

**Minutes of the Organizational Meeting
WAY Academy of Flint
Board of Directors
January 28, 2013**

ADMINISTRATION OF BOARD MEMBER OATHS

The Oath of Office was administered by Larry Lindquist, Representative from Lake Superior State University, to WAY Academy of Flint Board Members Sharon Miller, Tim Franklin, Howard Buetow, Kristy Gilbert, and Fay Latture. Notarized oaths of office were collected by Larry Lindquist at the meeting.

CALL TO ORDER

The meeting was called to order by Larry Lindquist at 6:09 p.m., at the location of the Holiday Inn Gateway Center, 5353 Gateway Center, Flint Township, MI 48507.

ROLL CALL

Members Present: Howard Buetow, Tim Franklin, Kristy Gilbert, Fay Latture, and Sharon Miller.

Members Absent: None

Guests: Larry Lindquist, LSSU; Beth Baker, WAY Executive Director; Glen Taylor, WAY Executive Director; Bethany Rayl, WAY Regional Executive; Fletcher Spears, WAY Director of Finance and Operations; and Shannon Smith, WAY Academy (Detroit) Director.

Larry Lindquist called for nominations for President of the Board:

The following motion was moved by Latture and seconded by Franklin.

RESOLUTION: Be it resolved that Howard Buetow is named President of the Board of Directors for WAY Academy of Flint.

No further discussion. The motion passed 5 - 0.

APPROVAL OF AGENDA

The following motion was proposed by Miller and supported by Latture:

RESOLUTION: Be it resolved that the Board accepts the agenda as is.

No further discussion. The motion passed 5 - 0.

PUBLIC COMMENT (On Agenda Items)

No public comments offered.

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was said by all attending.

APPROVAL OF CHARTER CONTRACT INCLUDING ARTICLES OF INCORPORATION AND BY-LAWS

LSSU granted WAY Academy a charter to operate a public school academy pursuant to the Revised School Code, MCL 380.1, et seq. The terms of the charter were reviewed at the Board of Directors meeting on January 28, 2013.

The following motion was moved by Miller and seconded by Gilbert:

RESOLVED: Be it resolved the Board of Directors of WAY Academy of Flint accepts the charter granted by LSSU and authorizes its President to sign the charter on behalf of the Board.

No further discussion. The motion passed 5 - 0.

BUSINESS ITEMS

A. Election of Officers

VICE PRESIDENT

The following motion was proposed by Latture and supported by Miller:

RESOLUTION: Be it resolved that Fay M. Latture is named Vice President of the Board of Directors for WAY Academy of Flint.

No further discussion. The motion passed 5 - 0.

SECRETARY

The following motion was proposed by Franklin and supported by Gilbert:

RESOLUTION: Be it resolved that Tim Franklin is named Secretary of the Board of Directors for WAY Academy of Flint.

No further discussion. The motion passed 5 - 0.

TREASURER

The following motion was proposed by Gilbert and supported by Latture:

RESOLUTION: Be it resolved that Sharon Miller is named Treasurer of the Board of Directors for WAY Academy of Flint.

No further discussion. The motion passed 5 - 0.

- B. Designation Of The Person Responsible For Posting The Board's Annual Meeting Calendar And Regularly Scheduled And Special Board Meeting Notices Along With Board Meeting Agendas.

The following motion was proposed by Latture and supported by Miller:

RESOLVED: Be it resolved that Bethany Rayl be responsible for Posting The Board's Annual Meeting Calendar And Regularly Scheduled And Special Board Meeting Notices Along With Board Meeting Agendas.

No further discussion. The motion passed 5 - 0.

- C. Designation Of The Public Places In Which Notice Of The Annual Board Meeting Calendar And Individual Meeting Notices Will Be Posted.

The following motion was proposed by Latture and supported by Miller:

RESOLVED: Be it resolved that the Genesee Valley Mall branch of the Genesee District Library and the WAY office located in Belleville be the Public Places In Which Notice Of The Annual Board Meeting Calendar And Individual Meeting Notices Will Be Posted.

No further discussion. The motion passed 5 - 0.

- D. Designation Of Principle Print Media Source.

The following motion was proposed by Miller and supported by Gilbert:

RESOLVED: Be it resolved that the Flint Journal will be the designated principle print media source used by WAY Academy of Flint Board of Directors.

No further discussion. The motion passed 5 - 0.

- E. Designation Of Depository Or Depositories For Academy Funds.

The following motion was proposed by Latture and supported by Gilbert:

RESOLVED: Be it resolved that Chase Bank is the designated depository for WAY Academy of Flint Funds.

No further discussion. The motion passed 5 - 0.

- F. Designation Of Board Members and/or Other Personnel Who Are To Be Eligible To Sign Academy Checks.

The following motion was proposed by Latture and seconded by Franklin:

RESOLVED: Be it resolved that Sharon Miller and Howard Buetow are the designated Board Members who are eligible to sign Academy checks.

No further discussion. The motion passed 5 - 0.

- G. Designation Of Personnel Authorized By The Board Of Directors To Negotiate And Implement Contracts With Vendors.

The following motion was proposed by Latture and supported by Gilbert:

RESOLVED: Be it resolved that Tim Franklin and Howard Buetow are authorized to negotiate and implement contracts with vendors.

No further discussion. The motion passed 5 - 0.

- H. Appointment Of The Academy's Chief Administrative Officer (CAO).

The following motion was proposed by Latture and supported by Buetow:

RESOLVED: Be it resolved that Kristy Gilbert is appointed the Academy's Chief Administrative Officer.

No further discussion. The motion passed 5 - 0.

- I. Adoption Of The School Year Calendar.

This schedule appears as Schedule 7-6 in the Contract and indicates that the lab shall be open approximately 300 days per year and that the online environment be open 365 days per year.

The following motion was proposed by Miller and supported by Gilbert:

RESOLVED: Be it resolved that the Board adopts the School Year Calendar as outlined in Schedule 7-6 of the Contract as the official school calendar.

No further discussion. The motion passed 5 - 0.

- J. Appointment Of The Title IX Coordinator, Freedom Of Information Coordinator, And Civil Rights Coordinator, Asbestos Designee, Copyright/ASCAP Coordinator, ACH/ETO Officer (Automated Clearing House Or "ACH" Means A Governmental Organization That Has Authority To

Process Electronic Payments Including, But Not Limited To, The National Automated Clearing House Association And The Federal Reserve System).

The following motion was proposed by Latture and supported by Miller:

RESOLVED: Be it resolved that WAY Program is designated to be responsible for the following duties: Title IX Coordinator, Freedom Of Information Coordinator, And Civil Rights Coordinator, Asbestos Designee, Copyright/ASCAP Coordinator, ACH/ETO Officer (Automated Clearing House Or "ACH" Means A Governmental Organization That Has Authority To Process Electronic Payments Including, But Not Limited To, The National Automated Clearing House Association And The Federal Reserve System).

No further discussion. The motion passed 5 - 0.

K. Appointment Of Board Legal Counsel.

The following motion was proposed by Latture and seconded by Miller:

RESOLUTION: Be it resolved that the Board appoints the firm Thomas & Delaney as Board legal counsel on an hourly basis not to exceed \$200 per hour, and to request a proposal for an annual retainer.

No further discussion. The motion passed 5 - 0.

L. Appointment Of External Independent Auditor.
No action.

M. Appointment Of The Board's Recording Secretary.

The following motion was proposed by Latture and supported by Franklin:

RESOLVED: Be it resolved that Jennifer Schemke is appointed as the Board's Recording Secretary.

No further discussion. The motion passed 5 - 0.

N. Adoption Of Annual Board Of Directors Meeting Schedule.

The following motion was proposed by Gilbert and supported by Franklin:

RESOLVED: Be it resolved that the Annual Board of Directors Meeting Schedule will be the first working Tuesday of each month at 6:30 p.m., for the following months: March, May, June, August, September, October, November and December. The location of said meetings will be Holiday Inn Gateway Centre at 5353 Gateway Centre, Flint Township, MI 48507.

No further discussion. The motion passed 5 - 0.

O. Designation Of A Compliance Coordinator.

The following motion was proposed by Latture and supported by Gilbert:

RESOLVED: Be it resolved that the Board appoints Bethany Rayl as Board Compliance Coordinator.

No discussion. The motion passed 5 - 0.

P. Adoption Of Board Policies.

No action taken.

Q. Appointment Of Board Representative On The School Improvement Team (SIT).

RESOLVED: Be it resolved that Kristy Gilbert is appointed as Board Representative on the School Improvement Team (SIT).

No further discussion. The motion passed 5 - 0.

PUBLIC COMMENT (For Non-Agenda items)

Larry Lindquist: Congratulations to the Board! Please keep in mind you are legal representatives of the people. Make sure when passing a motion that each Board member speak their aye or nay so the vote can be recorded accurately, please make sure you are not silent during the call.

Mr. Lindquist also advised the Board that is important for the Board to review, understand, and feel comfortable with the ESP contract, as the Board is the body legally responsible for that contract. It's within the Board's right to seek review of the agreement by their own legal counsel before adopting.

Mr. Lindquist also cautioned the Board that as they are legally responsible for the finances of the Academy they should expect to see and review monthly financial reports regardless of Board meetings. Some Boards may want a finance committee, but if the committee consists of 3 or more Board members the meetings would need to be posted as public meetings. Some Boards hold their finance meeting just prior the regular Board meeting so they can be posted together.

Mr. Lindquist offered further advice that when hiring an auditor, to make certain the auditor is physically on site, not just sent information to review. Some

auditors offer training for new Board members and this is often good information and recommended.

Beth Baker thanked the Board for taking on this role; it's very important and exciting to be helping so many students. She also extended an offer for WAY Academy Flint's Board to utilize the Detroit's Academy Board for added support and instruction if needed.

Bethany Rayl reported that she is currently applying for a MDE Charter Planning grant and within that grant there is a mandatory \$10,000 allotted for Board training.

A brief period of introduction ensued between Board members and WAY Program Central Staff.

COMMENTS FROM THE BOARD

Sharon Miller: She's excited about this great opportunity and expressed her enthusiasm to be working with such a great group of people.

Tim Franklin: He is excited as well about this opportunity and shared that this was his first experience of sitting on a Board. He grew up in Detroit and feels hopeful that he can bring his experiences to this opportunity to help students.

ADJOURNMENT

Member Gilbert moved and Member Miller supported. The meeting was adjourned at 8:11 p.m.

Respectfully submitted,
Jennifer Schemke
WAY Administrative Assistant