



# NAPLES

CLASSICAL ACADEMY

## Naples Classical Academy (NCA)

Minutes for Special Meeting of the Board of Directors

10270 Immokalee Rd, Naples, FL 34120

December 10, 2024, at 6:00 P.M.

	Name	Office	Present	Absent
1	Mr. Matthew Mathias	Board Chair	✓	
2	Dr. Mark Russo	Secretary	✓	
3	Mr. William Truog	Director	✓	
4	Ms. Courtney Sowerby-Thomas	Director	✓	
5	Mr. David Gooch	Director	✓	

School Personnel in Attendance:	Optima Personnel in Attendance:	Guests in Attendance:
Dr. Lisa Rochefort, Interim Head of School	Mrs. Susan Turner, Dir. Compliance & Governance	
Mr. Ben Duff, Dean of Students		
Dr. Matthew Mosher, Business Manager		

1. Meeting was called to order at 6:01 P.M. by Mr. Mathias.
2. Attendance roll call conducted. [Dr. Russo absent]
3. Agenda approved without objection.
4. Public Comment
  - a. Mr. John Rose
  - b. Ms. Elizabeth Kirschner
  - c. Ms. Andrea Paciello
  - d. Ms. Agnes Zak

[Dr. Russo arrived.]

5. Minutes of 10/29/24 – motion to approve made by Bill Truog, seconded by Courtney Sowerby Thomas, vote- unanimous.
6. Chairman’s Report – Mr. Mathias thanked the PTC team for the Founder’s Day event. Mr. Mathias offered a detailed report on the search firm’s efforts to secure a Head of School Candidate, through national networking and coordination with Hillsdale College. The land sale is proceeding and bond counsel is engaged to ensure closing process includes all necessary steps. The gymnasium permits are complete; financing discussions continue.
7. July – October financials, motion to accept made by Ms. Sowerby-Thomas, seconded by Dr. Russo, vote- unanimous.
8. Interim Head of School’s Report – Dr. Rochefort provided an update on teacher professional development, state assessments, discipline, and student events. Dr. Mosher addressed issues on site

regarding facilities, building maintenance, food service, and storage needs. Ms. Sowerby-Thomas commented on several topics and requested a follow-up report from the school on car line. Mr. Truog and Dr. Russo requested written input from the school on managing the budget with enrollment changes.

9. Optima's Report – Susan Turner reported on grants, bond compliance, governance training, and administrative support.

10. New Business

- a. Parent Representative – Ms. Sowerby-Thomas requested future consideration of several potential representatives. Mr. Mathias nominated Ms. Sowerby-Thomas as the interim representative.
- b. Resolution, as presented, regarding Corporation's approval and consent to the sale and conveyance of real property, Unit 2, NCA Academic Land Condominium, a Commercial Condominium, to CWS at North Naples, Inc., in accordance with the terms of Purchase and Sale Agreement, effective July 17, 2023, as amended: motion to approve the resolution as presented made by Bill Truog, seconded by David Gooch, vote- unanimous.
- c. Resolution, as presented, that Matthew W. Mathias is, as Board Chair, authorized in the name of and on behalf of the Corporation, to execute any and all closing documents required in connection with said sale and conveyance, including, but not limited to, a warranty deed, bill of sale, closing affidavit and settlement statement- motion to approve made by Bill Truog, seconded by David Gooch, vote- unanimous.
- d. Re-evaluation of Dr. Rochefort's Head of School candidacy- Dr. Rochefort presented updates on operational and academic topics as requested by the board.
- e. 24-25 Budget Amendment- Mr. Mathias noted that the finance committee met and reviewed the budget amendment, with its recommendation to the board. Motion to approve the budget amendment as presented made by Bill Truog, seconded by David Gooch, vote- unanimous.
- f. 25-26 Academic Calendar – motion to approve made by Bill Truog, seconded by David Gooch, vote- unanimous.
- g. Lender early repayment request – Susan will follow up with lender on board's input.
- h. Policy Change 5400 – motion by David Gooch to approve policy as presented, seconded by Bill Truog, vote- unanimous.
- i. Revised Head of School Job Description – motion to approve made by David Gooch, seconded by Bill Truog, vote- unanimous.

11. Board Comments – Mr. Gooch noted the knowledgeableness of school administration and staff and shared his concern on budgeting topics. Dr. Russo thanked Mrs. Zak for her service to the school and commended Dr. Rochefort on her work. Ms. Sowerby-Thomas thanked Mrs. Zak for her work on the PTC. Ms. Sowerby-Thomas noted the impressive teachers and classroom environments from her recent visit. Mr. Truog shared the role of the board in selecting a school leader and acknowledged the difficulty of Dr. Rochefort's current position. Mr. Mathias was very impressed with recent classroom visits. Mr. Mathias also noted the importance of collaboration between the academic and operational systems of the school.

12. Adjournment – meeting adjourned at 7:56 P.M.

**Reviewed and approved by Board Chair, Mr. Matthew Mathias**

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*Signature*

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Date