

### PALMETTO EXCEL, INC. Board of Directors Meeting Agenda

Topic: Palmetto Excel, Inc. Board of Directors Meeting

Time: May 21, 2024, 04:00 PM - 05:30 PM Eastern Time (US and Canada)

The Excel Center, 7000 Rivers Ave, North Charleston SC 29406

Zoom Details:

https://palmettogoodwill-org.zoom.us/j/86737544844?pwd=zrUeZek5McFKrywkUK5y9wmE6Tm6mF.1

Meeting ID: 867 3754 4844

Passcode: 391911

One tap mobile +13017158592 +13052241968

Call Meeting to Order for Palmetto Excel, Inc

Lee Deas, Chair

Attendance Check

Approval of the Consent Agenda

Lee Deas

February 19, 2024, Meeting Minutes

Introduction, Dr. Jeremy Easley

Elliot Smalley

Finance Committee

Chris Harvey

Draft Budget Review

Governance Committee

**Amy Mims** 

Excel Updates - Director Report Out

Elliot Smalley Dr. Ruth Chambers-Turner

New Business Lee Deas

Action Items & Next Steps Elliot Smalley

Meeting Adjournment Lee Deas



# Consent Agenda

### **Enclosed:**

Palmetto Excel Board of Directors

February 19, 2024, Retreat Summary and Board Meeting Minutes



### PALMETTO EXCEL BOARD RETREAT SUMMARY And BOARD MEETING MINUTES

Palmetto Excel Center February 19, 2024

ROLL CALL

Board Members present: Michael Saboe, Lee Deas, Kellye Whitaker, Diana Saillant, Fran Welch, Amy Mims, Herbert Drayton, III, Chris Harvey, Erica Wright, Brian Itzkowitz

Staff & Consultants present: Jackie Draws, Elliot Smalley, Dr. Ruth Turner, Tina Marshall, Jo Vasile, Andrew Shelton, Katie Bustamante, Allison Mahoney (Halligan, Mahoney & Williams, PA

CALL TO ORDER

**L. Deas** called the meeting to order at 11:58am.

CONSENT AGENDA

L. Deas asked if there were any corrections or concerns with the December 19, 2023 meeting minutes. Hearing none, she requested a motion to approve the Consent Agenda.

MOTION TO APPROVE K. Whitaker made a motion to approve the Consent Agenda as presented.

M. Saboe seconded the motion. Motion passed unanimously.

### FINANCIAL REPORT

- C. Almquist reported on behalf of the Finance Committee Chair that the Finance Committee met last week and reviewed the financials. She turned the floor over to Andrew Shelton who provided a report for the month ending December 31, 2023. See highlights of Andrew's report below:
  - Cash Accounts total at month end totaled \$415k.
  - Fund Balance is \$436k.
  - Total Revenue is \$108k.
  - Expense total is \$145k; \$1,830 came from Commerce Grant; expenses exceeded revenues by \$37k.
  - The Annual Forecast projects an Ending Fund Balance of \$272k; NOTE: the balance is very close to the recommended minimum Fund Balance level.
  - F. Welch reviewed the job descriptions for two new positions that will be needed to support Excel growth: Enrollment & Outreach Specialist (N. Charleston), School Director (Sumter)
    - o J. Draws confirmed that the two new positions are included in the 2024 budget which was approved in 2023.

### MOTION TO APPROVE F. Welch made a motion to approve the financials as presented. M. Saboe seconded the motion. Motion passed unanimously.

### GOVERNANCE **COMMITTEE REPORT**

**K.** Jarrett stated that the Governance Committee is focused on the following:

Clearly define Board Roles & Responsibilities



## PALMETTO EXCEL BOARD RETREAT SUMMARY And BOARD MEETING MINUTES

- Board make up/matrix
- Bylaws review and interpretation
- Board recruitment summer of 2024

### **DIRECTOR'S REPORT** Dr. Ruth Chambers reported:

- Palmetto Excel had a Term 2 95% pass rate on the English II EOC; 70% pass rate on the Algebra EOC.
  - O State English pass rates of 84%; CCSD pass rates of 85%. Algebra State pass rate of 68%; CCSD Algebra pass rate of 77%.
  - Notably, the primary demographic of Palmetto Excel is African American, and the Algebra pass rate by African Demographic for CCSD was 72% in English II and 56% in Algebra. Therefore, Palmetto Excel is closing achievement gaps in accordance with our charter in Algebra and English II EOC scores.
- Across the country, Excel Centers experience a drop in retention of Term 2 students reenrolling in T3. Palmetto Excel also experienced this drop. Attributed to students taking on seasonal employment.
- Palmetto Excel has initiated a multi-tiered marketing campaign to recruit new and returning students for the start of Term 4, 3/6/2024. Enrollment goal for T4 is 200+ students.
- Palmetto Excel will host a small in-house graduation ceremony for our first three graduates who will have completed all graduation requirements by 2/28/24, on April 5<sup>th</sup>; will hold a larger, more publicized graduation in July for all first-year graduates.

### **NEW BUSINESS**

- **L. Deas** proposed a shift to quarterly meetings for 2024 as stated below. All expressed consensus for the change in cadence.
  - May 21, August 20, and November 19

### **ADJOURNMENT**

L. Deas adjourned the board meeting and entered the afternoon session.



## PALMETTO EXCEL BOARD RETREAT SUMMARY And BOARD MEETING MINUTES

### CONSULTANT'S RETREAT SUMMARY

### **A.** Stan Davis

### Leadership Development Consultant

(864) 501-8583 (M)

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astandavis@charter.net

### Palmetto Excel Board Retreat Summary

The Palmetto Excel Board of Directors held an all-day retreat on February 19, 2024, at Trident Technical College. This was the first in-person meeting since the COVID 19 Pandemic ended. The Retreat Agenda produced the following highlights:

### Student Panel

Four Palmetto Excel students shared their individual life-experiences and how they were so grateful that this school gave them a second chance to earn a high-school diploma that could lead to a more secure future.

### **Slide Presentation**

SC Charter School District structure and operational practices were shared to highlight how SCPCSD met the spirit of the SC Charter Law. The presentation segued into how school governance worked to govern a school that had been granted a state charter. <u>Follow-up Action:</u> The Consultant will work with the Governance Committee Chair to share best practices from Board Source to update the board governance policies for Palmetto Excel.

After a short break the presentation covered best practices for the following:

- Board responsibilities as a whole
- Individual Board Member responsibilities

These guidelines will be used by the Palmetto Excel Governance Committee to update policies and procedures moving forward.

### Organizations and Partnerships



### PALMETTO EXCEL BOARD RETREAT SUMMARY And BOARD MEETING MINUTES

Palmetto Excel partners shared the nature of their relationship with the school and their level of engagement from the beginning. The following organizations shared their interest and level of engagement with the school:

- Palmetto Goodwill
- Goodwill Educational Initiatives (GEI)
- Palmetto Excel, Inc.

This information combined with the earlier description of the Public Charter School District clarified the current framework of how Palmetto Excel was formed.

### **Expansion Opportunities Exercise**

This session took the previously shared information and divided the participants into three teams to respond to two strategic questions. Listed below are the team responses that were presented afterwards:

### Strategic Questions - Team Exercise Responses

- I. What are the roles and responsibilities in each of the overlapping areas?
- II. How can we clarify these relationships to leverage expansion opportunities?

### Team 1

- School District to Palmetto Excel Accountability through the expectations of the Charter Contract.
- **GEI** to **Palmetto Excel** Accountability on core model elements/membership agreement. GEI provides support.
- **GEI to Palmetto Goodwill** Accountability on Goodwill level plus membership agreement.
- Palmetto Goodwill to Excel Shared responsibilities for operations and expansion.

### Expansion - Excel Expansion Committee

- 1+ members from executive committee board from Excel Board.
- 1+ member executive committee Goodwill Board.
- 1 member from GEI national office.
- Goodwill/Palmetto Excel Leadership (TBD) Determine where criteria will be developed.



## PALMETTO EXCEL BOARD RETREAT SUMMARY And BOARD MEETING MINUTES

### Team 2

- Palmetto Goodwill Synergy, training & development, SOP, communications, and infrastructure.
- **GEI** Best practices, sustainable model, data, and advisory.
- SCPCSD Authorization, accountability, and advocacy.
- Palmetto Excel Expansion Committee
  - Define success criteria
  - Decision matrix
  - Voice with Goodwill reps
  - Prioritize 16
  - Statewide board with advisory teams

### Team 3

- **District -** Approve/deny, school accountability, and budget request.
- Excel Responsible for Charter, budget and expansion, and hiring & managing performance of the Director.
- Palmetto Goodwill Seed funding, territory management/MOU, Goodwill compliance, and 25% of Board.
- **GEI** Support training, brand management, and fidelity to the model.

### **Next Steps**

After the presentations from the teams, the following next steps were recommended and shared:

- 1. Update Palmetto Excel documentation to clarify the roles and responsibilities of partnership relationships.
- 2. Update Governance Policies and Procedures to reflect the collaborative model.
- 3. Consider creating a small committee of stakeholder representatives to function as a liaison to address day-to-day challenges as the expansion model is being created.
- 4. Initiate a strategic planning process for 2025 2030.

The retreat was adjourned at 3:10pm.

Respectfully Submitted,

A. Stan Davis Leadership Development Consultant February 21, 2024

**Policy Name:** Role of the Board of Directors

The role of the Board of Directors is to provide **leadership** and **oversight** of the activities of Palmetto Excel Center. In both areas it will strive to represent the interests of members and the broader community.

The work of the Board requires a balance of asking big questions, exploring possibilities, engaging in real dialogue, solving problems, and offering direction.

In providing leadership, the Board will actively consult with others inside and outside the organization and, in providing oversight, it will ensure broad organizational accountability, transparency and active and meaningful external communications. Board Members will support and follow the bylaws of Palmetto Excel Center in its entirety.

In providing leadership the Board will work with the Senior Director in engaging external stakeholders in looking towards the future, reviewing the organization's mission and objectives, identifying the outcomes it is seeking and the strategies it will use to achieve them.

In providing oversight the Board will rely on assessing organizational performance in relation to goals and adherence to budget. The Board will ensure, through the creation of policies, that the organization adheres to sound financial management, personnel, and service practices. The Board will rely on the systematic review of organizational activities through the implementation of policies, rather than by examining or advising on day-to-day decisions.

The Board will take responsibility for its own management, continuity, and renewal. It will ensure effective Board meeting practices, appropriate director conduct, ongoing Board education, and continuing attention to the recruitment of new members.

Date Approved:		

**Policy Name:** Board of Director's Position Description

Position: **Board Member** 

Time commitment: Four hours per quarter (meetings, preparation, consultation)

Term: Up to two consecutive two year terms, elected annually at the

Annual General Meeting

### **Accountability**

The Board of Director members are collectively accountable to the community, funders, and other stakeholders. They are accountable for Palmetto Excel's performance in relation to its mission and strategic objectives and for the effective stewardship of financial and human resources.

### **Authority**

Individual Board members have no authority to approve actions by the organization, to direct staff, or to speak on behalf of Palmetto Excel, unless given such authority by the Board.

### Responsibility

Board members are responsible for acting in the best long-term interests of Palmetto Excel Center and its community and will bring to the task of informed decision-making, a broad knowledge, and an inclusive perspective.

### **General Duties**

Every member of the Board of Directors is expected to do the following:

- Prepare for and attend Board meetings.
- Work as a team member and support Board decisions.
- Participate in the review of Palmetto Excel's mission and objectives and the development of a strategic plan.
- Monitor the performance of the organization in relation to objectives and core values.
- Approve the budget and monitor financial performance in relation to it.
- Abide by the By-Laws, code of conduct and other policies that apply to the Board.
- Establish, review, and monitor policy that guides core operational practices (ex. financial management, human resource management, etc.)

- Participate in hiring and releasing the Senior Director
- Participate in the annual evaluation of the Senior Director
- Participate in the evaluation of the Board itself.
- Participate in the recruitment of new Board members.
- Participate in Board committee work and the recruitment of external committee members.
- Attend and participate in quarterly meetings.
- Keep informed about community issues relevant to the mission and objectives of the organization.

### **Qualifications**

The following are considered key job qualifications:

- Knowledge of the community
- Commitment to the organization's mission and strategic directions
- A commitment of personal time
- Openness to learning.

### **Evaluation**

The performance of directors is evaluated annually in the context of the evaluation of the Board and is based on the carrying out of duties and responsibilities as outlined above.

#### Removal of a Board Member

Any Director who is absent from three consecutive regularly called meetings of the full Board without having provided to the Board Chair an excuse for an absence shall be automatically removed as a Board Director, and the remaining Directors shall elect a replacement Director to fill the remainder of the removed Director's term; provided, however, that if a Director elected by the employees and the students enrolled in Palmetto Excel is removed, a special election shall be held for the employees and the students enrolled in Palmetto Excel to elect a replacement Director to serve the remainder of the term of the Director removed by the Board.

Date Approved:	

**Policy Name:** Chair of the Board Position Description

Position: <u>Board Chair</u>

Time Commitment: Ten hours per month (meetings, consultation, special events)

Term: One year as determined by the Board, up to two terms

### Accountability

The chair serves and is accountable to the Board of Directors for his/her performance.

### **Authority**

The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair shall exercise all authority and execute all instruments authorized or directed by the Board of Directors and shall perform all duties incident to the office of Chair of the Board and such other duties as prescribed by the Board of Directors from time to time. The Board Chair is an Ex-Officio member of all committees. The Chair has the authority to create committees and designate committee chairs in compliance with Board policy.

### Responsibility

The chair is, first and foremost, responsible for the effective functioning of the Board in its role of governing the organization. All other duties are secondary.

### Primary Duties:

In addition to the duties of every Board member, the chair is responsible for:

- Serving as Chair of the Board Executive Committee
- Helping clarify the role and responsibility of the Board of Directors
- Collaborating with the Senior Director in the preparing of the Board's meeting agendas
- Facilitating regular meetings of the Board of Directors
- Helping create a welcoming and appreciative environment conducive to real governance dialogue.
- Enforcing rules of conduct as they apply to the Board and its individual members.
- Ensuring the Board operates in a manner consistent with Palmetto Excel's By-Laws.
- Serving as a public spokesperson, together with the Senior Director, for the organization
- Ensuring full and timely communication with members of the Board

- Preparing for and chairing the Annual General Meeting (AGM)
- The preparation of the Board's annual governance report for inclusion in the Annual Report
- Mentoring other Directors to assume the Chair's role.
- Co-signing and reviewing contracts on behalf of the organization
- Reporting all Board Executive Committee actions to the Board of Directors

### Secondary duties

The Chair may, with greater regularity than other members of the Board:

- Prepare recommendations for Board consideration.
- Be available to the Senior Director for consultation purposes.
- Represent the Board at meetings of stakeholders and funders.

### Other duties

Recognizing that the Chair's role is a voluntary one, the Board may authorize the Chair to take on additional duties only if they do not interfere with any of the above.

### **Qualifications**

The Chair must:

- Be committed to and interested in the mission of Palmetto Excel.
- Have a firm understanding of the role of the Board vis-à-vis the Senior Director.
- Be knowledgeable of some effective meeting and facilitation practices.
- Have sufficient time to devote to his/her primary duties.

### **Evaluation**

The effectiveness of the Chair shall be evaluated as part of the evaluation of the Board itself.

### **Removal of Chair**

Unless otherwise indicated in the By-Laws, the Chair may be removed by a special resolution of the Board for which advance notification has been given to all Directors, duly moved, and seconded, and passed by a majority of Directors present at a regular or special meeting of the Board.

Date Approved:	

**Policy Name:** Board Vice Chair Position Description

Position: <u>Vice Chair of the Board</u>

Time Commitment: Five hours month (Board meetings, secretarial duties as described below)

Term: One year as determined by the Board, up to two terms

The Vice Chair of the Board is to be appointed in a manner consistent with the organization's By-Laws. The Vice Chair is an Executive Officer of the organization and is the successor to the Board Chair position.

The Vice Chair, in the absence of the Chair of the Board or at the request of, or in the event of the Chair's inability or refusal to act, shall perform the duties of the Chair of the Board, and when so acting, the Vice Chair shall have all powers of and be subject to all the restriction s upon the Chair of the Board. Upon the death, resignation, or removal of the Chair, the Vice Chair shall assume the office of the Chair of the Board. The Vice Chair shall serve as an ex officio member of all committees.

He/she is accountable to the Chair of the Board and the Board of Directors and has no authority to act beyond that required to carry out the following duties:

- Member of the Board of Directors and Palmetto Excel's Executive Committee.
- Performs Board Chair responsibilities when the Board Chair cannot be available (see Board Chair Position Description).
- Works closely with the Board Chair and the members of the Executive Committee in carrying out Board strategies and plans.
- Works closely with the Executive Committee to recruit and develop new Board members.
- Performs other responsibilities as assigned by the Board Chair

Date Approved:		

**Policy Name:** Immediate Past Chair Position Description

Position: <u>Immediate Past Chair</u>

Time Commitment: Four hours month (Board meetings and duties as described below)

Term: One Year

The Immediate Past Board Chair is appointed by the incoming Board Chair with approval from the Board of Directors and serves as an advisor to the Board Chair and the Board Executive Committee. In this advisory role, he or she is a non-voting Executive Officer and is accountable to the Chair of the Board and the Board of Directors. He or she has no authority to act beyond that required to carry out the duties of a regular Board member.

The Immediate Past Board Chair is also responsible for recruiting and nominating potential Board members by carrying out the following duties:

- Chairing the organization's Board Nominating Committee
- Recruiting a Co-Chair (Board member) to assist in recruiting a key community stakeholder to serve on the three member Board Nominating Committee
- Recruiting, interviewing, and presenting potential candidates to the Executive Committee for consideration one-month before the organization Annual Meeting
- Presenting for approval candidates for service on the Palmetto Excel Board of Directors
- Any other duties assigned by the Board Chair or Executive Committee

Date Approved:		

**Policy Name:** Board Treasurer Position Description

Position: **Board Treasurer** 

Time Commitment: Four hours month (Board meetings, secretarial duties as described below)

Term: One year as determined by the Board, up to two terms

The Board Treasurer is to be appointed in a manner consistent with Palmetto Excel's By-Laws.

The Treasurer shall monitor the financial activity of the school(s) and report to the Board of Directors. All accounts shall be audited annually by a Certified Public Accountant approved by the Board of Directors. The Treasurer or such other persons as may be designated by the Board shall countersign all checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the school. The Treasurer shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Directors or as may be required by law.

The Treasure is an Executive Officer of Palmetto Excel and serves as the Chair of the Palmetto Excel's Finance Committee. He/she is accountable to the Board of Directors and has no authority to act beyond that required to carryout the following duties:

- Serves as a member of the Board of Directors.
- Manages the organization's finances and oversees all funds and securities of the organization.
- Administrates all fiscal matters of Palmetto Excel and keeps an accurate account of all records, receipts, deposits, and disbursements in books belonging to Palmetto Excel.
- Works with the Senior director and Executive Committee to provide an annual budget to the Board for members' approval.
- Ensures development and Board review of financial policies and procedures.
- Serves as Chair of the Finance Committee

Date Approved:	
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**Policy Name:** Board Secretary Position Description

Position: **Board Secretary** 

Time Commitment: Ten hours month (Board meetings, secretarial duties as described below)

Term: One year as determined by the Board, up to two terms

The Board Secretary is to be appointed in a manner consistent with the By-Laws.

The Secretary shall be responsible for overseeing the proper keeping of the minutes of the meetings of the Board of Directors. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and shall ensure that the seal of the organization is affixed to all documents, the execution of which on behalf of the organization under its seal is duly authorized or required.

The Secretary is an Executive Officer of the organization. He/she is accountable to the Board of Directors and has no authority to act beyond that required to carry out the duties outlined below. The Secretary will work closely with the Chair of the Board in the planning of Board of Directors and Organization meetings. The Secretary shall be responsible for ensuring:

- The creation and timely distribution of the agenda for Board of Directors and Palmetto Excel membership meetings (e.g. annual general meeting)
- The accurate recording and distribution of the minutes of Board of Directors meetings.
  Note: Where a staff member or other volunteer serves as Recording Vice Chair, the
  Board Secretary will be responsible for ensuring that the format and level of detail of the
  minutes recorded reflects the wishes of the Board
- The updating, maintaining and safe storage of all legal documents.
- That Palmetto Excel's Incorporation and Charitable Registration status is maintained through the annual filing of required reports and information
- That the Board's Policy Manual contains all Board directives and that such policies are systematically subject to Board review
- That external correspondence to, and requests made of, the Board of Directors, or relevant to the governance of Palmetto Excel, is reported and responded to in a timely manner.
- The accurate recording and distribution of the minutes of Palmetto Excel's Annual General Meeting. In the event of a change of Secretary at an AGM, the incoming
- Secretary will assume the responsibilities of the office at the first Directors' meeting following his/her election or appointment.

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Policy Name: Board Committee Description and Committee Chair Position

Description

Position: **Board Committee and Committee Chair** 

Time Commitment: Five hours a quarter (Board meetings, duties as described below)

Term: One year as determined by the Board, up to two terms

The **Finance Committee** shall monitor the financial activity of the organization and report to the Board of Directors. The Finance Committee shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Directors or as may be required by law.

The **Governance Committee** shall ensure the board is complying with industry, state, and federal regulations and Palmetto Excel's established governance framework.

The **Expansion Committee** shall investigate the feasibility of new locations and make recommendations to the board regarding the merit of additional school locations and partnerships for the purpose of scaling the model.

The **Nomination Committee** will work with the board to identify new community candidates for the purpose of adding additional board members that align with the mission and vision of the organization.

The **Committee Chair** is to be appointed in a manner consistent with the By-Laws. To effectively execute board business, the Chair has the authority to create specific committees made up of the current board members. The committees include - Finance, Governance, Expansion and Nominating. The Chair reserves the right to make additional committees as needed.

### The Committee Chairs:

- Serve as a member of the Board of Directors.
- Conduct a minimum of two committee meetings per year to establish and implement a plan of work to meet the strategic goals of Palmetto Excel.
- Set the tone and agenda for committee work to be successfully accomplished.
- Ensure that committee members have the information needed to do their jobs.
- Oversee the logistics of committee's operations.
- Report to the Board Chair and the Executive Committee.
- Report committee's decisions/recommendations to the full Board of Directors.

- Work closely with the Executive Committee in deciding committee membership and strategic direction.
- Assign work to the committee members, facilitates committee meetings, and ensures distribution of meeting minutes.
- Recommend, recruit, and develop volunteers to serve as committee members.

Date Approved:		

**Policy Name:** Executive Committee Position Description

Position: <u>Executive Committee Board</u>

Time Commitment: Five hours a quarter (Board meetings, duties as described below)

Term: One year as determined by the Board, up to two terms

The Board of Directors Executive Committee is to be appointed in a manner consistent with the Palmetto Excel's By-Laws. The Board of Directors Executive Committee consists of Board members who are elected by the Board Membership, to lead and direct all Board activities to ensure that Palmetto Excel meets its' Mission.

The Executive Committee will consist of the following positions:

- Board Chair
- Immediate Past Board Chair
- Board Vice Chair
- Board Secretary
- Board Treasurer

The Executive Committee is responsible for carrying out the following duties:

- Acts on behalf of the Board in situations where the timing of a decision is of utmost urgency and importance.
- Provides a smaller forum for committee leaders and the Senior Director to meet and discuss challenges and opportunities in more detail than may be possible at the Board level meetings.
- Guides the work of the Board to ensure the Board maintains a focus on priorities, and to take care of more routine matters relating to the Board's work.
- Provides an annual performance and compensation evaluation for the Senior Director.
- Functions as the Board Nominating Committee chaired and led by the Immediate Past Board Chair. The Executive Committee may solicit a strong community volunteer to work with the Immediate Past Board Chair to recruit, evaluate and present a list of suitable potential Board members annually.
- Assures timely communication of programs and services to key community stakeholders and strategic partners.
- Performs other responsibilities assigned by the Board of Directors.

Date Approved:	
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