

The Minutes
Regular Governing Board Meeting
Utah Charter Academies

September 30th, 2020

7:00 p.m.

APS District Office: 12894 S. Pony Express Rd., Unit 600, Draper, UT

Board Members Present: Ted Heap, Stephanie Henderson, Brad Blanchard, Thomas Young, Dee Henderson

Board Members Absent: None

Staff Present: Carolyn Sharette, David Sharette, Casey Crellin, Kate York, Tim Evancich, Clark Headlee

Guests Present: None

1. Welcome
 - 1.1. Upon determining the presence of a quorum, Dee Henderson welcomed the board members that were present at 7:06 pm
2. Presentation and Comments
 - 2.1. Minutes from September 1st and 4th, 2020
 - 2.1.1. Motion: To approve the minutes from September 1st and 4th, 2020
 - 2.1.1.1. Moved: Thomas Young
 - 2.1.1.2. Second: Ted Heap
 - 2.1.1.3. Vote: Approved unanimously
 - 2.2. Board Training - Board roles
 - 2.2.1. David Sharette gave an overview on non-profit board roles.
 - 2.3. Public Comment - The chair invited public comment. None.
3. Consent Agenda: None
4. Board Business
 - 4.1. Board Composition
 - 4.1.1. The board discussed the assignment of board roles. They decided to address this at the end of the meeting.
 - 4.2. Insurance
 - 4.2.1. The board discussed again the increase in D&O insurance that they requested bids on last year.
 - 4.2.1.1. Motion: To approve the increase in Directors and Officers insurance to \$1,000,000
 - 4.2.1.1.1. Moved: Brad Blanchard
 - 4.2.1.1.2. Second: Stephanie Henderson
 - 4.2.1.1.3. Vote: Stephanie - Aye, Brad - Aye, Dee - Aye, Ted - Aye, Thomas - Nay
 - 4.3. Procurement
 - 4.3.1. Dave Owen retention
 - 4.3.1.1. The board discussed the retention of Dave Owen and agreed to move forward on his retention. Because of Dave's institutional knowledge of APA and his history in working with us, he will be retained using sole source.
 - 4.3.2. Technology infrastructure upgrade

- 4.3.2.1. Clark Headlee gave a summary update on the technology upgrade that the IT team is recommending.
 - 4.3.2.1.1. Motion: To approve the technology infrastructure upgrade
 - 4.3.2.1.1.1. Moved: Ted Heap
 - 4.3.2.1.1.2. Second: Stephanie Henderson
 - 4.3.2.1.1.3. Vote: Unanimously approved
- 4.3.3. CO Detection retrofit program
 - 4.3.3.1. Tim Evancich gave a summary explaining why we are looking at doing a CO detection retrofit. He explained that it is required by the Fire Marshall. He also explained that they went through the proper procurement process to identify multiple bids.
 - 4.3.3.1.1. Motion: To approve the CO Detection Retrofit program
 - 4.3.3.1.1.1. Moved: Ted Heap
 - 4.3.3.1.1.2. Second: Dee Henderson
 - 4.3.3.1.1.3. Vote: Approved unanimously
- 4.4. Policy and Compliance
 - 4.4.1. Whistleblower protection policy
 - 4.4.1.1. Kate York provided a summary of the policy to the board.
 - 4.4.1.1.1. Motion: To approve the Whistleblower Protection Policy as presented
 - 4.4.1.1.1.1. Moved: Thomas Young
 - 4.4.1.1.1.2. Second: Brad Blanchard
 - 4.4.1.1.1.3. Vote: Approved unanimously
 - 4.4.2. Procurement Policy update
 - 4.4.2.1. Casey Crellin introduced the board to his new draft of his Procurement Policy document as well as explained the
 - 4.4.3. LEA-specific licensure request
 - 4.4.3.1. Motion: To approve the LEA specific license request for Mei Teh for a three year term
 - 4.4.3.1.1. Moved: Ted Heaps
 - 4.4.3.1.2. Second: Stephanie Henderson
 - 4.4.3.1.3. Vote: Approved unanimously
- 5. Management Company Report
 - 5.1. David Sharette updated the board on communications he has had with some Cedar City parents that have requested an APA school in their area. The board discussed the possibility of expanding to add a campus in Cedar City. It was decided that David would try to coordinate a time with Dee to bring the Cedar City parents up to Salem to tour the school.
 - 5.2. Carolyn Sharette updated the board on the changes that have been made to the 2020 Fall Reopening plan
 - 5.3. Carolyn Sharette updated the board on enrollment. We are about 100 students under our maximum enrollment, but feel good about where we are at.
 - 5.4. Financial report - Casey updated the board on the process he has been going through to get the payroll entries into NetSuite. He also updated the board on his Internal Audit charter that he has been drafting.
- 6. Board composition
 - 6.1. Ted nominated Dee as Chairman and volunteered himself as Vice Chairman
 - 6.2. Thomas volunteered for Treasurer

- 6.3. Stephanie supported the nominations
- 6.4. Stephanie accepted a nomination for Secretary
- 6.5. Brad accepted a nomination for parent liaison
 - 6.5.1. Motion: To assign the board roles as nominated
 - 6.5.2. Moved: Dee Henderson
 - 6.5.3. Second: Stephanie Henderson
 - 6.5.4. Vote: Approved unanimously
7. Motion to adjourn to executive session at 9:04 pm to discuss pending litigation
 - 7.1. Moved: Stephanie Henderson
 - 7.2. Second: Dee Henderson
 - 7.3. Roll Call vote: Dee - Aye, Ted - Aye, Thomas - Aye, Brad - Aye, Stephanie - Aye
8. Motion to adjourn from executive session at 9:43 pm
 - 8.1. Moved: Thomas Young
 - 8.2. Second: Ted Heap
 - 8.3. Vote: Ted - Aye, Thomas - Aye, Stephanie - Aye, Dee - Aye

Adjournment by Ted Heap at 9:43 p.m.

Minutes approved on: 10/27/20

Board Secretary initials: SH

Items for next meeting: