

Dear Starkville Academy Patrons,

We are happy to attach a report from this year's Nominating Committee, which provides that committee's three nominees to the Board for next year. Two of these nominations are for full four-year terms, and one is for a three-year term to fill an open seat on the Board.

Under the new election procedures established by a vote of the Patrons last year, any other Patron wishing to be considered for the board now has 14 days from the date of this e-mail to submit their name along with the signatures of not less than 25 voting patrons who support their desire to stand for election to the Board. If no names are submitted, the nominees submitted by the Nominating Committee will assume a spot on the Board without an election being necessary. If, on the other hand, any other eligible Patrons submit their names and the required number of signatures, an election would be held with their names appearing alongside those of the nominees mentioned above. If you desire to run, please keep in mind that the signatures would have to come from separate families, as each family is allowed only one vote under our by-laws.

Voting, if it is necessary, will be made by electronic ballot and, in light of the circumstances this year, we are also happy to receive e-mail or other electronic "signatures" from patrons in support of a potential nominee.

We would also like to provide some information regarding this year's annual patron's meeting, which is normally scheduled for the middle of April each year. In light of the COVID-19 related limitations placed upon us, we will not be holding an in-person annual meeting this year; however, we will be holding an electronic meeting so that interested Patrons can virtually attend and provide input or receive information. The date for the virtual meeting will be announced in the near future. Although our meeting would normally include a somewhat detailed financial report, we anticipate scheduling a separate meeting to provide that information once we are able to gain a clearer understanding of the impact that this crisis will have on our school. In the worst case, we intend to schedule such a meeting for the start of the upcoming 2020-21 school year.

For those who are interested in the background on the Board selection process and other changes, we believed it to be prudent to remind everyone of the revisions and/or amendments to the By-Laws that were passed by the patrons last year. These include the following:

1. The annual meeting may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Patrons have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Patrons, pose questions, and make comments (Article IV, Section 1).
2. Remove the definition of a quorum and to allow a quorum to be defined by state law (Article IV, Section 5).
3. Consistent with changes to the annual meeting, the requirement that Board nominees give speeches has been removed (Article V, Section 5).
4. Nominating Process of Patron-Elected Board Members (Article V, Section 4): The Board shall appoint a Nominating Committee consisting of no fewer than six (6) persons and no more than

eight (8) persons, one of which shall be a non-voting member from the Board of Directors. The chairman of the Nominating Committee shall be designated by a majority vote of the Board Members. No person serving on the Nominating Committee shall be eligible for election to the Board. The committee shall select two (2) eligible nominees to comprise the Committee's slate of candidates for the open board positions. The report of this committee shall be made known to the Board as soon as practicable, so that the Board may review any nominees for purposes of ensuring (i) that they meet the qualifications set forth in Section 3(a)(ii)... and (ii) are otherwise in good standing with the School. Should the Board determine that any nominee lacks such qualifications, it shall refer the matter back to the Nominating Committee for a replacement nominee. Upon confirmation of the Nominating Committee's report, the Board shall notify the Patrons of the slate of candidates determined by the Nominating Committee.

Patrons shall have not less than fourteen (14) days following the announcement of the Nominating Committee's slate of candidates to submit their name and the signatures of not less than twenty-five (25) Voting Patrons to run for election to the Board as a Patron-Selected Candidate. The names of any Patron-Selected Candidates shall be made known to the Board as soon as practicable, so that the Board may review the candidate for purposes of ensuring (i) that they meet the qualifications set forth in Section 3(a)(ii)... and (ii) are otherwise in good standing with the School. Should the Board determine that any Patron-Selected Candidate lacks such qualifications, it may disqualify the candidate, in which case it shall contact the Patron-Selected Candidate directly to inform them of this decision. Should the Patron-Selected Candidate be qualified, his or her name will appear on the ballot.

The list of Board candidates shall be presented to the Patrons not less than ten (10) days prior to the annual meeting. A final ballot shall be prepared designating all candidates for the Board, without designation as to whether they were selected for nomination by the Nominating Committee or as a Patron-Selected Candidate.

5. Changes to the By-Laws may be allowed by written submission rather than by requiring a patron meeting. Alternatively, these by-laws may be amended by written ballot provided that the material soliciting the approval contains a summary of the amendment and that such amendment has been first approved by the Board of Directors or supported by petition of twenty percent (20%) of the Voting Patrons (Article XI, Section 1).

We will provide a final update in the coming weeks either announcing that the slate of candidates presented has passed or else that an election will be forthcoming with all the names of qualified candidates. Thank you for your understanding and patience in navigating through these times while trying to implement the new changes.

Respectfully,

Jeremy Nicholas
Head of School

Betsey Smith
President, SA Board of Directors