

**Board of Directors Meeting
April 18, 2023 @ 5:30pm
Meeting Minutes**

Directors in Attendance (via Zoom):

- Anthony Adewumi
- Fr. John Raphael
- Irene Boyd
- James Cobb
- John Little
- Marcel Hernandez
- Mark Faulkner
- Ramona Johnson
- Sandy Cave

School Personnel:

- Ahmed White: Executive Director
- Lekita Stevenson: Board Liaison

Project Reflect Board of Directors Meeting was called to order at 5:44 p.m. by James Cobb. A prayer was rendered by Fr. John Raphael.

Approval of Previous Board Meeting Minutes

A motion to approve the minutes from the February 21, 2023 Board of Directors meeting was made by Ramona Johnson and properly seconded by Sandy Cave with no amendments to add. The minutes were approved and submitted. The motion carried unanimously in favor.

Executive Director/Administrator's Report (presented by Mr. Ahmed White)

- Thankful for the implementation of school security.
- Active intruder training will be provided for the teachers at SCA.
- It's currently testing season. The 4th and 5th grade classes started testing and are doing well. There is some pressure on 3rd grade classes, due to recently passed state law that states that if students don't pass ESL, they may end up repeating 3rd grade.
- Recently secured a grant with Summer Boost, which is an intense curriculum to help students in testing.
- Mr. White had a discussion with the Chairman Cobb and Mark Faulkner to discuss a succession plan:
 - Considering splitting the position between executive director and principal
 - Mr. White recommended having an interview committee comprised of a board member, teacher, staff, and parent.
 - There may also be consideration to use a search firm to search for an Executive Director.
- Mr. White reached out to Ms. Wade about the strategic planning meeting. Mr. White wants to make sure that the new executive director has a chance to contribute ideas/topics for the strategic planning meeting.
- There is discussion regarding potential dates to announce the executive director change to parents.

- Mr. White met the Chairman Cobb and Mark Faulkner and proposed to consult for SCA/Project Reflect for up to 10 hours a week at \$55/hr. as an independent contractor.
- Fr. John Raphael asked if the bonuses for school personnel and bringing Mr. White in as a consultant has been finalized.
 - Chairman Cobb responded that the bonuses have not been finalized but are being discussed and will be brought to the Board for a vote.
 - A search firm will be presented to the Board for a vote.
- Lekita Stevenson asked if someone in-house can be recommended.
 - Chairman Cobb answered that someone in-house can be recommended for the Executive Director position. The search firm will also bring in outside candidates. The effort is to bring in all the best candidates for consideration.
- Sandy Cave asked which members are part of the Executive Committee.
 - Chairman Cobb explained that the Executive Committee is comprised of the Chair, Vice Chair, Treasurer, and Secretary.
- Irene Boyd asked Mr. White about plans for the summer program.
 - Mr. White responded that the summer program will go as normal, including the Summer Boost curriculum.

Corporate Members Report (presented by Mr. Mark Faulkner)

- SCA has continued to do well and was recognized by the group from Britain as the only institution that led with the focus of love of the kids, which has led to achievement in other areas of the school.
- From a mission/vision and financial standpoint, the Corporate Members have nothing but applause for the program.
- The Corporate Members express great appreciation for Mr. White and Sandy Cave's support.
- Corporate Members sought legal input regarding the votes that took place at the August 16, 2022 meeting. The response was that the voting was legitimate. Legal counsel indicated that the votes seemed to be within the parameters of the Act. Corporate Members are still awaiting a response from Metro legal counsel. Once a response is received, it will be shared with the Board.

Voting Discrepancy Matter

- Chairman Cobb recapped that the voting discrepancy issue arises from questioning that the vote for the Chair and Vice Chair positions that took place on August 16, 2022 was done as a "secret ballot"
- Sandy Cave sent the following email to Joshua Perkins, Director of Quality Schools of the Tennessee Charter School Center:
 - *"Hello Joshua.*

This is Sandy Cave - I serve as board member and treasurer of Smithson Craighead. I've been going through all the new board member training provided by the TCSC. In one of the sessions there was a comment about proper board member voting as it relates to secret voting. If I recall correctly the rule is that there could not be a secret vote.

So is it appropriate to vote under the following methods in an open public meeting?

- 1. By each member raising their hands?*
- 2. By each member voting by voice?*

3. *By each member writing their vote on a ballot?*

If you could point me to the law / rules surrounding this issue that would be very helpful. Feel free to call me if that is easier - 615-330-6897.

*Many thanks!
Sandy Cave”*

- Mr. Joshua Perkins responded to Sandy Cave’s email with the following email:

- *“Hey!*

- *You can vote using any of those methods listed. A secret vote just means you do not notify all board members and hold a secret meeting excluding certain board members and/or not giving the appropriate notice of the meeting happening.*

- *Hope this helps.*

- *Best,”*

- The votes from the August 16, 2022 meeting were written down on paper. The votes were counted and announced by Lekita.
 - Lekita Stevenson confirmed that she received the paper votes that were on the table and the direct message votes via Zoom. She tallied all the votes and announced the tally.
 - Lekita Stevenson confirmed that she did not accept votes from members that tried to reach out but were not present at the meeting.
 - The meeting dates and minutes are posted on the SCA public website.
- Chairman Cobb is fine with delaying the final finding on how to move forward on how to move forward until we receive the MNPS counsel’s thoughts on the matter. However, Chairman Cobb doesn’t think that the delay is necessary. Due diligence was done in confirming that the voting was done properly.
- Lekita Stevenson expressed that if we are going to progress in the organization that we must be honest and transparent with each other. Some members feel that meetings done outside of the regularly scheduled Board meetings can be perceived as secret meetings.
 - Mark Faulkner ensured that there are no secret meetings, or secrecy, have been taking place. Everyone has been acting in good faith.
 - Chairman Cobb reiterated that the discussion/decision to revamp the Board back that in August 2022 was the best path forward with the least amount of pain that might be felt to keep the Board legally viable.
- Since the Board did not have a quorum, John Little suggested that the Executive Committee vote on whether the voting for the Vice Chair position was legitimate and that due diligence in researching on the vote had been conducted and confirming that Fr. John Raphael may presume his Vice Chair duties.

New Business

- Fr. John Raphael sent an email to the Board, at 6:59pm, announcing his resignation as Vice Chair. The email reads as follows:

- *“Members of the Board of Directors and Corporate Members:
Effective immediately via this email, I am resigning from the Board of
Directors of Project Reflect/Smithson Craighead Academy.*

*I am extremely proud of the work that we have done in the time that I
have spent on the Board.*

*Supporting Mr. White and his team has provided me a rich experience as
I have witnessed the radical transformation from chaos to beauty that I
love to refer to as the "Miracle on Neely's Bend"! Under his leadership
the mission of this organization has flourished.*

*As Mr. White prepares to transition to a new phase in his career, he and
his team have left PR/SCA in an extraordinarily strong position on every
level as so many pointed out this evening. His commitment to a smooth
and professional transition gives all cause for hope for the future of
PR/SCA.*

*The Board has been blessed with new faces and new ideas and this time
of transition is well suited for those voices to take the lead in supporting
the new administration that will eventually take the helm of PR/SCA.*

*It has been an honor to serve on the Board and I have great hope for
continued excellence, building upon the solid foundation and growth that
have characterized the tenure of Mr. White and his team.*

*God's choicest blessings on each of you and I give you the assurance of
my prayers.*

*Sincerely,
Fr. John*

- On behalf of the Board, Chairman Cobb accepted Fr. John Raphael's resignation and wished him well.
- June meeting will be in person (with a Zoom option available for those that can't attend in person).

Financial Report (presented by Ms. Sandy Cave)

- Submitted financial reports to members, via email, prior to the meeting.
- Have a cash flow balance, at the end of March, of almost \$1.5 Million.
- Met with banker and decided to do a 4-month CD at 4%.
- Revenue is strong. Bottom line numbers are very positive.
- The audit report is finalized for the last fiscal year and has been filed.
- Preparing budget for June.

Chairman's Report (presented by Chairman James Cobb)

- We will continue to work and put the organization first and focus on the mission.

Committee Reports

- Finance Committee
 - *No report*
- Board Development Committee
 - *No report*
- Education Committee
 - *No report*
- Bylaws Committee
 - *No report*
- Fundraising Committee
 - *No report*
- Ad Hoc Committee
 - *No report*

Board of Directors Insurance

- There are two line items for expenses:
 - General liability insurance- \$27,798 (YTD)
 - Directors and officers- \$14,047 (YTD)
- Currently not aware of what those policies are or who secured them.
 - Need to find out details of the policies.
- Lekita Stevenson confirmed that we currently use Brown & Brown Insurance and the account manager's name is Cherri Carr.

A motion to adjourn the meeting was made by Irene Boyd and seconded by John Little. The motion carried unanimously.

The Board of Directors Meeting was adjourned at 7:32 p.m.

Board of Directors Meeting minutes were taken and presented by Anthony Adewumi.