

**Board of Directors Meeting
June 15, 2021 @ 5:30pm
Virtual Meeting Minutes**

Directors in Attendance: Fr. John Raphael, Ramona Johnson, James Cobb, Robert Taylor, Dr. Christy Marrs, Dr. William Hytche, & Richard Neal

Corporate Membership in Attendance: Rebecca Horton, Mark Faulkner, & Sister Sandra Smithson

School Personnel: Ahmed White: Executive Director (briefly) & Lekita Stevenson: Board Liaison

Project Reflect's Board of Directors Meeting was called to order at 5:37 pm- by James Cobb. The prayer of reflection, Psalm 100 was rendered by Fr. John Raphael.

A Quorum was established.

Approval of Previous Board Meeting Minutes

A motion to approve the minutes from the April 20, 2021 Board of Directors meeting was made by Richard Neal. The motion was properly seconded by Father Raphael with no amendment to add. The minutes were approved and submitted. The motion carried unanimously.

Admission of Action without a Meeting into Minutes:

There were two actions without a meeting via email:

There was a vote to allow a vote without a meeting which carried unanimously approval. There was a vote to amend the bylaws to expand the school services to included 5th grade. Both actions were approved without a meeting & unanimously approved by the board and other members via email.

Email sent on May 10, 2021 by James Cobb:

All:

In light of the conversations and the meetings that have happened over the Last few weeks and pursuant to the bylaws, I am asking the board to vote yes or no to allow a special vote without a meeting. This would require unanimous consent from the board of directors.

The item that needs to be voted on would be to amend our bylaws to allow the school to have a 5th grade class. We as a board and the school leadership strongly believe that this is a step that should be taken but our bylaws must be amended to allow this organizational opportunity. Once the bylaws are changed then we can seek approval from MNPS.

I am simply asking that we vote yes or no to allow us to have a vote without a meeting and the item to be voted on will be to amend our bylaws to allow the school to expand to having a 5th grade class on campus.

Please respond with a yes or no to this email and please REPLY ALL. **Time is of the essence.**

Thank you,

James W. Cobb
Project Reflect
Managing Partner

Father John Raphael included the relevant sections from the bylaws via email on May 10, 2021:

Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any Committee thereof, except action or discussion pertaining to a publicly-funded program (see Section 17) may be taken without a meeting if all voting Board of Directors or Committee members, as the case may be, consent in writing to taking such action without a meeting. If all Board of Directors or Committee members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board of Directors or Committee members. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each Board of Director or Committee member entitled to vote on the action, indicating each signing Board of Directors or Committee members vote or abstention on the action taken. All such written consents and action shall be filed with the minutes of the proceedings of the Board or Committee and a copy given to the Executive Director.

Per By-laws #90, If universal consent is obtained, a 3/4ths majority is required for a Charter Amendment to pass. Given our current membership of 9 directors, we need an affirmative vote of 7.

Amendments. These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of three-fourths (3/4) of the Board of Directors present at any annual or special meeting where there is a quorum, except to the extent that such alteration, amendment or repeal is inconsistent with this Section, or would have the effect of weakening, altering, or in any way challenging the original mission and vision of the Organization as expressed in the Preamble to these Bylaws, a mission and vision encapsulated in the phrase, "bringing good news to the poor" or as in any matter pertaining to the founder. Any rewriting or revisions are subject to veto by the Corporate Membership

Vote on August Date for Annual Meeting – James Cobb

A vote for the August 8, 2021 annual meeting to be held during the August 17, 2021 board of directors meeting. A motion to approve the transfer the annual meeting date from August 8, 2021 to August 17, 2021 was made by Dr. Marrs. The motion was properly seconded by James Cobb. The motion was approved and submitted. The motion carried unanimously.

Corporate Membership Report by Mark Faulkner

The corporate members were pleased with the unanimously approval vote to expand SCA to the 5th grade. One of Sister Sandra's vision to was to expand the grade levels. The role of corporate partners is to protect the mission, vision, & assets of Project Reflect. 99.9% of the time the

Working closely with Mr. White on the Reading Success Software which was developed 20 years ago.

- Moving forward with the implementation of the Reading Success Software
- Pleased with the budgeting of the team of Mr. White & Mrs. Stevenson
- HD Web & contractors are doing well
- Mr. White's goal in achieving his role now has a finalized rebirth of the Reading Success Software to be tested during the Summer Prep program. They will record any tweaks to the programmer
- Deploy the Reading Success Software to other schools
- The implementation of the Reading Success sets Project Reflect for academic success
- Corporate partners are very grateful to Mr. White's leadership.

- Introduced Sister Sandra to the new members.
 - Visionary behind the start of charter schools
 - SCA was the 1st charter school
 - Changed the legislative to pass the Charter school options

Executive Director's Report presented by Mr. Ahmed White

Email received by Mr. Ahmed White in his absence has been attached to the minutes.

Financials Report by James Cobb

The finances are monitored regularly and going into the summer Project Reflect is financially sound.

- Capstar Money Market there is over \$250K
- Well managed leadership
- Financially strong
- The management of debt month in & month out & debt paid soundly
- Payroll subsidy from 10 months to 12 months
- Richard Neal requested the review of the financial statements by the board members
- Mark Faulkner, in addition to the summary, provide financial report consistent with the meetings.
- Lekita Stevenson will forward the audited financial reports to the members.
- Father Raphael submitted the proposed 2021-2022 budget via email. The board members should review and be prepared to approve the budget during the August, 2021 meeting.
- Direct any questions to the board regarding the proposed 2021-2022 budget.

Board of Directors Chair Reports by James Cobb

- Very pleased with the progress made by the board & the expansion of 5th grade.
- Request each board to meet with him directly to discuss the strategic plan going forward

Committee Report by James Cobb

- Father Raphael reported no Committee Reports were submitted
- Board Development - no formal report
- Fundraising Committee - no formal report
- Board Development - no formal report
- Education Development - no formal report
- The Board Members are invited to submit new recruits at any time to the board.

OPEN ITEMS

Fr. John Raphael motion the Board of Directors to delegate the authority to open or close a school to in-person learning during an emergency to the Executive Director of Project Reflect/Smithson Craighead Academy. A motion to approve the delegation of authority to open/close school during an emergency was made by Dr. Hytche . The motion was properly seconded by James Cobb. The motion was approved and submitted. The motion carried unanimously.

Dr. Hytche advised the board members that Mr. White worked without a contract and this needed immediate action. He proposed a multi-year contract for Mr. White.

James Cobb suggested weekly meeting with Executive members to have the contract presented to the board for the August, 2021 meeting. Dr. Hytche was invited to participate in the weekly meetings.

A motion to adjourn was made by Dr. Marrs and seconded by Dr. William Hytche. The motion carried unanimously.

The Board of Directors Meeting was adjourned at 6:28 p.m.

Board of Directors Meeting minutes were taken and presented by Ramona Johnson