



NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

12/14/2020 @ 4:00pm

Virtual Board meeting was held at: Join Zoom Meeting <https://uso2web.zoom.us/j/82669376277?from=addon>

Meeting ID: 826 6937 6277 Passcode: 759649

Please contact 517-580-0020 for additional assistance

Community notification posted at the following locations: Insight Michigan Office; ISMI website

Pursuant of Michigan Open Meetings Act, Act No. 267 of the Public Acts of 1976, being Sections 15.261 to 15.275 of the Michigan Compiled Laws

AGENDA:

1) Call to Order: 4:00 pm by Brandon Brice, President

Roll Call: Jennifer Stevens, Jessica AcMoody and James Gambrell

2) Also Present: Teresa Boardman (ISMI), Pieter Hoekstra (ISMI), Gena Sparks (ISMI), Mary Kimball (ISMI), Angela Bolen (ISMI), Shada Biabani (CMU), Todd McIntire (K12), Bonnie Pawlowski (K12)

3) Missing: Mike O'Brien

Routine Business:

• Approval of Agenda

I. Motion to approve the Agenda: There was no motion to approve the Agenda

II. Seconded:

III. Approval:

President's Report Brandon Brice

• Spring Executive Board Retreat

What is the Board's thoughts of a virtual Executive Board Retreat? Look at where we've been, where we are and look at where we plan to go and really start to plan this strategic plan. Plan the retreat for early spring. Start at 9:00am to 12:00 noon and really iron out the issues around finance, programs, and looking at data, learning our clientele and learning the demographics of who we serve. Looking at the strategic plan for the next two to three years. What are the Board's thoughts and time frame of doing a one-time retreat looking at a 9:00am to noon period with different speakers on specific topics that are relative to Insight School of Michigan? Brandon opened the subject up for discussion. Jessica thought it would be helpful. She asked if Brandon was looking of a weekend or weekday. Brandon was thinking maybe a Friday around March or April and we would discuss our demographic information so we as board members have a better understanding of who is the product that we are promoting and who are the clients we are serving. Want to get information on the state of education as it relates to Michigan so that we are better prepared to make decisions and Robert's Rules of Order. Would like to get into the routine of using it, especially for the purpose of documentation. Opportunity for us, as a team to work on the strategic plan and start building that out. It is a full fledge strategy session. Open to do the retreat on the weekend but would prefer to do it during the weekday.

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Teresa M. Boardman Head of School, prior to the meeting.

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James really likes that idea. We need about three hours, what if we did a hard 9:00am to 12:00pm would that be ok? Jennifer can't do a weekday because her job duties. What about one Saturday, 9:00am to 12:00pm? Jennifer could do a Saturday. Jessica prefers a Saturday also. If we did it in January or we pushed a few months out as being sooner rather than later? Jennifer indicated that the time frame doesn't matter, the day being a weekend. Would like to do the retreat in January and we can start planning 11 to 12 months out. January 30, 2021, from 9:00am to 12:00pm would be our Virtual Executive Retreat. Brandon asked Teresa to be part of the Retreat. Brandon wants everyone to be on the same page, same information and wants to make sure everybody knows what is going on.

- Insight Committee Structure

One of the things this year in addition to today, which is a work session, Brandon wanted to get a feeling on creation of committees going into 2021. One of the things Brandon has noticed is that we are 5-person team, the other part of that is we start looking at things like finance, governance, program and curriculum, or even a fund development or strategic initiative committee. Brandon believes this is where a lot of this work needs to get done not in a board meeting session, that is where we vote. That is one of the things Brandon wants to get the board's thoughts and comfortability in terms of the creation of an overall committee structure. There are 4 respective committees that we look at: 1. Finance 2. Governance 3. Program and Curriculum 4. Fund Development/Strategic Initiatives. That's getting corporate support behind some of the work we do or resources. We have a student that finds themselves homeless. What are the resources we can go to make sure that student's needs are taken care of? From a committee structure what are the board's thoughts, do those 4 committees make sense. James Gambrell asked a question regarding the Governance Committee; wouldn't that be what the board is doing? Brandon answer is yes and no, we are a governance board but when we talk about governance as a committee we are talking about a nominating committee. When you get a board prospect what is the process to bring that person into the board. There needs to be a vote, a committee to do the research on who that person is coming in. This committee also dives into the by-laws. Does a by-law need to be changed, amended or altered? That is where that committee and the committee chair would do its due diligence. James asked, we seem to have a small board, are we trying to get more members on those committees or are we trying to see who is going to be on those committees. Then each of those people are taking the lead as head of the committee. Brandon stated that we have a very small board. Most boards have 7-9 people even more than that. We have a board of 5. So the challenge and opportunity are to grow, improve and find more talent that is relevant and willing to roll up their selves to get involved with the committees. Committees typically is where the work gets done not the board meeting. The board meeting is where we would bring that information that has been strongly vetted, strongly supported, reviewed, and we vote. Challenge is, this is an opportunity where we have officers right now being Brandon, James, Jennifer and Jessica but we also have an opportunity to start to build out the committees. Keep in mind Brandon hasn't read the by-laws on this but when we talk about this, do you need to be a board member to be on a committee? Most times you do not. The committee is structured and set up for people who have an interest in serving on a board. The chair has

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been part of a committee. The members of that committee can be public individuals who have a specific expertise or interest in serving Insight School of Michigan. There would be one chair per committee; example look at the Finance committee, the chair should be someone who understands finance. Another example, Governance someone that is making sure we are abiding by our by-laws, looking at nominations chair, what is the process for vetting new people who may want to be part of the Insight Board. Governance is also those things like attendance and punctuality governing the actual board just as we govern the organization. Program and Curriculum is someone that has a strong understanding of the program at hand. Insight program, the education of that program, K through 12, a specific interest and understanding of education and students we serve. Holding us accountable making sure we are delivering the kind of product we are supposed to. Some committees have a Fund Development Chair or a Strategic Initiatives Chair. We don't have to have a 4th Chair but that's when we start talking about Strategic Partnership, Strategic Funding, making sure we are in full compliance. When we talk about key partnerships that help us extend and move our mission. Someone that has a stronger grasp over our Corporate community or someone who has stronger grasp among key strategic partnerships. That's what will help us grow in the long run as an organization. Todd stated that the prime commitment varies from committee to committee. The Finance Committee meets every month ahead of the Board Meeting to handle financial matters. Other committees may meet quarterly, monthly or as a need basis depending what the business is. So there is some concern about prime commitment but many of those aren't necessarily an additional meeting every month. Brandon indicated that this is a good thing to keep in mind when a person serves as chair and recruiting people to those committees.

Head of School Report Teresa Boardman

Teresa had some brief updates. We have our regularly monthly scheduled Partnership Meeting with Eaton REA and Michigan Department of Education Partnership Liason tomorrow. Reviewing any updates to the 21H Grant for this year. We did apply for some funds but have not been informed yet if those have been awarded or not. We will also be working in-depth at what we been covering. Some of the information that we have been gathering are in a monthly data team meeting. Data team meetings are a goal of our Partnership Agreement and will lead into some of the information you are looking for as well possible for January because we just did a meeting on a lot of the student demographic information. We will update that once we get into second semester which we will have ready for you for the meeting on the 30th. We did do some extensive digging into who our students and some of the risks they bring to us. The only other item that are new is the Opportunity Youth.

Authorizers Report Shada Biabani

- Opportunity Youth

Pieter, Teresa, Shada, Barb from Shada's office and Todd from K12 reviewed the whole process again and where we are. Pieter said that staff has been doing some work and the school is working on meeting the needs of that population. The board needs to be thinking about those needs especially if we are going to go into strategic planning. They need to be part of the mission of the school. If we are looking at the mission vision of the school something, we

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should be thinking about. We could use someone from the Academic Committee when we get that established to participate in that discussion. The plan needs to demonstrate how the school will better serve that population. What needs to be in that strategic plan, that's extremely critical. The strategic plan will make up a big portion of that retreat. The strategic plan will come out of the Strategic Initiatives committee, but it will be all of us that is part of that plan. Finance, Governance, Program and Curriculum and where do we want to see the organization go. Some Strategic Plans have a Marketing Plan other don't. Brandon thinks it's very important that if no one knows what we are doing than that impacts the amount of dollars, support and enrollment. We need to come up with a Marketing Plan as a part of a Strategic Plan to highlight the stories that we have, the testimonies from our clients and really start to push this out to the public so people know who we are and what we do.

Finance

- Review of Finance Packet and K12 Price List - There are no changes to the K12 Price List Bonnie reviewed the Finance Packet.
- Long Term Financial Stability of the School Strategic Planning, part of the whole initiative of serving Opportunity Youth. Treasa gave an outline of what CMU shared. They spent about a year working with consultants putting definition around Opportunity Youth. Teresa put in chat what the School's vision and mission has been and remains to this day which is around working with alternative education which is what CMU is calling Opportunity Youth. The proposal or items that CMU would require if the board looks at Strategic Planning, moving to cement serving this population includes trauma informed kind of care, support in mental health services, as well as having teacher classroom ratios a little lower than what we currently do at the staffing level that we are at. K12 is aware of that and they said that they would still like us to continue engaging in conversations with CMU about it. Knowing that we are currently a deficit school meaning K12 authorizes us to issue deficit credits to the school and by incurring more costs with staff and thing that takes advantage of the deficit credits. The board strategically would want to plan while we're looking at moving toward this if that's what they decide to do how are we also going to incrementally grow the school at the same time and weave those two pieces together so eventually the school is financially stable. Michigan Department of Education likes to have a 5% cushion in cash and the accounts we don't currently have. Just some long-term planning around a growth piece in terms of what it's going to require staffing wise to service this population and get the school in a position that they are financially independent. Bonnie stated that from a fund balance perspective in the State of Michigan, Insight is sitting at around 3% fund balance. Bonnie must do a lot more reporting because they require a 5% fund balance. We gained a little bit back last year but in a bad way because we didn't have testing because of Covid so a lot of things got canceled. The biggest driver of fund balance is enrollment.
- Board Member Bank Signatures There was a situation where we needed bank signatures. There were two people out ill. Some important business for the school couldn't get resolved in a timely matter. Moving forward

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one of the things we need to do is to create a process. Brandon has been in touch with the bank. One of the problems with the bank that is used, unless they were present, physically

there they wouldn't release any information so that we could get that information back to the Head of School. It was brought to Brandon's attention that can't happen again. Need to iron out a process so we can resolve that happening in the future. When it come to paying for things for our students a 30 to 60-day delay is too much. Mike currently is still the only board member who is the signature on the bank account. Teresa must meet with Mike to get all the checks signed, that also prohibits us from moving forward with what Bonnie presented at the last board meeting. She reviewed how we could do all this electronically by approving invoices and having checks printed with signature already on them. First step in getting that done is getting signatures at the bank. Mike needs to be available to go with Jessica and James to the bank. Brandon will reach out to Mike. Thursday at 11:00am Mike will be at the Insight office to sign checks. Can Jessica and James be there on Thursday, at 11:30am to go to the bank to sign signature cards. Yes, they can.

- Nominations of Finance Chair
None

Governance/Administration

- Attendance & Punctuality Policy
Some people have been consistently absent. Some boards depending on the number of meetings you miss there are challenges and repercussions. Revisit the By-Laws and what are the attendance policy. Would like this ironed out by January.
- By-Laws
Teresa will send a copy of the By-Laws to everyone to review.
- Nominations of Governance Chair
None

Program & Curriculum

- K-12 Update -Todd McIntire
Reminder K12 is going through a re-branding exercise right now. Beginning later this month the larger company, the umbrella company will be known as Stride. K12 will continue to be the company that provides services to the virtual schools. That may change in the future and may change to Stride. Currently K12 brand is residing under the brand. We are rolling out the Stride brand and you may see that in emails and other things going forward. K12/Stride did experience ransomware attack on our systems in November. It took down the email system and some academic analytic servers that we have. We have since recovered from that attack. K12 did pay a ransom to these actors to get it's data released on the advice of K12's insurance company, outside lawyers, FBI, and others that were involved. We are mostly recovered now. The email system is fully recovered, and the analytical servers are coming back online. There is an on-going forensic audit occurring as to what data was exposed as part of this attack. We understand from all these advisors we described that the actors that perpetrated the attack are essentially ethical in some ways. Their business model is based on the fact they make an attack follow thru and release your data if they get paid. If they don't do that their business

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model goes away. Insurance company and others advised us we will be safe. There isn't any evidence that any data they had access to has been put up for sale, put on the dark web or put on the black market. Required to complete a full forensic audit to determine what data was exposed. That audit is likely to take 6 to 8 more weeks and K12 is complying with all state and federal regulations about all communication and information that would have to go out as a result of determinations from that audit. If it is determined that any staff or student information was exposed as part of this attack in a particular state then there would be a triggering of communication requirements of 30 days, 7 days or longer depending upon the situation and what the state laws are and all those communications would be accomplished. We need to be patient while the firm is completing the audit and once, we know exactly what data was exposed, K12 will be completing all the required communications and notifications. Todd will update the board if it's determined that any data related to Insight was part of that exposure. Audit won't be completed until late January or February. If there is any exposure related to Insight, we will be notified.

- Nominations of Program/Curriculum Chair
None

Fund Development/Strategic Initiatives

- Strategic Plan
The goal in January is not to complete the Strategic Plan but to get it started and have conversations. How many on the board have completed a Strategic Plan? All have done a Strategic Plan. Look at the goals, where do you want to be in the next 3-5 years. What are the different outcomes we can measure? Look at the Head of School, what roles and goals, how do we hold Teresa accountable? What goals are measurable and fair to Teresa? Tell us what is attainable and what is not. Looking at potential resources and partnerships that we want to bring to the organization. Look at the financial health of the organization. Where have we been, where are we now, and where do we plan to go. Strategic Plan is a road map of where do we want to see Insight School of Michigan in 2023 and how are we going to get there? Should look at a facilitator and cost. Brandon will contact the facilitator. Tabled the Virtual Executive Board Retreat moved to Feb. 27, 2021, 9:00am to 12:00pm. Prepare some information for the facilitator.
- Nominations of Fund Development/SI Chair
None

General Information
New Business - None

Brandon adjourned the meeting at 5:32pm

Next Meeting: **Jan. 11, 2021 at 4:00pm**

Feb. 27, 2021 Sat 9:00am to 12:00pm Virtual Executive Board Retreat has been tabled.

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Minutes Certification:

Proposed minutes respectfully submitted,

Teresa M. Boardman

12/24/2020

Board Secretary/Recording Secretary

Date

Approved by the Board of Directors

1/11/2021

Jessica AcMoody via Zoom

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