

# MASON CLASSICAL ACADEMY



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## Minutes Board of Directors Meeting: Tuesday, April 14, 2020 @ 4:30 PM

### Board and Staff Present

### Absent

### Late

Kelly Lichter – President  
Dave Bolduc - Treasurer  
Laura Miller Mlinarich - Secretary  
Conrad Willkomm - Director  
Pearline Foster – Director  
David Hull – Executive Director  
Annaleah Miravalle DeMasi- Parent  
Liaison  
Pam Vickaryous – Principal

## Opening Items

Agenda Item	Action	Who
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<b>Call to Order</b>	<b>4:33 PM</b>	Kelly Lichter
A quorum being present, the meeting was called to order.		

**Motion to Adopt Agenda with Amendments as Follow:**  
**Clarification: “Healthcare” May Require a Vote Depending Upon Discussion;**  
**“Roles and Responsibilities” Added to New Business;**  
**“Compliance Officer” Added to New Business**

Moved:	Laura Mlinarich
Second:	Conrad Willkomm
Vote:	Unanimous

## Reports of Officers and Standing Committees

### Principal Report

-Pam Vickaryous: (See attached report.)

**Mason Classical Academy’s Class of 2020** announced having earned **\$7,400,000 in scholarships!** This amount increased from the last announcement over Easter Weekend of \$6.3 million. The senior class has also invested over 4,190 volunteer hours, an average of 175 hours per scholar.

## Community Comments

### Jana Greer:

Mrs. Greer thanked the school for live lessons and the continued connection between teachers and students. She believes the steadiness in leadership are key to that success. She inquired about senior theses and graduation exercises, which she felt could be pulled together nicely despite the pandemic. She inquired about virtual student life, as student life is an area MCA has continued to try to grow. She suggested community virtual potential parent meetings and take-out spirit night fundraisers. She thanked the board for their hard work.

### Denise Adamkiewicz:

Mrs. Adamkiewicz (formerly Ms. Barreto) has been working for MCA since May 2014 and is a major supporter of the curriculum and foundation of the school. She is concerned, particularly after her recent diagnosis, about possible negative repercussions should MCA's current health insurance be replaced. She is very happy with the current Florida Blue insurance plan.

### Michele Caswell:

Ms. Caswell recalled a 2019 meeting when the website, "[The Hostile Takeover of Mason Classical Academy](#)" [thehostiletakeoverofmca.com](#) was discussed by the board, at which time the board announced that the site had no official connection to MCA or the board of directors, and that board members had been notified of the site by Mr. Dave Horton. She spoke about numerous daily posts which inspire other parents and community members to rally. She stated that forensic study points to Mr. Nick Lichter, a co-founder of Mason Classical Academy, as the owner of the website and provided documents to support her statement. (Documents attached.)

### Joe Whitehead:

Mr. Whitehead is not a user of MCA healthcare as he has his own insurance with the City of Naples but has not heard complaints regarding the plan. He suggested that it is important the school looks at the different plans and options available, especially during this volatile time. Mr. Whitehead said that he felt it could be detrimental to make a change at this time and that the Florida Blue renewal plan is in line with market averages. He feels it is a good deal and a good quality option for MCA's dedicated employees. He thanked the board of directors for everything they do to support all of those who are a part of Mason Classical Academy.

## Unfinished Business

### Policy Violation:

Kelly Lichter- A "policy violation" was submitted to the board by the compliance officer. Mrs. Lichter asked Mr. Bolduc to respond. He spoke directly to Mr. Moore, saying, "Mr. Moore, it has been determined that before you sent out this "policy violation" you did not speak with anyone at the board's counsel at Tripp Scott. Did you happen to discuss it with Principal Vickaryous before you sent it to the board?" Mr. Moore confirmed that he had brought it to Pam Vickaryous' attention and told her what he was going to do and had her look over everything and said he was going to send it out.

Mr. Bolduc then read the following statement, directed to Mr. Scott Moore:

"First, I feel your March 27<sup>th</sup> written notice according to Policy 13.0 titled "The Violation of Established Policies" was incredibly flawed and devoid of truth. Specifically, in your written notice you stated, "There was no disclosure of the possible conflict before the board voted and no discussion by the board on it, if a conflict existed." To that I say, well of course there was no disclosure of the possible conflict before the board voted, as I did not attend the meeting when the board voted to approve Captivated Health. In furtherance to your flawed violation assumption, I have been advised by MCA board counsel Jeff Wood of Tripp Scott that discussing a possible conflict with board members before the board meets to discuss Captivated Health would have

constituted a Sunshine Law violation. Additionally, your written notice quoted Policy 6.0 Conflict of Interest Policy “Duty to Disclose” and it stated, “If the Governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it (meaning the Governing Board) shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.” Last time I checked, Mr. Moore, you were not a member of the Governing Board of Mason Classical Academy. And, the fact that you never disclosed that you were sending your written notice of alleged violation on behalf of a board member only confirms you were depicting yourself as not only MCA’s board counsel, Tripp Scott, but also inserting yourself as a governing board member of MCA. Furthermore, when I emailed you an April 7<sup>th</sup> and asked you, “Did you send my Thursday April 2<sup>nd</sup> response to the four other board members and Mrs. Vickaryous as well?” because you confirmed these were the recipients of your March 27<sup>th</sup> written notice of the alleged violation, you responded, “I sent it to Ms. Vickaryous and Mr. Hull in order to get a board meeting together.” Well, I say to that, show me in MCA’s Policy Manual where the compliance officer is charged with getting a board meeting together, especially when the fact your initiative to “get a board meeting together” was based solely on your flawed and unvetted written notice of alleged violation. Overall, Mr. Moore, I feel that your March 27<sup>th</sup> written notice of an alleged violation was coordinated with Mrs. Vickaryous to be vindictive and manipulative and done with a total disregard for pursuing truth in the best interests of Mason Classical Academy. I feel you created the March 27<sup>th</sup> written notice of alleged violation to:

1. Damage my reputation with the entire MCA community
2. Damage my reputation with my fellow board members, and
3. Distract and distress Mr. Hull when you sent out your written notice of alleged violation at 20 minutes before 5:00 PM on Friday, March 27<sup>th</sup>, then let the cloud of impropriety marinate through the MCA community for four days and later, coordinated with Mrs. Vickaryous, to pass the implementation of Captivated Health to Mr. Hull on March 31<sup>st</sup> when the last thing he needed at the time was to feel he needed to once again spend time and energy to defend baseless accusations like your violation notice. from one or two angry parents proven to coordinate with Joe Baird and CCPS to terminate MCA.

“Mr. Moore, since it has been confirmed and documented by Jeff Wood and Lisa MacClugage of Tripp Scott that you never contacted them regarding your March 27<sup>th</sup> written notice of alleged violation before sending it to the MCA board, and coupled with the fact that I am fully aware how you created another written notice of alleged violation without speaking to MCA counsel in September, 2019, then lie about how the alleged violation was ‘*mistakenly*’ stuck to a multi-page scan before you ‘*mistakenly*’ sent it to Collier County Public Schools, then afterward sat on MCA’s *vital* Settlement Agreement Compliance Audit for *FIFTEEN DAYS* before personally delivering it to Collier County Public Schools on the *LAST DAY* of school in 2019. Then, called (MCA’s) attorney Raul Valles of Rocke McLean and Sbar from the district headquarters to state you did not know if you could deliver the vital Settlement Agreement Compliance Audit to the district without a board vote, knowing full well there was no possibility at all of calling an MCA board meeting the same day.

“I feel this only confirms a pattern of working to undermine Mason Classical Academy. Mr. Moore, perhaps my fellow board members feel otherwise, but I believe your March 27<sup>th</sup> written notice of alleged violation, combined with your other just described documented actions, all with the tacit approval of Mrs. Vickaryous, have been in opposition to MCA’s Pillars of Virtue the entire time.”

Mr. Willkomm interjected, since he felt Mr. Bolduc’s response was a deflection away from the COI allegation, defending Mr. Moore’s role as compliance officer, who is supposed to look into things, and that a parent brought the conflict of interest up as a concern at the last board meeting. He agreed with Moore that the appearance of a conflict was of concern. He felt Mr. Bolduc should have somehow let his fellow board members know there could be a conflict. Mr. Willkomm does not agree with the focus against the compliance officer and feels that the issue of a potential conflict of interest was the real issue and that he did not agree with the attorney’s decision to advise Mr. Bolduc not to attend the meeting where the insurance option was being voted

upon. He was also not pleased that no explanation had yet been presented to the board on why this was or wasn't a conflict, and no discussion regarding disclosure to the board.

Mr. Bolduc stated that Mr. Willkomm was mixing up the two issues of a conflict of interest vs. a violation. Mr. Bolduc clarified that Tripp Scott said there is no policy violation. He said that as a separate issue from the violation allegation, the conflict of issue point should be discussed by the board.

Mrs. Lichter stated that after the meeting where a parent had raised concern regarding the conflict of interest question, she asked the attorneys at Tripp Scott for direction as to whether or not there was an issue. Counsel gave "zero indication" that there was a problem and that he was working on a disclosure that he was going to send out when completed. So, Mrs. Lichter, waiting for the disclosure from the law firm, was surprised to see Mr. Moore's "written notice of policy violation" come in, after she had already spoken to counsel and had been advised that no violation existed. (Had Mr. Bolduc voted and not disclosed his full, developing relationship with Captivated Health, it would have been a violation of policy, but that was not the case.)

Mr. Willkomm still felt strongly that since in Mr. Bolduc's email, he said that he spoke with Tripp Scott and that it would be a conflict, he would need to disclose it and decline from voting (had he attended the meeting,) it was in his view, a conflict of interest.

Mrs. Lichter clarified that the Disclosure would be next on the agenda, but that the alleged violation of policy was the only item currently being discussed.

In the view of some board members, the serious issue of the intent behind and appropriateness of Moore's sending a written notice of alleged violation without seeking advice of legal counsel is as vital to the discussion as the still-to-be-determined potential for harm from a conflict of interest. This is of particular concern, since only two months ago, the board discussed in a meeting that any major item that comes up before the school should be discussed with Tripp Scott before the school takes any action. In that meeting, Principal Vickaryous agreed that they would always do that. In this case it was not done. If Mr. Moore had only taken the time to call Tripp Scott before jumping to his damaging and erroneous conclusion, he would have found out that the disclosure was being drawn up by Mr. Bolduc and the law firm, and would probably be received on Monday.

Mrs. Mlinarich said that since Mr. Moore is MCA's compliance officer, he is there to support and protect the school, and she felt that his handling of the situation by alleging a violation and publishing the notice (without advice of counsel) was very inappropriate, to say the least.

**Disclosure:**

Dave Bolduc restated that he was working with Tripp Scott to develop the conflict of interest disclosure statement which was attached to his response on April 2, 2020 and that Mr. Wood of Tripp Scott felt it would be helpful for the other board members if he developed a timeline of the series of events and the relevant discussions leading up to March 23. He asked for questions from board members on the issue.

Mrs. Mlinarich said that she had no idea Mr. Bolduc had been considering a position with Captivated Health and that it had been a surprise to hear from a parent in a board meeting comment that this was the case. She wished that the board had known going into the vote to proceed with Captivated Health, that there was more involved than the board was aware. But she assumed that the issue was being prepared by our legal team for discussion in the next board meeting to determine what needed to be done.

Mr. Bolduc reinforced that the legal team had determined that there was no violation of policy, but that the board needed to evaluate Tripp Scott's conflict of interest disclosure form and determine whether there is a conflict or not. In that form, they offer for the board's consideration that all conflicts of interest are not necessarily prohibited or harmful to the school.

- *Mr. Bolduc stepped out of the meeting for the vote.* –

Mr. Willkomm stated that his goal was not to cause problems, but that he views it as a conflict of interest, and that disclosing it after the vote and after a formal complaint did not undo the fact that the conflict was there.

Mrs Mlinarich said that she knows Mr. Bolduc’s character well enough to know that he would not address this only if he were forced to; she does not believe that is what happened, and feels it is a mischaracterization to imply otherwise. Since this has come to light in tandem with other factors, she wished that the wisdom or viability of pursuing the policy further could have been evaluated on its own. A conflict of interest in this case may be a moot point if the board decides that due to other factors, it may choose to explore other options.

Mrs. Lichter said that in her conversation with Mr. Wood of Tripp Scott, he offered that not every conflict of interest is a bad thing. He deals with this in many of his other schools. While there is a duty to disclose, it is up to the board to decide if the conflict is too great to allow going forward with it, or if the product being offered is legitimately better or more affordable for the families of the school than going with another vendor.

Mrs. Lichter also spoke very highly of Mr. Bolduc’s character, and did not feel it should come into question at all. She and Mrs. Mlinarich have worked with him for over a year, and know him to have great integrity, has been a tremendous board member and cares deeply for the school. She felt his intent was presenting a product for the best interests of the school, not merely for some financial gain.

Mr. Willkomm said that the whole point of the disclosure is to allow the board to weigh all known factors in advance of making a decision and voting. He did not question Mr. Bolduc’s integrity, but he does feel the conflict exists and that there is a financial incentive. He also regrets that the issue was not addressed before a complaint was lodged.

Mrs. Mlinarich said that in all fairness, she believes from the timeline she has read, that Mr. Bolduc had not accepted the position with Captivated Health until after the vote and that although it was not great timing the way this all came together, she didn’t know how he could have been expected to announce in a public board meeting that he might have an interest in Captivated Health while he was in negotiations with the company for a position. That wouldn’t make any sense for him to jeopardize the opportunity rather than stepping back and allowing the vote to happen without him. It was a difficult position for him to be in, but why was it considered a violation since he accepted the position after the fact?

Ms. Foster was not aware either of the relationship to the company and thinks she would like to revisit the insurance vote after these issues have come to light.

**Motion to Find That There Was A Conflict Involved in the Board’s Voting for Captivated Health Without Being Aware that Another Board Member had Affiliation with Captivated Health:**

Moved: Conrad Willkomm  
Second: None  
Motion Failed

- *Mr. Bolduc returned to the meeting.*–

## **Healthcare:**

Laura Mlinarich-

“I sent a letter to the board explaining that in the present demands on our administration, faculty and staff, and along with the global uncertainty we are facing with COVID-19 and all of the repercussions, that I was wondering if this was the right time to be changing companies. And, understanding Mrs. Denise Adamkiewicz’ situation, I’m thinking about this overall and learning also from certain staff members that apparently, there are more demands on time than we had originally anticipated. So, I wanted to bring it up for discussion and I’d like to hear more from staff members what their impressions are after taking a deeper look into this, if there will be more demands on time from staff, and I’m wondering if this is a good time to change companies, period, because of things being up in the air financially in the world.

I also wanted to say that in the board meeting when we were given the Captivated Health presentation and we discussed it, that I had understood that Principal Vickaryous was the main contact person between the school and the company, and that she had gone to a training. So, I wanted to get her perspective as to whether she thought this was a good idea. I also understood that she would be the main contact person and the person in charge of implementing this policy. So, when I asked her that in the meeting, I do NOT recall her advising that we wait to vote and I was confused by the email that we received from her stating that she had requested that we postpone the vote. I wanted to hear from the other board members that were present in the meeting if that was their memory.”

Neither Mrs. Foster nor Mrs. Lichter recalled Mrs. Vickaryous requesting that we delay the vote, or that there was any reason that we should postpone it. Mrs. Vickaryous was asked about the statement she made in the email. She stated rather than a request being made, she actually made round-about comments and inferences, ‘per se.’ Mrs. Mlinarich asked that for future reference, she would prefer that Vickaryous understand the difference between what she hoped to imply versus making a direct request. There is a big difference. Mrs. Vickaryous was asked specifically for her thoughts on the matter, as the expert in the room. Had Mrs. Mlinarich understood that Vickaryous thought it would be wise to wait, based on information that she had, then she would have absolutely honored that.

Mr. Willkomm said that since he missed the meeting and presentation he would defer to the board regarding the decision, but that he had heard from others and knew from his experience that switching to a new insurance provider, much less a new type of insurance provider, he had reason to believe that the best decision would be to stick with what we have and remain focused on the education of the students.

Mrs. Mlinarich said that she agreed with Mr. Willkomm and that she felt it would not be fair to our MCA family, given the amount of medical fear resulting from the pandemic, to cause them to worry about anything relating to their health. She said she would like to look at options at another time after things have calmed down.

Ms. Foster also agreed that it was not the right time to make such a significant change, for the peace of mind of the staff and feels we should consider putting the decision on hold to be addressed at another time.

Mrs. Mlinarich said that she had hoped to see the minutes from that meeting, which unfortunately had not yet been submitted by the compliance officer, but her understanding of that vote that was made on the 23<sup>rd</sup> was to further pursue the relationship with Captivated Health. She did not remember that there was any contractual agreement put into place then. But, depending upon exactly what that vote entailed, she wondered whether rescinding the vote or simply stating that the board would not be changing the healthcare system now. She asked for Mrs. Lichter’s guidance as to the options for the vote. Mrs. Lichter said that the vote could either be rescinded, or that the board could vote to postpone the decision until later to revisit the issue.

Mrs. Lichter stated that after reviewing Captivated Health, her vote was in favor of the new plan, because she felt it was a great program and great for the school. She understands the concerns but wanted to express her standpoint. Other members agreed, citing the benefits of the plan, including what appears to be a substantial cost savings. The board makes decisions based on what is genuinely in the best interest of the school, however, as Mr. Willkomm stated, we are in a unique situation where circumstances are requiring as much stability as possible for all.

**Motion to Rescind the Prior Vote Regarding Captivated Health:**

Moved: Conrad Willkomm  
Second: Laura Mlinarich  
Vote: Motion Passed 3 – 1  
Kelly Lichter opposed

**Parent Grievance Committee:**

Kelly Lichter-

The reason this item was brought up for discussion was MCA’s legal counsel notifying the board president of a disgruntled parent’s contacting him regarding her concerns regarding MCA’s leadership. Mrs. Lichter feels this is a violation of the parent contract since the concerns were not first brought to the Grievance Committee to be resolved before seeking remedy outside the school. She was discouraged that there still seem to be people who are not willing to observe and utilize the process in good faith, but instead insist on

**Motion to Request that the aforementioned parent take their concern to the Grievance Committee:**

Moved: Conrad Willkomm  
Second: Pearline Foster  
Vote: Unanimous

**New Business**

**Budget Overview:**

-Pam Vickaryous:

Vickaryous had a brief overview, stating that she hoped to schedule a meeting soon with the Finance Committee to determine the modifications for the budget that will be needed. Mrs. Lichter recommended that at the next Finance Committee Meeting, not only the 2019/2020 Budget, but also the 2020/2021 Budget and Five-Year Budget Projection should be prepared for review and input.

**Roles and Responsibilities:**

Kelly Lichter-

Contractually, the executive director has general responsibility for management of all aspects of the educational program and day to day operation of the school campus. The MCA Board has the right to modify those duties as it sees fit. Regarding the new executive director and responsibilities and roles related, in conceiving this position, the board president intended for his first priority to be implementing an online learning program. Mr. Hull and his team deserve absolute kudos for the outstanding job they have done in that regard. At this time, since that first priority has been accomplished, the intent of having an executive director is being clarified by the board: The executive director is in charge, working directly beneath the board of directors. Principal Vickaryous reports to Executive Director Hull at this time.

**Compliance Officer:**

-Kelly Lichter

After long discussions with both MCA legal counsels, it has been determined that there are serious “red flags” with the way Mr. Moore has been operating. The advice of MCA’s counsel is for Mr. Moore to be terminated. Board President Lichter recommends to the board of directors, based on that legal advice, that Mr. Moore be terminated, effective immediately.

**Motion to Terminate Compliance Officer, Mr. Scott Moore’s Contract, Effective Immediately.**

Moved: Kelly Lichter  
Second: Laura Mlinarich  
Vote: 4-1: Mr. Willkomm  
opposed

**Policy Updates**

**Board Comments**

**Laura Mlinarich**

This is a stunning time to witness in our world. The things we have needed to do with our classrooms being online and social distancing... even with all that we are going through, there are blessings to be found in this horrific situation. Her son is thriving in the virtual classrooms, thanks to our amazing faculty, even though he misses his friends dearly. She has been focusing on staying healthy with her family, reorganizing, and hoping to come out of this stronger than before. She prays for us all to recover and move forward in the best possible way and for our nation to remain intact .

**Dave Bolduc**

Mr. Bolduc had hoped that with regard to Captivated Health, there would be more questions asked to make the determination. He had hoped that more thorough vetting would have been done before making the decision, with fewer assumptions. He pointed out that Captivated Health was referred to as an Insurance Company, which it is not. It is CIGNA, one of the largest health insurance companies in the US.

**Laura Mlinarich** thanked Mr. Bolduc for all the hard work he put in to present the option to the school, and said that she hoped there would be a better time in the future to consider it.

**Kelly Lichter**

The board will be receiving from the board president an email with instructions as to how to access the state approved principal’s evaluation tool from the Florida Consortium of Charter Schools website. Each member will complete the evaluation instrument as an individual board member, schedule a time to meet with the principal to discuss the evaluation. Once completed, the eval will need to be uploaded to the meeting folder in the Google Drive where it can be reviewed by the other board members. When the board comes back for a meeting, they will discuss it. She scheduled the next meeting with the board for the Wednesday, the 22<sup>nd</sup> at 4:30 PM. (This date needed to be adjusted later to allow two weeks time to complete.)

She also expressed interest in keeping the momentum of MCA excitement going, with graduation, thesis, virtual social events, community connection, fund raisers, etc. especially since this pandemic event may last for the rest of the academic year.



**Laura Mlinarich** also asked if the board members could research prepare for a discussion as to whether MCA should apply for COVID-19 relief funds. She received an email from “Grow Charters” the saying that as a 501C3 Charter School, the school has the right to apply, to create a safety net for the Fall or protect the school. Mr. Willkomm supported applying, since it could be significant for the school. Having consensus, the board agreed to have staff explore the option. Mr. Bolduc suggested that Erin Garcia with Valley National, our existing lender. Mrs. Vickaryous volunteered to look into it.

**Meeting Adjourned**  
**6:03 PM**

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Secretary

Date