of command, which is occurring Friday and the ceremony will be held at the PSA gym.
- j. Facilities - Jason discussed that a recommendation will soon come to the Board for a reserve and maintenance schedule.
- k. Communications - nothing to report.

V. Executive Session

Motion: to Enter Executive Session at 8:24pm

Made by: Joel

Second: Cynthia

Vote: unanimous of those present

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

Present: Bryan, Joel, Cythia, Susan, Jason, Mary, Liliana, and AP Grant

- a. Contractual issue - personnel
- b. Contractual issue - consulting contract**
- c. Contractual issue - software contract - tabled

Motion: to Exit Executive Session at 9:13pm

Made by: Joel

Second: Mary

Vote: unanimous of those present

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

VI. Actions arising from Executive Session

Motion to: Accept the 2021 PSA Strategic Planning Project Proposal by Stan Davis for \$19,500.00.

Made by: Mary

Second by: Joel

Vote: unanimous of those present, by name vote

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

VII. Adjournment at 9:15pm

Motion to: Adjourn

Made by: Jason

Second by: Mary

Vote: unanimous of those present

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

## Principal's Report July Board Meeting

### Academics

- Formation of Instructional Leadership Team to closely examine data consistently
- Intended to host sessions this week (July 19), but made the decision to delay closer to the start of school.
- New Student Orientations/Facts Fees and Forms Day

### School Management

- Continuing to conduct new hire interviews.
- Have had unexpected vacancies, which we are working to fill. Be sure to check Indeed.
- Filling teaching positions continues to be a priority.
- Updated organizational chart will be in the handbooks.
- Requesting a special Board meeting to approve Handbooks and will need approval for a vendor engagement for 21-22 SY (end of July/first of August)
- Day Porter/Facilities Technician--started July 1.
- Response from district re-calculation request 69% to 74%. Did NOT meet expectations, but closer to target. On track to meet 75%+ for the 21-22 school year.
- Electrical work is complete.
- Approximately 93% of students are returning. Continuing work to tally for current reasons of withdrawal:
  - Relocation
  - Distance/transportation
  - Dissatisfaction
  - Trends in responses
  - Favorable
  - Unfavorable
  - Neutral
- McKay Kiddy has changed names to Veris.

### Culture/Community

- JBC may be providing the opportunity for an MFLAC representative at PSA full-time. This will provide additional support not only to our military connected families but our school community.
- Engagement with PCA to assist with strengthening community/culture.
- PCA meetings will be the first Tuesday of each month at 7p. Please join the conversations!
- Appetizers with Administration before board meetings (4-5p). Hope would be that dismissal
- Rolling out the "Let's Go" theme to the community will discuss further at first Apps with Admin.



**BYLAWS  
OF  
PALMETTO SCHOLARS ACADEMY**

**ARTICLE I  
NAME, PURPOSE, LEGAL STATUS**

**Section 1. Name.** The name of the organization is Palmetto Scholars Academy (hereinafter referred to as “PSA”).

**Section 2. Legal status.** PSA is a South Carolina nonprofit corporation and a public charter school. PSA has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

**Section 3. Purpose.** The mission of PSA is to 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. PSA is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 4. Nondiscrimination policy.** PSA is committed to nondiscrimination in all its educational, employment, and student admission activities. PSA shall be non-sectarian, non-religious and non-discriminatory. PSA shall hire staff and accept students without discrimination as to race, color, religion, national origin, sex, marital status, sexual orientation, educational affiliation, handicap status, or age, and shall comply with all applicable State and Federal laws and regulations.

**Section 5. Registered office and agent.** The registered agent of PSA may be changed from time to time at the Board of Directors’ discretion by giving notice of any change to the South Carolina Secretary of State. The registered office will be the same address as that of the registered agent.

**ARTICLE II  
MEMBERS**

PSA will have no members. All rights which would otherwise, by law, vest in the members will vest in the Board of Directors.

**ARTICLE III**  
**BOARD OF DIRECTORS POWERS AND DUTIES**

**Section 1. Governance.** The business affairs and property of PSA will be governed by the Board of Directors as outlined by the PSA Charter, Charter Contract/Agreement, and relevant State laws. The Board of Directors shall act only through the duly constituted Board as a whole.

**Section 2. General Responsibilities.** The Board's governance responsibilities include, but are not limited to:

- (a) Sign the Charter School Contract/Agreement and revisions thereto;
- (b) Ensure compliance with all of the requirements for a charter school as provided by the SCCSA, as amended from time to time;
- (c) Make every effort to maintain a positive working relationship with the Sponsoring School District;
- (d) Comply with all applicable Federal and South Carolina laws;
- (e) Develop and facilitate implementation of strategic plans for the School; (f) Oversee and assure the financial health of the School, to include the review of monthly financial reports and the adoption and approval of the annual budget and any necessary revisions thereto;
- (g) Approve all contracts on behalf of the School, including approval of employment agreements and contracts with teachers, administrators, and non-teaching employees; (h) Hire, annually evaluate, retain and, if necessary, remove the Principal; (i) Review and adjust pay scales, performance criteria and discharge policies as required for the school employees;
- (j) Develop and adopt policies of the school;
- (k) Review, evaluate, and approve academic curriculum;
- (l) Review and evaluate the academic and administrative achievements and progress towards annual goals;
- (m) Hear appeals for teacher dismissals and student expulsions;
- (n) Build and maintain community partnerships;
- (o) Assist in fundraising activities for the School;
- (p) Ensure that the School adheres to the same health, safety, civil rights, and disability rights as required by the Sponsoring School District;
- (q) Maintain accurate, up-to-date records of the business conducted at all Board meetings; (r) Notify the public of scheduled meetings and the agendas thereof in accordance with state laws;
- (s) Approve and publish the school calendar, including the Board annual regular meeting calendar; and
- (t) Perform any and all necessary legal acts to effectuate the purposes of the School.

**Section 3. Ethics and Conflicts.** All Directors of the Board shall be subject to the ethics and accountability requirements for public members and shall adhere to the Code of Ethics, Code of Conduct, and Conflict of Interest policies approved by the PSA Board and ethical and accountability requirements as mandated by State law.

**Section 4. Delegation.** The Board of Directors may delegate to the Administration, committees, or to members of the Board of Directors such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Standing Committees shall remain consistent with the Charter. Currently, as identified by the Charter, the Standing Committees include: Executive, Academic Excellence, Finance, Communications, Fund Development, Facilities, and Volunteer and Enrichment Programs. The Board of Directors may establish additional standing and/or ad hoc committees, as necessary.

**Section 5. Regular Meetings.** The Board of Directors will have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors will have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Directors will comply with the requirements set forth in the South Carolina Freedom of Information Act, and any other applicable laws concerning notice and conduct of the Board of Directors meetings. A regular meeting shall be held with a minimum of 48 hours notice and an agenda must be posted, as required, at least 24 hours prior to a meeting.

**Section 6. Special Meetings.** Special meetings of the Board of Directors shall be called at any time by the Secretary upon the written request delivered to the Secretary by email of either the Chair or three (3) members of the Board of Directors and will comply with the requirements set forth in the South Carolina Freedom of Information Act and any other applicable laws concerning notice and conduct of the Board of Directors meetings. A special meeting shall be held with a minimum of 48 hours notice and an agenda must be posted, as required, at least 24 hours prior to a meeting.

**Section 7. Emergency Meeting.** Emergency meetings of the Board of Directors shall be called by any time by the Secretary upon the written request delivered to the Secretary by email of either the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors. An emergency is an unforeseen occurrence or combination of circumstances, which call for immediate action or remedy. An emergency must be real and determined in light of the situation. Emergency meetings do not require 24 hours' notice.

**Section 8. Executive Session.** The Board may meet in an executive session during which the discussion is closed to the public for deliberation on certain matters listed below. Agendas shall include notice of the Executive Session, related topics, and the related statutory authority. No final action shall be taken by the Board while in Executive Session.

Topics for Executive Session, in accordance with State law, include but are not limited to the following matters:

- (a) Employment of PSA staff or agents.
- (b) Dismissal, discipline, or complaints/charges against an officer, employee, staff member or agent unless the individual requests an open meeting.
- (c) Review and evaluation of the performance of an officer, employee or staff member unless the person requests an open meeting.

(d) Contractual discussions.

(e) Deliberations regarding negotiations of real property transactions.

(f) Consideration of protected records including written advice from an attorney, which is protected by attorney-client privilege.

(g) Consultation with an attorney regarding legal rights and duties in regard to current or likely litigation.

(h) Student discipline, expulsions, and other student-related grievances.

(i) Confidential medical records.

**Section 7. Quorum.** A simple majority of the constitute membership of the Board of Directors will establish a quorum for the purpose of calling a Board meeting to order.

**Section 8. Procedures.** In all meetings of the Board, the presence of a simple majority of the Directors of the Board shall be necessary and sufficient to constitute a quorum. Unless otherwise provided by law or by the Bylaws, the act of a simple majority of the Members of the Board present shall be the act of the Board. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, adjourn, or to take a recess. All decisions of the Board will be taken by vote and permanently recorded in meeting minutes. Any meeting or action within a meeting will be conducted in accordance with Robert's Rules of Order except when Robert's Rules conflict with these Bylaws.

**Section 9. Public Comment.** The Board of Directors may, in its discretion, offer the public an opportunity to comment about current Agenda items at Board meetings.

#### **ARTICLE IV** **BOARD OF DIRECTORS MEMBERSHIP**

**Section 1. Number of Directors.** The Board of Directors shall consist of nine (9) Directors, with at least five (5) elected Directors. Up to four (4) Directors may be appointed if necessary to meet the identified strategic needs. A Board operational policy will be implemented to guide a strategic needs assessment prior to the posting of a position whether elected or appointed, as well as to outline the nominating and election process.

**Section 2. Qualifications and Tenure.** Directors will serve a term of two years and may serve a maximum of two (2) consecutive terms, if elected to do so. Terms for members will commence on September 1 of a given year. All expiring terms will conclude on August 31 of a given year. Fifty percent (50%) of the members of the Board must be individuals who have a background in K-12 education or in business. Each Director must be a resident of the State of South Carolina. PSA employees are prohibited from serving on the Board during their employment. A person who has been convicted of a felony is not eligible to serve on the Board of Directors.

**Section 3. Evaluation of Board Directors.** On an annual basis, the contributions and activities of Board Directors shall be assessed in accordance with the relevant Board policy.

**Section 4. Elections.** A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. In odd years, at least three elected seats and up to two appointed seats will be filled. In even years, at least two elected seats and up to two appointed seats will be filled.

Parents or guardians of a student shall have one (1) vote total for each student enrolled in the school; parents and guardians within each family will determine who will cast that vote. Each PSA employee shall have one (1) vote. Each voter may select a number of candidates equal to the open elected seats on the ballot. The elected seats will be filled by a plurality-at-large of votes cast. No voter may cast more than one vote for the same candidate on the same ballot. Any ballot that does not comply with the requirements described above will be considered void and will not be counted. A tie for any elected seat on the board will be determined by a special election.

**Section 5. Appointments.** Annual appointments to the Board of Directors will be made as soon as possible after the election takes place and must be by a majority vote of the Directors holding office. Consideration of any individual for appointment as a Director must include reference to the qualifications for Directors. The appointment of a Director will proceed after a Board review to determine if such an appointment is necessary and for qualities and abilities that will advance the mission of the school.

**Section 6. Vacancies.** If a Director dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment) until the original terms completion, at which point the Board may decide to reassign a previously appointed position to an elected position, depending on the business at hand and the strategy of the Board as set out in the Board Elections policy. If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time not to exceed 45 days, subject to the other provisions in this paragraph. If the vacant seat was originally filled by appointment, the Board will appoint a new Director, as soon as possible, following a search for qualified candidates. Any vacant seat with less than six months remaining in the term, at the time the seat becomes vacant, may remain open and not be filled at the discretion of the Board of Directors. A Director who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Director's term. The Board Chair shall be responsible for initiating the appropriate election or appointment procedure. The appointment of any Director shall require approval by two-thirds vote of the constitute membership of the Board of Directors.

**Section 7. Removal.** Directors of the Board shall be removed for incapacity, misconduct, or neglect of duty, and other reasons as stipulated by law. Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at that time at a public meeting at which a quorum is present, provided that written notice of the meeting is also sent to all Directors at least seven days in advance of the meeting, and such notice specifies that

a purpose of the meeting is to vote on removal of the named Director(s).

**Section 8. Ex-Officio Members.** The Board may appoint and/or remove non-voting ex officio members for the purpose of advancing the mission of the school. Ex-officio members may include the Principal of PSA, the President of a parent booster club or similar organizations, and/or teacher representative(s).

**Section 9. Officers.** The officers of the Board will be Chair, Vice Chair, Secretary, and Treasurer. The officers will be nominated and elected by the Board of Directors to serve a one-year term after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms. The Board of Directors will have the power to remove an officer at any time prior to the termination of such term by a majority vote of the Board of Directors currently holding office. Any officer may resign at any time by providing written notice to the Chair. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

(a) **Chair.** The chair will preside at all meetings of the Board of Directors and will perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice Chair.** The Vice Chair will perform the duties of the Chair in the absence of the Chair and will assist the Chair in the discharge of leadership duties. In the case of the resignation or the removal of the Chair, the Vice Chair will serve as the replacement Chair until such time as the Board of Directors has appointed another Director to act as Chair.

(c) **Secretary.** The Secretary will ensure that minutes of all Board meetings are taken and that all required notices of Board meetings are given. The Secretary will also perform all duties incident to the office of Secretary and such duties approved by the Board of Directors.

(d) **Treasurer.** The Treasurer shall have financial oversight responsibility and will keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of PSA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and will also be granted access to all meetings of any financial discussion concerning PSA. The Treasurer shall serve as the Chair of the Finance committee.

**Section 10. Additional Officers and Agents.** The Board may by resolution appoint such additional officers and such agents and determine their term of office as it may deem advisable.

**Section 11. Compensation and Expenses.** Directors will serve without compensation but upon approval of the Board of Directors may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board of Directors.

**Section 12. Training.** After taking office, each Director will complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

**ARTICLE V**  
**CONFLICT OF INTEREST POLICY**

The Board of Directors will develop a conflict of interest policy applicable to Board members and employees of PSA and consistent with the requirements set forth in the South Carolina Ethics Reform Act, S.C. Code Ann. § 8-13-700 et seq.

**ARTICLE VI**  
**DEFENSE OF ACTION**

PSA will, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify and hold harmless all directors, officers, and employees from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act, failure to act, or negligence of the charter school, its agents and employees, in connection with or arising out of the activity of PSA, so long as such directors, officers, and employees acted in good faith and within the scope of their office or employment.

**ARTICLE VII**  
**FISCAL YEAR**

PSA's fiscal year will run from July 1 through June 30. All of PSA's financial records will be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

**ARTICLE VIII**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors at any regular meeting, provided that each member is given at least seven days prior written notice of the proposed adoption, amendment, repeal, or restatement to the Bylaws. Notice of the regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed change to the Bylaws and must contain or be accompanied by a copy of the change, as well as the original. Any amendment to the Bylaws that is inconsistent with the South Carolina Charter Schools Act or would result in loss of PSA's ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Nonprofit Corporation Act will be null and void. The PSA Board of Directors will review the Bylaws annually.

**ARTICLE IX**  
**DISSOLUTION**

Upon dissolution of PSA, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

**ARTICLE X**  
**CERTIFICATION**

I hereby certify that I am the acting Board Chair for PSA and that the foregoing Bylaws constitute the Bylaws of PSA, as duly adopted by affirmative vote of the Board of Directors.

\_\_\_\_\_, Board Chair

\_\_\_\_\_  
Date

\* Sent to the Board for review by the Policy & HR Committee on 06/17/2021.



Policy Title:	Legal Services Policy
Policy Number:	PSA-GOV0013.0
Date Reviewed by Administration:	
Date Approved by PSA Board:	
Stand Alone or Handbook:	✓ Stand Alone
Policy References:	SC Code § 59-40-230 (2013)

### Legal Services Policy

The PSA Board recognizes that the increasing complexity of school operations may on occasion require the procurement of professional legal services. Unless otherwise arranged for in writing and with the consent of the Board, when any attorney is engaged to provide legal services for the school, the Board and not any individual person(s), officers, or employees shall be the attorney's client.

The Board may designate such attorneys and/or law firms as the Board deems prudent to serve as initial points of contact in connection with specific needs or circumstances. However, nothing prevents the Board or Principal from securing the services of any other attorney or firm when doing so is determined to be in the best interest of the school. Further, the services of any attorney representing or providing legal advice to the Board or Administration shall be coordinated with the School's insurer(s) when appropriate.

The Principal, or their administrative-level designee is authorized to engage the school's designated legal counsel on behalf of the school on such matters as she/he deems advisable in order to protect the interests of the school, or whenever she/he has been directed to do so by the Board. However, unless legal counsel renders specific advice on behalf of the school stating that the rights and interests of the school would be compromised by deferring action until after specific authorization is obtained in advance (e.g., due to a statute of limitations expiring), the Principal shall not authorize legal counsel to file or commence, in any court or before any agency, any formal legal action or proceeding on behalf of the Board in which the Board acts as the plaintiff, complainant, or petitioner without advance authorization from the Board.

Any time the Principal or her/his designee exercises the authority granted in the previous paragraph, she/he shall promptly advise the Board (1) regarding the existence or initiation of non-routine matters, including the receipt of any statutory notice of claim or the initiation of any formal legal proceeding in any court or before any state or federal agency; (2) any time she/he concludes that there is a likelihood that the Board may incur substantial legal fees or costs that are not within established budgetary parameters for reasonably-expected legal services; and (3) with respect to such other matters or circumstances as the Principal deems prudent.

Except when acting as an authorized designee of the Principal, other administrators, employees, and agents of the school are not authorized to initiate or engage the services of

legal counsel on behalf of the School except as expressly directed to do so by the Principal, Board Chair, or by official Board action.

Individual Board members are generally not authorized to initiate or engage the services of legal counsel on behalf of the Board unless there is official Board action authorizing or directing them to do so. However, the Board Chair is authorized to initiate or engage the services of the school’s legal counsel if there is a need for legal advice relating to the employment or performance of the Principal, if the Chair is performing his/her statutory duties related to the defense and prosecution of legal actions, or if the Chair determines that immediate action is otherwise needed to protect the interests of the Board and/or school. The Board expects the Chair (1) to consider whether it would be practical to bring the matter before the Board before taking action unilaterally, and (2) to work with legal counsel to determine the earliest appropriate time, not to exceed 24 hours, to inform the remaining Board members of a decision to engage legal counsel on behalf of the Board.

Unless otherwise directed by the Board, individual Board members and authorized PSA employees may, in their official capacities and in the interests of the school, seek general legal information from membership associations that provide such services, provided that such inquiries do not result in the unauthorized disclosure of confidential school information or cause the school to incur any additional specific fees or charges. Further, any such inquiry for legal information that is submitted pursuant to Board or PSA organizational membership that is paid for by the school should be undertaken with the expectation that the organization may disclose the nature of the inquiry and/or response to other Board members or to appropriate Administrators/Board members. Nothing in this policy shall be interpreted to create or give rise to any third-party rights.

Recognizing the need for cost effectiveness, the Board Chair and Principal shall endeavor to minimize legal expenses through the use of additional Charter District and Charter Alliance resources as appropriate. Legal expenditures by the Board Chair and Principal for legal services on behalf of the school not exceeding an annual budgeted amount (currently a total of twelve thousand dollars (\$12,000.00) on an annual basis (\$1,000.00 monthly)) may be accomplished without additional Board authorization.

Revision Record

Revision	Purpose	Date
0.0	Original form created by Policy and HR committee	06/08/2021
	Approved by the Committee for Board consideration.	06/17/2021
	First Reading by the PSA Board	06/22/2021