

MEETING MINUTES

Name of Foundation: Georgia Charter Education Foundation

Board Meeting: Georgia Charter Education Foundation

School(s): Coweta Charter Academy at Senoia

The minutes of Sunshine Law meetings need not be verbatim transcripts of the meeting. These minutes are a brief summary of the events of the meeting.

Date:	Start	End	Next Meeting:	Next time:	Prepared by:
February 22, 2022	6:01pm	7:41pm	March 15, 2022	6:00 pm	Anna Nuckolls
Meeting Location:					
Coweta Charter Academy 6675 Hwy 16 E Senoia, GA 30265					

Attended by:	
<p>Board Members: Sandi Mosher, Board Chair Danny Nungesser, Vice Chair Maggie Peters, Treasurer Beth Duncan, Director Mary Knight, Director Margarette Coleman, Director</p> <p>Absent: Tracie Fleming, Director</p>	<p>Other Attendees: Teresa Ellison, CCAS Principal Lauren Greer, Board Attorney Christine Locrotondo, Financial Analyst, CSUSA Reagan Hage, NEI Richard Page, NEI Anna Nuckolls, School Enrollment Administrator, Board Liaison Rob Caney, CCAS Dean of Students Elisa Falco, GCSA Office Callaway, CCAS Resource Officer Matthew Bennett, Attorney for Sandi Mosher</p>

CALL TO ORDER

Pursuant to public notice, the meeting commenced at 6:01pm with a Call to Order by GCEF Board Chair, Sandi Mosher. Roll call was taken, and quorum established.

MOTION: MOTION WAS MADE BY DANNY NUNGESSER TO AMEND THE AGENDA TO ADD A GOVERNANCE AGENDA ITEM WITH THE REMOVAL OF AN OFFICER, INSTALLATION OF NEW OFFICER(S) AND REMOVAL OF A DIRECTOR AFTER PUBLIC COMMENTS AND TO ADD AN EXECUTIVE SESSION REGARDING THE DISCUSSION OF THE DISCIPLINE OF A PUBLIC OFFICER (OCGA-50-14-3(B)(2)) AFTER NEW BUSINESS. BOARD CHAIR SANDI MOSHER OPENED UP DISCUSSION ABOUT THE MOTION.

- Sandi Mosher, GCEF Board Chair, spoke on her behalf regarding her board position and her position and dedication as a parent of CCAS discussing her removal from the board.
- Sandi Mosher addressed her concerns regarding two other board members and their involvement in the HVAC procurement process.

- Sandi Mosher asked the board to think about the many volunteer hours she has put into the school and the years of dedication to CCAS and to reconsider the motion and continue to allow her serve on the board before the vote of removing her as board chair.

MOTION: MOTION WAS SECONDED BY BETH DUNCAN TO AMEND THE AGENDA TO ADD A GOVERNANCE AGENDA ITEM WITH THE REMOVAL OF AN OFFICER, INSTALLATION OF NEW OFFICER(S) AND REMOVAL OF A DIRECTOR AFTER PUBLIC COMMENTS AND TO ADD AN EXECUTIVE SESSION REGARDING THE DISCUSSION OF THE DISCIPLINE OF A PUBLIC OFFICER (OCGA-50-14-3(B)(2)) AFTER NEW BUSINESS. MOTION WAS APPROVED 5 TO 1. (1 ABSENT)

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY DANNY NUNGESSER TO ADD CFO STATUS UPDATE TO OLD BUSINESS. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

I. PUBLIC COMMENTS

- Anna Hunter, Parent of CCAS, spoke on behalf of Sandi Mosher regarding her volunteering and service to CCAS.

II. GOVERNANCE

- **Removal of Officer**
- Matthew Bennett, Sandi Mosher GCEF Chair's lawyer asked to speak with Lauren Greer, Board Attorney privately. Mr. Bennett and Ms. Greer left the room for a brief discussion.

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARY KNIGHT TO REMOVE SANDI MOSHER AS THE BOARD CHAIR FROM THE GCEF BOARD. MOTION WAS APPROVED 5 TO 1. (1 ABSENT)

- **Installation of New Officer(s)**

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO NOMINATE DANNY NUNGESSER AS BOARD CHAIR. MOTION WAS APPROVED 5 TO 1. (1 ABSENT)

MOTION: MOTION WAS MADE BY MARGARETTE COLEMAN AND SECONDED BY MARY KNIGHT TO APPOINT BETH DUNCAN AS VICE CHAIR OF THE GCEF BOARD. MOTION WAS APPROVED 5 TO 1. (1 ABSENT).

- **Removal of a Director**

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO REMOVE SANDI MOSHER AS A DIRECTOR OF THE BOARD. MOTION WAS APPROVED 5 TO 1. (1 ABSENT)

III. ADMINISTRATIVE

- Amend the agenda

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO ACKNOWLEDGE THAT ONE OF THE QUOTES SUBMITTED TO THE BOARD WAS NOT THE QUOTE PRESENTED TO THE BOARD AT THE JANUARY MEETING. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT).

- **Approval of the January 25, 2022 Meeting Minutes of the Georgia Charter Education Foundation**

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO APPROVE THE MINUTES OF THE JANUARY 25, 2022 GEORGIA CHARTER EDUCATION FOUNDATION, INC. MEETING, AS PRESENTED. MOTION WAS APPROVED UNANIMOUSLY.

- **Approval of the January 26, 2022 Development Committee Meeting**

MOTION: MOTION WAS MADE BY BETH DUNCAN AND SECONDED BY MAGGIE PETERS TO APPROVE THE JANUARY 26, 2022 DEVELOPMENT COMMITTEE MEETING, AS PRESENTED. MOTION WAS APPROVED UNIAMOUSLY.

- **Approval of the February 10, 2022 Finance Committee Meeting Minutes of the Georgia Charter Education Foundation.**

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO APPROVE THE MINUTES OF THE FEBRUARY 10, 2022 GEORGIA CHARTER EDUCATION FOUNDATION, INC. FINANCE COMMITTEE MEETING, AS PRESENTED. MOTION WAS APPROVED UNANIMOUSLY.

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY BETH DUNCAN TO CHANGE THE SIGNER TO DANNY NUNGESSER AS THE SIGNER FOR THE BOARD MEETING MINUTES FOR JANUARY 25, 2022, JANUARY 26 DEVELOPMENT COMMITTEE MEETING, AND FEBRUARY 10 FINANCIAL COMMITTEE MEETING.

IV. CSUSA REPORTS

- None

V. FINANCIAL REPORT

- **Financial Committee Report**
 - Maggie Peters, GCEF Treasurer, reviewed with the board the financial committee report held on February 10 discussing the following items HVAC Quote update, tax credit update, construction on modular update, Grant review, CPF Finance Metric Review and expectation for information.
- **Monthly Financial Review**
 - Reagan Hage, NEI, reviewed with the board the monthly report for period ending January 31, 2022.
 - Mary Knight questioned the prior year fund balance and this number of the prior year fund has changed several times. The board stated that the prior year fund balance should remain the same each month.
 - Richard Page, NEI, requests the board to allow CSUSA/NEI give a written response to the board reconciling the numbers and questions regarding the monthly financials and the prior year fund balance.

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY BETH DUNCAN TO TABLE THE MONTHLY FINANCIALS UNTIL THE RESPONSE LETTER FROM CSUSA REGARDING PRIOR YEAR FUND BALANCE AND RECONCILING THE NUMBERS IS REVIEWED BY THE BOARD. MOTION WAS APPROVED UNANIMOUSLY (1 ABSENT).

VI. OLD BUSINESS

• **HVAC Quote Update**

- Reagan Hage, NEI, presented to the board to an update of the HVAC quotes stating that a bid from one company was submitted partially and is in the process of completing. In addition, Mr. Hage is waiting for the third company to submit a bid.
- The board mentioned that one quote presented to the board was not the quote the company had submitted as a bid to be presented.
- The board inquired about the process and the procurement to ensure management is taking the correct precautions for proper bidding and procurement to be in compliance due to federal funds. Mr. Hage stated that the bidding process followed proper procurement.
- Board asked Teresa Ellison, CCAS Principal, if there is a sense of urgency for HVAC.
- Teresa spoke stating there is a sense of urgency, but she is not willing to jeopardize the federal procurement process to get it done. Ms. Ellison stated that she would want to make sure we do it correctly to be compliant.
- The board asked more about the updated process for requesting bids. Mr. Hage addressed the question.
- Lauren Greer, Board Attorney, inquired about the type of bids, if they were sealed bids and stated that she wanted the board to make sure they are following the correct process for procurement. Ms. Greer stated that the process of bidding has to be started over.
- The board asked Ms. Greer if a finance committee member could schedule a time with her to ensure the board and the management company are compliant regarding the bids for the HVAC.

• **Modular Purchase Update**

- Reagan Hage, NEI, presented to the board the given two bids in the board packet. Only two bids were submitted. The prices from both bids have increased substantially.
- Lauren Greer, Board Attorney, states that the procurement process and timeframe for bids that needs to be followed.

• **Audit Status Update**

- Reagan Hage, NEI, read a statement given by Christopher McKellar of Mauldin and Jenkins regarding the Audit Status Update.
- The board requests a letter from Mauldin and Jenkins to be sent to the State Charter Commission updating them regarding the audit.

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO ALLOW MAULDIN AND JENKINS TO SEND A RESPONSE LETTER TO THE STATE CHARTER SCHOOL COMMISSION REGARDING THE AUDIT. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

• **CFO Status Update**

- Danny Nungesser, Board Chair, stated that he received clearance from his employer to be named the CFO of the Board.

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY BETH DUNCAN TO APPOINT DANNY NUNGESSER AS THE BOARD CFO. MOTION WAS APPROVED UNANIMOUSLY (1 ABSENT).

VII. NEW BUSINESS

- None

VIII. Executive Session—Discussion of Discipline of a Public Officer

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARY KNIGHT TO ENTER INTO EXECUTIVE SESSION AT 6:48PM TO DISCUSS THE DISCIPLINE OF A PUBLIC OFFICER (OCGA 50-14-3-(B)(2)) WITH ELISA FALCO OF THE GCSA PRESENT. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

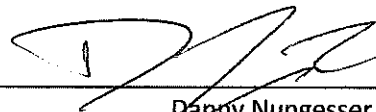
MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARY KNIGHT TO END THE EXECUTIVE SESSION AT 7:37PM REGARDING THE DISCUSSION OF DISCIPLINE OF A PUBLIC OFFICER. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARGARETTE COLEMAN TO AUTHORIZE LEGAL COUNCIL TO ENGAGE WITH A THIRD-PARTY INVESTIGATOR TO INVESTIGATE THE COMPLAINTS SUBMITTED TO THE BOARD. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

MOTION: MOTION WAS MADE BY MAGGIE PETERS AND SECONDED BY MARY KNIGHT TO MOVE THE NEXT BOARD MEETING TO MARCH 15, 2022 AT 6PM, DUE TO SCHEDULE CONFLICTS OF BOARD MEMBERS. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)

IX. ADJOURNMENT

MOTION: MOTION WAS MADE BY BETH DUNCAN AND SECONDED BY MAGGIE PETERS TO ADJOURN THE FEBRUARY 22, 2022, GEORGIA CHARTER EDUCATION FOUNDATION BOARD MEETING AT 7:39PM, AS PRESENTED. MOTION WAS APPROVED UNANIMOUSLY. (1 ABSENT)



Danny Nungesser, Board Chair

Date: 3/15/2022

