



**PALMETTO EXCEL BOARD
MEETING MINUTES**

Palmetto Goodwill Board
Room

Sept. 12, 2023
12:00 pm

ROLL CALL

Board Members present: Lee Deas, Chris Harvey, Brian Itzkowitz, Kelley Jarrett, Mike Saboe, Kellye Whitaker

Absent: Diana Saillant, Amy Mims, Herbert Drayton, III

Staff & Consultants present: Jackie Draws, Elliot Smalley, Tina Marshall, Andrew Shelton, Stephanie Krug, Katie Bustamante, and Allison Aiken Hannah

CALL TO ORDER

M. Saboe called the meeting to order.

CONSENT AGENDA

M. Saboe opened the floor for any corrections or concerns with the August 1 Special Call meeting minutes and/or the August 8, 2023 Board Meeting minutes. Hearing none, he requested a motion to approve the Consent Agenda.

MOTION TO APPROVE

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

**GUEST
INTRODUCTION**

M. Saboe introduced Allison Aiken Hanna, Partner in the law firm of Halligan, Mahoney & Williams, works with public charter and independent schools in South Carolina as they navigate the relevant and applicable state and federal laws. Allison was engaged to guide the board through the bylaw update.

FINANCIAL REPORT

M. Saboe turned the floor over to Jackie Draws, Goodwill CFO for an overview of Excel financials.

J. Draws walked through the newly formatted financial statement from Veris for the month of July - page one is a snapshot of the balance sheet and income statement. Details follow on the next 4 pages.

- Since Excel now exists distinctly from Palmetto Goodwill you will have both and income statement and a balance sheet.
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Balance Sheet

- Cash accounts total \$574K
- Other current assets include 1/12 of the state funding total \$108K
- Accounts payable, or current bills not yet paid equal \$73K
- Other current liabilities total \$2K and are 1/12 of the charter school district fee
- Net total is \$607K

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Income statement

- Total Income = \$701K
- Expenses total \$94,777
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 - Snapshot of expenses; moving forward we will be presenting the balance of the Commerce Funds and the ongoing operational state charter funds separately.
 - The split for July included having the startup costs come out of Dept of Commerce Funds
 - Phase 4 start up GEI, marketing and advertising costs for block party etc., all the costs for onboarding, 1st month mobile communication bill and GEI monthly cost.
 - As Excel becomes more operational the ongoing costs of salaries, supplies, facilities and GEI monthly fees will be coming out of the general fund.
- The important thing to note for July – \$559K balance in commerce funds and \$47K in ongoing operational funding.
- July expenses are light for ongoing operational expenses. Also note most of the staff are not eligible for benefits until September and October.
- Final page of the report shows budget to actual.
 - Commerce funds all coming in in one month, whereas the budget splits them over 12.
 - Also included in the monthly budget is the \$150K commitment from PG.

MOTION TO APPROVE F. Welch made a motion to approve the Consent Agenda as presented. K. Jarrett seconded the motion. Motion passed unanimously.

GOVERNANCE COMMITTEE

M. Saboe turned the floor over to legal consultant, Allison Aiken-Hannah who reviewed her recommendations for amendments to the Excel Bylaws to align with the Charter Law Act. Recommendations and amendments below:

1. Under Article III,

- a. **Sections 1, refers to the number of directors and the breakdown of elections as follows.**

Recommendation: Quantify directors by changing % to actual number; Stagger director terms; hold annual elections during annual meeting in May;

- b. At least fifty percent (50%), or seven (7), of the Directors must be individuals who have a background in K-12 education or in business. (7) elected by student/staff, (3) elected by Palmetto Excel and (3) elected by Palmetto Goodwill.

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- c. **Section 2, relates to Terms. Recommended language:** Each Director shall serve a term of two (2) years. However, in the first election, the four individuals who receive the most votes from the employees and students will serve two-year terms, while the three remaining individuals elected as Directors will serve one (1) year terms. Two (2) Directors appointed by the Board of Directors of Palmetto Goodwill will serve two-year terms, as determined by that Board, while the remaining individual appointed will serve a one-year term. One Director appointed by the Directors of the Corporation serving at the time of the election will serve a two-year term, as determined by that Corporation, while the remaining two individuals appointed will serve one-year terms. Elections shall take place every year ~~two (2) years~~ at the annual meeting of the Corporation's Board of Directors to be held in May,
 - d. **Section 3 refers to the President/CEO of Palmetto Goodwill and states:**

The President and CEO of Palmetto Goodwill shall serve as an ex officio member of the Board without vote. An individual who leaves the Board at the conclusion of his/her term as **President** Chair, shall serve as an ex officio member without a vote for one year.

 - i. President should be changed to Chair as it refers to the Chair of the Board of Directors and not the President & CEO of Palmetto Goodwill
 - e. **Section 4, removes language** related to the election of the President/CEO as a board member.
 - i. 4F recommended for removal
 - f. **Section 5,** recommended for removal
2. Under Article V
- a. **Section 1, refers to conflict of interest,** In the event that there comes before the Board of Directors a matter for consideration or decision that raises a potential conflict of interest for any Director, such Director shall disclose the conflict of interest in writing as soon as such Director becomes aware of it. The written notice of the conflict of interest should be made part of the minutes of the meeting.
3. Under Article VIII
- a. **Section 1, Refers to meeting notice,** Notice of a regular or special Directors' Meeting shall be provided to the Directors and the Palmetto Except sponsor (as that term is defined in the South Carolina Charter Schools Act of 1996) at least ~~48~~ 24 hours prior to the date of such meeting

**SCHOOL DIRECTOR
REPORT**

Dr. Ruth Chambers-Turner reported:

- August 28 successful school opening

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- Exceeded enrollment goal of 150 students
- 80% attendance on daily basis (over 65% is excellent)
- Marketing campaign with Digital Ignite to begin term 2 with focus on Awareness and enrollment
- Nancy Mace toured the center and spoke to staff and students

Elliot Smalley reported:

- Charter District, Adult Education advocating for Excel expansion onto all 46 technical college campuses; encouraged to apply to expand into another campus this application cycle.
- Letter of Intent due in November; full application due early February for a new Excel Center
- Campus targeted is Florence/Darlington Technical College
- Also considering expansion into downtown Charleston-TTC's Palmer Campus;
- Potential to serve 400+ with both expansion opportunities

NEW BUSINESS

M. Saboe opened the floor for any new business.

Purchase Request

Dr. Ruth Camber-Turner requested:

- Purchase Of Interactive Panels/Smart Boards to replace projectors
- Received 3 proposals for 6 boards with carts and is requesting approval to purchase from Goodlife (lowest bid, better services) at a cost of \$20,982

MOTION TO APPROVE

F. Welch made a motion to approve the purchase of Interactive Panels from Goodlife at a cost of \$20,982. **K. Whitaker** seconded the motion. Motion passed unanimously.

NEW BUSINESS

E. Smalley requested:

Procurement Process

- Change procurement process to align with Charter Procurement policy and practices
 - a. Requesting \$25k threshold for competitive bids

MOTION TO APPROVE

F. Welch made a motion to approve a change in the Procurement Process that aligns with the State Charter Procurement Policy and practices. **C. Harvey** seconded the motion. Motion passed unanimously.

NEW BUSINESS

M. Saboe requested board approval to:

E. Smalley Salary Allocation

- Allocate 50% of Elliot Smalley's salary to the Excel financials and budget
- Following discussions, a vote was deferred pending spending forecast.

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NEW BUSINESS

Insurance Coverage

J. Draws reported on the status of Excel's insurance coverage as previously discussed and requested approval to pay the premium noted below:

- Palmetto Excel was previously included under the umbrella of PGW's insurance coverage prior to school opening.
- The cost of bundling coverage needed for Excel School is \$18,852.

MOTION TO APPROVE

C. Harvey made a motion to approve payment for insurance coverage for Excel. **K. Jarrett** seconded the motion. Motion passed through unanimous vote.

NEW BUSINESS

Meeting Cadence

E. Smalley requested a change in meeting date to allow for additional time to produce financial reports and a change in meeting time to 4:00 to allow Dr. Turner to participate in meetings.

M. Saboe asked for any questions or concerns with the proposed change of date and time. No objections were shared.

NEXT STEPS

ACTION ITEMS

- 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.
- Vote in Slate of Officers at next meeting.
- M. Saboe and L. Deas will provide orientation for the two new board members.
- Forecast Elliot Smalley's salary allocations and any new positions at next board meeting.

ADJOURNMENT

M. Saboe adjourned the meeting.