

ACADEMIC MAGNET FOUNDATION

Minutes of the Public Meeting & Presentation by the Nominating Committee
to Establish the First Board of Directors by Public Vote
Academic Magnet High School, North Charleston, SC
February 25, 2013

PRESENT: Doug Berger
 Mary Catherine Dubois
 Stephen Howe
 Lee Jamison
 Susan Leadem
 Elizabeth Parler
 Darlene Rawls
 James Rawls
 Sylvia Rivers
 Ken Ryan
 Hallie Seibels
 Lisa Short
 Jennie Smith
 Cliff Woods

Elizabeth Parler opened the meeting at 5:45 p.m. and welcomed all to the public meeting of the Academic Magnet Foundation (AMF or Foundation). She stated that the principal purpose of the evening's meeting was to hold an election for the Foundation's first Board of Directors. Ms. Parler introduced herself and fellow AMF Nominating Committee Members, Susan Leadem and Hallie Seibels. Ms. Parler also introduced Cliff Woods and he then noted two other key goals: (a) for the new Board to elect officers and (b) for the new Board to consider an initial set of Committees -- and for participants and Board Members to undertake leadership roles. Mr. Woods also highlighted the fact that many, many people had participated in AMF Planning Group meetings, starting as far back as the fall of 2011. He expressed particular thanks for the efforts of Diane Lauritsen and Mel Goodwin, as well as Sue Groff and many others.

Nomination of Candidates

On the first order of business, Ms. Parler noted that the AMF's first Nominations Committee was made up of three members, one each appointed by the Partners in Education (PIE), the School Improvement Committee (SIC), and the Principal of the Academic Magnet High School. Candidates were solicited for more than two months (starting November 16, 2012), with a final deadline of January 31, 2013. Ms. Parler then

explained that all in attendance would have an opportunity to vote and distributed to the group a slate of ten candidates, as follows:

Doug Berger
Stephen Howe
Susan Leadem
James Rawls
Ken Ryan
Lisa Short
Scott Shubert
Hallie Seibels
Jennie Smith
Cliff Woods

Ms. Parler invited discussion of the candidates presented. Thereafter, she then called for a vote for election of the Foundation's inaugural Board of Directors, which was then carried out with all attendees voting unanimously to elect all Candidates.

Committees and Officers

After thanking the new Members of the Board of Directors for their willingness to serve, Ms Parler asked Mr. Woods to introduce the discussion of the Foundation's need for leaders of Committees and for Officers. Mr. Woods introduced a draft list of Committees and invited discussion. The new Board expressed general approval of the initial list of Committees, after which Mr. Woods solicited volunteers for members and leaders.

After some discussion, the Board first turned its consideration to the need for Officers of the Foundation. It was agreed that description of the position of Foundation Secretary be amended to include the responsibility to "Report to PIE and to SIC about Foundation activities" with the goal of assuring coordination amongst the three AMHS support groups.

As to the positions themselves, Jennie Smith offered that she would be a candidate for the position of Secretary. Susan Leadem and Scott Shubert offered to be co-candidates: to serve as Co-Finance Chairs/Treasurers for the Foundation. Steve Howe offered to serve in the role of Vice Chair, and Mr. Woods agreed to be a candidate for Foundation Chair.

The Board then voted unanimously to elect the above noted candidates to each of their respective positions as Officers of the Foundation.

Mr. Woods then asked for volunteers for Committee leadership positions, which came quickly and were each approved, as follows:

- *Communications & Marketing Committee*
Jimmy Rawls and Lee Jamison volunteered to serve as Co-Chairs of the Communications Committee, with Mr. Jamison also offering his skills as a photographer.

- *Development Committee*

Lisa Short and Hallie Seibels volunteered to Co-Chair the Development Committee (with the acknowledgement that Ms. Seibels had a previous commitment as Co-Chair of the PIE Auction, which occurs on March 23, 2013).

- *Grants Committee*

Ken Ryan volunteered to lead the Grants Committee.

- *School Needs Committee*

Doug Berger volunteered to lead the School Needs Committee.

Mr. Woods thanked all for their willingness to serve in leadership capacities to help establish the new Foundation. He suggested that a common responsibility for all in attendance would be to solicit additional participants and future leaders to help shoulder the burdens and to broaden the Foundation's representation.

Board Member Responsibilities:

As one of the final agenda items, Mr. Woods noted the Board Member Responsibilities form. That led to a discussion about the range of expectations of Members of the Board of Directors, and the Board agreed that the form should stand as written. Each newly elected Member of the Board duly signed the form and all originals were provided for the Corporate records to be held by Ms. Smith.

In a separate but related discussion, Board Members generally recognized that, since the Foundation's reports on financial activities are to be carried out in public meetings, there should be some assurance that financial contributions by individual Board Members are a private matter to be kept confidential as the contributor sees fit. The Board agreed in principle that (after the 501(c)3 filing, and as the Foundation is able to open bank accounts) the Treasurer would receive individual contributions from Board Members but would report on them only in aggregate terms.

Conclusion & Next Steps

After some discussion, it was agreed that the next meeting would be held on Monday, March 11, 2013, in the first floor conference room, beginning at 5:30pm.

Mr. Woods offered that he would have the Foundation's Bylaws available by "dropbox" as well as other materials that had been created on behalf of the Foundation to date. He also offered that he would present information about the 501(c)3 filing on or before that meeting date, and encouraged all Board members to propose first orders of business for each of their respective committees and officer roles.

There being no further business, the meeting adjourned at approximately 6:50 p.m.