

Corvian Community School
Board of Directors Meeting – January 09, 2024
Open Meeting Minutes

Board Members in Attendance:

[X] Ed Franklin, Board Chair

[X] Mike Hartshorne, Board Member

[X] Jesh Humphrey, Vice Chair

[X] Drew Polly, Board Member

[X] Michelle Spencer, Board Member

Guests in Attendance:

[X] Nicki Sinclair, Interim Executive Director

[X] Gil Middlebrooks, Middlebrooks Law

[X] Lisa Gordon Stella, Lisa Gordon Stella Law

[X] Andrea Brown, ALT HR

[X] Cory Draughon, Charter Success Partners

[X] Terrance McCaffery, McCaffery Accounting Solutions

1. **Call to Order:** Mr. Franklin called the Board Meeting to order at 7:04 PM.

Silent reading of the Corvian Mission Statement

Action: Mr. Franklin called for a motion. Mr. Polly made a motion to approve the minutes for the December 12th, 2023, and January 5th, 2024, Board Meetings. Mr. Humphrey seconded; all in favor. **Motion passed.**

2. **Public Comment:**

None at this time

3. **Executive Director Update:** Ms. Sinclair gave the Executive Director's update.
 - Updated the Board on the newly approved Hiring Process and discussed an update to include Board review in closed session before final approval of new hires.
 - CSP is analyzing Prudential 457(b) tax-advantaged retirement plan contributions; it was discovered contributions for one (1) employee were not correct starting in February 2023.
 - Overview of organization chart which includes the Back Office Service Provider, Fractional HR, and Fractional CFO. There is an organizational chart for each campus.
 - Ms. Sinclair will connect with Charlotte DOT and NC DOT regarding reducing 45-minute staggered school start and end times.
 - Provided an update on the 2024-2025 school calendar survey. 50.8% of respondents voted for the calendar to stay as presented in the January 5, 2024 Special Session meeting.

Action: Mr. Franklin called for a motion. Mr. Humphrey made a motion to approve the 2024-2025 School Calendar. Mr. Polly seconded; all in favor. **Motion passed.**

4. **Board of Trustees Updates:**

- Mr. Humphrey gave a summary of changes in the 5th Amended Bylaws.
 - Key items included re-ordering / rewording of sections, composition of board, term limits, quorum requirements, number and timing of meetings, update to non-discrimination policy, and adding contracts, loans, and deposits best practices.

Action: Mr. Franklin called for a motion. Mr. Polly made a motion to approve the 5th Amended Bylaws dated January 9, 2024. Ms. Spencer seconded; all in favor. **Motion passed.**

Action: Mr. Franklin called for a motion. Mr. Polly made a motion to appoint Michelle Spencer as Board Secretary. Mr. Hartshorne seconded; all in favor. **Motion passed.**

Action: Mr. Franklin called for a motion. Mr. Polly made a motion to approve ALT HR as the Fractional Human Resources provider. Mr. Humphrey seconded; all in favor. **Motion passed.**

Action: Mr. Franklin called for a motion. Mr. Humphrey made a motion to appoint McCaffery Accounting Solutions as Fractional CFO provider. Mr. Hartshorne seconded; all in favor. **Motion passed.**

- Mr. Franklin and guests gave additional Board of Directors updates.
 - Corey Draughon, Charter Success Partners CEO, presented an update on the back office operations transition and roadmap.
 - Andrea Brown, ALT HR Consultant, presented an update on the fractional HR transition.
 - Mr. Franklin provided an update on the fiscal policy review and next steps.
 - Mr. Franklin provided an update on 2 board nomination interviews planned within the next 2 weeks.

5. **Closed Session** per §143-318.11(a)(3)(6) to consult with an attorney and review confidential personnel matter.

Action: Mr. Franklin called for a motion. Mr. Polly made a motion to initiate Closed Session, seconded by Ms. Spencer. **Motion passed** -- Closed Session was initiated at 8:10 PM.

Closed Session

Closed session minutes are filed with the CCS Board Secretary.

Motion to Reconvene in Open Session

Action: On a motion by Mr. Polly, seconded by Ms. Spencer. **Motion passed** -- Open Session reconvened at 9:20 PM.

Adjourn

There being no further business before the Board, Mr. Franklin adjourned the meeting at 9:22 PM.

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[X] Lisa Gordon Stella, Lisa Gordon Stella Law

[X] Gil Middlebrooks, Middlebrooks Law

Closed Session

The Board heard an update on a confidential personnel matter and consulted with the school's attorneys.