

PLP BOD CLOSED SESSION Meeting Minutes- Date: October 27, 2010

PLP BOD Present: Twan Ellison, Michelle Adams, Bill Neal, John Moloney, Anne McIntosh, Evelyn Gerdes, Julie Flaherty, Chris Perri

Absent: None

PLP Administration: Kate Alice Dunaway

Guests: Bill Pope and Martha Peed, attorneys

Location: Upper School

NOTE: "Bill N and Bill P" are used in the notes to differentiate Bill Neal and Bill Pope both of whom participated in the meeting.

Twan opened closed session at approximately 7:58 stating most items were to be in response to John's inquiries with the goal to address each one concern. She asked for the Board's patience in moving through these concerns.

- I. Twan began with general description of the Board showing lack of trust of PLP Head of School and Board Chair. She stated that this lack of trust leads to a dysfunctional board. From the end of October board meeting until this week, Twan and board members received emails from John that were interpreted to be aggressive and rude. Twan said the Board is to decide how they wish to operate but if this behavior continues, she did not want to be a part. Twan reminded us that she did not ask for the position of Chair, nor does she have any children at PLP. She is committing as a volunteer serving in her community.
- II. John M's resignation in October or November. Twan asked John if he would address this concern. John cited that he is burned out; and wanting to devote his time to other activities like STEM. John said he would still like to think on the issue and would let the Board know of his decision.
- III. * **NCGS § 143-318.11 (a)(3)**
- IV. * **NCGS § 143-318.11 (a)(3)**
- V. Board email correspondence and board decisions: Michelle notes that the board email correspondence are long, incoherent, and not organized making following the issues and responding difficult. Julie shares that she does want to hear any and all board members' voice and opinion but only once; repeating a concern prevents the board from moving forward. Evelyn stated that when she came onto the board, she accepted all the decisions the board made in the past and not questioning the past but moving forward.
- VI. Twan asked about campus purchase, cash in hand, and meeting the covenants. At the November 1st meeting, KA, Twan, and the bank will share that info as they have. Evelyn states that the Board entrusted KA and Twan to do the negotiations. Twan states she will not sign the agreement without consent of the Board.

- VII. Chris P reminds the board that he was asked to give a presentation as to whether PLP could afford and he did. Board members discussed that the campus purchase is coming down to the finances and covenants; with ten percents cuts being communicated from several credible sources, and the Kaleidoscope Foundation not above \$158,000, how will we close the deal, especially the gap between the bank loan of \$18 million and Beacon's asking price of \$22.2 million?
- VIII. Who are the sellers of the campus? As in any real estate transaction, the buyers and sellers are identified. Board members want to know if anyone connected to the school is influencing or benefitting from the campus purchase/sale. Chris P stated that investors within a group are not identified.
- IX. * **NCGS § 143-318.11 (a)(3)**
- X. John questions the capital campaign contributions from Shelco (preconstruction) and Mechanical Contractors (preconstruction). Chris P said we asked for their contributions and they have donated their time. If the PLP Board wishes to vote, Chris will defer to the board's vote. He did add that PLP would have to hire another team to come in who may not donate their time as Beacon has done. Chris P did state that once PLP purchases the campus from Beacon, they are not under any obligation to use Beacon for the ACC project.
- XI. Conflict of Interest and Confidentiality Statements. Twan reports that all conflict of interest statements have been signed and submitted to Kari at the Houston House.
- XII. Shared Use of ACC with Town of Mooresville: Miles Atkins and Chris Carney, both commissioners with the Town Commissions report that the Shared use of ACC is back on the table for discussion. KA and Amy Sevic will follow up. The board is cautioned to not make any waves that would cause the Town of Commission to not want to work with PLP. No phone or letter campaigns are thought to be of benefit at this time.
- XIII. Richard Vinroot- Fair and Equal Lottery Funding litigation. Decision about whether to join the lawsuit to request a speeding up of payment from CMS, Mooresville Graded, and Iredell-Statesville and to get the payment to full payment. The Board had voted to hold off earlier due to the Town Commission's upcoming vote on shared use of ACC. Anne asked if PLP was still holding the Mooresville Graded School District check; KA confirmed we were still holding. Twan asked John if that completed his list of concerns; Twan then moves to new issue since last board meeting regarding former employee.
- XIV. * **NCGS § 143-318.11 (a)(3)**

XV. Twan requested that board members not put a deadline on emails. She gave her word that issues would be addressed- at a board meeting or another designated time.

XVI. Twan asks if she hears a motion to adjourn. John M makes motion to adjourn; Julie seconds.

Respectfully submitted,

Dr. Anne McIntosh
PLP Board of Directors – Secretary

* The items above remain sealed in accordance with **NCGS § 143– 318.11 (a)(3)**:

To consult with an attorney employed or retained by the public body in order to preserve the attorney–client privilege between the attorney and the public body, which privilege is hereby acknowledged. General policy matters may not be discussed in a closed session and nothing herein shall be construed to permit a public body to close a meeting that otherwise would be open merely because an attorney employed or retained by the public body is a participant. The public body may consider and give instructions to an attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure. If the public body has approved or considered a settlement, other than a malpractice settlement by or on behalf of a hospital, in closed session, the terms of that settlement shall be reported to the public body and entered into its minutes as soon as possible within a reasonable time after the settlement is concluded.