Exhibit # 1



# Minutes of the Board of Directors Meeting Wednesday, December 14, 2022

The South Carolina Governor's School for the Arts and Humanities Board of Directors meeting was held Wednesday, December 14, 2022, at 10:00 a.m. in the Callie Stringer Rainey Board Room of the SC Governor's School for the Arts and Humanities campus and members attended via Zoom meeting software.

# **Board Members in Attendance via Zoom software**

Chad Prosser, Chairman; Irv Welling, Vice Chairman; Terry Grayson-Caprio; Bob Horger; Maria Fabrizio, and Harriet Jaworowski.

# **Faculty and Staff in Attendance**

Dr. Cedric Adderley, President; Betsy Beam, VP of Finance and Administration; Dr. Matthew Burns, VP for Student Development; Dr. Jennifer Thomas, Dean, and VP of Arts and Academics; LaTomya Doctor, Director of Human Resources; Rose Jenkins, Chair of Faculty Council; Richard Jones, Director of IT; Rochelle Williams, Executive Director of the GSA Foundation; Amanda Herlihy, Interim Executive Director of the GSA Foundation; Anna King, Alumni and Summer Programs Coordinator; Carol Baker, Director of Outreach and Community Engagement; Christina Vandiver, Director of Public Relations; Linda Raines, Procurement Specialist; Nikki Parton, Director of Enrollment Strategies;

#### Welcome

Chairman Prosser called the meeting to order at 10:00 a.m. and welcomed everyone in attendance. He acknowledged the passing of former Board Member Peter Parrott. He noted that his support and dedication to the school would be missed and expressed sympathy to the family for their loss.

#### **Notice of Meeting**

Chairman Prosser stated notice of this meeting had been provided to all persons, organizations, and news media which have requested notification, as required by Section 30-4-80(e) of the SC Code of Laws.

# Approval of the Minutes of September

Chairman Prosser called for a motion to approve the Minutes of the Board of Directors meeting held Wednesday, September 14, 2022. A motion to approve the minutes was brought forward by Irv Welling, seconded by Bob Horger, and was approved by unanimous vote.

#### **President's Report**

President Adderley also acknowledged the passing of former member, Peter Parrott and advised the members that the Songwriters in the Round fundraiser in Beaufort County last month was dedicated to him as well. Dr. Adderley then noted that it has been a very busy fall semester with numerous events and performances and that it was great for the students to be able to have guests

at these events again after several years of Covid restrictions. He reminded members to attend any of these events as their schedules would allow.

Dr. Adderley reviewed the President's Report, which was distributed by email prior to the meeting. He highlighted campus health & safety, special visitors to campus, budget hearings, Outreach programs and public relations initiatives. He noted that updated campus security remains a 'work in progress' with the additional security at the Visitor Center entrance and scheduling more emergency exercise drills to include all shifts of personnel. He noted that since the report was distributed that the flu vaccination clinic was canceled by DHEC due to lack of minimum participation. He noted that some of the special guests to campus this fall had been Teacher of the Year, Dion Jameson; State Representative Mark Smith (Berkeley County), and State Representative Chandra Dillard (Greenville). He recognized the work of Christina Vandiver for the continued effectiveness on several social media platforms and noted the growing numbers in followers on those platforms. He also commended Ms. Doctor for her coast to coast recruiting efforts and 'casting a wide net' for both faculty and staff positions.

There was a question regarding current vacancies and Dr. Adderley reported that the three music faculty positions were open and that it was the goal to fill those in late Spring during the time that most faculty sign new contracts. He also noted that the Director of Production was recently recruited by the Peace Center for an advanced career opportunity. Dr. Adderley then congratulated Rochelle Williams for her dedication to the Foundation for the past five years. He thanked her for her service. He noted that she was a 'true professional' and that she would be leaving the Foundation on a 'firm footing'. Chairman Prosser stated that he had the pleasure to serve as an Ex-Officio member of the Foundation Board. He noted that Rochelle was the right choice when she was recruited and congratulated her on a great career opportunity.

With no further questions, the President's Report was received as information and will be established as a permanent component of these minutes.

# Finance and Administration Report

Betsy Beam, VP of Finance and Administration, reviewed the Finance Report, which was distributed by email prior to the meeting. Ms. Beam noted that the current projects were experiencing extreme supply chain delays and two projects (Boiler-Chiller Replacements and Dining Hall Expansion) were awaiting final funding hearings in January by the Joint Bond Review Committee. Ms. Beam reviewed each attachment then provided a slide for Expenses and Funds Balances. She reported that historically this report had been a 'snapshot' in time and suggested that moving forward the Board review not only that but also a comparison to budget, last year expense, and percentage of expense to date. Members requested that any large variance from prior month/year be noted on the report as well. She then gave a detailed report regarding the possibility of federal funds for the national school lunch program. After she explained the process, the additional requirements needed. She noted that in her best estimate it would take an additional staff member to institute the program and would not provide any financial benefit to the school at this time. She also acknowledged that the Foundation continues to provide this critical financial support as part of its overall mission.

Without further questions, the Finance Report was received as information and will be established as a permanent component of these minutes.

# **Student Development Report**

Dr. Matthew Burns reviewed the Student Development Report submitted by email prior to the meeting. Dr. Burns reported that a full-time second shift nurse had been recruited and added to Health Services. He announced that the school had been approved to again have Covid-19 testing on campus beginning in January. Dr. Burns noted that Tiffany Prasertkul had been hired as the new Mental Health Counselor and reported that she had experience/background in both boarding and collegiate level schools as well as community health. He expressed gratitude for her ability to not only provide individual counseling for students but also to provide connections to appropriate outside resources. He gave several examples of her preventative care including bringing therapy dogs to campus for students to spend some time with them to de-stress. When questioned if there had been any change in demand for services as a result of Covid he noted that the demand was not less but had changed in needs. He reported some core coping skills had been lost and possibly would have been identified earlier had students been in school during the Covid shut downs. He reported that Ms. Prasertkul was seeing more previous unrecognized diagnoses that most probably would have been caught had the students been in school in the prior years. He acknowledged the leadership of Jason Englisbe in recruiting a full staff of Residence Life Coordinators and maintaining coverage during those gaps. Dr. Burns referenced the report for Admissions and Summer school noting that the new Dance Immersion summer programs were successful last year and remained as a summer program again this year for those dancers that have not had the opportunities or access to an intensive training program.

Without further questions, the Student Development Report was received as information and will be established as a permanent component of these minutes.

#### **Arts and Academics Report**

Dean Thomas reviewed her report submitted by email before the meeting. Dean Thomas reported that since the report was distributed the school choir had been invited to perform at the Governor's Inauguration on January 11, 2023. Dr. Elliot Smith will conduct the 77 students (accompanied by chaperones). They will perform "The Rain is Over and Gone" then join other choirs in a final anthem. Dr. Thomas also reported that YoungArts recognizes the nation's most accomplished young artists in the visual, literary and performing arts. Selected from thousands of applications and representing artists from across the United States, these YoungArts award winners will have opportunities for financial, creative and professional development support throughout their entire careers, having announced the 2023 winners from thousands of entries. The following were from SCGSAH: One Finalist who will travel to Miami in January: Madison Girouard (junior from Goose Creek HS in Berkeley Co) in Creative Nonfiction; 3 other CW students won four other awards in all genres: Honorable Mentions in Creative Nonfiction and Short Story; Merit awards for both Poetry and Short Story; A Vocalist was also a Merit award winner (Singer-Songwriter). Dr. Thomas then reviewed the student outcome data in detail from the report noting the scores and remarking that 70% of the total students took an AP examination last year. She answered questions regarding the difference in tests between SAT and ACT and pointed out that 76% of last year's graduating class had raised their grade point average (GPA) while at SCGSAH. Dr. Thomas introduced a slide illustrating that 22% of the student body were inducted into the National Honor Society led by faculty members Charnise Mangle and Harrison Brookie. This distinguished group of students provide community service projects and peer tutoring to other students.

Without further questions, the Dean's Report was received as information and will be accepted as a permanent component of these minutes.

# **Foundation Report**

Foundation Chairperson, Terry Grayson-Caprio, echoed her gratitude to Rochelle for her service and commitment to the Foundation for the past five years. She reported that Rochelle's leadership had produced better connections with donors, improved processes and better office efficiencies. She announced that Amanda Herlihy had been appointed as the Interim Executive Director while a search was being conducted for a permanent replacement. She added that the Foundation portfolio was significantly down from \$9.5million last year to a current \$7 million not unlike any other Foundation or investment in the current market. She then called on Rochelle Williams, Executive Director of the GSAH Foundation, to review the report submitted by email prior to the meeting. Ms. Williams reported that the Beaufort County funding raising group had established itself in 2009 and since that time had raised over \$1 million for the school. As a result, the Foundation along with Dr. Adderley were developing a way to provide some additional acknowledgement to that group for such a milestone. She reported that she would be taking a position in strategic planning with Mary Black Foundation. She also thanked Dr. Adderley for his leadership and the faculty/staff for the support of the foundation. She highlighted the Foundation's upcoming fundraising events and stated that the Foundation's operating revenue is on track to meet the annual goals.

Without further questions, the GSA Foundation Report was received as information and will be established as a permanent component of these minutes.

#### Faculty Council Report

Rose Jenkins, Chair of the Faculty Council, reviewed the report submitted by email before the meeting including reviewing the Faculty accomplishments and performances. Without further questions, the Faculty Council Report was received as information and will be established as a permanent component of these minutes.

#### **Staff Council Report**

Megan Hueble was unable to attend the meeting. The Staff Council report was submitted by email, received as information and will be established as a permanent component of these minutes.

#### **Old Business**

In an effort to strengthen the cooperative support between the governing boards of the School and Foundation, the meeting schedule for both boards is adjusted for the spring of 2023. The two-day tentatively includes the School's Board of Directors meeting being held on March 1 followed by lunch, a student performance and/or event, and dinner opportunity for both boards to attend. The Foundation Board will meet on March 2 followed by lunch and additional meetings as necessary. Chairman Prosser requested that all members plan to attend this in-person meeting.

# **New Business**

Dr. Adderley presented the proposed curriculum for Film to be presented for Plan Approval to the Association for Community and Precollegiate Art Schools in fall 2023 and implemented in fall 2024. A revised curriculum for Music was presented as an opportunity for growth for the department and curriculum change. Move to approve the Film and Music Curriculum (Exhibits #9 and #10) was made by Irv Welling; seconded by Harriett Jaworoski was approved by unanimous vote.

Dr. Adderley reviewed the Policy Updates to include:

- Illness, Accidents, and Medical Emergencies
- School Closings and Cancellations
- Pets Policy
- Safety Plan Addendum

Move to approve all four updates (Exhibits #11, #12, #13, and #15) was made by Robert Horger, seconded by Irv Welling and approved by unanimous vote.

Dr. Burns presented the proposed 2023-2024 Academic Calendar noting items influencing the work of the committee:

- Student mental health and wellness
- Appropriate breaks
- Completion of the academic year by Memorial Day
- 180 instructional days and 10 professional development days
- A slightly earlier start date in August
- A desire to align with Greenville County Schools where possible
- Completion of the first semester prior to the winter holiday and the second semester prior to the standardized testing period

Chairman Prosser, Mr. Welling, and Dr. Jaworowski asked questions regarding the extent of changes from previous years, the level of support by parents/students, and next steps in final approval of the proposed calendar.

Dr. Burns responded indicating the calendar has been reviewed and supported by the School Improvement Council, Govie Parents Council. This plan must be submitted as a modified year-round calendar for final approval by the State Board of Education with approval expected within 6 to 8 weeks. If the proposal is denied, a revised calendar would be brought forth at the next Board meeting if not supported by the State Board of Education. Move to approve the Academic Calendar (Exhibit # 14) was made by Irv Welling, seconded by Terry Grayson-Caprio and approved by unanimous vote.

#### **Discussion of Board Vacancies**

Chairman Prosser presented the current composition of the Board of Directors with 3 Congressional District vacancies, 4 at-large vacancies, 2 ex-officio vacancies and 1 Commission on Higher Education vacancy. With the support of the Board, he will communicate with the Commission on Higher Education and Education Oversight Committee to inform them of the vacancies and request that each fills the vacant seat. He further stated his desire to communicate with the Governor's Office regarding the vacancies and encourage consideration of potential members by any current member of the Board.

# **Meeting schedule for 2023**

Dr. Adderley presented the 2023 meeting schedule:

- March 1
- June 14
- September 13
- December 13

Chairman Prosser requested for the schedule to be sent out to the Board and thanked all members for the continued service as the membership has changed in recent years. Dr. Adderley also thanked the Board for their continued commitment and service to the school.

Having no request to enter an Executive Session, a move to adjourn was made by Terry Grayson-Caprio, seconded by Dr. Harriett Jaworowski and approved by unanimous vote. The meeting was adjourned at 12:35pm.

Submitted by,

Cedric L. Adderley

Minutes approved at the March 1, 2023 Board of Directors Meeting