

**MINUTES OF MEETING
W-A-Y ACADEMY
REGULAR MEETING OF THE BOARD OF DIRECTORS
MONDAY, SEPTEMBER 10, 2012 at 5:00 p.m.**

Call to Order

The President called the meeting to order at 5:13 p.m. at WAY Academy, 8701 West Vernor Road, Detroit, Michigan.

Roll Call

The Secretary called the roll. Present were President Bauer, Vice President Croxton, Treasurer Irwin, Member LeRoy and Secretary Wong. All Members were present. Also attending were: Mr. Robert Lusk, Lusk & Albertson; Mr. Glenn Bachman, Lake Superior State University Field Consultant; Mr. Glen Taylor, Co-Founder, WAY Program, Ms. Beth Baker, Co-Founder, WAY Program; Ms. Bethany Rayl, Regional Executive, WAY Program and Mr. Shannon Smith, WAY Program, Director of Charter Schools.

Public Comment on Agenda Items

There were no comments offered for public comment.

Approval of Minutes of August 6, 2012 Meeting

Proposed minutes of the August 6, 2012 regular meeting were distributed.

The following motion was made by LeRoy, seconded by Croxton and was passed unanimously.

RESOLVED: The Board approves the minutes of the August 6, 2012 regular meeting, as presented.

Report and Comments from WAY Program Representatives

Baker introduced WAY staff members Zahra Seyam, Lea Arend, Rebecca Jackson, Ming Lei, and Matt Perlick. Each shared their commitment to and enthusiasm for the program. They shared profound accounts of connecting with student's lives via the home visits. With almost palpable energy each described the amazement and disbelief of family members regarding the technology installation as well as the accompanying genuine gratitude.

Smith shared his experiences with researcher induction. This includes a 2 hour overview of the software and hardware. Smith said it is a very moving experience to see student's engaged in their learning for the first time in their lives.

Smith recorded a spot for "Education Minute" with Greg Bowman, WWJ 950, to air in the very near future.

Smith said most of our students are from Detroit. He noted that SW Detroit High school students are disenfranchised. The average age is 17. There is a high incidence of young moms and pregnant teenaged females.

Smith shared the intricacies of offering a food program. No food may be served until the State issues a license to do so. The Health Department suggested adding a sink for hand washing and a supply of drinking water. The goal is to have a program up and running by mid-October. He will keep the Board apprised of his progress,

Enrollment is 165 with a projection of 300 by December.

Rayl reported receipt of the Phase One Planning grant disbursement in the amount of \$31,999. The monies have been totally expended.

Baker introduced the Detroit Development Fund. More details will follow.

The Walton Foundation grant request for \$230,000 is being considered. The Foundation requested two pieces of additional information.

Baker shared information regarding a Detroit start-up middle school collaborative opportunity with Michigan Futures School Group. Funding is \$800,000 over 5 years. An answer regarding our interest in partnering is required by February.

WAY Program is looking for board members.

WAY Academy Board Members are welcome to participate in inductions and home visits. Arrangements may be made with Shannon Smith.

Review of Insurance Proposals and Potential Action

The charter requires the Academy to carry certain levels of insurance covering various risks. A copy of the pertinent provision of the charter was attached. Mr. Joe Fabiano, representing General Insurance Company, has submitted a proposal, a copy of which is attached. Mr. Steve Privasky, representing AJ Gallagher, apologizing that a high volume of claims from Ohio schools prevented him from responding to our request for a proposal and suggested that he may be able to provide a quote for the next school year.

The following motion was made by Irwin, seconded by Wong and passed unanimously.

RESOLVED: The Board accepts the revised insurance proposal submitted by General Insurance Company and authorizes its President to take those actions reasonable and necessary to put into place the insurance policies required by the Academy's charter.

Discussion of Payment Procedures for Planning Grant

MDE has authorized the Academy to draw on the Planning Grant. The Board will discuss establishing policies and/or procedures pursuant to which available funds will be drawn and dispersed.

The President will work with appropriate staff to develop an expedient and compliant process for payment of invoices.

Discussion of Retention of Accounting Firm and Potential Action

The Academy is seeking to retain an accounting firm to maintain its accounts in compliance with various legal and other requirements. The Board will discuss which firms may provide this service for the Academy and may take action to select a firm. The Board entertained a presentation from Ms. Ramona Pearson, the Principal of The Pearson Group and staff member Alyce.

Irwin stated that we are seeking a firm that will facilitate transparency, optimize value at reasonable cost and have a passion for serving students. Bachman encouraged adherence to policies and Lusk stated that no Request For Proposal process was required.

The next step will be receipt of a proposal from The Pearson Group as well as others.

Croxton and Irwin will lead this process.

Discussion of Media Strategy and Establishment of Working Group

The Academy is considering developing a media strategy and establishing an ad hoc working group to develop and propose such a strategy for adoption by the Board. The Board will discuss the components of a media strategy and appoint an ad hoc working group to develop and propose a media strategy for consideration and adoption by the Board.

The following motion was made by Croxton, seconded by Irwin and passed unanimously.

RESOLVED: The Board appoints the following individuals or organizations to develop and propose a media strategy for the Board's consideration and adoption: Bauer, Wong, Tom Watkins.

Discussion of Board Policy Development

Pursuant to the Board's resolution dated August 6, 2012, the Board's President entered into a contract with the National Charter School Institute (NCSI) to assist the Board in developing policies and administrative procedures. NCSI has agreed that Mr. Glenn Bachman will serve as its liaison to the Board for that purpose.

Taylor, LeRoy and Wong will meet with Bachman on September 25, 2012 from 5-9 p.m. at WAY Program offices, 369 Main Street, Belleville, 48111 to develop policies and procedures.

Discussion of Encouraging Community Voices in Policy Direction

The Board agreed that it will discuss the means by which the Board and the Academy will encourage community, parent and researcher (student) input into Academy affairs.

Discussion of MASB Board Training

Pursuant to the Board's resolution dated August 6, 2012, the Board's President entered into a contract with the Michigan Association of School Boards (MASB) for Board training, which will be provided by Mr. Errol Goldman on Monday, October 8, 2012 from 5:30 to 8:30 p.m.

The Board looks forward to the session on Monday, October 8, 2012 at WAY Academy, 8701 W. Vernor, Detroit.

Researcher Report

No Researcher report was given.

Board Development Discussion and Potential Action

The Board deferred it's discussion regarding Board development, in general, including adding a parent(s) as members and the advisability of an ad hoc membership committee to explore developing Board member recruitment plans for consideration and adoption by the Board.

Report and Comments from Authorizer

Bachman offered these comments on behalf of our Authorizer, LSSU:

- A. Suggested that the Board consider inviting our insurance agent and attorney to explain error and omission coverage and governmental immunity among other things perhaps during December.
- B. Commendation were offered to the Board for their unprecedented and thorough quest to understand insurance coverage.

Public Comment, on Non-Agenda Items

No public comments were offered.

Comments from and Discussion by Board Members

Irwin proudly shared that Croxton had been awarded a prestigious Shadow of a Leader recognition by HFHS CEO Nancy Schlichting earlier in the day.

Bauer noted that LeRoy had been commended by Allan Gilmour, President of Wayne State University, in his Annual Address for exemplary leadership as well as the receipt of a \$2.7 million grant.

Next Meeting

The Board of Directors will meet next on Monday, October 1, 2012 at the WAY Academy at 5:00 p.m.

Adjournment

Wong made a motion to adjourn. The meeting was adjourned at 7:20 p.m.

Minutes of all Board of Directors meetings are available after approval by the Board at the offices of the Board's attorneys, Lusk & Albertson, PLC, 40950 Woodward Avenue, Ste. 350, Bloomfield Hills, Michigan 48304 ((248) 258-2850). Approved minutes will also be posted on the WAY Academy's web site, www.wayprogram.net.

Public notice of this meeting was posted as required by the Open Meetings Act.