



Minutes of (March) REGULAR Board Meeting on Tuesday, March 25, 2025

Upper School Conference Room

Posted Zoom Option: <https://zoom.us/j/98364827540>

Posted start time: 6:00 p.m.

	Name	Appointed or Elected	Current Term Expires	Office	Remote	In-person	Absent	Arrived late	Departed early
1.	Dr. Tom Ducey	elected	6/30/25	Chair		X			
2.	Chief Carlos Washington	appointed	6/30/26	Vice Chair		X			
3.	Mrs. Lindsay Privette	elected	6/30/26	Treasurer		X			
4.	Dr. Machell Sprauve	elected	6/30/25	Secretary	X				
5.	Ms. Meredith Cotton	appointed	6/30/25	Director	X				
6.	Mr. Scott Kozacki, ESQ	appointed	6/30/25	Director		X			
7.	Mr. Ron Roberts	elected	6/30/26	Director	X				
8.	Dr. Latoya Mitchell Hodges	appointed	6/30/26	Director	X				
9.	Pastor Michael Cook	elected	6/30/26	Director		X			

Administrators Present:

Dr. Brian Carpenter, Executive Director
 Ms. Jackee Johnston, Chief Operations Officer
 Ms. Toni Brandt, Chief Academic Officer `

Authorizer representative(s):

None

Guests of the board:

Ms. Kim Lane, Veris CPA (remote)
 Mary Allison Caudell, General Counsel, Turner & Caudell, LLC

1. Establish quorum/call to order:

After establishing the presence of a quorum, Chair Ducey called the meeting to order at 6:00 pm.

2. Welcome/Opening Ceremonies:

Chair Ducey welcomed everyone and read the school's mission statement and the board's mission statement.

Board Recognition of Teacher of the Year. The board recognized second grade teacher Ms. Fancy Rice for her accomplishments of being selected as the Virtus Academy teacher of the year and presented her with a \$2,000 bonus check on which the school will pay the taxes.

3. Approval of Agenda:

After calling for revisions to the posted agenda, Chair Ducey moved to amend the agenda at Dr. Carpenter's suggestion to place new business item 14.a immediately prior to public comment in order to have the document notarized by a staff member who was present. Seconded by Kozacki. Motion carried.

Amended: New Business Item 14a: Permanent right-of-way sewer easement recommendation from general counsel; for possible action:

Chair Ducey moved to approve the permanent right-of-way easement as recommended by general counsel. The document was signed and notarized and given to the board's general counsel immediately following the board's vote. Seconded by Treasurer Privette. Motion Carried.

4. **Public comment:** Chair Ducey opened the floor to public comments, however, none were offered.

5. Approval of Minutes:

Regular (February) meeting on 02/25/25. After calling for corrections to the minutes of the regular meeting on 02/25/25 and hearing none, Vice Chair Washington moved to approve the minutes as submitted; seconded by Director Cook. Motion Carried.

6. **Guest discourse:** No guests of the board present.

7. Report of any correspondence from the authorizer unique to the school since the previous regular board meeting:

Chair Ducey stated he had not received any unique correspondence from the authorizer since the previous regular meeting.

Dr. Carpenter informed the board that he was notified by CIE on 2/28 of two purchases made in 2023 with ESSR III funds that were not made in compliance with federal funds procurement policies. He explained that the school did not acquire the mandated sole source letters at the time of the purchase, even though they were sole source purchases. He said he does not know whether the SDE will seek to recoup the funds, but that he didn't think this would occur because they were legitimate uses of the funds and they were from actual sole source vendors. Dr. Carpenter also stated that he included this information in his two most recent bi-monthly board reports.

8. Officer Reports:

- a. *Board Chair.* No report.
- b. *Board Secretary.* No report.
- c. *Board Treasurer.* No report.

9. Financial report presented:

Ms. Kim Lane presented an overview of the school's financial performance and position as of 02/28/25 (included in board packets), with the opportunity for board members to ask questions. Dr. Carpenter estimated that the actual YTD net performance of the school was at least \$100,000 greater than reflected in the financial report because he believes the school's accounting vendor is still behind on filing for reimbursement of some funds.

10. Executive Director's report:

Dr. Carpenter reviewed his 02/25/25 bi-monthly board report (#50).

11. Board committee reports (standing committees):

- a. *Financial Oversight Committee.* No report.
- b. *Risk Management Oversight Committee.* No report.
- c. *Governance Committee.* Chair Ducey commented on the draft bylaws provided to the board.

12. Board committee reports (ad hoc committees):

- a. Executive Director Search Committee. Search Committee Privette stated that the committee voted on a recommendation which it is prepared to discuss in closed session.
- b. Charter and Bylaws Revision Committee. No additional comments provided beyond those which Chair Ducey stated his Governance Committee update

13. Unfinished Business: No unfinished business.

14. New Business:

- a. Permanent right-of-way sewer easement recommendation from general counsel; for possible action. This item was moved during approval of the agenda and taken up by the board at that time as noted in these minutes.
- b. Bylaws revisions; for possible action. Chair Ducey moved to adopt proposed bylaw revisions provided in the board packet with the clarification that we add the words “South Carolina” immediately preceding the words “state and federal law” in section 4, line 4 of the draft bylaws presented to the board, pending authorizer approval. Seconded by Director Cotton. Motion carried.
- c. Motion to install 3M resistance tint; for possible action recommended by Director Hodges. Director Hodges moved that Dr. Carpenter investigate a way to reduce the sun exposure to the inner door of the lower campus (not necessarily 3M resistance tint). Seconded by Kozacki. Motion carried.

15. Closed session.

Chair Ducey moved to enter closed session to discuss employment matters as permitted by SC Title 30 §30-4-70(a)(1) and security as permitted by SC Title 30 §30-4-70(a)(3). Seconded by Vice Chair Washington. Motion carried at 6:53pm.

Director Kozacking moved to return to open session at 8:28 pm. Seconded by Director Cook. Motion carried.

16. Possible action on agenda item 15.a as a result of closed session:

Director Kozacki moved to “authorize General Counsel to go ahead to offer the position of Chief Executive Officer to Ms. Toni Brandt and to enter into contract negotiations thereon.” Seconded by Director Hodges. Motion carried.

17. Good of the School. None.

18. Adjournment. Having concluded the agenda at 8:33 pm, Treasurer Privette moved to adjourn. Seconded by Director Cook. Motion carried.

Approved by the board 4/29/25 Board Secretary Dr. Madell Sprauve

Signed by:

Dr. Madell Sprauve

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Next Regular Meeting: **Tuesday, April 29, 2025**