

Michigan Online School
 Minutes of a SPECIAL Board Meeting
 Held online (due to pandemic conditions)
 Monday, July 27, 2020, posted start time: 5:00 p.m.

BOARD MEMBERS						
	Name	Office	Present	Absent	Arrived late	Departed early
1	Ellen McGahey	Board President	✓			
2	Jennifer Lengyel	Vice President	✓			
3	William Eric Graves	Board Treasurer		✓		
4	Patty Hansen	Board Secretary		✓		
5	Kara Mounce	Director at Large	✓			

CALL TO ORDER

Upon determining the presence of a quorum through a roll call vote, Board President McGahey called the meeting to order at 5:03 p.m.

Others in attendance:

School staff and supporting agency staff:

Stephanie Hargens, Superintendent
 Charity Brown, Office Administrator
 Gar Hoover, MOS Business Manager
 Dave Zimmer, MOS Accountant

Official guests of the board:

Attorney Robert J. Gavin, Shifman & Carlson, PLC
 Dr. Brian L. Carpenter, CFE - MOS Consultant
 Adam Holcomb, Mast Financial Group
 Susan Stagner, Accel Schools

BOARD BUSINESS

1. **Approval of the Agenda.** Motion to amend the agenda to add board correspondence regarding attorney provided information between points titled “New Business” and “Date of Next Meeting” by Board Vice President Lengyel. Seconded by Director Mounce. Motion carried unanimously through a roll call vote as follows:
 - a. Jennifer Lengyel, aye
 - b. Kara Mounce, aye
 - c. Ellen McGahey, aye

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2. **Reading and Approval of Minutes from the Previous Meeting.** After calling for corrections and hearing none, a motion to approve the minutes of the special meeting on June 29th, 2020 as submitted by Board Vice President Lengyel. Second by Director Mounce. Motion carried unanimously through a roll call vote as follows:
 - a. Jennifer Lengyel, aye
 - b. Kara Mounce, aye
 - c. Ellen McGahey, aye

3. **Public Comment:** Board President McGahey made the following disclosure to the MOS board which she requested be read into the minutes: McGahey is employed by one of the potential vendors, Catapult Learning, which Michigan Online School may use for professional development as a part of the School Improvement Plan. However she does not benefit in any way from the relationship between the two nor was she involved in the decision making as to the arrangement between the two companies.

4. **Guest Discourse.**
 - a. **Authorizer Discourse:** Supt. Rehlander had a prior engagement, and was therefore unable to be present. Supt. Rehlander did, however, write an email correspondence to Supt. Hargens regarding enrollment concerns. Sup. Hargens replied with enrollment data, and by discussing with Accel Schools and the Michigan Online School Board the possibility of raising the cap from 1,000 students to 1,500 students.
 - b. **Attorney Discourse:** Attorney Gavin has been working on a Management Agreement and a Charter Contract Agreement. They have been submitted to the authorizer for review.
 - c. **Auditor Discourse:** None

5. **School Leader's Report**
 - a. **School Improvement Plan (Information Only):** Supt. Hargens presented the School Improvement Plan information as was attached in the board packet.

6. **Finance.** Adam Holcomb, Mast Financial Group, presented to the board the annual budget overview.
 - a. **Invoices:**
 - i. Shifman & Carlson, P.C.: 1054 & 1055
 - ii. Dr. Carpenter: 1234
 - iii. Michigan Online Services, LLC.: 12
 - iv. Edmentum: 192001Board President McGahey motioned that the following slate of invoices be approved: 1054 & 1055 for Shifman & Carlson, P.C.; 1234 for Dr. Carpenter; 12 for Michigan Online Services,

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LLC; 192001 for Edmentum. Seconded by Board Vice President Lengyel. Motion carried unanimously through a roll call vote as follows:

- v. Jennifer Lengyel, aye
- vi. Kara Mounce, aye
- vii. Ellen McGahey, aye

b. Financial Report

c. **Budget:** Supt. Hargens had added this item in case of updates, however the contract is not final yet.

d. **Audit Engagement Letter:** Supt. Hargens is seeking approval of the Audit Engagement Letter that was provided in the board packet. Director Mounce motioned to approve the Audit Engagement Letter that was provided in the board packet. Seconded by Board Vice President Lengyel. Motion carried unanimously through a roll call vote as follows:

- i. Jennifer Lengyel, aye
- ii. Kara Mounce, aye
- iii. Ellen McGahey, aye

7. Committee Reports:

- a. **Standing Committees:** None.
- b. **Ad Hoc Committees:** None.

8. Unfinished Business:

a. **Annual Organizational Meeting:** The Michigan Online School Board read the Resolution Regarding Organizational Matters report that was provided in the board packet, and completed it. Motion to approve the Resolution Regarding Organizational Matters as was read for Michigan Online School by Director Mounce. Seconded by Board Vice President Lengyel. Motion carried unanimously through a roll call vote as follows:

- i. Jennifer Lengyel, aye
- ii. Kara Mounce, aye
- iii. Ellen McGahey, aye

RESOLUTION REGARDING ORGANIZATIONAL MATTERS MICHIGAN ONLINE SCHOOL

A special meeting of the Board of Directors was held on the 27th day of July, 2020, at 5:00 PM

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The meeting was called to order at 5:03 PM by Ellen McGahey, President

Present: Jennifer Lengyel, Kara Mounce, Ellen McGahey

Absent: William Graves, Patricia Hansen

The following preamble and resolution were offered by Jennifer Lengyel and supported by Kara Mounce:

- 1) It is necessary for the Academy to conduct its organizational meeting and to set forth by resolution certain matters, enumerated below, for its operation for the 2020-2021 fiscal year.
- 2) The Academy, having met in public and discussed the matters set forth hereby resolves as follows.

NOW THEREFORE BE IT RESOLVED:

Vacancy of Offices

The Academy Board of Directors hereby declares all Offices of the Board of Directors Vacant pending election of Officers for the 2020-2021 fiscal year, below.

Election of Officers

All offices having previously declared vacant, the following are elected to serve as Officers of the Academy Board of Directors for the ensuing fiscal year and until their successors are duly elected and qualified:

Name Office

Ellen McGahey President

Jennifer Lengyel Vice President

Patricia Hansen Secretary

William Graves Treasurer

Designation of Board Committees

Committees: Audit Committee, Academic Excellence Committee, Governance and Risk Management Committee

Members: (Composition of committees is to be determined.)

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Designation of CAO

William Graves is hereby designated as the Academy's Chief Administrative Officer, and is assisted by Adam Holcomb.

Depository or Depositories for State School Aid Funds

The Academy directs the Fiscal Agent to transfer State School Aid Payments and all Other Funds received on behalf of the Academy into the following designated account (the "Designated Account") and authorizes the transmittal of this information to the Fiscal Agent:

Name of Banking Institution: **Chemical Bank**

Bank Routing Number: XXXXXXXXXX

Account Number: XXXXXXXXXX

Special Instructions: two signatures; one must be either Board President or Treasurer.

Designation of Account Signatory

The Academy shall designate the following officer or officers and/or agent as signatory authority on checks, drafts or other orders for payment of money, notes or other evidences of indebtedness or official contracts (including all business related to the Designated Account names above) undertaken in the name of the Academy:

Signatories: Superintendent: Stephanie Hargens

Treasurer: William Graves

President: Ellen McGahey

Newspaper of Record

MLIVE is hereby designated as the official newspaper of record for the Academy.

Principal Office & Public Notice Posting Location

The Academy's principal offices located at 209 S. State Street, Gobles, Michigan 49055 is designated as the primary location for the posting of public notices in compliance with provisions of the Michigan Open Meetings Acts and that the Superintendent or designee is responsible for and charged with the posting of notices of all regular and special meetings of the Academy Board of Directors and alerting all necessary parties to the calling thereof.

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School Calendar

The Academy designates the calendar attached as the School Calendar.

Schedule of Regular Meetings

The Academy hereby designates the second Monday of each month commencing at 6:30 PM ET as the date and time for the conduct of its regular meetings. Meetings will be held virtually during the time allowed under the Governor's Emergency Declaration and Executive Orders.

Freedom of Information Act Coordinator

The Superintendent is hereby designated as the Academy's Freedom of Information Act Coordinator to assure compliance with the Michigan Freedom of Information Act. The Academy may charge all statutorily-authorized fees and costs for responding to requests under the Freedom of Information Act.

Designation of Office of Civil Rights Representative

The Superintendent is hereby designated as the Academy's Civil Rights Officer and its representative to the Office of Civil Rights, including Title VI and Sec. 504.

Title I Representative

The Superintendent is hereby Designated as the Academy's Title I Representative.

Title IX Representative

The Superintendent is hereby designated as the Academy's Title IX Representative.

AHERA Contact

The Superintendent is hereby designated as the Academy's AHERA contact.

Homeless Children and Youth Liaison

The Superintendent is hereby designated as the Academy's local liaison for homeless children and youth.

Designation of Legal Counsel

The Academy Board ratifies the decision to retain and appoints Shifman & Carlson, P.C. to represent the Academy in all matters.

Designation of Independent Audit Firm

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Academy Board shall designate Yeo & Yeo as the Academy's independent financial auditor.

Ayes: Jennifer Lengyel, Kara Mounce, Ellen McGahey

Nays:

Resolution declared adopted at 6:51PM ET.

Patricia Hansen

Secretary, Board of Directors

The undersigned duly qualified and acting Secretary of the Board of Directors of Michigan Online School, hereby certifies that the foregoing is a true and complete copy of a resolution adopted by the Board at a special meeting held on July 27, 2020, the original of which is part of the Board's minutes and further certifies that notice of the meeting was given to the public pursuant to the provisions of the Open Meetings Act, 1976 PA 267, as amended.

Patricia Hansen

Secretary, Board of Directors

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9. New Business:

- a. **Related Service Contract with Presence Learning:** Supt. Hargens explained Presence Learning provides services such as psych evaluations for students with disabilities.
- b. **Related Service Contract for School Social Work:** Supt. Hargens explained Susan Hansen has been Michigan Online School's social worker, and her company is Carrot Patch Consulting Services.

Director Mounce motioned to approve the contracts with Presence Learning as-well-as the current contract with Carrot Patch Consulting Services pending legal review. Seconded by Board Vice President Lengyel. Motion carried unanimously through a roll call vote as follows:

- i. Jennifer Lengyel, aye
- ii. Kara Mounce, aye
- iii. Ellen McGahey, aye

10. **Attorney Provided Information:** Attorney Gavin discussed a letter summarizing a settlement demand from NextLvl.

11. **Date of the Next Meeting - August 10, 2020 at 6:30 pm.**

12. **Adjournment.** Having completed the agenda, Board President Ellen McGahey declared the meeting adjourned at 7:21 pm.

 Secretary, Board of Directors