



**PALMETTO EXCEL BOARD
MEETING MINUTES**

Palmetto Goodwill Board
Room

August 8, 2023
12:00 pm

ROLL CALL

Board Members present: Herbert Drayton, III, Lee Deas, Chris Harvey, Brian Itzkowitz, Kelley Jarrett, Amy Mims, Mike Saboe, Kellye Whitaker, Erica Wright

Absent: Diana Saillant, Fran Welch

Staff & Consultants present: Jackie Draws, Elliot Smalley, Tina Marshall, Andrew Shelton, Stephanie Krug and Sarah Thomas

CALL TO ORDER

M. Saboe called the meeting to order.

CONSENT AGENDA

M. Saboe asked if there were any corrections or concerns with the July 11 meeting minutes. Hearing none, he requested a motion to approve the Consent Agenda.

MOTION TO APPROVE

C. Harvey made a motion to approve the Consent Agenda as presented. A. Mims seconded the motion. Motion passed unanimously.

FINANCIAL REPORT

M. Saboe deferred the financial report to the September Excel meeting.

J. Draws explained the deferral is a result of this being the first month working with Veris, in addition to the date of this meeting being exceptionally early in the month did not enough time to create a report in the new format.

In response to a question regarding Director and Officer Insurance, J. Draws advised that the Excel Board, previously covered under Goodwill's D&O policy will now be covered under the School Board Liability Insurance as it is becoming operational under Palmetto Excel, Inc.

**GOVERNANCE
COMMITTEE REPORT**

L. Deas opened by welcoming new board members, Eric Wright and Kelley Jarrett who introduced themselves.

L. Deas then reviewed the proposed bylaw changes highlighted below:

State Charter district to amend the section on board structure and replace percentages with fixed numbers to define size of the board.

Proposed Amendment to ARTICLE III: Board of Directors

Section 1. The Board of Directors shall consist of a minimum of seven (7) Directors and a maximum of fifteen (15) Directors. Seven (7) of the Directors must be individuals who have a background in K-12 education or in business.



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Seven of the Directors shall be elected by the employees and students enrolled in Palmetto Excel. Each student shall have one vote. Employees of Palmetto Excel shall have one vote per employee.

Four of the Directors shall be proposed by the Board of Directors of Palmetto Goodwill, a South Carolina nonprofit corporation, to be approved by the board of directors of Palmetto Excel.

The remaining Directors shall be appointed by the majority vote of the Directors of the Corporation serving at the time of the election.

The second amendment creates an additional leadership position for the immediate past chair to align with Palmetto Goodwill in board governance

Proposed Amendment to Section E (Article III)

Immediate past chair -The immediate past chair provides continuity of leadership and support to the current chair. The immediate past chair is a leadership position, requiring a two-year commitment of time and energy. The immediate past chair attends all board meetings and serves on the governance committee. The goal is to maintain continuity, and continued communication within the executive committee.

As recommended by **H. Drayton, III** the amended bylaws will be sent through legal review.

Following legal review, the amended bylaws will be distributed to the board seven (7) days in advance of the board meeting, where a vote will be taken, as required by the bylaws.

As such, the proposed Slate of Officers will be moved to the meeting agenda once the amended bylaws are approved.

SCHOOL DIRECTOR REPORT

E. Smalley provided the following report:

- Student enrollment is currently at 193 and student orientation has begun.
- Ribbon Cutting and Block Party is scheduled for August 17 at the Excel School on the TTC campus: speakers include M. Saboe, B. Itzkowitz, H. Drayton, III,, Charter Superintendent, Chris Neeley and School Director, Dr. Ruth Chambers-Turner

NEW BUSINESS

M. Saboe opened the floor for any new business.

J. Draws requested approval to pay \$20,000 in invoices generated from GEI, the National Excel Team for support during Phase IV of Excel operations: fees are related to



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school start up activity.

S. Thomas, GEI Team Member, clarified that Phase V begins the dues phase which is \$3000 monthly and covers general member services support.

M. Saboe opened the floor to questions or concerns regarding payment of the invoices. Hearing none, he requested a motion to approve payment to GEI.

MOTION TO APPROVE L. Deas made a motion to approve payment to GEI for Phase IV expenses. H. Drayton, III seconded the motion. Motion passed through unanimous vote.

NEXT STEPS

- Send bylaws to charter legal experts for review and final amendment and bring back to the board for approval seven (7) days prior to board meeting.

ACTION ITEMS

- M. Saboe and L. Deas will provide orientation for the two new board members.

ADJOURNMENT

M. Saboe adjourned the meeting.