



**Board of Directors Meeting  
October 14, 2014**

A meeting of the Board of Directors of VERITAS Community School was held at 7:30 p.m. at Alfred Williams & Company in Charlotte, North Carolina.

**Attendance and Quorum:**

The following directors were present at the meeting, and their attendance constitutes a quorum:

- |                      |                              |
|----------------------|------------------------------|
| ▪ Vanecie Delva      | vanecie.delva@gmail.com      |
| ▪ Terrance McCaffery | terrance.mccaffery@gmail.com |
| ▪ Katy Ridnouer      | katy@ridnouer.com            |
| ▪ Lisa Mancini       | lmancini.veritas@gmail.com   |
| ▪ Ramesh Nayar       | ramesh.nayar@wellsfargo.com  |
| ▪ Barbara Parrish    | barbara-parrish@att.net      |

Tierney Everhart arrived at 8:34 p.m.  
Joeann Bradley was absent.

Guests: Tony Helton, TeamCFA.  
Tracy Banker, TeamCFA

**Call to Order:**

The meeting was called to order at 7:35 p.m. by Chairperson, Katy Ridnouer.

**Minutes Approval:**

1. Upon a motion by Katy Ridnouer, seconded by Ramesh Nayar, and unanimously approved, it was:

**MOVED: To accept the September 10, 2014 meeting minutes as written.**

**Treasury Approval:**

1. Upon a motion by Katy Ridnouer, seconded by Barbara Parrish, and unanimously approved, it was:

**MOVED: To accept the October Financial Statement as written.**

**Business:**

1. Election of Vice Chairperson: Barbara Parrish nominated Ramesh Nayer and Mr. Nayer accepted the nomination.

Upon a motion by Katy Ridnouer, seconded by Barbara Parrish, and unanimously approved, it was:

**MOVED: To accept the appointment of Ramesh Nayer as Vice Chairperson.**

2. Resignation of Joeann Bradley: Katy Ridnouer shared Ms. Bradley's letter of resignation. The Board members expressed their gratitude for the time and hard work Ms. Bradley gave to VERITAS and wish her best.

Upon a motion by Katy Ridnouer, seconded by Lisa Mancini, and unanimously approved, it was:

**MOVED: To accept the resignation of Joeann Bradley.**

**Report Outs:**

1. Federal Programming: Barbara Parrish presented the Exceptional Children Plan and provided a detailed description of the how the schools mission statement will be incorporated into each area to develop and enrich every child's learning ability. State resources and best practices were utilized for developing the plan for the following areas:

- i. At-Risk
- ii. 504 Plans
- iii. IEP
- iv. AIG

Discussions were held regarding the socioeconomic and cultural challenges that VERITAS may face given our target demographics. Ms. Parrish explained the methodology used to cultivate the plan and how it is designed to identify key risks, determine why students' needs are not being met and to be academically and culturally responsible when implementing a plan of action.

Upon a motion by Katy Ridnouer, seconded by Terrance McCaffery, and unanimously approved, it was:

**MOVED: To accept the Exceptional Children Plan as written.**

2. Instructional Programming: Barbara Parrish reviewed the recommended curriculum changes from Expeditionary Learning to Core Knowledge Sequence and Core Knowledge Language Arts curriculum. The Core Knowledge Language Arts Program is a phonics-based and aligns with VERITAS' mission, giving teachers the content of instruction and allowing teachers to be creative in how they deliver their lesson plans.

Upon a motion by Katy Ridnouer, seconded by Lisa Mancini, and unanimously approved, it was:

**MOVED: To accept the Core Knowledge Sequence and the Core Knowledge Language Arts Program as the VERITAS Community School's Curriculum. .**

3. Technology: Vanecie Delva introduced the school website that is currently under development and provided an interactive demonstration. The website is approximately 90% complete, is user friendly, and has interactive tabs, allowing the user to move freely throughout. The site will promote teamwork and focus on the Three Pillars of Targeted Academics, Health and Wellness and the Peaceful Classroom. There is an introductory message from the founder; a blog to be updated on a regular basis with school events and general information; a countdown to when the school will open; and a prospective parents' page where an "Interest in VERITAS" form can be completed and submitted for review. All submissions, general inquiries and "contact us for questions" will filter to the school's email account; there will also be an automatic thank you reply generated on behalf of the school. Targeted timeframe to go live with the website is two weeks.
4. Lunch Service Policies: There are no changes to our Lunch Service Policies.
5. Governance:
  - a. Bylaws: Lisa Mancini presented the most recent revisions of the bylaws and a discussion was held to revisit the definition of a majority and quorum respectively. The Board agreed to adopt a simple majority (51%) of voting members of the Board when establishing a quorum whereby the Board may act and conduct business when a simple majority is present. Verbiage in the bylaws was adopted to follow heightened standards for the simple majority definition in all applicable areas of the bylaws to include:
    - Article V, Board of Directors, Sections 2, 3, 4, and 7
    - Article VI, Meetings, Section 6 and 9
    - Article VIII, Code of Conduct, Section 4
    - Article XI, Contracts, Loans, Checks, Deposits, Section 6
    - Article XII, Amendments, Section 5

Regarding the number of terms a member can serve, the Board agreed to keep the language from the original Bylaws that a Board member will not be limited to the number of terms he/she can serve but added a caveat that after two consecutive terms (6 years), the member will rotate off the Board as a voting member and take a one year hiatus before returning as a voting member. It was also agreed to update the verbiage in the Manner of Voting section to include “other electronic means” for Board members to attend a meeting and to remove the references regarding the placement of electronic hyperlinks.

Upon a motion made by Katy Ridnouer, seconded by Ramesh Nayar, and unanimously approved, it was:

**MOVED: To accept the Amended Bylaws effective October 14, 2014.**

- b. Governance Policies: Ramesh Nayar provided an update on board operational policies, committees, third party agreements, grievance policy, and employee agreements. The Governance Committee and Personnel Committee will be collaborating on common topics, including the Grievance policy and Employee Agreements. All policies will be prepared for review and approval at the November meeting.
- c. Board Strengthening Exercise: Katy Ridnouer facilitated a board strengthening exercise on the Division of Roles and Responsibilities between the Board and the Lead Administrator. The board members and guests broke into small working groups based upon their areas of expertise to discuss and define the roles in the following areas of responsibility:
  - Legal: Ram and Tracy
  - Finance and Accounting: Terrance and Vanecie
  - Planning: Barbara and Tierney
  - Policy: Lisa and Tony
  - Personnel: Katy

After the break-out sessions, the members returned to the group and discussed areas for improvement, additional responsibilities, and how to ensure the Board provides oversight and support to the Lead Administrator.

## 6. Remaining Agenda Items

Upon a motion by Katy Ridnouer, seconded by Barbara Parrish, and unanimously approved, it was:

**MOVED: To table remaining agenda items for the November 11, 2014 Board meeting.**

**Adjournment**

7. Upon a motion by Katy Ridnouer, seconded by Barbara Parrish, and unanimously approved, it was:

**MOVED: To accept their meeting was adjourned at 10:25 p.m.**

**Meeting Reminders:**

The next board meeting will take place on November 11, 2014 at 7:30 p.m. at Alfred Williams & Company in Charlotte, North Carolina.