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## Board of Directors Meeting Minutes

May 14, 2021

**Board Members Present:** Al Lopez, Collin Sewell, Ryan Vaughan, Ed Rivera, Reba Cardenas McNair, Michael Burke, David Earl, Erich Holmsten, Dr. Saam Zarrabi, David Handley

**Guest Board Members Present:** William “Bill” Martin, IDEA USA

**Board Members Not Present:** Xenia Garza

**Staff and Consultants Present:** Joseph Hoffer, Tom Sage, Darren McHugh of Hunton, Ben Gomez, Laura Murray, Massie Ritsch, JoAnn Gama, Irma Muñoz, Martin Winchester, Elizabet Garza, Samuel Goessling, Phillip Garza, Dolores Gonzalez, Carlo Hershberger, Leanne Hernandez, Jessica Hess, Jazmine Leon-Wing, Dan Fishman, Javier Campos, Jose Ramirez, IV., Alejandra Loya, Tita Terán

**Audience Present:** None

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Meeting was called to order by Chair, Al Lopez, at 10:50 a.m.

### **Summary of Motions and Approvals**

1. The Board passed a motion to approve the application for waiver allowing remote instruction for April 5 and April 14.  
Motion by: Erich Holmsten  
Second by: Ryan Vaughan  
*Motion passed unanimously.*
2. The Board passed a motion to approve the revisions to the Travel Policy.  
Motion by: David Handley  
Second by: Erich Holmsten  
All in favor: All  
All opposed: None  
*Motion passed unanimously.*
3. The Board passed a motion to approve the waivers to resubmit denied charter amendment.  
Motion by: Collin Sewell



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Second by: Ryan Vaughan  
*Motion passed unanimously.*

4. The Board passed a motion to approve all items on the consent agenda items in one Board action.

Motion by: Collin Sewell (all consent agenda items as stated)  
Second by: David Earl  
*Motion passed unanimously.*

5. The Board passed a motion to approve the transition into Executive Session to discuss matters pursuant to 551.071 (consultation with Legal Counsel regarding pending legal issues and matters) and 551.074 (personnel) and invited the legal counsel to join at 11:38 a.m.

Motion by: Ryan Vaughan  
Second by: Erich Holmsten  
*Motion passed unanimously.*

6. The Board passed a motion to reconvene in Open Session at 1:32 p.m.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
*Motion passed unanimously.*

7. The Board passed a motion to approve the annual IDEA Public Schools' 990 return filling as discussed in closed session.

Motion by: David Earl  
Second by: Ed Rivera  
*Motion passed unanimously.*

8. The Board passed a motion to approve the purchase of 1 site in Greater Houston.

Motion by: David Earl  
Second by: David Handley  
*Motion passed unanimously.*

9. The Board passed a motion to approve the purchase of 1 site in Tarrant County.

Motion by: Ryan Vaughan  
Second by: David Earl  
*Motion passed unanimously.*



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10. The Board passed a motion to approve the purchase of 1 site in Permian Basin.

Motion by: Ed Rivera

Second by: Erich Holmsten

*Motion passed unanimously.*

11. The Board passed a motion to approve the sale of land in Hidalgo County, Texas.

Board Member David Earl recused himself from this part and abstained from voting.  
(Recusal forms are attached)

Motion by: Ryan Vaughan

Second by: Ed Rivera

In favor: Al Lopez, Collin Sewell, Reba Cardenas McNair, Michael Burke  
Erich Holmsten, Dr. Saam Zarrabi, David Handley

*Motion passed.*

12. The Board passed a motion to approve the purchase of land in New Braunfels, Texas.

Motion by: Erich Holmsten

Second by: Ryan Vaughan

*Motion passed unanimously.*

13. The Board passed a motion to adjourn the meeting at 1:38 p.m.

Motion by: Ryan Vaughan

Second by: Collin Sewell

*Motion passed unanimously.*

### **Welcome and Call to Order**

Al Lopez, Board Chair, welcomed the Board Members to the May 14, 2021 Board of Directors meeting and confirmed quorum was present for the meeting in addition to members of the management team that were present as well. Mr. Lopez went on to state that given the Governor's suspension of parts of the Open Meetings Act they are conducting today's meeting via video conference and have a phone line for members of the public to join in the meeting should they wish to do so. Mr. Lopez noted they have a variety of updates to receive today and critical business items to take care of as he called the meeting to order. Mr. Lopez asked for public comment to which there was none.

### **Public Comment**

None

### **Organizational Update**



Mrs. JoAnn Gama provided an update on the Board-wide goals:

1. College Matriculation on track,
2. School Rating A off track due to the suspension of letter grades by the TEA;
3. Persistence Goal on track off track at 47.9% Progress-to-Goal in enrollment;
4. Teacher and staff retention on track at 94% for teacher and 92% for staff;
5. Operating Income Goal on track at 144M; and
6. Fundraising Goal on track at 41.9M.

### **COVID-19 Update**

Mrs. Gama provided a COVID update regarding the in-person instruction percentage fluctuating at 42%. She further indicated that efforts are being made to incentivize parents to bring in students to test. 60% of the staff has been immunized and efforts continue to be made to get more staff vaccinated to reach the goal of 80%. She further added that this information is based on the 600 staff members who have answered the survey.

### **College Signing Day**

Mr. Phillip Garza provided a college signing day teaser where he discussed the applications submitted, acceptances to selective colleges and ivy league acceptances, grants and scholarships and first-generation students. He encouraged everyone to attend the event being held later in the afternoon and celebrate the class of 2021.

### **Committee Reports:**

#### **Academic Committee (Dolores Gonzalez for Xenia Garza)**

Reviewed the following areas:

1. Waivers for San Antonio and Tarrant County
2. Academic Calendars for 21
3. Welcome to IDEA event timeline for new families
4. College matriculation and College Signing Day
5. Next Meeting June 3<sup>rd</sup>.

#### **Governance Committee (Collin Sewell)**

At the governance meeting on May 4, 2021, the committee received an update from Greenwich Partners on their work to recruit new board members and the process they would be following. Sam continues to be the point of contact on management to complete this work. I also want to take this opportunity to share some next steps related to annual board evaluations. The governance committee



has refined a process for self-evaluations, peer evaluations, and feedback calls to take place over the late spring and early summer months. Self-evaluations and peer evaluations will go out in June, and phone calls will be set up with each board member and myself, JoAnn and Al. Please be on the lookout for emails from Jessica as well as an opportunity to schedule.

### **Finance Committee (Erich Holmsten)**

Finance Committee met on April 30<sup>th</sup> and reviewed the following areas:

1. Financials Results and Budget Amendments for March 2021
2. Operating Income 183M as of March 2021; on track to achieve the goal
3. CNP Cash on Hand on track for this current fiscal year
4. Public Funds Investment Act Report for the 3<sup>rd</sup> Quarter
5. Compliance update and reviewed interlocal agreements
  - i. National Cooperative Purchasing Alliance
  - ii. Choice Partners
6. Review Grant Agreements
  - i. Arnold Ventures
  - ii. The Brown Foundation

Next meeting: May 28, 2021 at 11:30 am

### **Audit Committee (Ed Rivera)**

Reviewed the following areas:

1. Results of the Compensation Audit
2. Risk Assessment Process training
3. Senior Leadership Credit Card Meal and Travel activity for March 2021

Next meeting: May 28, 2021 at 9:30 am

### **Real Estate Committee (Al Lopez for David Earl)**

Firstly, I want to thank the IDEA management team for moving so quickly to prepare for a real estate committee after we decided at the April meeting that it would be advantageous for us to have one. I speak on behalf of the committee – myself, Reba, Collin, and David Earl – when I say that the first committee meeting was robust, full of great information, and allowed us all to engage in rich discourse about the land we are considering for acquisition and disposition. The team brought together regional directors of operations, our finance team internally,



and our realtors, brokers, and property/construction experts to ensure that all questions would be attended to. We dove into infrastructure questions related to early due diligence, the demographic and rooftop analysis, local school performance to ensure these sites would allow us to continue our mission at IDEA and gain deeper understanding of how each site fits into a desired regional growth plan.

From this committee meeting and in partnership with the finance committee, today we are recommending the board take action on 5 items:

- Permian Basin donation
- Sale in Weslaco
- Sale in New Braunfels
- Purchase in Houston
- Purchase in Tarrant County

Moving forward, real estate committee chair David Earl will be providing these updates.

The Board Chair preceded to thank the board members for their participation, staying engaged.

### **Waivers for Remote Instruction**

Lisa Garza presented on the waivers for remote instruction and the reasons leading to this request due to loss of water in IDEA Rise Academy and IDEA Ruse Middle School in Tarrant County and loss of electricity in IDEA Mays Academy and Middle School in San Antonio.

The Board passed a motion to approve the waiver allowing remote instruction for April 5 and April 14.

Motion by: Erich Holmsten  
 Second by: Ryan Vaughan  
 All in favor: All  
 All opposed: None  
*Motion passed unanimously.*

### **Travel Policy Update**



Carlo Hershberger presented the recommended changes to the Travel Policy for sections 4.2 and 4.3. to include third parties.

The Board passed a motion to approve the revisions to the Travel Policy.

Motion by: David Handley  
Second by: Erich Holmsten  
All in favor: All  
All opposed: None  
*Motion passed unanimously.*

**Non-Expansion Amendment: Waivers to Resubmit Denied Charter Amendment**

Mrs. Jessica Hess presented the reasons to resubmit the denied charter amendment.

The Board passed a motion to approve the waivers to resubmit denied charter amendment.

Motion by: Collin Sewell  
Second by: Ryan Vaughan  
All in favor: All  
All opposed: None  
*Motion passed unanimously.*

**Consent Agenda**

The Board reviewed all consent agenda items listed.

The Board passed a motion to approve all items on the consent agenda in one Board action.

- a. Contracts
  - (1) Construction & Improvements
  - (2) Non-Construction
    - (a) Curriculum, Software Renewals
    - (b) Copiers, Postal Services
    - (c) Professional Development
  - (3) Contract Ratification
- b. Grant Agreements reviewed in Finance Committee
- c. March 2021 Budget Amendment reviewed in Finance Committee
- d. March 2021 Financial Statements reviewed in Finance Committee
- e. 3<sup>rd</sup> Quarter Public Funds Investment Act - reviewed in Finance Committee
- f. April 16, 2021 Board Minutes
- g. April Committee Meeting Minutes
- h. Academic Calendars 2021-22 School Year - reviewed in Academic Committee




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i. 2021-22 Board of Directors Calendar

Motion by: Collin Sewell (all consent agenda items as stated)

Second by: David Earl

All in favor: All

All opposed: None

*Motion passed unanimously.*

**Tax Matters**

The item was moved to be discussed in executive session. Board Chair announced this agenda item will be covered with legal counsel, Joe Hoffer, in closed session, as there are likely to be questions as part of training and closed session presentation that will fall under attorney-client privilege.

**Non-Expansion Amendment and Resolution for Dormancy – IDEA Yukon**

The item was moved to be discussed in executive session. Board Chair announced this agenda item will be covered with legal counsel, Joe Hoffer, in closed session, as there are likely to be questions as part of training and closed session presentation that will fall under attorney-client privilege.

**Board Training, Accountability to Public and Financial Accountability**

Board Chair announced this agenda item will be covered with legal counsel, Joe Hoffer, in closed session, as there are likely to be questions as part of training and closed session presentation that will fall under attorney-client privilege.

**Executive Session**

The Board passed a motion to approve the transition into Executive Session to discuss matters pursuant to 551.071 (consultation with Legal Counsel regarding pending legal issues and matters) and 551.074 (personnel) at 11:38 am, and invited JoAnn Gama, the Co-CFOs, Jessica Hess, Bethany Solis, Sam Goessling, and Lisa Garza for the beginning portion of closed session, in addition to the legal team.

Motion by: Ryan Vaughan

Second by: Erich Holmsten

All in favor: All

All opposed: None

*Motion passed unanimously.*

The Board Chair announced that no action occurred in Executive Session.

The Board passed a motion to reconvene in Open Session at 1:32 p.m.





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Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: All  
All opposed: None  
*Motion passed unanimously.*

Board Member David Earl made an announcement regarding his recusal from an item discussed in the executive session and will be considered in open session under agenda item number 12D. He further indicated he was not present during the deliberation and consideration of that matter and will be abstaining from voting and deliberation in open session as one of his clients has an interest on this matter and wants to abide by all required ethical standards.

### **Tax Matters**

The Board passed a motion to approve the annual IDEA Public Schools' 990 return filling as discussed in closed session.

Motion by: David Earl  
Second by: Ed Rivera  
All in favor: All  
All opposed: None  
*Motion passed unanimously.*

### **Real Estate**

The Board passed a motion to approve the purchase of 1 site in Greater Houston.

Motion by: David Earl  
Second by: David Handley  
In favor: All  
All Opposed: None  
*Motion passed unanimously.*

The Board passed a motion to approve the sale of land in Hidalgo County, Texas. Board Member David Earl recused himself from this part and abstained from voting. (Recusal forms are attached)

Motion by: Ryan Vaughan  
Second by: Ed Rivera  
In favor: Al Lopez, Collin Sewell, Reba Cardenas McNair, Michael Burke



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Erich Holmsten, Dr. Saam Zarrabi, David Handley

All Opposed: None

Abstained: David Earl

*Motion passed.*

The Board passed a motion to approve the sale of land in New Braunfels, Texas.

Motion by: Erich Holmsten

Second by: Ryan Vaughan

In favor: All

All Opposed: None

*Motion passed unanimously.*

**Adjourn**

The Board passed a motion to adjourn the meeting at 1:38 p.m.

Motion by: Ryan Vaughan

Second by: Collin Sewell

All in favor: All

All opposed: None

*Motion passed unanimously.*

I certify that the foregoing are the true and correct minutes of the meeting of the Board of Directors of IDEA Public Schools held on May 14, 2021.

DocuSigned by:

A handwritten signature in blue ink that reads "Ryan Vaughan".

D8651776BD7A4C2...

Ryan Vaughan, Board Secretary

7/26/2021

Date

**AFFIDAVIT OF ABSTENTION**  
**Related to Item**

STATE OF TEXAS  
COUNTY OF BEXAR

I, David L Earl, a local public official, make this affidavit and hereby under oath state the following:

I have a relationship as legal counsel to a business entity that has submitted an offer to purchase a parcel of real property that IDEA Public Schools has declared surplus and may sale. The sale of the parcel is noticed for potential action under items 11, and 12 d, on the agenda for the IDEA Board of Directors Meeting set on May 14, 2021. Because of my legal and ethical duty to my client, and my fiduciary duty to IDEA Public Schools, I am making this affidavit to disclose this potential conflict and will abstain from any discussion, deliberation, or action related to the matter. Further I will not be present for the deliberation of this item in any executive session that may occur.

I do not represent the client on the offer it made, and the client has a separate and distinct law firm that handles its real estate matters, including the offer made to IDEA. As such, I will not be involved in or receive any compensation related to the matter but have made and filed this affidavit to avoid even the potential appearance of a conflict in relation to my position as a Board Member of IDEA Public Schools.

I do not have a substantial interest in any business entity or real property related to this matter.

I or a person that is related to me within the first degree of consanguinity (blood) or affinity (marriage) as defined by state law has a substantial interest in this business entity or real property for the following reasons [*check all that apply*]:

- ☐ an ownership interest of 10 percent or more of the voting stock or shares of the business entity;
- ☐ an ownership interest of 10 percent or more or \$15,000 or more of the fair market value of the business entity;
- ☐ funds received from the business entity exceed 10 percent of my gross income for the previous year;
- ☐ real property is involved and \_\_\_\_\_ (I, he, she) have/has an equitable or legal ownership with a fair market value of at least \$2,500;
- ☒ none of the above, but I am making this affidavit and will abstain as a precaution to avoid any appearance of impropriety.

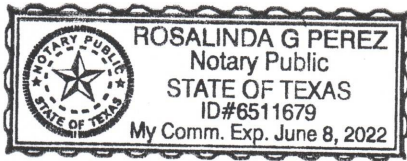
Upon filing of this affidavit with the official record keeper of the charter holder for IDEA Public Schools, I affirm that I shall abstain from voting or further participating in any matter involving the business entity or real property, unless allowed by law.

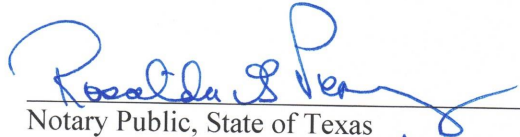
SIGNED this the 14 day of May, 2021.

  
David L. Earl, Member of the IDEA Pub. Sch. Board

Before me, the undersigned authority, this day personally appeared David L. Earl and by oath swore that the facts herein above stated are true and correct to the best of his/her knowledge or belief.

SWORN TO and SUBSCRIBED before me on the 14<sup>th</sup> day of May, 2021.



  
\_\_\_\_\_  
Notary Public, State of Texas  
My commission expires: 6/8/2022