



23264 SW Main Street, Sherwood, OR 97140

Emergency meeting of the Board of Directors: Wednesday, April 29, 2020 – 4:00 pm

Online via the Zoom application

FINAL MEETING MINUTES *

I. Opening Items

The Sherwood Charter School Board of Directors met for an emergency meeting on Wednesday, April 29, 2020. The meeting was held online via the Zoom application due to a State of Oregon mandate that closed school buildings and prohibited gatherings of 10 or more people.

A. Call the Meeting to Order

The meeting was called to order at 4:02pm by Chair, Karen Schrader.

Members Present: Karen Schrader (Chair), Joe Whitehead (Vice-Chair), Frank Scholz (Secretary), Alison Craker (HR & Policy), Lori McKinley (Fundraising), Joy Raboli (Administrator, ex-officio)

Members Absent: Perry Francis (Treasurer)

SCS Staff Present: Angela Havlinek (Office Manager), Amanda DuPriest (Music)

Public Present: Tonya Mosher (Bookkeeper), Justin Seamans (Parent), Shawn Bargoni (Parent), Brian Craker (Parent)

II. Emergency Topic – Authorizing Signature Authority to School Administrator

A. Signature Authorization

Joy Raboli (Administrator) reported that she had recently talked to Tonya Mosher (Bookkeeper) who informed her that other charter schools are getting staff payments via the Paycheck Protection Program (PPP). Ms. Raboli filled out the necessary documentation but she does not have authority to sign the paperwork on behalf of the Board. Ms. Mosher added that she didn't know schools could use the PPP until another customer informed her they had successfully filed their paperwork.

According to Ms. Mosher, the PPP paperwork for the school is asking for \$210,821 and in accordance with the PPP 75% of that money has to go to payroll within 8 weeks with the remainder going to rent. Ms. Raboli pointed out that fundraising is going to come up short this year with the cancellation of the Fun Run which was expected to bring in approximately \$10,000 and some families have stopped paying into OneFund.

Motion:	Approve Joy Raboli (Administrator) as signer for the Paycheck Protection Program application.
Proposed:	Joe Whitehead (Vice-Chair)
Seconded:	Lori McKinley (Fundraising)
Discussion:	None.
Board Vote:	Aye - Unanimous Nay - None Abstain - None
Result:	Motion passed.

Somebody asked if draft minutes were acceptable for the PPP application or if final minutes were necessary. Ms Mosher replied that final approved minutes were necessary.

Brian Craker (Parent) asked for permission to speak. Karen Schrader (Chair) granted Mr. Craker voice. Mr. Craker had recently handled a PPP application himself and informed the Board that the PPP requires a resolution with very specific wording but final minutes are not necessary. Mr. Craker presented the resolution to the Board and it is attached as Addendum A.

Motion: Adopt the resolution as presented.

Proposed: Joe Whitehead (Vice-Chair)

Seconded: Alison Craker (HR & Policy)

Discussion: Frank Scholz (Secretary) asked again if the resolution negated the need for approved meeting minutes and it was confirmed that final minutes were not necessary.

Board Vote: Aye - Unanimous
Nay - None
Abstain - None

Result: Motion passed.

III. Closing Items

A. Adjourn Meeting

Motion: Adjourn the meeting at 4:24pm.

Proposed: Joe Whitehead (Vice-Chair)

Seconded: Lori McKinley (Fundraising)

Discussion: None.

Board Vote: Aye - Unanimous
Nay - None
Abstain - None

Result: Motion passed.

IV. Minutes Submission

- * Recording and submission of minutes completed by Board Secretary, Frank Scholz. These minutes were approved by the Board of Directors on June 17, 2020.

V. Addendum A – Paycheck Protection Program Resolution

**Sherwood Charter School
Board of Directors Resolution by Consent**

April 29, 2020

Resolved as of this date, the Board of Directors hereby approves the following Resolutions:

1. RESOLVED, that Sherwood Charter School (“Borrower”) is authorized to obtain a loan (the “Loan”) under the Paycheck Protection Program of the U.S. Small Business Administration’s 7(a) Loan Program pursuant to the Coronavirus, Aid, Relief and Economic Security Act (CARES Act), Pub. Law 116-136, 134 Stat. 281 (2020) in such amount and with such terms as determined by the Authorized Representative of the Borrower referenced below.

2. FURTHER RESOLVED, that the Authorized Representative of the Borrower referenced below, without the consent or authorization of any other person or entity, is hereby authorized and empowered in the name and on behalf of the Borrower to execute and deliver to Heritage Bank (“Lender”) or the Small Business Administration (“SBA”), in the form required by Lender or the SBA, the promissory note evidencing the Loan or any renewals or extensions of the Loan, and such other agreements, documents or instruments required by Lender or the SBA in connections with the Loan.

3. FURTHER RESOLVED, that the Authorized Representative referenced herein is as follows:

<u>NAME</u>	<u>TITLE</u>
Joy Raboli (Replace with Legal Name)	Authorized Representative

Board Members unanimously approving this resolution and constituting a quorum under the corporation’s Bylaws were:

Karen Schrader

Joseph Whitehead

Frank Scholz

Lori McKinley

Alison Craker