



The Association for the Advancement of Education, DBA The Hawbridge School
Board of Directors Meeting Minutes
Wednesday, June 28, 2023, at 6:00 p.m.
Virtual Meeting

I. Call to Order 6:02 PM

II. Roll Call

Attending Board Members:

April Williams (Chair), Amanda Rose (Treasurer), Ted Teague, E. Megan Glancy, Natalya Barker, Joshua Horton (Acting Secretary)

Attending School Directors and Faculty Representatives:

Jennifer Shelton (Upper School Director), Cheryl Beierschmitt (Lower School Director), Cameron Ratliff (Assistant Director: Business and Communications (K-12)), Kierca Kimbel (Upper School Faculty Representative), Gretchen Kapity (Lower School Faculty Representative), Lora Wilder (Lower School Faculty Representative)

III. Approval of Agenda

A. Addition of New Business

- i. Upon a motion duly seconded, the Board unanimously agreed to revise the Agenda to add a discussion of the term length of new Board Members who are filling partial term Board vacancies.
- ii. Upon a motion duly seconded, the Board unanimously agreed to revise the Agenda to discuss and consider approving the prospective Upper and Lower School Director's contracts.

B. Upon motion duly made and seconded, the revised agenda was approved.

IV. Public Comment

No public comments were offered by attendees of the meeting.

V. Consent Items

- A. Approval of Previous Meetings' Minutes

M. Glancy motioned to approve the May minutes for publication on the school website. T. Teague seconded the motion. The previous meeting's minutes were approved unanimously, except for A. Rose, who abstained from the vote.

B. Future Meeting: Wednesday, July 26, 2023, 6:00 p.m. (Virtual)

VI. Reports

A. Directors

■ Lower School Director (C. Beierschmitt)

C. Beierschmitt gave short introductions to the three new teachers hired:

Jamie Luciano: Over 20 years in education, in various capacities including leadership positions, most recently an interventionist at a school in ABSS. She is passionate, joyful, organized, and accomplished.

Brittany Pate (3rd grade): She has 9 years in education, most recently at Gibsonville Elementary. She enjoys incorporating students' ideas in her lessons. She is also a small business owner. Ms. Quigley is excited to get to work with her

Peyton Franklin (4th grade): She has been teaching in ABSS for 7 years, and served on leadership team and offered professional development. She describes teaching as her passion and loves helping students grow. Mr. Underwood has worked with her before and is excited to be on the 4th grade team with her.

C. Beierschmitt reported that she is still working to fill the 5th and 6th grade science teacher position.

■ Upper School Director (J. Shelton)

J. Shelton reported on new hires for the Upper School. Last month a health and physical education teacher was hired. Also hired was a Horticulture teacher, Susan Anderson, who is a Hawbridge parent and has her BS from Georgia Tech.

J. Shelton further reported that she did the final walkthrough for the 12 month warranty on the newly constructed Upper School.

J. Shelton reported that she intends to meet with the NC Department of Transportation to discuss traffic during student drop-off and will have updates for the Board at its next meeting.

B. Faculty Representatives

■ Lower School Representative (L. Wilder)

L. Wilder reported that the Lower School ended the year with much celebration, including a staff lunch provided by PASTA. Staff has been given an end-of-year survey covering a wide array of topics to help inform the coming year.

■ **Upper School Representative (K. Kimbel)**

K. Kimbel reported that the end-of-year celebrations were a hit. Upper School students are helping restore the outdoor amphitheater, and faculty are taking kayak trips.

C. Board

A. Williams advised the incumbent Board members to work with the incoming Board members to form new Board Committees and to give the Committees clear structure and guidance.

■ **Committee Updates**

- a) Fundraising (R. Lynch) – A. Williams reported on behalf of R. Lynch that there were no updates to share with the Board.

- b) Strategic Planning (C. Fisher) – A. Williams reported on behalf of the Strategic Planning Committee that there was concern among stakeholders regarding a proposal to limit the drafting responsibilities of the Strategic Plan to the Board members on the Committee and the Directors. The Committee agreed to table the decision until the new Board term. A. Williams reported that more research be done into how other successful organizations have created their strategic plans, more specifically, how they ensured a collaborative process with expertise and perspective from all stakeholder groups incorporated into a final planning document. A. Williams advised that when the Strategic Planning Committee is formed for the next Board term, the Committee should make explicit the expectations for that process going forward (e.g., Who will serve on the Committee? Who will have a vote on Committee decisions? What will the actions of the Committee be going forward? How do the various drafts of the Strategic Plan document get written and reviewed? How will the Strategic Plan be used once it is fully written?)

A. Williams said that there is no specific deadline for completing the strategic plan, that the prior strategic plan was begun in 2013 and completed in 2015.

c) **Assessment and Evaluations (M. Glancy)**

M. Glancy reported that the Board board has been working to do Upper School and Lower School Director contracts after completing Director evaluations. Counsel for Hawbridge has reviewed the Board-approved prospective contracts and now they

need to be delivered to the Upper School and Lower School Directors.

■ **Treasurer (A. Rose)**

A. Rose reported that ninety-two percent of the fiscal year has passed as of the end of May. There are no concerns to bring to the attention of the Board as a result of May financial activity. To date, 90% of total projected revenue and 90% of total non-surplus expenses have been recognized. The CPA that prepares the financials scrutinized the projections for all line items this month in preparation of board re-approval; with her changes, the final projected surplus for the fiscal year is \$237K, which is a marked improvement over the previously approved board budget of \$2K. If there are no substantial deviations in June, the cumulative surplus will be in excess of \$1.8M as of the end of the fiscal year.

VII. Unfinished Business

A. 2022-23 Adjusted Budget (A. Rose)

A. Rose outlined how the current year's budget begins as a best estimate at the start of the fiscal year, and adjust in June based on actual expenses. The working budget was approximately \$150k higher than planned. Additional expenses included added cost from delay in the closing on the permanent (vs. construction) financing for the Upper School, Lower School mold remediation costs, and underestimating the cost of some of the utilities for the Upper School since there is no history of costs on the new building. Salaries were lower due to several factors – teacher attrition being filled by substitute teachers, health insurance premium decrease, *inter alia*. Significant savings were realized from changing insurance companies, but Hawbridge legal costs were higher than anticipated.

Upon a motion duly seconded, the Board unanimously voted to approve the revised FY 2022-2023 budget.

B. 2023-24 Proposed Budget (A. Rose)

A. Rose referenced the thorough presentation on the FY 2023-2024 proposed budget given by Cameron Ratliff at the last Board meeting, a report compiled by C. Ratliff, A. Rose, and the US and LS Directors. Nothing has changed from the budget as presented. There was some discussion of needed capital improvements, including 5 HVAC units of the Lower School needing to be replaced, an upgraded fire suppression and alarm system in the Lower School, creating a meeting space in the Lower School, and security improvements for the Upper School. The total expense of capital improvements is \$176K if done this year. C. Ratliff stated that a robust security system for the Upper School is a deferred cost that didn't get addressed during construction because of the construction budget (e.g., no cameras in parking lot, etc.), and asked for a Board member to help her with obtaining quotes for the

security system, but that the HVAC system should be replaced presently. T.Teague agreed to help C.Ratliff with the security system research. Surplus from this current year \$230k could cover it.

There is a 2.5% increase in the budget for teacher salaries. The Directors are working to remain competitive for staff hiring and retention. Staff salaries currently follow the ABSS salary scale. Hawbridge staff have access to the State health and retirement plans, which is not a thing universal to all NC charter schools, and makes transitioning out of a traditional public school easier for staff.

Upon a motion duly seconded, the FY 2023-2024 budget was approved unanimously.

C. Bylaws Update (A. Williams).

A. Williams reported that Donna Rascoe, counsel for Hawbridge, reviewed the Bylaws and identified several additional areas that should also be revised for clarity, but that all revisions should be done in one shot, as the State approval process is time-consuming and submitting multiple requests for revision over a short window does not look good to the NC Department of Public Instruction. A. Williams recommended that a Governance and Bylaws Committee be formed in the new Board term, and that Donna Rascoe has offered to participate. A. Williams further recommended that the vote to revise the bylaws be tabled.

Upon a motion duly seconded, the Board unanimously voted to table revising the Bylaws pending the formation of a Governance and Bylaws Committee.

D. Policy Manual Update (A. Williams)

A. Williams reported that there is some outdated language in the Policy Manual that needs to be corrected, and that she has asked the Directors to review policies along with the Governance and Bylaws Committee (when formed).

Upon a motion duly seconded, the Board unanimously voted to approve tabling the revision of the Policy Manual pending the formation of the Governance and Bylaws Committee.

VIII. New Business

A. **Director's Contracts:** Upon a motion duly seconded, the Board unanimously voted to approve the prospective contracts for the Upper School and Lower School Directors.

B. **Announcement of New Members (A. Williams):** A.Williams gave a brief introduction of the incoming Board members; namely, Dylan Bondy, Sara Abernathy, Kemp Watson-Ormond, and Johnny Buck.

C. Discussion of term length of new Board members when a current member vacates prior to the natural conclusion of their term (M.Glancy)

M.Glancy shared her view that Section 16(c) of the Bylaws relegates all new Board members who are filling a vacancy of Board members that vacated prior to the natural conclusion of their term to a single year. The Board proceeded to have substantial discussion regarding the issue.

Upon a motion duly seconded, the Board voted to interpret the Bylaws to afford a single year term to incoming Board members that are filling a partially completed term of an outgoing Board member.

D. Election to Fill Board Vacancy (A. Williams)

After discussion of when the current Board vacancy would be filled, a motion was made that was duly seconded, and the following resolution was duly approved:

RESOLVED, the Board defers the filling of the Board vacancy to the next Board term. The new Board is encouraged to take up the item as a new agenda item with expediency, at their discretion.

E. Election of 2023-24 Board Officers (A. Williams)

There being no accepted nominations for Chair, Vice Chair, or Secretary, T.Teague made a motion that upon the conclusion of new business, the Board recess overnight and meet again virtually June 29 at 3:30. A.Rose seconded the motion, and it was unanimously approved.

F. Modified Leadership Structure Presentation (C. Beierschmitt and J. Shelton)

The Upper School and Lower School Directors gave a presentation on modifying the internal leadership structure of the administration of Hawbridge, a structure that the administration is already operating under, that will enhance efficiency and clarify responsibilities of the administration.

IX. Closed Session

A. To Consider Confidential Matters Pursuant to NC G.S. §§ 143-318.11(a)(5) and 143-318.11(a)(6)

A motion to enter closed session was duly made, seconded, and unanimously approved. Closed session began at 8:59 PM. The Board returned to open session at 9:31 PM.

X. Recess. Upon a motion duly seconded to recess and reconvene tomorrow, the Board unanimously voted to recess the meeting at 9:32 PM.

XI. **Call to Reconvene** – Thursday, June 29, 2023, at 3:39 p.m.

XII. Roll Call

Attending Board Members:

April Williams, Megan Glancy, Renee Lynch, Natalya Barker, Amanda Rose, Josh Horton, Ted Teague. Not in attendance - Christina Fisher.

Attending Legal Counsel:

Donna Rascoe

XIII. Continuation of Discussion of Board Vacancy and Election of Officers (A. Williams)

A. Williams introduced Donna Rascoe, Hawbridge Board legal counsel, who joined the meeting to offer guidance in interpreting the bylaws as they pertain to officer elections. D. Rascoe shared a recap of non-profit corporation laws as well as a review of language around officer positions in the Hawbridge bylaws (Article 4, Section 1). D. Rascoe noted that Article 4, Section 1, states, "The Officers of the Corporation shall be a Chairperson, Vice Chairperson, a Secretary, a Treasurer, and such other officers as determined by the board or as may be deemed necessary by the Board." D. Rascoe advised that this language allows for the creation of additional officer positions that the board may deem necessary, such as an Interim Chairperson in the event a full-term Chairperson cannot be elected.

R. Lynch asked for clarification on the vacancy language in the bylaws. D. Rascoe noted that there are inconsistencies in this section (Article 3, Section 16) that are open to varied interpretations and that it is the will of the board to interpret these inconsistencies. She noted that there is no significant risk to electing members who are rolling off the board in necessary interim positions.

D. Rascoe validated and commended the board for its careful attention to detail and commitment to interpreting and following the bylaws in order to determine best practices moving forward.

M. Glancy expressed willingness to serve in a time-limited interim chairperson position. J. Horton expressed willingness to serve in a time-limited interim chairperson position.

J. Horton nominated A. Rose for Treasurer. N. Barker seconded the nomination. Motion passed unanimously.

The board discussed the need for expediency in filling full-term officer positions and agreed to make efforts to hold these elections before the regularly scheduled July meeting if possible. T. Teague asked that the board intentionally recognize duties and responsibilities for interim positions. D. Rascoe confirmed that the Interim Chairperson would have the full powers and duties of the chair as defined in Article 4, Section 2 of the bylaws.

T. Teague motioned to create the Interim Chairperson position as follows: The term of the Interim Chairperson shall expire upon the earlier of (A) the election of a Chairperson as defined in Article 4, Section 2, of the bylaws, or (B) August 1, 2023. The powers and duties of the Interim Chairperson shall be the same as those of the Chairperson as defined in Article 4, Section 2, of the bylaws. The motion was seconded by N. Barker. Motion was approved unanimously.

T. Teague nominated J. Horton for the Interim Chairperson position. N. Barker seconded. Motion passed by majority vote. (M. Glancy abstained).

R. Lynch motioned to create Interim Vice Chair position as follows: The term of the Interim Vice Chairperson shall expire upon the earlier of (A) the election of a Vice Chairperson as defined in Article 4, Section 3, of the bylaws, or (B) August 1, 2023. The powers and duties of the Interim Vice Chairperson shall be the same as those of the Vice Chairperson as defined in Article 4, Section 3, of the bylaws. The motion was seconded by N. Barker. Motion passed by majority vote. (T. Teague abstained).

R. Lynch nominated T. Teague for Interim Vice Chair position. J. Horton seconded the nomination. T. Teague was elected by majority vote. (M. Glancy and T. Teague abstained).

N. Barker motioned to create Interim Secretary Position as follows: The term of the Interim Secretary shall expire upon the earlier of (A) the election of a secretary as defined in Article 4, Section 4 of the bylaws, or (B) August 1, 2023. The powers and duties of the Interim Secretary shall be the same as those of the Secretary as defined in Article 4, Section 4 of the bylaws. The motion was seconded by T. Teague. Motion passed unanimously.

A. Williams noted that no new members expressed explicit interest in serving in an officer position during this year. N. Barker recommended voting on Interim Secretary at the start of the next board session. The board agreed to table election of Interim Secretary. D. Rascoe confirmed that this is an acceptable recommendation.

N. Barker recommended the board notify the current applicants of the change to a one-year term on the board for the vacancy position and that the board repost the vacancy to the Hawbridge community with the same time frame as the previous process. A. Williams noted that this was a three-day turnaround for interested candidates. The board noted that there is a holiday weekend coming up and agreed to send out communication of the one-year vacancy as soon as possible, but no later than July 5, 2023, with a deadline of July 8, 2023.

A. Williams agreed to draft the initial email. The board agreed to review the document as quickly as possible. A. Williams reminded the board that it had voted to change the language in the vacancy announcement to reflect a one-year term. R. Lynch asked for legal consult on this interpretation of the bylaws with regards to filling the board vacancy.

D. Rascoe noted again the inconsistencies in Section 16 of the bylaws and saw no concerns with the process as agreed upon by the board.

T. Teague expressed that the written presentations already provided by interested candidates for the vacancy position would suffice for the new posting and those parties would not need to resubmit those written presentations. A. Williams noted that if any candidate wishes to make a verbal presentation to the board, the board will allow it in accordance with the bylaws.

D. Rascoe saluted the board in its extensive efforts to comply with the bylaws.

T. Teague motioned to adjourn the meeting. J. Horton seconded the motion. The motion passed unanimously.

IV. Adjourn – 4:53 p.m.

Respectfully Submitted,

Josh Horton
Acting Secretary