

The Paideia Academies, Inc.

Corporate Board Meeting held at Via Zoom.

Called to order at 5:03PM on 9/28/2020

Minutes

Verified Quorum Via Zoom Meeting-

Present- Dr. Winsor, Mrs. Mendonca, Ms. Garrison, Dr. Tietgen, Dr. Hess, Mrs. Schmaltz, Mr. Landreth, Mr. Dunn, Mrs. Leach

Guest- Ms. Melissa Gonzales, Mr. Joel Brice.

I. Call to the public

Ms. Melissa Gonzales has a fourth grader, when school reopens she asked that the board consider scholars keeping same teacher. Concerned about the stress of the scholars potentially changing teachers once they move to in person.

II. Approve Previous Meeting Minutes from Aug. 24, 2020.

Dr. Hess made motion to accept minutes as written with no edits.

Second made by Mrs. Schmaltz.

Vote:

Dr. Winsor-yes

Mrs. Mendonca- yes

Ms. Garrison- yes

Mrs. Schmaltz- yes

Dr. Hess- yes

Dr. Tietgen- yes

Mr. Dunn- yes

Mr. Landreth- yes

Mrs. Leach- yes

Motion passes by majority vote.

III. Corporate Officer's Report

- a. Dr. Winsor updated and presented to the board on the Paideia Garden Party Kickoff thanks to Dr. Hess and ASU. People came together to plant seeds, plant starter plants in the Whole Person Sanctuary area at Paideia Academy.
- b. Farm to School Grant- Funded planning phase of the Whole Person Sanctuary. The team is working on an additional grant to implement the program. Dr. Winsor showed a video that explains the Edible Ecosystem which is the foundation of the Farm to School Grant.

- c. ADHS Dashboard- Dr. Winsor reviewed the data points that Paideia agreed to meet in order to reopen. He explained that Covid-19 numbers are declining. Paideia will discuss at October 12th meeting Paideia's projected on-campus start date.
- d. Staff Survey Review- Survey sent out to staff and to parents regarding returning to campus.
 - Staff- (44 out of 77 staff responded) Forty-Eight percent agreed that appropriate actions are being taken to create a safe working environment.
 - Parent Survey- (265 out of ~400 families responded) Majority of families felt that they did not need any additional at this time to successfully continue learning from home.
 - When asked about returning to school 42% percent said they would continue one hundred percent online, 32% would go back full time, 26% would prefer a hybrid option.
 - Dr. Winsor will be having a meeting with team leads on 9/29/20 to discuss returning to school options.
- e. Enrollment as of 9/24/2020
 - i. Preschool- Enrollment is low, Executive Team met with marketing team about trying to increase numbers.
 - ii. PVA- 40
 - iii. PSM- 797
- f. Renaturalize Playground Project- Oct. 2nd, bids close. The following week bids will be reviewed by the Executive Leadership Team. Dr. Winsor proposes a Special Board Meeting on Oct. 12th to review and vote on project.

IV. Designation of Applicant's Agent

Dr. Winsor explained that for the DEMA funds Paideia Academies must designate an agent.

Mr. Landreth made a motion to designate Robert (Brian) Winsor to act as the designated agent to act in the behalf of Paideia Academies, Inc. in the Public Assistance program with the Department of Emergency and Military Affairs beginning on September 29, 2020 and until said program has been completed.

Second made by Mrs. Leach

Vote:

- Dr. Winsor-yes
- Mrs. Mendonca- yes
- Ms. Garrison- yes
- Mrs. Schmaltz- yes
- Dr. Hess- yes
- Dr. Tietgen- yes
- Mr. Dunn- yes
- Mr. Landreth- yes
- Mrs. Leach- yes
- Motion passes by majority vote.

V. Budget and Finance Review

- a. Joel Brice explained the current budget for FY2021 assumes enrollment approximately 795.5 ADM or approximately 830 students.
- b. Based on the current budget Mr. Brice projects to achieve a DSCR of 1.02x down from 1.65 in FY 2020. Minimum is 1.01x, but he is not concerned at this time. As it relates to coverage, the delta between 1.02x and 1.15x is approximately \$169,000.
- c. Based on current budget the school is projected to achieve DCOH of 177.60 down from 209.77 in FY 2020.
- d. As it relates to cash, the delta was anticipated knowing there would be a decrease in cash in exchange of an increase in assets like the playground equipment.

Mr. Brice is not overly concerned at this time, he just says Paideia will need to be cautious with expenditures for the remaining of the year.

VI. Paideia Revision of Governance Documents

Dr. Tietgen explained the need for Paideia's need to revise the governing documents. Dr. Tietgen and Dr. Winsor met with Paideia legal counsel about updating Paideia governing documents. It is good practice to revisit them, and good for planning Paideia's future. Dr. Tietgen went through the

1. Amended and Restate Articles: This is the foundational governance document. The article will need to be filed with the ACC and contain mostly liability and IRS required tax provisions, including importantly, the nonprofit's purpose and dissolution clauses.
2. Amended and Revealed Bylaws: This the document with the most substance for Paideia's purpose because it sets forth, among other things, the new governance structure.
3. Delegation of Authority Policy: This is a new policy that documents the authority of the Executive Director and, for example, stipulates when the Executive Director needs to involve the board in financial decision that obligates the nonprofit. (Chairperson given much more responsibility on approving expenditures than that position previously required.)
4. Conflict of Interest Policy: A draft of the bylaws contained a conflict of interest policy. This policy was updated to make sure the Amended and Restated Bylaw's conform properly. Also included is a COI acknowledgement and disclosure that is a bit more robust than the previous version.
5. Organizational Chart Post Reorganization: Gives a visual of what the reorganization could look like. The pig picture and details can be filled in by reading the actual governing documents. Legal counsel suggested that in the future Paideia will want to appoint a superintendent that would oversee all schools and responsibilities. After discussion Dr. Hess directed Dr. Winsor to compare current Organizational Chart, modify to the revised document except for the future Superintendent and Senior Advisor position and bring the amended Organizational Chart for vote to our next meeting on Oct. 12th.

Dr. Hess made a motion to accept the revised governance documents to include Amended and Restated Articles of Incorporation, Amended and Restated Bylaws, Delegation of Authority Policy and Conflict of Interest Policy as presented.

Second made by Mrs. Mendonca.

Dr. Winsor-yes
Mrs. Mendonca- yes
Ms. Garrison- yes
Mrs. Schmaltz- yes
Dr. Hess- yes
Dr. Tietgen- yes
Mr. Dunn- yes
Mr. Landreth- yes
Mrs. Leach- yes

Motion passes by majority vote

VII. Adjournment

Next meeting – October 12, 2020 5:00 Via Zoom

Motion made by Mrs. Schmaltz to adjourn meeting.

Second by Dr. Hess.

Vote:

Ms. Garrison- yes
Dr. Winsor-yes
Mrs. Mendonca- yes
Mrs. Schmaltz- yes
Dr. Hess- yes
Dr. Tietgen- yes
Mr. Dunn- yes
Mr. Landreth- yes
Mrs. Leach- yes

Motion passes by majority vote

Meeting ended 6:35 PM.

/Benjamin D. Tietgen/

10/13/2020

Approved by

Date