

APPROVED



Rooted School South Carolina

Minutes

The Rooted School South Carolina- Founding Committee Meeting

Post Submission Charter Application Oversight and Readiness

Date and Time

Thursday February 5, 2026 at 6:00 PM

Location

Virtual by zoom (see URL below)

This meeting is held in compliance with the South Carolina Freedom of Information Act (§30-4). The agenda was posted in accordance with applicable law.

Directors Present

A. Black Evans (remote), C. Davis (remote), C. Eide (remote), D. Gray (remote), F. McDavid (remote), R. Jackson (remote), T. Delloue (remote)

Directors Absent

A. Peters, M. Fitzpatrick, M. Neal

Guests Present

L. Radney (remote), S. Carney (remote)

I. Opening Items

A. Call the Meeting to Order

R. Jackson called a meeting of the board of directors of Rooted School South Carolina to order on Thursday Feb 5, 2026 at 6:17 PM.

B. Record Attendance

C. Approve Minutes- January 8th, 2026

C. Eide made a motion to approve the minutes from Jan 8th 2026.

D. Gray seconded the motion.

The board **VOTED** unanimously to approve the motion.

II. C.R.Neal Academy Development

A. Recognition of Successful On-Time Charter Application Submission

Executive Director Lalah Radney formally announced the successful submission of the C.R. Neal Academy charter application to the South Carolina Department of Education and sponsor, Voorhees University Charter Institute of Learning.

Board members were informed:

- Confirmation of receipt was provided February 2, 2026.
- The completeness review was completed with no deficiencies requiring cure.
- The submission totaled 533 pages with 266 appendices.
- Approximately 272 qualified enrollment leads were documented at time of submission, with continued community interest demonstrated through additional interest forms and inquiries.
- The statutory 90-day decision window places final determination no later than April 23, 2026.
- Capacity interviews are anticipated in late February or early March.
- A public hearing will be scheduled prior to final approval, with exact date pending.

The Board expressed appreciation to Rooted School Foundation, ScholarLead, SchoolOps, Banco, and all contributors for the comprehensive submission. No Board action was required.

B. Getting Ready for the Capacity Interview

Steven Carney provided an overview of the sponsor's upcoming capacity interview process and emphasized the critical governance role of the Board in the authorization decision.

Key themes included:

- The Board, not the operator, holds the charter.
- The sponsor will assess governance independence, fiduciary oversight, and the Board's understanding of its legal authority.

- The Board must demonstrate:
- Clear role distinction between governance and management.
- Data-driven oversight practices.
- Financial monitoring and internal controls.
- Authority over evaluation and termination rights within the ESMA.
- The Board should avoid statements implying delegation of full authority to RSF.
- Preparation materials were made available via BoardOnTrack, including:
 - Interview question bank
 - One-voice messaging guide
 - RACI responsibility matrix
 - Artifact checklist
 - Charter summary materials
 - AI-supported learning tools
- Two mock capacity interviews will be scheduled prior to the sponsor interview.

Board members acknowledged the expectation to prepare thoroughly and participate in mock interviews.

No formal Board action was required.

III. ESMA Development Committee

A. ESMA Committee Update

Chris Eide Azevedo provided an update on the Education Services and Management Agreement (ESMA) development.

Committee Progress:

- Clarified scope: ESMA governs Board–Operator accountability relationship only; facilities terms will be addressed in separate agreements.
- Confirmed provisional posture: ESMA will remain draft through authorization and finalized post-approval.
- Identified language inconsistencies requiring legal reconciliation, including:
 - Executive Director reporting structure
 - ED hiring authority
 - ED removal pathway tied to Board evaluation process

Governance Emphasis:

- The Board retains charter authority.
- RSF functions as a contracted vendor.
- The ESMA must preserve meaningful governance leverage for performance oversight and corrective action.
- The committee requested continued authorization to refine the ESMA in collaboration with RSF leadership and counsel.

No formal motion was taken; update was received

IV. Governance

A. Amendment and Restatement of Bylaws – Name Update and Article XV Governance Transition

R. Jackson made a motion to Approve and adopt the Amended and Restated Bylaws of Rooted School South Carolina, including Article XV, effective February 5, 2026.

F. McDavid seconded the motion.

The Board considered the Amended and Restated Bylaws to:

- Update the legal name to Rooted School South Carolina.
- Adopt Article XV establishing the Initial Governance Transition framework.

Article XV establishes:

- Charter Committee authority prior to school opening.
- Process and timeline for seating the initial Governing Board.
- Nomination pathways for board candidates.
- Formal transfer of authority upon seating of the Governing Board.
- Mandatory board training within 60 days of seating.

The board **VOTED** unanimously to approve the motion.

V. Other Business

A. Board Housekeeping and Operating Norms

Chair Jackson reviewed operational expectations

- Activation and regular use of @rootedschool.org email accounts.
- Completion of BoardOnTrack profiles.
- BoardOnTrack serves as official system of record.
- Media inquiries to be directed to Lalah Radney and Dr. Jackson.
- Standing meetings: First Thursday of each month, 6:00–7:00 PM.

Board members acknowledged expectations.

VI. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:10 PM.

Respectfully Submitted,
F. McDavid

Rooted School South Carolina
C.R. Neal Academy

Pursuant to the South Carolina Freedom of Information Act (§30-4-90), the minutes of this meeting are public records. Approved minutes will be posted to the school's public website and made available for public inspection within a reasonable time.