

Rockdale Career Academy Board of Directors Meeting
Wednesday, September 14, 2016, 10 a.m., Rockdale Career Academy

Present: Jill Oldham, Sherry Lowery, Cathy Smiley, Johnny Jones, Laurent Dittmann, Marshall Walker, Jennifer Edwards, Gina Hartsell, Dionne Johnigan, Monica Crafts, Benny Atkins, Dexter Harris (for Sheriff Levett), Marty Jones, Mark Kennedy, Gary Bridgewater, Courtney Jeffcoat, Dean Staton, Larry Perry

Chairman Sherry Lowery welcomed everyone and called the Rockdale Career Academy Board of Directors meeting to order at 10:11 a.m. Ms. Lowery asked everyone introduce themselves as there were a number of new board members present for their first meeting.

The minutes from the August 11, 2016 electronic email communication meeting were presented to the board. Marty Jones made a motion to approve the minutes. Cathy Smiley seconded the motion. Chairman Lowery called for a vote of the board members present. All board members present voted aye and the motion carried.

Gary Bridgewater, current treasurer of the board, presented the latest financial report that shows a balance of \$19,313.40. Benny Atkins made a motion to present the financial report. Larry Perry seconded the motion. Chairman Lowery called for a vote of the board members present. All board members present voted aye and the motion carried.

Principal and CEO Jill Oldham asked her key staff members to introduce themselves to the board. Assistant Principal Edde Summer, Assistant Principal Scott Stanton, Assistant Principal Chris Mays, Registrar Ben McCumber and front office support coordinator Kristen Miller gave brief introductions of themselves and their roles at RCA.

Chairman Lowery announced that there are a few positions on the board that need to be filled. She explained the duties and length of terms for the positions of vice chairman and treasurer. Mr. Laurent Dittmann expressed an interest in serving as the vice chairman. Marty Jones made a motion to nominate Laurent Dittmann as vice chairman of the Rockdale Career Academy Board of Directors. Dr. Johnny Jones seconded the motion. Ms. Lowery called for a vote of the board members present. All board members present voted aye and the motion carried.

Monica Crafts made a motion to nominate Dr. Johnny Jones for the role of treasurer. Marty Jones seconded the motion. Ms. Lowery called for a vote of the board members present. All board members present voted aye and the motion carried.

Ms. Lowery asked that all board members submit a three to four-sentence biography about themselves and pertinent contact information to her for inclusion on RCA's website.

Ms. Oldham presented her CEO report, an overview of how RCA came to be and where it is going next in terms of student enrollment, courses and pathways offered and the new healthcare expansion scheduled to break ground in 2017.

Dionne Johnigan presented the CTAE report including the arrival of 15 new Alienware computers for students in Mr. Dinsmoor's class and the ability of Ms. Freeman's class to make banners, signs, etc.

There was no old business to discuss.

In new business:

- Ms. Lowery announced the upcoming 9th Annual Business and Education Summit will take place in Dalton, Georgia, October 24-25, and any board members interested are welcome to attend. Ms. Oldham and Dr. Jones will be attending the summit.
- Ms. Oldham asked if the board was interested in hosting another Bridge Builders fundraiser and the consensus of the board was to move forward. Ms. Oldham and Ms. Lowery said they would discuss possible spring dates to check with the culinary arts program for catering of the event and asked for suggestions from the board of a keynote speaker.
- Ms. Lowery explained that nine hours of board training are required annually per the charter and a three-hour training session would take place at the next meeting on Wednesday, November 9 from 9:30 a.m.-12:30 p.m. in the auditorium to include lunch. The Morgan County Career Academy Board of Directors will also likely join in the training that day.
- Ms. Oldham distributed the Conflict of Interest policy for the RCA Board of Directors. She asked board members to review the policy, sign and return it at the next meeting or she will have a sheet available for everyone's signatures that they have read, understand and will adhere to the policy.

Ms. Oldham invited the board members to the Smoking Butts and Tires BBQ Competition at RCA on Saturday, September 24, 10 a.m.-3 p.m. A car show will also take place in the rear parking lot of the school.

The next scheduled meeting of the Rockdale Career Academy Board of Directors is Wednesday, November 9 at 9:30 a.m.

There being no further business, the meeting adjourned at 11:30 a.m.

Respectfully submitted,

Jennifer Edwards

Rockdale Career Academy Board of Directors

Article Three

One member selected by the Superintendent of RCPS: **Cathy Smiley**; csmiley@rockdale.k12.ga.us

One member selected by GPTC: **Johnny Jones**; jonesjo@gptc.edu

One member selected by GSU/ Perimeter: **Laurent Dittmann**; ldittmann@gsu.edu

One member selected by secondary partner of Dual Enrollment: unfilled

One member of Rockdale County Government: **Marshall Walker**;
marshall.walker@rockdalecountyga.gov

One member of the City of Conyers Government: **Jennifer Edwards**; jennifer.edwards@conyersga.gov

One member of the Conyers-Rockdale EDC: **Gina Hartwell**; gina@conyers-rockdale.com

One member of the Conyers-Rockdale Chamber of Commerce: **Katy Zahradnik**; katy@conyers-rockdale.com

CTAE Director of RCPS: **Dionne Johnigan**; djohnigan@rockdale.k12.ga.us

One parent of a current RCA student: **Monica Crafts**; buntacat@yahoo.com

One current student – position eliminated

At-large Business and Community Representatives:

Bennie Atkins (National EMS); batkins@nationalems.com

Sheriff Eric Levett (Public Safety); eric.levett@rockdalecountyga.gov
(taye.pierce@rockdalecountyga.gov)

Sherry Lowery (Academic); lowerys@gptc.edu

Marty Jones (CREDC); marty@conyers-rockdale.com

Mark Kennedy (Hill Phoenix); mark.kennedy@hillphoenix.com

Gary Bridgewater (?); gebo@bellsouth.net

Marianne Freeman (Rockdale Medical); mariann.freeman@LPNT.net

Courtney Jeffcoat (Lexicon Technology); cjeffcoat@lexicontech.com

Dean Stanton (Honda of Conyers); dstaton@shottenkirk.com

Larry Perry (Honda of Conyers); larry_p30054@yahoo.com

Rockdale Career Academy Inc.
Financial Statement as of Bank Statement 9.06.2016
Meeting Date 9.14.16

Bank Balance carry over from Last report/Check Book Balance 5.5.16

					\$21,769.00
Date	ck#	Written For	CK	Dep	
5.12.16				\$2030.00	23,799.00
5.25.16		Podsiadly/Bynom payment for students		800.00	24,599.00
5.26.16	1026	Skills USA Bus	960.00		23,639.00
5.31.16		CAN payment Taylor/Sparks		220.00	23,859.00
5.31.16	1027	Prem Med Careers Reg.	5810.00		18,049.00
6.02.16	1028	Sherry Lowery Reimbursement	134.60		17,914.40
		Miki's Party			
6.03.16		Rotary Club Morning club Bridge Builder		500.00	18,414.40
6.16.16		RCA to RCA Inc for CAN program		898.00	19,312.40
Bank adjustment				1.00	19,313.40

Pending expenditures Whaley Hammonds Tomasello PC for Tax Return Prep.. \$75.00

CONFLICT OF INTEREST POLICY ROCKDALE CAREER ACADEMY, INC.

SECTION I PURPOSE

The purpose of this conflict of interest policy is to protect the interests of Rockdale Career Academy, Inc. ("RCA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board of Directors of RCA (the "Board") or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION II DEFINITIONS

1. Interested Person

Any Board member, officer or member of a committee with powers delegated by the Board, who has direct or indirect financial interest, as herein defined, as an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which RCA has a transaction or an arrangement, or
- b. A compensation arrangement with RCA or with any entity or individual with which RCA has a transaction or an arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RCA is negotiating a transaction or an arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section III, Paragraph 2 hereof, a person who has a financial interest may have a conflict of interest only if the Board determines that a conflict of interest does exist.

SECTION III PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person shall disclose promptly the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and, if applicable, any committee considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon by the remaining Board members or committee members. The remaining Board members or committee members, as the case may be, shall decide if a conflict of interest does exist.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or at the committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote upon the transaction or the arrangement involving the possible conflict of interest.
- b. The Chair of the Board or the chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee, as the case may be, shall determine whether RCA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee, as the case may be, shall determine by a majority vote of the disinterested Board members or committee members, whether the transaction or arrangement is in best interest of RCA, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or committee has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform that individual of the basis for such belief and afford that individual the opportunity to explain the alleged failure to disclose.
- b. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board or committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate action.

SECTION IV RECORDS OF PROCEEDINGS

The minutes of the Board and the minutes of all committees with Board delegated powers, shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee, as the case may be, as to whether a conflict of interest, in fact, existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION V COMPENSATION

- a. A voting member of the Board who receives compensation, directly or indirectly, from RCA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RCA for services, is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RCA, either individually or collectively, is prohibited from providing any information to any committee regarding compensation.

SECTION VI ANNUAL STATEMENTS

Each Board member, officer and member of a committee with Board delegated powers, shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy, and
- b. Has read and understands the policy, and
- c. Has agreed to comply with policy, and
- d. Understands RCA is charitable organization and in order to maintain its federal tax exempt status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION VII PERIODIC REVIEWS

To ensure RCA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based upon competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures and arrangements with management organizations conform to RCA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes of RCA and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION VIII USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section VII, RCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.