

TORCHLIGHT ACADEMY PUBLIC CHARTER SCHOOL
EMERGENCY BOARD MEETING

DATE: March 7, 2022

LOCATION: ZOOM MEETING

LINK: 424714765

PASSWORD: love1st

TIME: 5:00 PM

BOARD MEMBERS PRESENT: Dr. Pam Banks-Lee, Chair
Claude Lee. Vice Chair
Dr. Tyjuanna LaBennett
Diana Powell
James Montague
Wonza Montague
Dr. M. Iyailu Moses

ALSO PRESENT: Stephon J. Bowens, General Counsel

MINUTES

- CALL TO ORDER:
The meeting was called to order by the Chair at approximately 5:05 p.m.
- CALL FOR CONFLICTS ON INTEREST:
At the inception of the meeting the Chair asked whether after review of the agenda any Board members had any potential conflicts of interests that would preclude them from voting on actions coming before the Board. No members identified any conflicts of interest.
- APPROVAL OF JANUARY 2022 MINUTES:
The minutes for the January meeting were not voted upon for approval at this meeting and were deferred due to pressing concerns related to the Charter Agreement with the State Board of Education (“SBE”), as the school was recommended for revocation by the Charter School Advisory Board (“CSAB”) at the February 28, 2022, meeting and subsequent letter dated March 2, 2022.
- BASIS FOR EMERGENCY MEETING:
The CSAB recommended the revocation of the Charter Agreement to the SBE on February 28, 2022 and State Board of Education accepted the recommendation on March 3, 2022. The Board has to take necessary actions to protect the school.

- PUBLIC COMMENT:

During the meeting public comment was heard by the Board relating to the continued engagement of Torchlight Academy Schools, LLC (“TAS”), the Education Management Organization (“EMO”), operating the school and managing the daily affairs and finances. Conversations were had with respect to the status of the current 2020-2021 Audit Report.

- OPEN MEETING:

After hearing public comment and discussing the findings of the CSAB, the SBE, and the 2020-2021 Audit Report in open session, the Board moved into closed session. Motion was made by Wonza Montague and seconded by Dr. Tyjuanna LaBennett to move into closed session pursuant to N.C. Gen. Stat. § 143-318.11 for the following reasons:

(1) To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes;

(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;

(5) To establish, or to instruct the public body's staff or negotiating agents concerning the position to be taken by or on behalf of the public body in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract; and

(6) To consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee. General personnel policy issues may not be considered in a closed session. A public body may not consider the qualifications, competence, performance, character, fitness, appointment, or removal of a member of the public body or another body and may not consider or fill a vacancy among its own membership except in an open meeting. Final action making an appointment or discharge or removal by a public body having final authority for the appointment or discharge or removal shall be taken in an open meeting.

The motion to move into closed session was unanimously approved.

- **CLOSED SESSION:**

At 5:38 p.m. the Board moved into closed session.

During the closed session the Board discussed issues related to the continued employment of the current EMO with legal counsel, the terms of the contract, and the findings of the North Carolina Department of Public Instruction (“DPI”) divisions to date.

During the closed session the Board discussed the actions of the EMO, the Board, and certain staff and/or contractors as it relates to the CSAB’s decision to recommend revocation and the legal implications related thereto with legal counsel.

During the closed session the Board discussed potential candidates that could manage and oversee the compliant operation of the school through contract.

During the closed session the Board discussed potential accounting firms that could manage charter school finances in a complaint manner through contract.

During the closed session the Board discussed the findings of the 2020-2021 Audit Report with legal counsel and the Auditor, Darryl Keller, CPA, by telephone.

During closed session James Montague left the Board meeting at approximately 6:33 p.m.

Motion was made by Wonza Montague and seconded by Dr. Tyjuanna LaBennett to move out of closed session and back into open session.

- **RETURN TO OPEN SESSION:**

In open session, motion was made by Wonza Montague and seconded by Dr. Tyjuanna LaBennett to accept the 2020-2021 Audit Report Corrective Action Plan statement authorized by the Board on February 25, 2022, written and presented with the audit report by Attorney Bowens on February 26, 2022. The motion was unanimously approved

In open session, the motion was made by Diana Powell and seconded by Dr. Tyjuanna LaBennett to terminate the Torchlight Academy Schools, LLC, the EMO, effective immediately.

In open session, the motion was made by Dr. M. Iyailu Moses and seconded by Dr. Tyjuanna LaBennett to formally accept the resignation of Donnie McQueen as Executive Director, and to terminate the employment of Dr. Cynthia McQueen as Principal/Superintendent, to terminate Shawntrice Andrews, as EC Director/MTSS Director, to terminate Aaron Andrews, as substitute teach, if still acting in such capacity, and to terminate the contract, if any with the school, of Luv Lee Sanitation, LLC, effective immediately. The motion was unanimously approved.

Diana Powell left the meeting.

In open session, the motion was made by Dr. Tyjuanna LaBennett and seconded by Claude Lee to attempt to maintain and enter into employment contracts with all remaining teaching and support staff at the school and review school staff and contractual service providers on a case-by-case basis moving forward. The motion was unanimously approved.

In open session, the Chair appointed the following subcommittees:

1. FINANCE: Dr. M. Iyailu Moses, Wonza Montague, and Dr. Pam Banks-Lee
2. LEASE: Attorney Stephon J. Bowens, James Montague, and Claude Lee

In open session, motion was made by Dr. M. Iyailu Moses and seconded by Dr. Tyjuanna LaBennett to formally authorize Attorney Stephon J. Bowens to appeal the recommendation of the CSAB on February 28, 2022, and the decision of the SBE to revoke the Charter Agreement on March 3, 2022. The motion was approved unanimously.

In open session, it was agreed that Dr. Pam Banks-Lee would meet with Mr. John and Jocelyn Privette, CPA, on March 8, 2022. And that she and Attorney Bowens would meet with Mr. McQueen and Dr. McQueen the afternoon of March 8, 2022. It was further agreed that members of the Board would meet with both the Elementary and Middle School staff during the week to discuss the decisions made at this boarding meeting and reassure staff of continuity.

In open session, the motion was made by Dr. Tyjuanna LaBennett and seconded by Dr. M. Iyailu Moses to adjourn. The motion was approved unanimously.

Meeting adjourned at approximately 11:48 p.m.