



NRGRDA – Emergency Board Meeting Minutes
Oct. 28 2025 at 3 p.m.
Virtual

ATTENDANCE

BOARD MEMBERS ATTENDANCE

IN-PERSON: Allison Taylor, Zackary Statler (non-voting & WV Hive Board member)

VIRTUAL: Anita Groves, Craig Chapman, Lisa Eads, Heather Ouimette, Heather Johnson, Donnie Holcomb, Larry Meador, Tamara Mullins, Ted Kula, Bill Baker

STAFF PRESENT: Jina Belcher, Jozy Moore

GUESTS: Michelle Rotellini (WV Hive Board member)

Call to Order

Allison Taylor called the meeting to order at 3:01 p.m., noting the purpose was to address significant developments at the WV Hive and outline immediate next steps.

EXECUTIVE SESSION

- **Motion:** Enter executive session to discuss personnel matters and legal advice related to recent WV Hive resignations.
 - Motion made by Larry Meador, seconded by Bill Baker. Motion carried with none opposed.
- Executive session began at 3:03 p.m.
 - Michelle Rotellini was placed in the Zoom waiting room. Allison noted Zack Statler would remain in session due to his direct involvement with WV Hive finances.
- Executive session concluded at 3:41 p.m.
 - Michelle Rotellini was readmitted to the meeting.

ACTION ITEMS:

1. Acceptance of Resignation – Judy Moore

- Allison requested a motion to accept the resignation of Judy Moore, Executive Director of the WV Hive and Deputy Director and the NRGRDA effective Oct. 31

Discussion:

- Larry Meador asked why the NRGRDA Board was acting on the resignation if Judy was a Hive employee.
- Jina Belcher clarified that all WV Hive staff are NRGRDA employees. Under the MOU and WV Hive bylaws, NRGRDA has full authority and discretion over employees who work on Hive programming.

Action: Motion to accept Judy Moore's resignation made by Anita Groves, second by Bill Baker. Motion passed with Larry Meador abstaining and none opposed.

2. Acceptance of Resignation – Kent Spellman (WV Hive Board Vice Chair)

- Motion to accept the resignation of Kent Spellman from WV Hive Board made by Larry Meador, seconded by Heather Johnson, Motion carried with none opposed.
- Allison clarified that the NRGRDA Board is the appropriate body to accept the resignation, as it holds the authority to appoint WV Hive Board members.

DISCUSSION ITEMS

1. WV Hive Checking Account, Cash Flow & Board Composition

- Allison noted the Board must determine how to manage the Hive's checking account until Nov. 18 (the next NRGRDA board meeting).
- Zach recommended not allowing the account to go into the red due to reputational risk and uncertainty regarding the Hive's future structure.
- Jina outlined the current plan:
 - A previously expected \$38,000 payment will not be drawn from the Hive account.
 - All payroll is now run through NRGRDA's account.
 - Judy's salary will cease from the Hive account after Oct. 31.
 - She and Finance Manager Leah Hurley will prepare an updated November cash flow.
 - Automatic payments have been removed, and contracts are being reviewed for cancellation.
- Consensus:
 - No vote required. Staff will monitor cash flow and revisit needs at the Nov. 18 meeting.

2. WV Hive Board Composition & Governance

- Jina Belcher requested guidance from the NRGRDA Board regarding the future composition of the WV Hive Board, noting Kent's resignation and that several WV Hive Board seats have remained vacant for an extended period. Jina noted that, under its governing requirements, the WV Hive Board may operate with a minimum of three members.
- Allison stated that the Board could defer any decisions regarding WV Hive Board composition until the November meeting, at which time these questions could be reviewed with NRGRDA's legal counsel.
- The Hive currently has seven members; four are required for quorum.
- Allison noted reducing the size of the WV Hive Board is permissible if consistent with bylaws, but abolishing the board raises different legal issues.
 - Bill Baker asked whether the Hive Board could be dissolved, or whether NRGRDA's Executive Committee could serve as the Hive Board to streamline oversight.
- **Next Steps:** Legal counsel (Cory Bonasso, Bowles Rice) will assess:
 - Whether board size can be reduced
 - Whether NRGRDA members may serve dual roles
 - Whether the NRGRDA Executive Committee can act as the Hive Board
 - Other governance changes needed

3. Communication with WV Hive Board on recent events

- Michelle expressed concern about being unaware of the full situation.
- Jina and Allison summarized recent events:
 - Significant financial concerns related to WV Hive accounts were disclosed to NRGRDA on Sept. 17, including a projected negative bank balance by late October.
 - Despite instructions to stop spending, payments continued to leave the WV Hive account.
 - Judy submitted a resignation letter on Oct. 24 after calling an unauthorized WV Hive board meeting; the meeting's recording reflected biased and inaccurate statements.
- **Next Steps:** Remaining Hive Board members will receive an update from counsel summarizing resignations, current status and fiduciary expectations.
 - They will also be invited to the Nov. 18 meeting.

NEXT MEETING

- **Date:** November 18, 2025
- **Time:** 11:00 a.m. – 1:00 p.m.
- **Location:** Fayette County
- **Planned Agenda Focus:**
 - Future structure and mission of the WV Hive
 - Updated financial and cash flow report
 - Governance and legal recommendations
 - Input from Hive Board members and counsel

ADJOURNMENT:

- Meeting adjourned at 4:04 p.m. following motion by Heather Johnson.

Larry Meador, Secretary

Accepted: Feb 3, 2026