

**Wayne Preparatory Academy
Board of Directors Meeting
September 1, 2015**

Open Session

On Tuesday, September 1, 2015 the WPA Board of Directors met at the school for a called Board meeting. In attendance were all Board members, Dr. Ken Benton, Jim Hull, L. J. Stanley, Sharon Thompson, Mark Corbett, and John Ankeney. John Walston, legal counsel for the WPA Board was also in attendance. Dr. Todd Forgette, WPA Director; Melodie Blackmon, WPA Academic Director; Bianca Guzman, WPA Executive Assistant; Shaheerah Batts, Business Director with Banyan; and WPA Teachers, Brenna Lingley, Stephanie Webber, Joy Jacobs, Jamie Hopper, Diane James, Jennifer Bickel, Sonja Summerville, Amy Preskitt as well as Instructional Assistants Sharon Toler, Tera Eden, and Angel Duncan were present. Parents in attendance were Michelle Hall, Michael Woodard, Daniel Brock, and Amanda Wells. Kelly Ingold and Jason Guffey with Banyan Partners were present as were Mark Lesnau and Ron Thompson, observers, and Ophelia Grimes, vendor.

Call to Order and Welcome – At 4:02 P.M. Dr. Benton gave the Call to Order and Welcome to all. He also welcomed back to the Board Jim Hull and Mark Corbett.

Motion to Approve Agenda as Business Order of the Day. – Dr. Benton asked for a motion to approve the Agenda as Business Order of the Day. Sharon Thompson made a motion to approve the Agenda as Business Order of the Day. The motion was seconded by L. J. Stanley and passed unanimously.

Motion to Approve August 18, 2015 Open Session Minutes – A motion was made by Sharon Thompson and seconded by John Ankeney to approve the minutes. With no further discussion or changes the motion passed unanimously.

Board Committee Reports – No Reports

Reports

Financial Services – No report
Curriculum, Instruction, Assessment & Accountability – No report
Human Resources – No report
Facilities and Management – No report
External Development – No report
BASLP & SAIL – No report

Regular Agenda

Treasurer's Report – No report
Grants and Service Agreements, Resolutions – No report

NEW BUSINESS – No new business

CLOSED SESSION – There was no Closed Session

Motion to Approve August 18, 2015 Closed Session Minutes – A motion to approve the August 18, 2015 Closed Session minutes was made by Sharon Thompson and seconded by L. J. Stanley. The motion passed unanimously.

Comments by the Chairman of the Board

Dr. Ken Benton shared how the school was initially formed, the founding Board members, the first days and weeks of the first school year, the issues that the Board and school had experienced, and how the school was still successful thanks to the efforts of the Board, school administration, teachers and parents. He shared how much he had enjoyed being a part of the legacy that will carry on as the school continues to grow and thrive. Dr. Benton also stated that he felt his time on the Board had come to an end. He then stepped down as Chairman and turned the meeting over to Jim Hull, Vice Chairman.

Mr. Hull started a discussion regarding adding new Board members. Sharon Thompson shared that there were already two candidates that had been vetted but the Board had wanted to give Mr. Hull and Mr. Corbett the opportunity to meet them as well. Mr. Hull then stated he had people he wanted to nominate as did Mr. Stanley and Mr. Corbett. However, it was brought to Mr. Hull's attention that the next order of business was to elect a new Chairman. After some discussion, Mr. Hull asked for nominations for Chairman. L. J. Stanley then made a motion to nominate Sharon Thompson as the WPA Board Chairman. John Ankeney seconded the motion and added that Mrs. Thompson had been deeply involved in the workings of the school, had worked with the teachers, worked the Before and After School and SAIL Programs, and developed fundraising events to benefit the school. Jim Hull then called for the vote. He noted the vote was 3 to 2, with he and Mark Corbett voting against. Mark Corbett noted that replacing Board members required a super majority vote according to the Bylaws. Mr. Walston, legal counsel, asked to speak with Mr. Hull and Mr. Corbett. After discussions with Mr. Walston, Jim Hull asked for a vote to approve Mrs. Thompson as Chairman until December 31, 2015. This would have required Mr. Stanley to amend his motion which he was not willing to do. Mr. Walston again asked to speak with Mr. Hull. After talking with Mr. Walston, Mr. Hull again called for a vote to elect Mrs. Thompson as Chairman for a full term. The vote passed 4 to 1 with Mark Corbett abstaining.

Mrs. Thompson thanked the Board and addressed those in attendance stating that she was excited about the upcoming school year and serving WPA as Chairman of the Board.

NC Office of Charter Schools Letter dated August 31, 2015 - Mrs. Thompson shared with the Board a letter from the Public Schools of North Carolina, Office of Charter Schools (OCS) (See attached). The letter advised WPA that the Office of Charter Schools and their legal counsel have found that Banyan Partners is providing services equivalent to an EMO (Education Management Organization) and that the WPA Charter states "not applicable" for intention to contract with an EMO. Therefore WPA was found in violation of its Charter and has been placed on Governance Cautionary Status for 30 days to resolve the issue. Failure to correct the problem will result in WPA being placed on Governance Probationary Status.

In order to comply with the approved Charter application, the school must do one of the following:

1. Terminate the relationship with Banyan Partners and provide documentation that the relationship has been terminated.
2. Amend the charter application to show an agreement with the management company, Banyan Partners. This must be approved by the State Board of Education.

Sharon Thompson asked for a motion to terminate WPA's contract with Banyan Partners. The motion was made by L. J. Stanley and seconded by John Ankeney. Mark Cobett noted this was a serious matter, and asked

if WPA was responsible for the termination severance package that is stated in Banyan's contract with WPA. Mrs. Thompson shared that the SSA agreement states that if the contract causes the school to be in violation of the Charter that the contract is null and void. Mr. Walston advised that he would like to review the letter and make recommendations at the next Board meeting to be scheduled as soon as possible. After discussion, the Board agreed to allow Mr. Walston the opportunity to review the letter and make recommendations. Mr. Stanley then withdrew his motion. Mr. Stanley then made a motion to have John Walston review the Office of Charter School letter dated August 31, 2015 and present his recommendations at the called September 8, 2015 Board meeting. The motion was seconded by Mark Corbett and passed unanimously.

ADJOURNMENT

The motion to adjourn was made by Mark Corbett and seconded by John Ankeney. The motion passed unanimously.

The next Board meeting is scheduled on Tuesday, September 8, 2015 at 4:15 p.m.

Adjournment was at 5:00 p.m.

John D. Ankeney, WPA Secretary