



# THE CLASSICAL ACADEMY

## SPECIAL BOARD OF DIRECTORS MEETING

(OPEN TO THE PUBLIC)

FRIDAY, JANUARY 20, 2017, 6:00-7:25 P.M.

NORTH CAMPUS – TCA ROOM 2213/2214 (SECONDARY)

The Classical Academy exists to assist parents in their mission to develop exemplary citizens, equipped with analytical thinking skills, virtuous character, and a passion for learning, all built upon a solid foundation of knowledge.

### MINUTES

	Presentation/Question Time/Start Time
I. <b>Call to Order</b>	1 min (6:00) (6:00)
• The Chair (Mr. LaValley) called the meeting to order at 6:00 p.m.	
II. <b>Pledge of Allegiance/Mission/Roll Call</b>	4 min (6:01) (6:01)
• Roll call: (Mr. Carter; Here //Mr. Dubois; Here//Dr. Jennings; Here // Mr. LaValley; Here // Mr. Moulton; Here //Mr. Rudder; Here // Mrs. Van Vleet; Here) A quorum was present.	
III. <b>Approval of Agenda</b>	5 min (6:05) (6:02)
• <b>Motion: Dr. Jennings moved to approve the agenda and was 2<sup>nd</sup>:</b>	
• Discussion: None	
• <b><u>Vote: By a roll call vote of 7-0 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)</u></b>	
IV. <b>Director Compliance with Board Agreement</b>	60 min (6:10) (6:02)
<b>Action: (LaValley)</b>	
<b>Motion: Discussion/Vote</b>	
<b>Rationale: to discuss director compliance with the Board Agreement and potential disciplinary consequences and possible Board action regarding a Director who may be in non-compliance.</b>	
• Discussion: The Board discussed several violations of the Board Agreement by Mr. Dubois:	
○ Mr. Dubois stated that his intent was to provide an accountable and transparent process for matters affecting the Board with respect to the TCA community. He stated he felt his efforts were in line with other Board member's actions in the past. He stated he wanted to correct/amend decisions by the Board that he thought would be in violation of our Bylaws/Policies/Core Values/Sunshine Laws/Processes	
○ Members of the Board asserted that Mr. Dubois methods (e-mail and verbal) were threatening in nature to other Board members and felt that the tone and manner in which Mr. Dubois made his points were not done with respect nor valued the dignity of other Board members; which were in direct violation of specific items of the Board Code of Conduct found in the Board Agreement. Members of the Board also believed the content of his proposed message to the community was misleading.	
• The Board voted on the following specific violations of the Board Code of Conduct found in the Board Agreement :	
• <b>1) Motion: Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of items 1, 4, 6, 12, 13, 14, 16 of the Board Code of Conduct set forth in the Board Agreement.</b>	
• Discussion: It was determined that it would be better to vote on each item individually rather than all together.	
• Mr. Moulton removed his motion and 2 <sup>nd</sup> in favor of voting on each violation individually.	
• <b>2) Motion: Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 1 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members shall serve the students, staff and parents of the School in accordance with its mission, charter application, Core Values, Bylaws, charter contract, policies and any other governing documents approved by the board of TCA.</b>	
• <b><u>Vote: By a roll call vote of 5-2 the Board approved the motion. (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)</u></b>	

- **3) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that member Dubois is in violation of item 4 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members shall respect the opinions of others.
- **Vote:** By a roll call vote of 5-2 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Nay // Mrs. Van Vleet; Yea)
- **4) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 6 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members shall be aware of the implications of their role and how it affects relationships with other school community members. As such Board members shall conduct themselves in a manner that does not imply or give the perception of an advantage over other members of the school community due to board member status.
- **Vote:** By a roll call vote of 3-4 the Board did not approve the motion. (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Nay // Mr. Moulton; Yea // Mr. Rudder; Nay // Mrs. Van Vleet; Yea)
- **5) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 12 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members will make no disparaging remarks, in or out of Board meetings, about other members of the Board, TCA faculty and staff, or members of the school community.
- **Vote:** By a roll call vote of 5-2 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Nay // Mrs. Van Vleet; Yea)
- **6) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 13 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members will express their honest and most thoughtful opinions frankly and respectfully, in Board meetings, in an effort to have all decisions made for the best interest of the students and the school.  
Discussion: The Board asked the Governance Committee to review the meaning of “in Board meetings” and does that apply to conversations and e-mails outside of Board meetings. Mr. Moulton removed his motion and 2<sup>nd</sup> based upon an unclear understanding by the Board of the term “in Board meetings” and its applicability to events that occur outside of Board meetings.
- **7) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 14 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members shall not communicate in a way that compromises the value and dignity of another person.
- **Vote:** By a roll call vote of 6-1 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)
- **8) Motion:** Mr. Moulton moved and was 2<sup>nd</sup> that the Board find member Dubois is in violation of item 16 of the Board Code of Conduct set forth in the Board Agreement which states the following: Board members will abide by and support majority decisions of the Board, past and present. If a Board member feels a past decision needs to be revisited, it should be addressed in accordance with the Board Decision Making Policy.
- **Vote:** By a roll call vote of 5-2 the Board approved the motion. (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)

Discussion: The Board discussed possible disciplinary actions that could be used in this instance including removal from the Board, other penalties to be determined, and censure.

Break (7:32-7:37)

- **9) Motion:** Mr. Moulton moved that the Board remove member Dubois from the TCA Board based upon his violations of the Board Code of Conduct in the Board Agreement and was 2<sup>nd</sup>.
- **Vote:** By a roll call vote of 4-3 the Board did not approve the motion (5 members of the Board needed to approve this motion for it to pass), (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Nay)
- **10) Motion:** Dr. Jennings moved that the Board censure member Dubois for violating the obligations of the Board Code of Conduct set forth in the Board Agreement and was 2<sup>nd</sup>.
- **Vote:** By a roll call vote of 5-2 the Board approve the motion (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)

V. **Appointment of Board Member**  
**Action:** (Moulton)  
**Motion:** Discussion/Vote

15 min (7:10) (8:11)

**Rationale: to discuss details of the process of narrowing the candidate pool for candidates who have indicated a willingness to be appointed to the position on the TCA Board of Directors that will be open in August 2017.**

- **Motion: Mr. LaValley moved that the BMAC, in a read ahead, will list the names of the interested parties and the committee's top two recommendations to the Board along with the selection criteria and was 2<sup>nd</sup>.**
- Discussion:
  - There are 5 individuals that have been identified as possible interested parties to be appointed to the Board
    - Currently, without interviewing these individuals further, it has been recommended that we do not reveal their names until they have been interviewed and have consented to becoming an interested party in the appointment process
  - The BMAC will interview each of the individuals before the February Board meeting to determine whether any of them agree to becoming an interested party and will report back to the Board the names of all interested parties along with the committee's top two recommendations to be interviewed by the full Board
    - It was determined that the BMAC was within its scope/charge to whittle down the possible candidates and recommend its top two interested parties to the Board
  - The Board asked the committee to include the criteria the BMAC used to make its top two choices
- **Vote: By a roll call vote of 7-0 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)**

VI. **Adjournment** (Approx. 7:25 p.m.)

(7:25) (8:40)

- **Motion: Mr. Rudder moved to adjourn the meeting was 2<sup>nd</sup>:**
- Discussion: None
- **Vote: By a roll call vote of 7-0 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea // Mrs. Van Vleet; Yea)**



Chris Carter  
TCA Board Secretary