

**South Carolina Calvert Academy
Founding Board Meeting**

Thursday December 18, 2008

In Attendance:

Laura Blackmore (by phone)	Jean Halle	Lisa LoVullo
Randy Wilgis (by phone)	Gloria Julius	Mike Wilmeth
Susan Frew (by phone)	Scott Moores	Steve Brown

Randy Wilgis opened the meeting at 10:03 AM.

Scott Moores updated the committee on the status of the Planning and Implementation Grant application that is due on 1/5/09. Lisa LoVullo was introduced as Marketing Brand Manager in support of Public Virtual Schools.

Scott facilitated a review of the SCCA-SCPCSD Operating Agreement that had been received earlier in the month and shared the opinion of counsel at Hogan and Hartson. Board members discussed implications and recommended changes in section 3.5, 4.2b and 4.5a of the agreement. Scott was asked to contact Hogan & Hartson to request new language that could be proposed to SCPCSD, then to follow up with Tim Daniels. Further, the board passed a resolution in response to section 4.5i of the agreement to add a clause that clarified distribution of school assets in the event of termination of the school (see attached)

The Board discussed and voted to accept the newly proposed structure for academic, parent and finance/facility committees. The Board further agreed to establish a meeting schedule for the third Thursday of every month and requested that Scott put out a calendar for the year.

Discussion followed on implementation of the school and updates were provided by 1) Mike Wilmeth on student recruitment; 2) Gloria Julius on principal recruitment and; 3) Gloria Julius on status of curriculum alignment. The Board requested that two principal candidates be provided for their consideration.

Minutes from October 3, 2008 meeting were approved

There being no further business, Randy moved to close the discussion and the meeting was adjourned at 11:35 AM.

See attached resolution by the SCCA Board

Note for the 12-18-09 Minutes of the SCCA Governing Board

The SCPCSD operating agreement with the SCCA Board provides in Section 4.5(i) that the Charter School's articles and governance documents shall contain a clause providing, in the event of the dissolution or termination of the School, that the distribution of the Charter School's funds and assets will be in accordance with Section 59-40-12 of the Charter Schools Act and as required by its status as a non-profit. The SCCA's governance documents do not currently have such a provision. Because of this the following amendment to SCCA governance documents that appear in the application were approved on December 18, 2008:

Resolved, that the directors (founding board members) hereby authorize and approve an amendment to paragraph (6)(a) of the School's Nonprofit Corporation Articles of Incorporation and to the paragraph captioned "III. Distributions Upon Dissolution" of the "501(c)(3) Attachment" thereto to provide, if and to the extent required by South Carolina Law and the school chartering authority, that distribution of assets upon the dissolutions of the School shall be effected in accordance with both the South Carolina Charter School Law and the U.S. Internal Revenue Code.

Resolved, that the directors, officers and agents of the School are authorized and directed to prepare and file with the South Carolina Secretary of State an amendment to the Nonprofit Corporation Articles of Incorporation to reflect such change and to take all other actions that are necessary or appropriate to effect the intent of these actions.

As recorded by Scott Moores, December 18, 2008