Members Present: John Clark, Matt Mohler, Barney Bishop, Jana Sayler, Alan Chen, Jennifer Diaz, Priscilla West

Staff Present: Adrienne Campbell, Hope Carrasquilla, Karen Roland

Others Present: Nick Quentin, Erik Sayler, Rachel Mohler, Nanette Schimpf

Meeting called to order at 6:10 PM.

1. Approval of Agenda

Mr Bishop requests to add “Assignments from Board Chair to Staff.”

Mr Clark seconds, motion approved and item added under New Business.

1. Approval of Previous Meetings’ Minutes – provided in board packet

Mr Bishop moves to amend the minutes for Sept 22nd. Amended,Bishop moves to approve. Seconded and passed. Sayler voted No.

Mr Bishop moves to approve the minutes for Aug 30th, seconded and passed.

Mr Mohler moves to have both initial and official meeting minutes for Sept 8th meeting entered into the public record. Mr Bishop seconds. Motion passes.

Mr Mohler moves to hold off approving Sept 8th minutes until both versions are provided and reviewed by board. Motion passes.

1. Public Comment

* *Public comment is limited to three minutes per person. A group of persons speaking collectively on a subject is limited to 15 minutes. For an extended presentation, please contact the Board Secretary at least seven days prior to a meeting.*
* Eric Sayler parent of 3 current archers & 1 future archer, husband of Board Chair.

Speaks on behalf of his wife and her co-founder, recounts their years of selfless dedication to making TCS a reality and thanks the Board for their willingness to serve. He encourages Board to continue working together civilly for Leon County students. Submitted a letter to the board, to be entered into the public record.

* Nick Quentin parent trying to make good choices for my kids with regard to Covid-19, has questions about some of the info received via email. Aug 30th meeting – did board realize that the school had 6 positive cases? Does contract tracing include the 48 hours prior to symptom onset during which a positive case could be contagious? Mrs. Carrasquilla answered his questions – seating charts very useful in this, and yes the 48 hour rule applies. (She points out that they do still intermingle at recess when the kids are playing on the playground.) When did the board decide to update on Covid only once a month? (Board did not make this decision.) Mr. Quentin asks in light of new Surgeon General guidance, asks how are we defining “symptom free”? Dr. Chen says that communication from the school is forthcoming. Symptoms can be anything “out of the ordinary” for your child. (i.e. If a child has asthma or allergies, then a cough might not be a “symptom.”)

Mr Clark notes that as parent liason he has received an email asking the same question, and would err on the side of MORE information. Suggests that we should stress this to Mr. Smith.

* Mr Bishop moves to fire the Board’s outside counsel. Mohler seconds. Mr Bishop states that Mr Arnold should not be ‘judging’ who is a board member and has violated what he deems the most important rule – rather than advising, he is directing. Mr. Bishop asserts that it is legally incorrect that the Board must revisit all motions he voted on previously and says Florida statute does not provide any solution or punishment for a member who does not do his background check and training.
* Mr Bishop finds it offensive and unprofessional that Mrs Sayler would sick our counsel on him because she “didn’t like some of the motions that (he) made.” Alen Chen disagrees. He had the impression that counsel was sought, but that the removal was used inappropriately as a tool. He points out that we all have access to the board counsel to ask questions. Mr Clark moves to table the motion, Mrs West seconds. Mr Bishop objects – reiterates his assertion that the board counsel should not be used as a tool by the board chair, but rather should be used in an appropriate fashion. “Unprofessional, unconsciouable.” Mr Bishop states that he does not trust Mr Arnold.
* Motion to table passes. (Mohler and Bishop voted No.)

1. Guest Presentation: Rachel Mohler – Food Service Contract

Mrs. Mohler gives brief recap of ongoing issues with the current foodservice company. (Slide presentation)

* Recommends not pursuing the emergency contract with Lintons, because it’d only be valid for one year. School can instead do a solicitation which is public for only 14 days and this would secure food service for 3 more years.

Options to get out of current contract:

* + - 1. Mutual separation
      2. Termination Clause (17.3 “cause” or 17.4 “convenience”)
* Also recommends to review the original FDACS template, which only requires a 30-day notification for Cause. (Current contract specifies 60 days) Common to switch vendor over a holiday, so it’s more seamless. Mr Clark asks if the current contractor has improved at all – consensus is “No.” Mrs Roland notes the most common unsatisfactory items – no thermometer in cooler, delays installing the new cooler, etc.

1. Guest Presentation: Nanette Schimpf – The Moore Agency

* Thrilled to be working on branding items, media training, Website improvements and digital campaign using CARES Act funding. Four offices in FL, also Denver & New Orleans. Appreciate working with Tallahassee Classical School. Ms Sayler asks if Moore has received the information they need to be able to proceed – she needs to work with Ms Stringer to get going. Mr Mohler offers to help in some capacity.

Address by Ms Sayler:

* Stresses to Board that we have several major decisions to make in the next 100 days. Most important among these is refinancing the school’s 12.5 M in debt. The school’s budget is razor thin. Failure to refinance could result in higher interest rate. We need to obtain educational entitlements from the St. Joe company (750 additional students in next phase, gym, sports fields, bus loop) These entitlements were donated to other schools, but they are charging TCS. Need to select architect and design facility, procure construction contractor, etc. Reiterates the need to work together.
* SWAT analysis. Board has diverse skills and backgrounds, a lot of collective experience on nonprofit boards and governmental boards. Of the 7, two have served on a nonprofit charter school board for more than a year. Four have been to Hillsdale. Charter schools fail for not managing the limited budget. Until we build adequate reserves, we must be frugal with taxpayer dollars. Charter schools are businesses, and to function must maximize funds available to us. LCS charter schools operate at 79% of the budge of district schools. We would be in the red if we’d not received CARES funds and hadn’t had Mr. Bishop’s help to get funds from LCS. (Public thanks to Mr. Bishop.) State funding for education lags economy by several years. Worst year for school funding after 2007-2008 downturn was actually 2012. Another reason charters sometimes struggle or fail is internal infighting. Third is not supervising the administration properly. It is common to replace admin and staff multiple times in the first five years. Team should reach out to founders with deep institutional knowledge. Mr. Smith and Mrs. Satcher are training Mrs. Campbell to be Principal of a classical school. Mrs. Sayler wrote the first several budgets. Board’s current communications style is a major weakness. Divisive communication is creating a rift and would label it as bullying. Mrs. Sayler apologizes for her mistakes and for any ways in which she has offended members of this board -- would hate to see the school falter because of infighting among Board members. As Board is about to hear from M Braun about 12.5 M bond issue, cautions against any unexpected changes in leadership at this time. Bond sellers want to see stability. We need to let bygones be bygones, make peace, and work together for the good of the school.
* Barney asks that Mrs. Sayler’s written comments be a part of public rectord. Mr Clark seconds. Approved.
* Mr. Bishop point of personal privelige. Finds interesting that Ms Sayler uses the word “Bullying” … thinks the issue is not bullying by anyone…. Issue started by Ms Sayler. Says that IT contract has been voted on twice and Ms Sayler put her own personal interest above that of the school. Take care of the policy – continuing new agendas – asked for them to be sent with the Zoom information included. Mr. Bishop asked that IT item be removed from the agenda, says that Ms Sayler didn’t have the authority to put it back on. “You said, ‘Im sorry, but the truth hurts.’ I’m sorry, but you wouldn’t know the truth if it slapped you in the face.” You said in writing that I had been in a past business relationship with Z Dunlap. You defamed my reputation. I’ve been in this community for 30 years. You didn’t take the time, the due diligence, etc to verify whether that business is still in operation. My lawyer wrote you a letter demanding a formal apology. You will receive a followup letter, your conduct is reprehensible, putting this school at risk. Your inappropriate remarks hurt my reputation. The Board’s decision is final. It requires you to obey what the board does.
* Mr. Bishop points out that Z Dunlap was the CEO of ZDB, not an owner.
* Mrs. Sayler asks Mr. Bishop to see to it that the LLC is dissolved or that the SunBiz.org website is updated. He refuses. He says she should not have the gumption to ask such a thing. She was concerned that there was a current business relationship.
* Mohler point of personal privilege. His mother when she learned how to drive, her father taught her, they pulled up to a four way stop. She stopped and then proceeded. (Story…) Being “right” isn’t always the be all and end all. Has 4 kids in this school. I’d be embarrassed if removed from board for lack of fingerprints… also wanted an apology, hadn’t gotten it, but most important is the success of the school. The board, including Chair, exist to assist the school in its success. Operations are not our responsibility. Staff and administration must be allowed to do their jobs, it is board’s job to hold them accountable. Will not tolerate ill treatment of staff by any board member. To this end, has two points to make: 1. Requests that board stay out of the operations of the school, and 2. Requests that board meetings be shortened.
* Mr. Clark point of personal privelege. Was honored to be selected to this board, believes strongly in the mission. Have chosen to stay on the board because believes in the school. If the board implodes, the school may follow. Friend of Mr Bishop for decades, says he can be obstreperous at times, but he means well. Agree philosophically, generally, but was disturbed by lack of leadership. Points out that Mrs. Sayler should have called them and pointed out that they were in violation, rather than consulting the board attorney. The ‘closed door’ arrangement with Counsel, followed by the shocking emails, were unfortunate. No one can take away the work that the founders have done. Says that the Board Chair’s institutional knowledge is critical but she needs to lead more magnanimously. Work with board members to bring them along. If a member feels aggrieved, perhaps the best thing to do is apologize and move on. We need all the help we can get. We need to move forward with purpose and dignity and collegiality.
* Mrs. Sayler apologizes if members perceived her actions as improper or not becoming of a Board Chair. Agrees that board should not be in operations. We are a brand new school coming through a rough year – there are only two remaining operational tasks that she performs and she looks forward to handing these off to staff as soon as someone is ready to do that. (Maintain website, Manage CSP grant) Staff previously had access to website to access school store information and recordkeeping. No one cared about the website, no one was asking about this. She knows that staff is working hard, plates are full, hopes to hire a webmaster ASAP. Asks forgiveness. Mohler accepts apology. Mohler asks that staff be addressed with respect, no one on the board is to make demands of staff. States “Under no circumstances did I ever question anyone’s dedication to this school.”
* BB moves that we notify Jennings DePriest that the website be switched to Moore Agency server, and initial access be strictly limited to only Mr. Smith (Principal) and Mrs. Roland (Business Manager). When time permits, they will provide access as required by TCS Board members. Never wants staff locked out of TCS website again. Moore will provide training.
* Vote to close debate. All in favor, motion passes.

1. Guest Presentation: Michael Braun – Selection of Bond Underwriter

- Mr. Braun detailed our bond options for our upcoming expansion project

-  Further discussion and decisions were deferred to 9/30 meeting.

1. Review pertinent authorizer correspondence since previous meeting

-  No correspondence from the authorizer for board review.

1. Principal’s Report  
   *-* ***Deferred due to Mr. Smith’s illness***
2. Treasurer Report
   1. Audit Report from King & Walker for SY2020/21- included in board packet

-  No concerns about correspondences from authorizer for board review.

1. Compliance items –
   1. Asset inventory (due Sept 30)

-  *Updates deferred to 10/25 meeting*

* 1. FLKRS administered to incoming Kindergarteners within 30 days (by Sept 11)

-  *Updates deferred to 10/25 meeting*

1. Consent Agenda
2. Affirmation of January 2021 to September 8, 2021 Board Votes

-  *Deferred to 10/25 meeting*

1. Financial – August 2021 financials provided in board packet

-  August Financials reviewed by board and no immediate concerns addressed.

1. Unfinished Business
   1. Board member relationship with potential vendor

-  Refer to documentation above.

* 1. IT vendor contract

*-  Further clarification of plan to be discussed on 10/25 meeting*

1. New Business
   1. Appointment of Adrienne Campbell as Principal for the 22-23 school year

-  **Motion: “I move that we formally designate Adrienne Campbell, M.Ed., as the Tallahassee Classical School Principal for the 2022-23 school year and that we notify in writing of such appointment and that it be sent forthwith to Amelia Lawson, Operations Coordinator for the School Leader Bootcamp so that Mrs. Campbell may attend that event on October 10th – 13th” - Mohler moved/Bishop seconded - MOTION PASSED.**

* 1. School Zone on Tram

-*Updates deferred to 10/25 meeting*

* 1. Lands’ End Exclusive School Agreement

*-  Updates deferred to 10/25 meeting*

* 1. Procurement Policy

*-  Updates deferred to 10/25 meeting; Operations Committee*

* 1. Covid – Parent Liaison

*-  To be discussed at 9/30 meeting*

* 1. Relationship with CPA Firm

-  Mr. Clark expressed concerns of the workings of our current CPA firm.  He advised to contest the extra charges that were incurred.

-  Follow-up with Finance Committee and Board

* 1. Status of CSP Grant

*-  Updates deferred to 10/25 meeting*

* 1. Status of TCS Website

-  **Motion: “I move that the TCS Board of Directors notify Jennings DePriest in writing, who currently hosts the TCS official website, that we want the TCS website switched as soon as possible to the server at The Moore Agency here in Tallahassee, our Communications consultant, and that initial access to the website be strictly limited to only Brinton Smith, our TCS Principal. and to Karen Roland, our Business Manager, and that when time permits they will provide for “access only” to all TCS Board members.” - Bishop moved/Clark seconded - MOTION PASSED.**

* 1. Status of General Counsel

-  **Motion: “I move to immediately remove Shawn Arnold as the Board Counsel for Tallahassee Classical School” - Bishop moved/Mohler seconded - MOTION FAILED**

* 1. Board Organization
     1. Board Compliance Review and Training

*-  Deferred to 10/25 meeting*

* + 1. Board Member Roles  
       **-  Motion:  “I move that we no longer use Google documents for board agendas, documents, or meeting packets, and that ALL emails be sent to all Board members both at their official TCS email address and to their preferred email address.” - Bishop moved/Mohler seconded - MOTION FAILED  
       - Motion:   “I move that all future Board Agenda’s and Packets be prepared solely by Brinton Smith and Karen Roland, or their staff designees and that it be sent via email to all Board members at least 48 hours – 2 working days – prior to all regular, special or emergency board meetings, if at all possible.” - Bishop moved/Clark seconded - MOTION PASSED.  
       -  Motion: “I move that all Board minutes be distributed by the Board Secretary to all Board members within ten (10) working days of the regular, special or emergency board meetings, and that all corrections and revisions be discussed at the Board meeting only.” - Bishop moved/Clark seconded - MOTION PASSED.**
    2. Length of Board Meetings

-  Mr. Mohler pointed out that we need to shorten our meetings.  A set time to complete this meeting was made and any remaining agenda items that need attention before the October meeting will be discussed on 9/30.  Board was in general agreement.

* + 1. Protocols for Future Board Members

-  Deferred to 10/25 meeting; Nominations Committee

* 1. Assignment of duties from Board Chair to staff.

-  As previously discussed, the operational tasks that Mrs. Sayler has undertaken will be distributed to our administrative staff.  TCS has recently made some new hires in our administration team that this could be made possible.

1. Upcoming Meetings and Events
   1. September 30, 2021 - Supplemental Board Meeting via Zoom
   2. October 25, 2021 – Board Meeting
   3. November 10 – 13, 2021 – Hillsdale Governing Board training

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