

Charter Day School



Charter Day School, Inc., Board of Trustees

Minutes of the Board Meeting

2 PM; Wednesday, April 22, 2015, Douglass Academy, Wilmington, NC

Attendance	Trustees: Jeremy Dickinson Melissa Gott Bob Spencer Others: Mark Dudeck, Treasurer, CDS, Inc. Baker Mitchell, Secretary, CDS, Inc., Dr. Martin Kozloff, Professor, UNCW
Call to Order	In the absence of Chairman Ferrante, Melissa and Jeremy asked Bob to chair the meeting and he called the meeting to order at 2:14 PM with a quorum of 3 Trustees present.
Agenda Modification	In view of wishing Dr. Kozloff to attend as much of the meeting as possible, the closed session was moved to the last action before ratification of actions without objection
Approval of Minutes	The minutes of the March 4, 2015 meeting were unanimously approved as written.
Board Membership	John's resignation to become effective in June was distributed to the Board. John's resignation would leave four members and the bylaws stated that the minimum number is three with no stated maximum. The board felt that if qualified individuals could be found willing to serve that a seven member board would be desirable. Dr. Martin Kozloff was introduced to the board. Baker had provided his resume to the board and he was welcomed to the meeting.
SBC Progress Report	Mark stated that all of the buildings were now erected and shingles were going onto the roofs. All road base was in place ready for paving which would be the last thing to be done on the schedule. The only difficulty with meeting the schedule was the work DOT was requiring to be done on Sunset Harbor and H211. We are still awaiting estimates from the contractors who are certified to work on 211. DOT has still not finalized their specifications.
RBA Reports	Baker reviewed the enrollment reports for all schools giving the budgeted target enrollment and the slots (S) or wait lists (WL) as of yesterday: CDS 939/176WL; CCS 915/22WL; SBC 190/4WL; Douglass 140/11S. Douglass enrollment is slowly building and school does not start until late August, but recruitment is a concern, nonetheless.

	<p>Year end activities had been addressed and Eunice King was selected as the CDS commencement speaker. In-service training dates are from July 7-July 17, with July 20 being the first school day.</p> <p>The \$5M term life insurance policy owned by CDS on Baker will expire in January 2016. Renewal options were discussed and the board requested that Baker have the agent put the current policy out for bid to sell the renewal rights.</p>
Budgets	<p>Mark introduced a projected corporate fund balance consolidation summary showing 2013-14 actual, 2014-15 revised, and 2015-16 projected for each school and consolidated for the corporation.</p> <p>He then went through each school for the revised 2014-15 year as projected through June 30, 2015 for the board's approval, and then each school's 2015-16 projected budget for study which does not need approval until the June meeting. The board approved the 2014-15 revised budgets without objection.</p> <p>With the exception of legal fees and the possible Brunswick County settlement, Mark felt the 2014-15 budgets would be very close. In projecting 2015-16, however, Mark stressed the numerous unknowns of actual enrollment, state and county reimbursement levels, state teacher salary scales, etc.</p>
CDS-SBE Charter Renewal	<p>All of the board members had read the "Agreement" to be signed to initiate the 10-year renewal of the charter for CDS. There were a number of items that were not felt to be in the best interests of the school or the corporation or that appeared to have no clear authority to be included. Recognizing that the "Agreement" was non-negotiable, however, the board unanimously authorized Chairman Ferrante to sign the Agreement.</p>
Audit Contracts	<p>The four LGC audit contracts with Pettway, Mills, and Pearson, PA for CDS,, CCS, DAC, and SBC were reviewed and approved by the board. The board unanimously authorized Chairman Ferrante to sign these contracts without objection.</p>
Fiscal services, grant Writing, Student services	<p>Two contracts with Acadia Northstar to provide fiscal services to the schools were presented and approved without objection. These included fiscal service contracts for CCS and CDS for the period July 1, 2015 thru June 30, 2018. Grant writing contracts for all schools for the 2015-2016 year were presented and approved without objection.</p>
Board Membership	<p>Bob asked Dr. Kozloff to discuss his assessment of the schools. He stated that Douglass was a model towards which all schools should strive and that it showed what correct execution of proven curricula could achieve. He was asked if he would agree to come onto the Board to which he replied affirmatively.</p>
Closed Session	<p>Board voted unanimously to enter closed session at 4:37 PM pursuant to N.C. Gen. Stat. §143-318.11: (a)(3) to preserve attorney-client privilege; (a)(5) to discuss the current lawsuit with Brunswick County; (a)(5) to discuss actions to confirm funding by Columbus County</p>
Open Session	<p>The Board returned to Open Session at 5:13 PM without objection and authorized Baker and Mark to work with Barker, Jones to estimate possible underfunding by Columbus County.</p>
New Business	<p>Dr. Kozloff's willingness to join the CDS board was greeted with enthusiasm and offering him membership was confirmed without objection. The board members all voiced their beliefs that his educational background and experience will make him a valuable addition. Bob asked Baker to discuss further details of board duties and litigations with him, extend the Board's thanks, and tell him that they looked forward to working with him.</p>
Ratification of Actions	<p>The Board unanimously ratified all other prior corporate actions without objection.</p>
Adjournment	<p>The Meeting was adjourned at 5:17 PM</p>