

FLORIDA EAST COAST CHARTER SCHOOL, INC.  
MINUTES OF MEETING OF BOARD OF DIRECTORS

September 8, 2021

A meeting of the Board of Directors of Florida East Coast Charter School, Inc., took place at 6:00 pm on September 8, 2021, at 10 Vining Court. Brian Seeber, Kathy Kluth, Beverly McMurtry Grissom, Richard Prazenica, and John Gagné were present in person; Kayla O'Brien participated by video. A quorum was present. Brian Seeber chaired the meeting.

The Minutes of the meetings conducted June 2, 2021, and June 15, 2021, were presented to the meeting, having been circulated prior thereto for review. Upon motion made by Beverly Grissom and seconded by Kathy Kluth, the said Minutes were unanimously approved.

Brian Seeber announced that he has arranged with Kathleen W. Schoenberg, Esquire, for online Board governance training for all directors through a one-year subscription for unlimited access, at a cost of \$350. The sign in credentials will be emailed to all directors, who are asked to complete the course and submit certificates of completion to the Secretary.

A First Amendment to Articles of Incorporation and First Amendment to Amended and Restated Bylaws were presented to the meeting. These will remove a reference to waivers of notice for meetings in the earlier document, and add a paragraph providing for disposition of assets upon dissolution as required by the applicable statute. Brian Seeber moved their approval and Beverly Grissom seconded; the motion was unanimously carried.

The Conflict of Interest and Anti-Nepotism Policy was presented and discussed. All Board members were handed a copy of the Conflict Policy and signed a receipt therefor; Kayla O'Brien's will be emailed. Adoption of the Conflict Policy was moved by Brian Seeber and seconded by Beverly Grissom, and unanimously carried.

The budget for inclusion in the Form 1023 application for 501c3 status approval was presented by Kathy Kluth. The first year (7/1/21 – 6/30/22) will show zero income and expenses, as discussed with counsel. The following years adopt the budget submitted with the charter application. Upon motion made by Kathy Kluth and seconded by John Gagné, the budget and draft 1023 application were approved unanimously.

The necessity of having an operating domain and webpage was discussed. This is required for the 501c3 application and to be used to give notice of meetings of the Board. There is already a webpage, feccs.org, which produces only a page bearing the name of the charter school and no other content when accessed by desktop computer, but the same website provides considerable content when accessed by smartphone. Much of the content is inaccurate. Kathy Kluth agreed to work with the webmaster to remove the present content; secure access only to authorized Board personnel or designees of the Board; and include content stating that the website is being developed, as well as including the date and time of any Board meetings, when and as determined, so as to provide public notice.

The meeting then turned to recognition of receipt of the signed Charter from the Volusia County School Board, dated as of August 10, 2021. John Gagné drove to Deland on September 2, 2021, and was given a copy of the signed Charter, which was presented to the meeting to be kept among the records of the Corporation.

Brian Seeber discussed the fact that the signing of the Charter now makes us subject to Sunshine Law procedures. Board members were cautioned not to discuss matters which will be voted on by the Board other than in a duly noticed, public meeting, and to avoid any discussion by phone or by email, especially “reply all” emails.

Kathy Kluth mentioned the terms “STEM” and “STEAM” as possible descriptors of our model. STEAM adds the Arts into the targeted curriculum. It was pointed out that the charter application mentions STEM and not STEAM, so that we should use the term “STEM.”

An email was received from the landlord regarding the train display currently in the lobby area of the building at 499 S. Nova Road. The Board had previously voted not to permit the train display to remain in the lobby, which the landlord asked us to reconsider. After considerable discussion, which mentioned the distraction of the display, both from its size and the noise associated with it; the diversion of use of the space from an auditorium type space to be used by the school for group functions as well as display of students’ projects; issues of unintended access by students, especially VPK students; and our general position that the train display is not supportive of the intended curriculum as opposed to being of amusement value to students, Beverly Grissom moved to confirm the Board’s decision on June 2, 2021, not to have the train display in the lobby; John Gagné seconded; and the Board unanimously agreed to the motion. Kathy Kluth was asked to convey the decision of the Board that the train display must be removed from the lobby and will not be a part of the school’s physical plant.

The same email from the landlord again raised the topic of a VPK to be conducted either through the auspices of the Board or independently by the landlord or an entity under the landlord’s control. The Board reviewed the issues which persuaded the Board to decline to be part of any VPK to open in August 2021, as recommended by the landlord in May 2021, because there was inadequate preparation to open any such VPK in such a short time frame; there was no economic benefit either to our Corporation or to an entity to be established by the landlord because the cost of staff plus utilities exceeds the projected income to be derived from the number of students which could reasonably be projected. The Board also was concerned about the liability of such an undertaking and the lack of supervisory control of the Board over whoever would operate any such VPK prior to the VPK to be operated by the Board when the school opens in August 2022. The Board had significant concerns of the blurring of lines between an entity to be operated by the landlord and our Corporation, which would be of great concern to the School Board, to IRS because of the prohibited nature of economic relationships between an applicant for 501c3 status and that entity’s landlord, and the possibility of confusion among the public about any relationship between a landlord controlled VPK and the VPK to be opened by FECCS. For all of those reasons, the Board decided in June not to be involved in any such VPK, either operated by FECCS through a contract with some other entity, or operated by the landlord through an entity of its choosing. The Board never was in any position to interfere

with the landlord operating such VPK as the landlord desires, so long as there is no similarity whatsoever in the name to be used by the landlord, or some entity connected to the landlord, and our name "Florida East Coast Charter School."

The email asked the Board to reconsider our earlier decision so as to be involved in a VPK to be opened in January 2022. The landlord insists that a change in the law permits a contractual relationship between FECCS and such an entity to operate a VPK starting in January 2022.

The sense of the Board continues to be that all the reasons mentioned in June 2021 not to participate in any such VPK operation remain as valid now, and for January 2022, as then. Whether it is legally permissible or not, the Board continues to be worried about control; liability; confusion; and lack of preparation and ability of our Board to supervise any such operation, not to mention the lack of any identifiable economic incentive to the Corporation to participate. Beverly Grissom moved that the Board is not interested in participating in any VPK other than the one we are to open in August 2022. Richard Prazenica seconded the motion. After further discussion, the motion was unanimously carried.

A discussion of the logo to be used was undertaken. Several options have been submitted by Kathy Kluth; and several options were submitted by the landlord for our consideration. The discussion of the Board made it clear that none of them are particularly attractive or consistent with our concept as a charter school, so that a need for further development is indicated. Consulting with ZGraph Digital Marketing was discussed. John Gagné agreed to approach ZGraph and report to our next meeting.

The landlord has repeatedly pressed the issue of a logo so that the sign on Nova Road can be updated from its current appearance. The Board sees no reason to be hurried into choice of a logo, which can be expected to be used for marketing, stationery, and items for sale, so that graphic considerations best understood by experts should be taken into account. Only in this way can a correct choice consistent with both immediate and long-term goals and needs be made. Where the present sign is concerned, it can be cleared of verbiage now existing, and be more completely covered, so that a blank sign will avoid any confusion with our entity until a logo can be determined. Richard Prazenica moved that any sign on the property 1. Contain no reference to our charter school until the Board determines that the building is in a presentable condition, at least to the extent of 2 classrooms and a bathroom; 2. That, prior to erecting a sign for our Corporation, a logo be chosen with advice of graphic experts; and 3. That, prior to a sign referring to our Corporation, we have a lease for the premises. Until those conditions are met, nothing on the sign should make reference to our entity. Kayla O'Brien seconded the motion. After full discussion, the motion was unanimously carried.

The meeting adjourned at 7:35 p.m.

FLORIDA EAST COAST CHARTER SCHOOL, INC.  
MINUTES OF MEETING OF BOARD OF DIRECTORS

November 15, 2021

A meeting of the Board of Directors of Florida East Coast Charter School, Inc., took place at 6:30 pm on November 15, 2021, at 10 Vining Court. Brian Seeber, Kathy Kluth, Beverly McMurtry Grissom, and John Gagné were present in person. A quorum was present. Brian Seeber chaired the meeting.

The Minutes of the meetings conducted September 8, 2021, were presented to the meeting, having been circulated prior thereto for review. Upon motion made by Beverly Grissom and seconded by John Gagné, the said Minutes were unanimously approved.

Brian Seeber reported tha Kayla O'Brien has resigned. He moved and Bev Grissom seconded to accept the resignation.

The Board discussed the website and issues with getting it up and running. It was made clear that having a website is only part of the goal: it must be accessible by the public such that a simple google search will lead a resident of Volusia County to be able to find our website. John Gagné and Kathy Kluth said they would work on addressing the accessibility issues. A GoDaddy website was discussed. We need search engine access and a manageable url.

Brian Seeber reported that the amended corporate charter is now accessible on sunbiz.org, as of 9/27/21.

Th Board discussed that it is time to begin working on the lease with the landlord.

There has been progress on the buildout of the premises: the parking lot o=looks good and someone is coming in to work on the floors.

Establishing the administration component of the school was discussed. John Gagné has talked with Kelly Conway, a former principal of Ivey Hawn Charter School of the Arts in Lake Helen to determine her interest and availability in this regard.

We need a job description for principal. Bev Grissom said she could help with that.

We should start developing a timeline with deadlines.

John Gagné will ask Robert Vaeth to let us know when items have been moved out of the classrooms.

Brian Seeber is to send out the training information which Board members must complete.