

April 24, 2026

Anna Hehenberger
Charlotte-Mecklenburg Board of Education
P.O. Box 30035
Charlotte, NC 28230-0035

Re: Proposal to Provide Legal Compliance Assessment Services

Dear Ms. Hehenberger,

We are excited about the opportunity to advise and collaborate with the Charlotte-Mecklenburg Board of Education (“You” or the “Board”) on a legal risk assessment. Below we have outlined a general methodology, budget, and proposed areas of focus, as well as our past experience, capabilities, and qualifications. If selected for this work, our approach would be to partner with the Board and its legal team to determine the systemic areas of greatest risk and how to prioritize those risks in light of the Board’s objectives. We are happy to modify this proposal and the areas of concentration for review depending on the priorities of the Board and the needs of the district. We view the following proposal as only a starting point for further discussion regarding the best ways for the Board to leverage our legal advice and deep experience.

Please note that we are submitting this information to You as a potential client, and this information is confidential and unique to the Charlotte-Mecklenburg Board of Education. Consequently, the attorney-client privilege and attorney work product doctrines attach to the following, and we ask that this proposal remain confidential unless waiver of the privilege is authorized by the Board.

The key personnel for this project each brings unique and deep experience to the project. Elizabeth Troutman is an experienced North Carolina school board attorney, advising school board clients daily on matters related to state and federal law, in addition to conducting investigations, defending litigation, and providing policy and recommendations for systems improvements. Bryan Starrett has deep experience working with large organizations to conduct systemic review and legal compliance, particularly in the areas of ethics, business, and employment. Christine Bischoff joined Brooks Pierce in 2025 after a long tenure at the U.S. Department of Justice

and the U.S. Department of Education, Office for Civil Rights, and brings that perspective to advising school boards on compliance with federal civil rights laws. Justin Outling has worked in local government law and operations for over a decade (including serving on the Greensboro City Council), in addition to working with business clients navigating complex legal and political issues. The diversity of experience and practice areas reflected in this team makes Brooks Pierce uniquely qualified to assist Charlotte-Mecklenburg Schools in evaluating risks and developing practical recommendations.

I. Proposed Methodology

In order to assess current compliance in high-risk systemic areas, subject to refinement in collaboration with the Board and CMS leadership, we propose the following steps:

1. *Initial Legal Risk Review.* We will initiate the assessment through structured interviews with key personnel in the legal, human resources, and finance departments, as well as with other administrators identified by You to understand the current landscape and areas of concern. We will also review a small set of documents such as litigation-related information, audits, and/or complaints.
2. *Scoping Discussion.* After the initial review, and at the option of the Board, we will propose a scope of work and areas of emphasis. We could meet with a team designated by the Board to finalize this scope. This stage is not mandatory but would empower You to make further decisions about the scope of the legal risk assessment prior to additional work being conducted to ensure our intended scope is aligned with your expectations and goals. We have included a list of areas of emphasis which we believe (without having privileged information on the subject) could be included in the final scope. We propose to divide the assessment into four (4) areas: Finance (led by Bryan Starrett), Human Resources (led by Elizabeth Troutman), Student Services (led by Christine Bischoff), and Operations (led by Justin Outling). At this scoping phase, we would prioritize the needs within each area based on risk factors, including safety of students and staff, litigation, financial loss, and impact on education offered.
3. *Documentary & Policy Review.* In each focus area, we will review CMS's current policies, procedures/protocols, internal document

templates, standard contract forms, and other relevant documents to further assess the current state.

4. *Interviews.* We will also conduct interviews within each area of emphasis to understand the actual practice on the ground, to be able to weigh these practices against the policies, legal concerns, and best practices.
5. *Analysis.* With the documents and interviews in hand from each area of emphasis, we will conduct an analysis of the current workflow, focusing on evaluating legal compliance of current practice and assessment of current safeguards designed to manage risk and ensure legal compliance. Based on all of the foregoing, we will identify the "current state" of compliance in the areas reviewed, including an identification of frequent and/or particularly noteworthy items befitting prioritization for further consideration and refinement.
6. *Discussion of Assessment and Recommendations.* We believe that the best path forward is through collaboration with You to address the legal risks we have identified. Our proposal is to present our assessment in a manner that will support the work of the district moving forward, and we will include recommendations for improvement or next steps within the assessment as appropriate.

II. Proposed Budget and Timetable

We have found, collaborating with school boards and other educational institutions across North Carolina, that giving control over legal expense to You is the best way for us to support your mission. For that reason, we charge based on the hours actually worked on a specific matter, and we do not require a retainer from the school board. In this way, the Board can increase or decrease the amount of work being done (and therefore the amount of dollars being spent) as the project progresses. In addition, we are proposing a scoping discussion within this budget at which time the Board may adjust the work to be done. We could also enter an initial "not to exceed" dollar figure of \$75,000, giving the Board the option to increase over that initial budget depending on the scope of the work and the information learned during the course of the review.

For this matter, we propose that all attorneys be billed at a rate of \$275/hour. This dollar figure is a substantial discount from Brooks Pierce's regular rates and is limited to this proposal, in recognition of the important

work the public schools do in our state. We are assigning to this project four (4) experienced attorneys to serve as team leads, as further described below. The following proposed budget may change depending on the scope of the project and the needs of the district.

The following is an estimate of hours required for each step of the proposed methodology:

Step of Methodology	Attorney Hours	Estimate
Initial legal risk review	25	\$ 6,875
Scoping Discussion	10	\$ 2,750
Documentary Review by Area	40	\$11,000
In-Depth Interviews by Area	100	\$27,500
Analysis	50	\$13,750
Results Discussions	50	\$13,750
Total Estimate	275 Hours	\$75,625 General

We anticipate this process requires approximately three (3) months. That timetable may be shortened if necessary and the scope is limited. The initial scoping discussion (step 2) of our proposed methodology is designed to develop a schedule that is compatible with your needs and objectives.

III. Areas of Emphasis

While we believe further discussion related to the appropriate scope of work would be beneficial, the following is a list of proposed assessment categories within each focus area. These categories are chosen based on the areas where legal risk is most commonly a concern for school boards:

1. Finance

- *Accounting & Fiscal Stewardship*: General areas of risk include the lack of fiscal controls or systems to mitigate risk, the risk of non-compliance with federal mandates related to use of federal funds (Uniform Guidance), and improper fund accounting. Vulnerabilities in this area often lead to unfavorable Local Government Commission (LGC) audit findings, potential funding claw backs, and compromised transparency during budget negotiations.
- *Procurement Integrity*: General areas of risk include statutory bidding violations and the inconsistent application of Board policies across departments. These variances can result in "informal" procurement workarounds that bypass essential fiscal controls, unfair competition leading to misuse of funds or excess costs, voiding contracts, or inviting legal challenges from vendors.
- *Contractual Risk Management*: General areas of risk include the use of outdated templates that lack appropriate legal protections, as well as ill-defined processes that could result in contracts being executed without appropriate review and potentially outside of intended spending and legal authorities.

2. Human Resources

- *Hiring and Contracting*. Areas of risk include discriminatory practices and non-compliance with North Carolina law related to teacher and administrator contracts.
- *Performance Evaluations and Renewals*. Risks include poor instruction to students without process for improvement, non-compliance with North Carolina licensure and contract laws, and discriminatory practices.

- *Discipline and Termination.* Risks include discriminatory practices, non-compliance with North Carolina law related to suspensions and dismissals, wrongful termination in violation of public policy, and breach of contract claims.
- *Leaves of Absences and Accommodations.* Risks include non-compliance with Americans with Disabilities Act (ADA), Family and Medical Leave Act (FMLA), North Carolina law related to leaves of absences, lack of accommodations, and attendance concerns related to instruction and programs.
- *Wages.* Risks include underpayment of employees, non-compliance with Fair Labor Standards Act (FLSA) and computation of salaries based on North Carolina salary schedules.

3. Students

There are an increasing number of student issues that present legal risks to school boards.¹ Given that the Request for Information (“RFI”) did not list student issues as a particular concern, this is an area where we could expand or contract the scope of risk assessment upon further discussion with You. Our proposal prior to such discussion would be to focus on the areas of greatest enforcement risk from federal and state governments, the entities which fund the public schools. The federal government – through the U.S. Department of Education and the U.S. Department of Justice – is aggressively enforcing civil rights laws based on evolving legal standards and varied enforcement methods. Our state government has focused its priorities and oversight on parental rights in public schools. As a result, the areas of emphasis in student issues could include:

- **Title VI of the Civil Rights Act of 1964 (discrimination based on race, color, or national origin):** Diversity, equity, and inclusion (DEI) policies and programs, “use of race” policies, programs that provide a burden or benefit based on race, admission to schools or special programs
- **Title IX of the Education Amendments of 1972 (discrimination based on sex):** sexual harassment policy, procedures, and compliance by investigators, decision-maker, and Title IX Coordinator

¹ This proposal does not include a risk assessment of compliance with Section 504 of the Rehabilitation Act of 1973 for individual students, the Individuals with Disabilities Education Act, or N.C. law or policies governing services for children with disabilities. Brooks Pierce has significant experience in these areas and would certainly add those areas if desired.

- **Title II of the Americans with Disabilities Act (discrimination based on disability):** Restraint and seclusion policy and procedures, web accessibility policy
- **Parental Rights:** Policy, procedures, and compliance with the N.C. Parents’ Bill of Rights (Senate Bill 49), as well as recent U.S. Supreme Court precedent and state laws governing parental rights related to curriculum and instruction.

4. Operations

Again, this is a large area in which the scope of work may be expanded or contracted depending on needs and objectives. We will assess core operational systems and functions that support the day-to-day execution of district activities, with a focus on legal compliance, risk management, and consistency of implementation. Specific areas of focus will include:

- *Governance:* Delegation of operational decision-making, clarity of roles, and administrative oversight of district operations.
- *Facilities:* Policies, procedures, and practices relating to maintenance, capital use, community use of facilities, and associated liability considerations.
- *School Safety and Emergency Operations:* Readiness, emergency protocols, coordination with local agencies, and implementation consistency across campuses.
- *Records Management:* Maintenance, retention, and handling of records in accordance with North Carolina public records law, the Family Education Rights and Privacy Act (“FERPA”), North Carolina personnel law, and North Carolina law related to archiving and retention.

IV. Capabilities and Past Experience

Education involves a myriad of complex state and federal laws designed to create and maintain quality schools and provide equal access to all individuals. Brooks Pierce attorneys understand the nuances of these complex issues and how to balance the needs of schools and administrators with the desire of parents and teachers. We represent clients in a variety of educational settings, including public and private K-12 schools and higher education institutions, as well as educational associations and education-oriented nonprofit organizations as they navigate issues ranging from special education requirements to Title IX regulations to real estate acquisition and employment litigation. It is our core principle that schools exist to serve children, and we partner with school leaders to navigate these complex issues and competing demands in a manner that serves the ultimate mission of the organization – i.e., educating children.

Finance. Outside Our education team works closely with school finance officers and their teams to ensure compliance with all applicable finance laws and in the development of policies and practices designed to manage contractual and finance risk, create efficiency and predictability in procurement and contracting procedures, reduce legal risk, and ensure compliance with applicable laws regarding school finances, contracts, and procurement requirements. In recent years, we have rewritten finance policies for two (2) districts, created form contracts, and established systems for contract negotiation and review; conducted trainings on conflicts of interest in contracting for three (3) districts; and produced a video covering conflicts of interest, procurement obligations, and contracting for one (1) district. Outside of the education space, we have developed and implemented full compliance programs for public companies.

Human Resources. Brooks Pierce advises on the management of school employees on a near daily basis, including advising, conducting investigations, negotiating separations, drafting discipline documentation, and prosecuting dismissals. The approach Brooks Pierce uses in these matters is always to focus the actions of the Board on the impact to the children. Personnel investigations and actions are handled deftly, taking into account the particular duties of educators to students. We are regularly in court on employment discrimination, wage, contract, and First Amendment issues related to employees. With regard to systemic review, we have collaborated with school clients to address rework of employment policies, including overhauling at least six (6) employee handbooks in the last two years for educational institutions, a complete overhaul of the Board policies for one (1) public school district, and conducting regular reviews of Board policies for three (3) districts. We have also implemented work with districts to implement comprehensive systems for performance review so that teachers and administrators receive helpful and appropriate feedback. During the COVID-19 pandemic, we served as a key resource for individuals working in all sectors, including the State government on adopting and implementing leave policies. Finally, we conducted a complete review with recommendations of the use of independent contractors for a state government entity in recent years.

Student Issues. Education attorneys at Brooks Pierce advise clients on student issues on a daily basis. A substantial amount of the work we do in this area involves the student issues outlined in this proposal. In the area of race discrimination, we conducted an extensive review of a school district's DEI and use of race policies and programs in preparation for a legislative hearing. We have drafted comprehensive policies and procedures on Title IX for several school districts and colleges, and we have consulted with the N.C. School Boards Association on several policy issues related to Title IX in addition to conducting trainings across the state. We regularly participate in Title IX interviews and advise clients on investigative and hearing procedures. In the area of disability discrimination, we implemented a comprehensive training on the IDEA for school

administrators, redesigned codes of conduct and discipline procedures for two school districts, prepared model policies related to website accessibility, in addition to providing regular defense and counseling in these arenas. We have been a leader in interpreting the Parents Bill of Rights and advising school districts on implementation of this state law.

Our operations counsel is grounded in our firm's deep and long-standing education law practice and supported by the breadth and depth of our full-service litigation, regulatory, and advisory capabilities. Our attorneys bring extensive experience advising public school clients on complex, systemwide operational matters, combining subject-matter depth with broad institutional expertise.

The following specific capabilities and representative experience reflects the primary areas in which we advise on operations issues:

- *Governance*: Advising on alignment between board policy and administrative implementation, delegation of authority, and documentation of decision-making.
- *Facilities*: Advising on facility use policies, liability exposure, and operational responses to campus incidents, including coordination with administrators and stakeholders during urgent or high-visibility events.
- *School Safety and Emergency Operations*: Providing real-time counsel during urgent events requiring immediate legal and strategic decision-making, including facility closures, safety incidents, and disruptions.
- *Records Management*: Supporting responses to complex and high-volume public records requests involving operational matters such as facilities, contracts, and incident documentation, while balancing transparency obligations with legal protections.

V. **Qualifications**

Brooks Pierce is highly regarded by several major legal credentialing directories, including Chambers USA: America's Leading Lawyers for Business, The Best Lawyers in America®, U.S. News and World Report's "Best Law Firms," North Carolina Super Lawyers, and Benchmark Litigation.

U.S. News and World Report gave Brooks Pierce tier-one rankings in 42 of its practice areas in their respective metropolitan areas in their 2026 edition of "Best Law Firms." Some of the honored practice areas include Banking and Finance Law, Corporate Law, Commercial Finance Law, Employment Law – Management, Government Relations Practice, Commercial Litigation, Mergers & Acquisitions Law, and Litigation – Intellectual Property.

Eleven Brooks Pierce practice areas and 24 of the Firm’s attorneys were ranked among the best in North Carolina in the 2025 edition of Chambers USA – America’s Leading Lawyers for Business. Brooks Pierce’s Antitrust, Banking & Finance: Mainly Regulatory, Bankruptcy/Restructuring, Corporate/Mergers & Acquisitions, Environment, Health Care, Intellectual Property, Labor & Employment, Litigation: General Commercial, Litigation: White-Collar Crime & Government Investigations and Tax practice areas were recognized. Chambers devises its rankings based on confidential, in-depth interviews with clients and attorneys and an assessment of recent work.

Brooks Pierce was named “North Carolina Law Firm of the Year” for litigation in 2016, 2017, 2018 and 2019 by Benchmark Litigation. The publication, which is the only ranking directory that focuses exclusively on litigation, also gave the firm a “Highly Recommended” score for 2020-2025, and listed eleven attorneys as “Litigation Stars.” Rankings are based on a six-month period where Benchmark researchers conduct extensive interviews with litigators and their clients to identify the leaders in litigation.

Seventy-three Brooks Pierce attorneys were recognized as industry leaders in their respective practice areas in the 2026 edition of The Best Lawyers in America®. Eight attorneys were recognized as “Lawyer of the Year” in their respective practice areas, and 10 attorneys were recognized in the edition of “Ones to Watch.”

1. Key Personnel



Elizabeth Troutman, Partner
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Elizabeth Troutman’s practice focuses on education law, advising schools, colleges, and universities of all kinds and non-profit organizations on education-related legal issues. Elizabeth particularly works in the areas of crisis management, funding disputes, employment, complex investigations, and litigation. Elizabeth is passionate about ensuring educational opportunities across the state of North Carolina.



Bryan Starrett, Partner
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Bryan Starrett has a unique background as a litigator, employment lawyer, and in-house generalist for a new public company. This combination of experience gives Bryan an invaluable perspective for understanding how a legal issue fits within clients' business operations and goals, and how to provide thoughtful and practical counsel to clients.



Christine Bischoff, Of Counsel
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Christine Bischoff is a dedicated education attorney with over two decades of experience at the intersection of education law and policy, civil rights, and constitutional law. She has worked for the U.S. Department of Education, the U.S. Department of Justice, and national and state non-profit organizations focused on educational equity. She has represented the United States government, students, educators, organizations, school districts, and post-secondary institutions in high-stakes matters, including litigation, conducting complex investigations and compliance enforcement, providing expert legal advice and analysis, and developing and implementing policy.



Justin Outling, Partner
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Justin Outling focuses his practice on business litigation and white-collar criminal defense. He helps businesses and professionals in a variety of industries and has successfully brought and defended lawsuits in a myriad of matters. Justin also serves as the firm's Director of Diversity & Inclusion.

2. Capacity

Befitting a law firm of over 100 attorneys, Brooks Pierce is well-poised to address any particularized need that arises during the course of the representation. We would draw from attorneys in a variety of practice areas to staff each area of review, depending on the initial review and scoping discussions. In order for You to review the caliber of the additional attorneys who could work on this matter, we are including professional bios for several other attorneys on whom we rely regularly in our education practice to provide advice and counsel.



Jill Wilson, Partner
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Jill Wilson represents numerous public school boards of education, private educational institutions, and colleges and universities on a multitude of education issues and in litigation in state and federal trial and appellate courts. She has advised and/or litigated on all aspects of education. She frequently assists public and private boards in investigating and resolving issues when independent counsel is advisable.



Maya Weinstein, Associate
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Maya Weinstein advises public school boards of education, private educational institutions, and colleges and universities on a variety of educational issues. She has supported more than 30 North Carolina public school districts on a broad range of legal and regulatory matters, including personnel issues, student discipline, Title IX, safety, and crisis response. She has also served as general counsel for multiple North Carolina school districts.



Lauren Hoffman, Associate
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Lauren Hoffman is a dedicated attorney with experience in both commercial litigation and employment law. She has managed a wide range of legal matters, including contract disputes, policy drafting, and consent decree monitoring. Lauren has guided clients through the complexities of their legal issues and offers practical solutions tailored to her clients' needs.



Joe Newlon, Associate
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Joe Newlon is a transactional attorney advising clients on a myriad of complex business matters. Prior to joining Brooks Pierce, he represented clients in mergers and acquisitions, technology transfer and software licensing, intellectual property, employment, real estate, and business and corporate matters.



Arty Bolick, Partner
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Arty Bolick is an experienced litigator and construction lawyer who represents clients in all manner of court proceedings and arbitrations. He counsels the Firm's construction clients throughout all phases of commercial and institutional construction projects, from contracting and claims resolution, to arbitration and litigation if disputes cannot be resolved through negotiation. Arty is a Certified Mediator through the North Carolina Dispute Resolution Commission.

Thank you for the opportunity to submit a proposal related to Charlotte-Mecklenburg Board of Education's need to conduct a legal compliance assessment. We look forward to the opportunity to discuss this potential collaboration and how we might be able to support the important work you do for students. If you have any questions, please do not hesitate to reach out to me directly.

Respectfully submitted,

A handwritten signature in blue ink that reads "Elizabeth L. Troutman". The signature is written in a cursive, flowing style.

Elizabeth L. Troutman

ELT/bbd