

Mater Academy of Ohio, Inc.

Meeting Minutes

November 28, 2022

2:00 PM

COhatch Upper Arlington

1733 W. Lane Ave

Columbus, Ohio 43221

I. Call to Order

The meeting was called to order at 2:00 PM

II. Roll Call

Board Members Present:

Travis Mizer

Andy Farber

Stephanie Davis-Wallace

Nhan Trinh

Board Members Absent:

Carrie Montano

Other Attendees:

Idin Pirasteh, *Academica*

Ryan Reeves, *Academica*

Ryan Shook, *Academica*

Becky Enz, Esq., *Amy Goodson Co., LLC, Board Legal Counsel*

III. Review of Agenda

IV. Action and Discussion Items

A. School Start-Up Items

Ms. Enz reviewed each of the below items with the board and answered questions from board members.

- 1. Approval of Board Members**
- 2. Election of officers**
- 3. Approval and Ratification of Articles of Incorporation**
- 4. Adoption of Code of Regulations**
- 5. Code of Ethics and Conflict of Interest Policy**
- 6. Approval of Legal Counsel**

- 7. **Approval of IRS Form 1023 Application**
- 8. **Approval of Sponsor preliminary agreement**
- 9. **Vendor forms**
- 10. **Management Agreement**

B. Resolutions for Approval:

Following discussions on the above action items, the board approved the following resolutions.

- 1. **RESOLVED**, that the Board of Directors approves the following as members of the Board of Directors for staggered terms as indicated or until the appointment of his/her respective successor/s:

| Name | Year |
|-------------------------|-------------|
| Travis Mizer | 2024 |
| Carrie Montano | 2025 |
| Andy Farber | 2023 |
| Stephanie Davis-Wallace | 2024 |

- 2. **RESOLVED**, that the Board of Directors elects the Andrew Farber as Board President, to serve in such capacity for a term of one year (until the 2023 Annual Board Meeting), or until the election and qualification of a respective successor:
- 3. **RESOLVED**, that the Board of Directors ratifies the Articles of Incorporation as effective on August 26, 2021.
- 4. **RESOLVED**, that the Board of Directors adopts the Code of Regulations as presented.
- 5. **RESOLVED**, that the Board of Directors adopts the Code of Ethics and Conflict of Interest Policy as presented.
- 6. **RESOLVED**, that the Board of Directors hereby designates Amy E. Goodson Co, LLC, as legal counsel to the Board and approves the Legal Representation Agreement as presented.
- 7. **RESOLVED**, the Board of Directors authorizes legal counsel, Amy Goodson Co., LLC, to prepare IRS Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

FURTHER RESOLVED, that the Board of Directors authorizes its Board President to sign IRS Form 2848 Power of Attorney designating legal counsel, Amy Goodson, as authorized representatives to communicate with the IRS for purposes of obtaining tax exempt recognition;

FURTHER RESOLVED, that the Board of Directors approves an expenditure not to exceed \$600 for the IRS user fee associated with filing Form 1023.

8. **WHEREAS**, *School* (“the Corporation”) is an Ohio nonprofit corporation established under Chapter 1702 of the Ohio Revised Code; and

WHEREAS, the Corporation desires to create and operate a community school under Chapter 3314 with sponsorship from the Ohio Council of Community Schools; and

WHEREAS, the execution of a charter contract is subject to approval of all entities party to that charter contract, including the Corporation and the Ohio Council of Community Schools.

NOW, THEREFORE, BE IT

RESOLVED, that the Chairman, or another member, of the Corporation is authorized to execute a preliminary agreement with the Ohio Council of Community Schools.

RESOLVED FURTHER, that the Corporation authorizes the negotiation, adoption, and execution of a charter contract with the Ohio Council of Community Schools.

RESOLVED FURTHER, that the Corporation, or its designee, is hereby authorized to take any action and do all things necessary or desirable in accordance with all laws and regulations to which the Corporation is subject to effectuate the terms and purposes of this Resolution. The Chairman, or another member, of the Corporation is hereby authorized and empowered to execute such documents and undertake any and all other actions as are reasonably required to carry out and consummate said charter contract with the Ohio Council of Community Schools

9. **RESOLVED**, that the Board of Directors directs and authorizes Academica, LLC, the fiscal officer, and legal counsel to complete and submit Vendor Forms, EFT forms and all other documentation necessary for obtaining an IRN and obtaining school funding and to establish accounts for the School necessary for school data reporting including: OEDS-R, SAFE Account, FLICS, SOES and EMAD.
10. **RESOLVED**, that the Board of Directors approves entering into a management agreement with Academica and authorizes the Board Counsel to negotiate said agreement

Motion: Mr. Mizer Second: Mr. Farber
Ayes: 3 Nays: 0

C. Board Member Background Checks

Each board member will need to have a background check completed. Background check locations can be found at: <http://www.ohioattorneygeneral.gov/Business/Services-for-Business/WebCheck/Webcheck-Community-Listing>

Please obtain **both** a **BCI&I** and **FBI** background check

Reason Code:

BCI: 3319.39(B)(1) – for nonteaching positions and governing board members

FBI: 3319.39 – public school district or chartered nonpublic school employees

Results sent to: Amy E. Goodson, Esq.
288 S. Munroe Road.
Tallmadge, Ohio 44278

Retain your receipt and the school will reimburse the expense, which should be \$55-\$85, depending on the location you select.

(Criminal record check results are not public records. However, please note that a copy of your background check results will be submitted to the school's sponsor. Additionally, for compliance purposes a copy of your background check results may also be retained at the school facility and/or the school's document management system, which may be accessible by the school's educational management organization. By submitting to the check, you acknowledge and consent to these practices.)

D. Fiscal Officer Discussion

The Board discussed the need for fiscal services.

E. School Bond Guarantee Discussion

Ms. Enz discussed the requirement for a school bond for a start up school.

F. D&O Insurance

Mr. Farber discussed producing and managing the D&O insurance.

G. Next Steps/Timeline

Mr. Pirasteh discussed the time frame for the anticipated hiring of a principal and time frame for the next meeting.

V. Confirmation of Next Meeting: TBD

VI. Adjournment: 2:46 PM

Motion: Mr. Farber Second: Ms. Davis-Wallace