

Parma Academy
An Ohio Not-for-Profit Corporation

BOARD MEETING

MINUTES

Parma Academy (the “School”) held a Board Meeting (the “meeting”) on July 11, 2019.

Board Members in Attendance:

Diane Faehnrich
Mary Galinas
Jonathan Petrea
Mark Sanzotta

Board Member via phone:

Sean L. Herod

Guests in Attendance:

Chad Carr, Executive Vice President, ACCEL – via phone
Sarah O’Bryan, Associate Director of School Accountability, ACCEL
Anne Trakas, Callender Law Group
Kimberly Bartlett, Callender Law Group
David Massa, Massa Financial Services, LLC
Susan Scarponi, Sponsor Representative, Charter School Specialist
Jim Trakas, Guest

1. Sign-in / A Call to order

The Meeting was called to order at 6:08 p.m. by Ms. Trakas. A quorum was present for the meeting.

2. Introductions

Introductions of meeting attendees were provided with discussion.

3. Acceptance of Appointments, New Board Members

Formal acceptance of the new Board members was brought forward for consideration. Appointments were pending background checks and Sponsor approval. All requirements have been met by the newly appointed Board members, and Sponsor approval letters were provided by the Sponsor prior to the meeting. Ms. Trakas requested formal acceptance of appointment to the Board of the members in attendance.

Mr. Petrea accepted appointment to the Board of Directors of the School.
 Mrs. Galinas accepted appointment to the Board of Directors of the School.
 Mr. Sanzotta accepted appointment to the Board of Directors of the School.
 Mrs. Faehnrich accepted appointment to the Board of Directors of the School.

4. Discussion, Board Officers

Jim Trakas shared his experiences as a Board member and as a Board chairman. A discussion was had regarding the roles and responsibilities of the Board members. Mr. Trakas also provided a brief history of community schools & the structure of community schools in Ohio, including Board vision. There was a robust discussion of Board officer roles and ethics guidelines for community school board members.

5. Board Officer Appointments

a. Appointment of Chairperson

The appointment of Board Chairperson was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mrs. Galinas to appoint Diane Faehnrich as Board Chairperson, seconded by Mr. Petrea the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

b. Appointment of Treasurer

The appointment of Board Treasurer was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Sanzotta to appoint Jonathan Petrea as Board Treasurer, seconded by Mrs. Galinas the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

b. *Appointment of Secretary*

The appointment of Board Secretary was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mrs. Galinas to appoint Mark Sanzotta as Board Secretary, seconded by Mr. Petrea the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

6. Reports and Updates

a. Operator Report (ACCEL)

Sarah O'Bryan did not have a formal school report. The School is in the process of updating the facility and furniture.

Wendy Minne was hired as principal. Seventy-five percent of the teaching staff have been hired.

There are approximately 17 verified students enrolled for the Fall. There are About 6 students in the process of enrolling and about 72 leads for prospective students. The School will hold another recruiting event next Wednesday or Thursday. Mr. Erin Lewis will be at the next Board meeting with the calendar

of marketing events and examples of marketing tools. Electronic samples of marketing tools will also be e-mailed to Board members.

A discussion was had regarding the policy Manual, Family Handbook, 2019/2020 Academic Year and New Student Enrollment Packet, 2019/2020 Academic Year. Ms. O’Bryan provided a copy of the Policy Manual and Family Handbook for Board review. A discussion was had regarding the Superintendent’s Residency Verification Update. There were no flags or disputes to report.

b. Sponsor Report (St. Aloysius - Charter School Specialists)

Ms. Scarponi gave the Sponsor Report. A discussion was had regarding the July At-A-Glance report and the July 2019 Sponsor Connection. There are 900 items to ascertain for Opening Assurances. Ms. Scarponi reported the school should be ready to open on August 21st.

The parents of 1st and 2nd graders need to be notified by August 1st for hearing/vision tests.

c. Treasurer Report

Mr. Massa gave the Treasurer Report. Funding for the School will arrive in October. In anticipation of funding, the Management Company will fund the start of the School. A discussion was had regarding the Line of Credit Loan Agreement/Line of Credit Promissory Note.

Adoption/Approval of Treasurer Report

The approval of the Treasurer Report was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mrs. Galinas to approve the Treasurer Report, seconded by Mr. Petrea the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

d. Legal Update

A discussion was had regarding the Revised Board Meeting Schedule, 2019/2020 Academic Year. The Board meetings are scheduled for the 2nd Tuesday of the month. There was discussion regarding moving the meetings to the second Monday of the month to better accommodate schedules of the majority of Board Members.

The Revised Board Meeting Schedule 2019/2020 Academic Year was brought forward for consideration by the Board. Upon Motion duly made by Mr. Petrea to adopt the Revised Board Meeting Schedule 2019/2020 Academic Year without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

A discussion was had regarding the Board Compensation Policy. Compensation would not be paid until October, due to how the School is to be funded.

7. Discussion, Committees

a. Executive Committee –

The position of Chairperson and membership of the Executive Committee was brought forward for consideration by the Board. Upon Motion duly made by Ms. Faehnrich to appoint Ms. Faehnrich Chairwoman of the Executive Committee with Mrs. Galinas as a member of the Executive Committee, seconded by Mr. Petrea, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

b. **Audit & Finance Committee**

The position of Chairperson and membership of the Audit & Finance Committee was brought forward for consideration by the Board. Upon Motion duly made by Mrs. Galinas to appoint Mr. Petrea Chairman of the Audit & Finance Committee with Mr. Sanzotta and Mr. Massa as members of the Audit & Finance Committee, seconded by Chairwoman Faehnrich, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

8. Old Business

None.

9. New Business

a. Adoption/Approval of June 18, 2019 Board Minutes

The minutes from the June 18, 2019 Board meeting were brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Sanzotta to adopt the minutes from the June 18, 2019 Board meeting without amendment, seconded by Mr. Petrea, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

b. Resolution, Adoption/Approval of New Student Registration Packet, 2019/2020 Academic Year

The New Student Registration Packet, 2019/2020 Academic Year was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Petrea to adopt the New Student Registration Packet, 2019/2020 Academic Year without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

c. Resolution, Adoption/Approval of Policy Manual

The Policy Manual was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Petrea to adopt the Policy Manual without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

d. Resolution, Adoption/Approval of Family Handbook, 2019/2020 Academic Year

The Family Handbook, 2019/2020 Academic Year was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Petrea to adopt the Family Handbook, 2019/2020 Academic Year without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

e. Resolution, Adoption/Approval of Revised Board Meeting Schedule 2019/2020 Academic Year

The Revised Board Meeting Schedule 2019/2020 Academic Year was brought forward for consideration by the Board. A discussion was had and action by the Board was taken during the Legal Update.

f. Resolution, Adoption/Approval of School Calendar, 2019/2020 Academic Year

The School Calendar, 2019/2020 Academic Year was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Petrea to adopt the School Calendar, 2019/2020 Academic Year without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

g. Resolution, Adoption/Approval of Line of Credit Loan Agreement/Line of Credit Promissory Note

The Line of Credit Loan Agreement/Line of Credit Promissory Note was brought forward for consideration by the Board. A discussion was had in the Treasurer Report. Upon Motion duly made by Mr. Petrea to adopt the Line of Credit Loan Agreement/Line of Credit Promissory Note without amendment, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

h. Discussion, Board Compensation Policy

The Compensation Policy was brought forward for consideration by the Board. A discussion was had. Upon Motion duly made by Mr. Petrea to adopt the Compensation Policy effective July 11, 2019, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

7. Open Discussion

There was a discussion regarding the typical duration of a board meeting. The ideal length of a Board meeting is about 30 minutes to 45 minutes in length.

8. Date/time and location for next meeting

There was discussion regarding the date/time and location of the next meeting of the governing board. A discussion was had regarding the location of the next meeting. The next meeting is scheduled for August 12, 2019, at approximately 6:00 p.m., Ms. O’Bryan stated the School may not be available for the meeting. The meeting will be held at 2 Summit Park, Independence, Ohio if that location is available.

9. Adjournment

There being no further business to come before the Board, upon Motion duly made by Mr. Sanzotta to adjourn the July 11, 2019 Board meeting of Parma Academy, seconded by Mrs. Galinas, the Motion passed by unanimous affirmative vote of members present. The meeting adjourned at 8:00 p.m.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas	X		
Sean Herod			Via phone
Jonathan Petrea	X		
Mark Sanzotta	X		
Diane Faehnrich, Chairwoman	X		

APPROVAL AND ADOPTION OF MINUTES

Motion to approve and adopt minutes of the July 11, 2019, Regular Board Meeting

of Parma Academy, with / without amendments, made by _____,

seconded by _____.

Roll Call Board Member	AYE	NAY	OTHER <i>(Absent, Abstain, Etc.)</i>
Mary Galinas			
Sean Herod			
Jonathan Petrea			
Mark Sanzotta			
Diane Faehrich, Chairwoman			

Adopted by a vote of the Board on this _____ day of _____, 2019.

*Diane Faehrich, Chairwoman
Parma Academy*