

Oceanside Collegiate Academy
Board of Directors Meeting
Seacoast Church Mt Pleasant Campus- Backlot
March 22, 2016

- The Board of Directors meeting was called to order at 6:40pm on March 22, 2016 at the Seacoast Church Mt Pleasant Campus, backlot room. All Board members were in attendance. Public notice of the meeting was made February 1, 2015 and confirmed by Traci.
- The minutes from the previous meeting were approved.
- Marvin Arnsdorff read the Board mission statement
- The Agenda was adopted by motion and acceptance.
- Enrollment – The current enrollment as of March 22, 2016 is 326 9th, 157 10th, 103 11th, 24 12th graders. Total is 610 with 254 total letter of acceptances received. Mike D'Angelo advised the board of possible expansion of rising 9th grade students for 2017-2018 school year. Traci advised the process is to go before the SC Public School Charter District board next year for approval. 150 incoming freshmen for 2017-2018 school year.
- Deadline for Letter of Acceptances- Tracie Bryant-Riches discussed the order of process for parents receiving the Letter of Acceptance and the deadline for parents. Julia Sampson will contact all parents with deadline via email and phone call. This is all per the OCA charter.
- Facilities Update- Mike D'Angelo advised that OCA needs 19 classrooms for 9th-12th for 2016-2017 school year. Board offered multiple locations as Plan B for OCA. Mike D'Angelo recommended tour of new facility space for parents and students. Mary Anna recommended possible public relations in place for Plan B. Nora Howard recommends temporary classroom on OCA land, Traci advised that there would not be enough time to do so. Nora Howard advised of possible rental spaces. Danielle Traverse advised that the old Wando had trailers. Traci advised this would be an option if they are functional and had not been moved, then the Office of School Facilities would need be involved for approval. Traci also recommends to Board that OCA explore schools and churches since this is the easiest transfer b/c they are considered public space, and does not require many ordinance issues. Mike D'Angelo still in negotiations with location for Plan B.
- Personnel Update- Charlie Stubbs advises board that there are 2 positions left to hire for- Head Boys Soccer and Head Baseball coaches. Stubbs also discussed order of process of hiring coaches, to include, obstacles. Next Parent Forum meeting is athletic based and will be held at 6:30pm and St Peter's Church or Porchers Bluff Rd. Julia Sampson and Charlie Stubbs collaborating on presentation for parent forum. Stubbs also advised Board of 3 sports medicine candidates and trainers. Stubbs has also had meeting regarding OCA uniforms for the Fall sports, and advised that Jermel President would assist with Spring sports. President also advised of plan to include all students interested in playing sports. For instance, use of intermural JV and Varsity. Jermel President also advises Board of transportation plan for students to and from practice facilities. Charlie Stubbs also advised Board of his plan to hire assistant coaches and his administrative assistant. Also advised Board of Athletic Booster in Fall 2016. Gene D'Agostine recommends promoting Apr 4th Parent Forum. Charlie Stubbs also spoke about the process of OCA applying for 7AAA. OCA was declined admission into 7AAA league, however, OCA applied to play for 3AAA (must play 1 level up), in High School League. There is meeting on April 20th in which OCA will be accepted. Once this takes place, Stubbs will begin to create schedules for teams. Stubbs also advised Board that there are only 4 sports that OCA offers that will be eligible for state championship- Lacrosse, Swimming, Girls Golf, and Competitive Cheer. In 2018, OCA will be assigned a conference per Stubbs. Brenda Corley had no update on teachers at this time.

- Ex Officio- Jermel President advised the Board that he would move into Ex Officio seat. Gene D'Agostine made motion for Jermel President to move into Ex Officio seat and that Kira Perue to take President's place on Board and will have voting power in Board. Pamela Baker 2nd motion.
- Conflict of Interest Policy- Gene D'Agostine asked for 2A to be amended. Board decided to table discussion until next Board meeting.
- SC Pubic Charter School District- Traci Bryant-Riches advised that OCA is still waiting on letter from SC Public Charter School District for update requested in OCA Charter.
- School Calendar- Traci advised that school calendar will be due in June, Master Schedule will be due in July to SC Public Charter School District. Board will have to approve both. Also, The school handbook will be on hand for the Board to review when this is ready in the summer 2016. Nora Howard asked for update on screening for teachers, adjunct faculty, and college professors. No update at this time.
- A motion to adjourn the meeting was made and seconded. Meeting adjourned at 7:45 pm.

CONFLICTS OF INTEREST POLICY

Article I

Purpose

The purpose of this conflicts of interest policy is to protect the interest of OCA (hereinafter the "Corporation") when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace Sections 33-31-831 or 33-31-832 of the South Carolina Code or other applicable state laws governing conflicts of interest applicable non-profit and charitable corporations.

Article II

Definitions

1. Interested Person

Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, as defined below, is 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 in any entity with which the Corporation has a transaction or arrangement;
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Directors and members of committees with Board-delegated powers 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. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An Interested Person may make a presentation at the Board or committee meeting, but after

such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

- b. The chairperson of the Board or 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 shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Prohibited Transactions

Notwithstanding, anything in this policy to the contrary, an Interested Person shall not, during his or her period of service as a director, officer or member of a committee with Board-delegated powers and for a period of 12 months thereafter, invest, or receive an ownership interest, through stock, options, phantom stock or otherwise, in any entity or venture in which the Corporation maintains an ownership interest excepting the Corporation's investments in publicly traded securities including mutual funds. Provided, however, the Board of Directors, upon a vote of two-thirds of its members not counting the affected director, may waive the applicability of the above-described prohibition with respect to the 12-month period following a director's period of service as a director, officer, or member of a committee with Board-delegated powers.

5. Violations of the Conflicts of Interest Policy

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

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

1. 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 the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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 therewith.

Article V
Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation

Article VI
Annual Statements

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

- a. has received a copy of the Conflicts of Interest Policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether transactions with parties are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

ARTICLE VIII
Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

