

# Ohio Digital Learning School

## *Meeting Minutes*

March 21, 2019

1690 Woodlands Rd., Suite 200

Maumee, Ohio 43537

### I. Call to Order

The meeting was called to order at 10:04 AM.

### II. Roll Call

#### **Board Members Present:**

Jennifer Wise, President  
Gregory Fockler, Treasurer  
Chris Canova, Secretary  
Kathy Warner, Director

#### **Board Members Absent:**

John Ziegelhofer, Director

#### **Other Attendees:**

Randall Greenway, *Vice President School Development, K12*  
Elizabeth Roth, *Vice President School Services, K12*  
Judy Shopp, *Associate General Counsel, K12*  
Kelly ~~Ward~~, (via phone), K12 *Finance*  
Connie Waldron, (via phone), *HR K12*  
Amy Goodson, Esq., *Board Legal Counsel*  
Jacklyn Smith, *OCCS*  
Lenny Schafer, *OCCS*  
Dawn Cummings (via phone), *Proposed Fiscal Officer*  
Rick Spaulding, (via phone) *Insperty*  
Brandon Cole, *AJ Gallagher*

### III. Public Comment

### IV. Action and Discussion Items

#### **A. Approval of Minutes of Prior Meeting**

The Board reviewed the prior meeting minutes; no modifications were requested.

**19-01 RESOLVED**, that the Board of Directors approves the minutes of the meeting of December 18, 2018 as presented.

Motion: Mr. Canova Second: Mr. Warner

Ayes: 4 Nays: 0

#### **B. Appointment of Fiscal Officer and Banking Resolution**

The Board discussed the appointment of the fiscal officer and authorization for banking.

**19-02 WHEREAS**, pursuant to ORC 3314.011(A), every community school is required to have a designated fiscal officer employed or engaged by the governing authority;

**WHEREAS**, ORC 3314.011(D)(1) allows the governing authority to waive the

requirement that the governing authority be the party responsible for employing or contracting with the fiscal officer for a one-year period;

**THEREFORE BE IT RESOLVED**, the governing authority waives the requirement to contract or employ the fiscal officer and designates Dawn Cummings of K12 as fiscal officer, subject to sponsor approval.

Motion: Mr. Fockler Second: Mr. Canova

Ayes: 4 Nays: 0

**19-03 WHEREAS**, the Board of Directors previously authorized the establishment of bank accounts in the name, and behalf of, the school with a reputable institution;

**THEREFORE BE IT RESOLVED**, in connection with said bank accounts, Dawn Cummings is authorized to execute any necessary bank documentation on behalf of the Board of Directors

Motion: Mr. Fockler Second: Ms. Warner

Ayes: 4 Nays: 0

### C. Finance

- **Fiscal Officer Report**
  - i. **Overview of K12 Financial Shared Services**
  - ii. **K12 Guarantee to Comply with Bonding Requirements**
  - iii. **Introduction and Approval of Finance Policies and Procedures**

The board discussed the bank accounts and the three authorized signers.

**19-04 RESOLVED**, that the Board of Directors approves the fiscal officer report as presented.

**FURTHER RESOLVED**, that the Board of Directors approves and adopts the Finance Policies and Procedures as presented pending legal counsel review.

Motion: Ms. Wise Second: Ms. Warner

Ayes: 4 Nays: 0

- **Payment of Legal Fees**

The board tabled this discussion until the next meeting.

- **Acceptance of Grant**

Ms. Wise confirmed that \$10,000 from K12 was deposited in the bank account.

**19-05 RESOLVED**, that the Board of Directors accepts with gratitude the donation of \$10,000 from K12 for costs associated with the start-up of ODLS.

Motion: Mr. Canova Second: Ms. Warner

Ayes: 4 Nays: 0

### D. Introduction of Darren Reed, K12 SVP of School Services, Northern Region

Ms. Roth presented in Mr. Reed's absence and discussion K12's regional support.

### E. Launch Overview

Mr. Greenway reviewed the behind-the-scenes activities.

## **F. 2019-2020 School Calendar**

The Board reviewed the 2019-2020 school calendar.

**19-06 RESOLVED**, that the Board of Directors approves and adopts the 2019-2020 school calendar as presented.

Motion: Mr. Canova Second: Mr. Fockler

Ayes: 4 Nays: 0

## **G. Policies**

- **Admissions and Residency**

The board discussed the Admissions and Residency Policy. The policy may need to be updated next year to adjust the enrollment cap.

**19-07 RESOLVED**, that the Board of Directors approves and adopts the Admission and Residency Policy as presented.

Motion: Ms. Wise Second: Mr. Canova

Ayes: 4 Nays: 0

## **H. Facility Update**

Mr. Greenway discussed the status of the facility.

## **I. K12 Management Agreement**

The board discussed the management agreement. The board requested a final overview at the next meeting.

**19-08 RESOLVED**, that the Board of Directors engages K12 to manage the operations of the School under the terms of the Educational Products and Services Agreement and authorizes legal counsel to negotiate the terms of said agreement and further authorizes board president to sign said agreement once in a form as advised by legal counsel.

Motion: Mr. Canova Second: Ms. Werner

Ayes: 4 Nays: 0

## **J. Insperity Human Resources**

Ms. Waldron and Mr. Spaulding presented an overview. Insperity provides payroll, benefit plans, workers' compensation, tax management employee policies including handbooks and job descriptions, and termination assistance. The provided proposal was based on sixteen employees.

The board inquired as to whether other vendors were sought. K12 indicated in this case, they only reached out to Insperity as they have found from past requests that Insperity has been the best choice.

K12 indicated they have no affiliation with Insperity.

The board table the discussion until the next meeting.

## **K. Discussions on Directors and Officers Insurance**

Mr. Cole presented information on the directors and officers insurance. K12 has no relationship with AJ Gallagher.



**19-09 RESOLVED**, that the Board of Directors approves the proposal for directors and officers insurance as presented.

Motion: Mr. Canova Second: Mr. Fockler  
Ayes: 4 Nays: 0

**L. Therapy Services Contract**

The board discussed the therapy services contract.

**19-10 RESOLVED**, that the Board of Directors approves the Therapy Services Contract with K12 Virtual Schools, LLC., pending review of board legal counsel.

Motion: Ms. Wise Second: Mr. Canova  
Ayes: 4 Nays: 0

**M. Vendor Forms**

The board discussed the completion of required documentation to obtain an IRN and school funding.

**19-11 RESOLVED**, that the Board of Directors directs and authorizes K12, fiscal officer, and legal counsel to complete and submit Vendor Forms, EFT forms and all other documentation necessary for obtaining an IRN and obtaining school funding and to establish accounts for the School necessary for school data reporting including: OEDS-R, SAFE Account, FLICS, SOES and EMAD.

Motion: Mr. Fockler Second: Mr. Canova  
Ayes: 4 Nays: 0

**N. Next Steps with OCCS**

Mr. Schafer discussed OCCS's role and introduced Ms. Smith and explained her role.

**VIII. Confirmation of Next Meeting:** April 17, 2019 at 10:00 AM  
1690 Woodlands Dr., Suite 200  
Maumee, Ohio 43537

**IX. Adjournment:** 11:53 AM

Motion: Ms. Warner Second: Mr. Canova

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Approved by the Board of Directors of Ohio Digital Learning School on 4/17/19.

  
Board President/Secretary