

**IDEA Public Schools
Board of Directors Meeting
July 17, 2020**

Board Members Present: Reba Cardenas McNair, Al Lopez, Xenia Garza, David Earl, David Handley, Bill Martin, Ryan Vaughan, Erich Holmsten, Michael Burke, Ed Rivera, Dr. Saam Zarrabi, Collin Sewell, Victoria Rico, Erich Holmsten (joined at 1:05 p.m.)

Staff Present: Jessica Hess, JoAnn Gama, Samuel Goessling, Irma Muñoz, Dolores Gonzalez, Phillip Garza, Martin Winchester, Elizabet Garza, Leonel Garza, José Ramírez IV, Leanne Hernández, Carlo Hershberger, Stephanie Perryman, Javier Campos

Audience Present: Legal Counsel

Meeting is called to order by Chair, Al Lopez, at 12:03 p.m.

Summary of Motions and Approvals

1. The Board passed a motion to approve the updated COVID resolution.
Motion by: David Earl
Second by: Xenia Garza
All in favor: Vote passes unanimously
2. The Board passed a motion to approve the amended Midland ISD/IDEA contract.
Motion by: Mike Burke
Second by: David Earl
All in favor: Vote passes unanimously
3. The Board passed a motion to ratify the distance learning submission to TEA for 2020-2021
Motion by: David Earl
Second by: Ryan Vaughan
All in favor: Vote passes unanimously
4. The Board passed a motion to adopt resolution and non-expansion amendment regarding the Bylaws Revision.
Motion by: Ed Rivera
Second by: Xenia Garza
All in favor: Vote passes unanimously
5. The Board passed a motion to go into Executive Session at 1:40 p.m.
Motion by: Ed Rivera
Second by: David Earl
All in favor: Vote passes unanimously
6. The Board passed a motion to reconvene in Open Session at 4:34 p.m.

Motion by: Bill Martin
Second by: Xenia Garza
All in favor: Vote passes unanimously

7. The Board passed a motion to approve policies as discussed in Executive Session.

Motion by: David Earl
Second by: David Handley
All in favor: Vote passes unanimously

8. The Board passed a motion to approve engagement of special counsel as discussed in Executive Session.

Motion by: Ed Rivera
Second by: Bill Martin
All in favor: Vote passes unanimously

9. The Board passed a motion to approve Superintendent/CEO compensation & contract.

Motion by: Bill Martin
Second by: Xenia Garza
All in favor: Vote passes unanimously

10. The Board passed a motion to approve compensation and contracts for 2020-2021 for Senior Leaders as discussed during Executive Session.

Motion by: Ryan Vaughan
Second by: Dr. Saam Zarrabi
All in favor: Vote passes unanimously

11. The Board passed a motion to approve the six (6) real estate resolutions including: (i) a purchase in Hidalgo County, (ii) a purchase in Midland County, a purchase in Williamson County, (iii) a purchase in Tarrant County, (iv) a purchase in Hayes County, (v) a sale of the property in Tarrant County, and (vi) as well as approving that the management team pursues sale of a property in Los Fresnos, Texas. The properties in Tarrant County and Los Fresnos, Texas have been declared surplus.

Motion by: David Earl
Second by: Ed Rivera
All in favor: Vote passes unanimously

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

Motion by: David Earl (all consent agenda items as stated)
Second by: Ryan Vaughn

All in favor: Vote passes unanimously

13. The Board passed a motion to adjourn the meeting at 4:44 p.m.

Motion by: Ryan Vaughn

Second by: Xenia Garza

All in favor: Vote passes unanimously

Welcome and Call to Order

Al Lopez welcomed the Board Members to the July 17, 2020 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.

CEO Update by JoAnn Gama

Ms. Gama provided an update on the five Board-wide goals in terms of where they are at for what they are calling “Strong Start”:

1. on track to hit 100% college matriculation;
2. 96% persistence on track;
3. 85% staff retention on track;
4. Enrollment target (mostly concerned about this goal; 63,780; 85% registered; COVID issues); and
5. Fundraising goal has been met.

Ms. Muñoz provided additional information regarding 2019-2020 Year in Review/Management and the team provided additional details. The team also provided updates on how IDEA intends to operate in 2020-2021 based on current guidance. Ms. Gama provided an update on IDEA’s in-person plans and continued providing updates on 2020-2021 goals and organization-wide priorities. Ms. Gonzalez provided additional information regarding end of year assessments for Austin and McAllen schools. Ms. Gama finished by reporting that more information will come in August and will be provided to the Board for review.

Updated COVID Resolution

The Board passed a motion to approve the updated COVID resolution.

Motion by: David Earl

Second by: Xenia Garza

All in favor: Vote passes unanimously

Amended MISD/IDEA Contract

The Board passed a motion to approve the amended Midland ISD/IDEA contract.

Motion by: Mike Burke
Second by: David Earl
All in favor: Vote passes unanimously

Distance Learning Submissions to TEA for 2020-2020

The Board passed a motion to ratify the distance learning submission to TEA for 200-2021.

Motion by: David Earl
Second by: Ryan Vaughan
All in favor: Vote passes unanimously

Resolution and Non-Expansion Amendment: Bylaws Revision

The Board passed a motion to adopt the resolution and non-expansion amendment regarding the Bylaws revision.

Motion by: Ed Rivera
Second by: Xenia Garza
All in favor: Vote passes unanimously

Committee Reports:

Finance Committee (Bill Martin)-

- a. June 30 cash on hand (146 days); Goal 140;
- b. Debt service ratio projected 1.65;
- c. Gold star recognition again 90% above great places to work survey for 2019-2020;
- d. 2020-2021 budget \$134M loaded into system;
- e. External auditors say financial audit can proceed on schedule; Considering delay full report to Board until audit completed; and
- f. Real property purchases in Texas focused on 2022 & 2023 school years and are on track.

Audit Committee (Ed Rivera)-

- a. Just formed based on work we are doing on governance;
- b. Joe Hoffer provided overview of role and duties/responsibilities;
- c. Internal audit staff/work introduces + current resources available for internal audit;
- d. Discussed need for additional staff;
- e. Javier Campos presented report/annual risk assessment; and
- f. July 7 meeting opted to have another July 31 meeting to continue moving forward.

Governance Committee (David Handley provides update)-

- a. One meeting has been conducted, another is scheduled for next week;
- b. Gabe Puente has resigned;
- c. Review tenets regarding Board member recruit;
- d. Geographical needs;
- e. Reviewing current regional Board to see if there is interest; and
- f. Updated Bylaws & Board structure to reflect title changes on executive committee.

Academic Committee (Xenia Garza)-

- a. Al Lopez, Dr. Saam Zarrabi, Michael Burke are the Board committee members;
- b. Dolores Gonzalez, Phillip Garza, Lisa Garza are the IDEA committee members; and
- c. Upcoming meeting on July 30.

Executive Session

The Board passed a motion to approve transition into Executive Session to discuss matters pertaining to personnel, Chief of School role, pending legal matters, and invited JoAnn Gama, Jessica Hess, Jennifer Meer, and attending legal counsel to join.

Motion by: Ed Rivera
Second by: David Earl
All in favor: Vote passes unanimously

Business meeting reconvened into Open Session at 4:34 p.m.

Legal counsel was present for the entirety of Executive Session. All discussion was related to stated issues above, and pertinent to legal discussion and counsel. No action took place in Executive Session.

Note: Mike Burke, Victoria Rico, Erich Holmsten were no longer in attendance at this point in the meeting. Quorum still present.

The Board passed a motion to reconvene in Open Session at 4:34 p.m.

Motion by: Bill Martin
Second by: Xenia Garza
All in favor: Vote passes unanimously

The Board Chair stated that no action had occurred on closed session.

Policy Updates

The Board passed a motion to approve policies as discussed in Executive Session.

Motion by: David Earl
Second by: David Handley
All in favor: Vote passes unanimously

Approval of Engagement of Special Counsel

The Board passed a motion to approve engagement of special counsel as discussed in Executive Session.

Motion by: Ed Rivera
Second by: Bill Martin
All in favor: Vote passes unanimously

Approval of Superintendent/CEO Compensation and Contract

The Board passed a motion to approve Superintendent/CEO compensation & contract.

Motion by: Bill Martin
Second by: Xenia Garza
All in favor: Vote passes unanimously

Note: Mr. Lopez noted that Ms. Gama has abstained from discussion and recused herself from this portion where the Board voted on this Motion. Before the vote, the Board reviewed comparability data for the compensation level for this position prior to making a decision and ensured that no persons with any conflict of interest has participated in the Board’s deliberations. Further, with support of the compensation study and approving the motion the Board finds that the total compensation is fair, reasonable and not excessive in accordance with TEA rules. The compensation is appropriate considering this individual’s work experience, salary history, duties, responsibilities, education and other facts. This role is also found to be necessary to serve our students given the restructure of our senior leadership team at IDEA Public Schools.

Ms. Gama rejoined the meeting after this vote.

Approval of Compensation and Contracts for 2020-2021 Senior Leaders

The Board passed a motion to approve compensation and contracts for 2020-2021 for Senior Leaders as discussed during Executive Session.

Motion by: Ryan Vaughan
Second by: Dr. Saam Zarrabi
All in favor: Vote passes unanimously

Note: Each chief abstained from discussion and recused themselves from this portion where the Board voted on this Motion. Before the vote, the Board reviewed comparability data for the compensation level for each position prior to making a decision and no persons with any conflict of interest has participated in the Board’s deliberations. Further, with support of the compensation study and approving the motion the Board finds that the total compensation for each position is fair, reasonable and not excessive in accordance with TEA rules. The compensation is appropriate considering these individuals’ work experience, salary history, duties, responsibilities, education and other facts. Each position is also found to be necessary to serve our students at IDEA Public Schools.

Real Estate

The Board passed a motion to approve the six (6) real estate resolutions including: (i) a purchase in Hidalgo County, (ii) a purchase in Midland County, a purchase in Williamson County, (iii) a purchase in Tarrant County, (iv) a purchase in Hayes County, (v) a sale of the property in Tarrant County, and (vi) as well as approving that the management team pursues sale of a property in Los Fresnos, Texas. The properties in Tarrant County and Los Fresnos, Texas have been declared surplus.

Motion by: David Earl
Second by: Ed Rivera
All in favor: Vote passes unanimously

Consent Agenda

The Board reviewed all consent agenda items listed:

- a. May 2020 Financial Statements
- b. May 2020 Budget Amendments
- c. 2020-2021 Employee Handbook
- d. 2020-2021 Student Handbook
- e. Contracts
 - i. EPIC Insurance Renewal
 - ii. IT: Zendesk
 - iii. Academic Services: NMSI (National Math and Science Initiative) Engagement
 - iv. Facilities and Construction: ETHOS Engineering, Telepro
 - v. Human Assets: Compensation Consultant Contract (subject to legal review)
- f. Philanthropic Report and Approvals
- g. Interlocal Cooperation Agreement, Regional Day School Program for the Deaf at McAllen ISD

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

Motion by: David Earl (all consent agenda items as stated)
Second by: Ryan Vaughan
All in favor: Vote passes unanimously

Adjourn

The Board passed a motion to adjourn the meeting at 4:44 p.m.

Motion by: Ryan Vaughn
Second by: Xenia Garza
All in favor: Vote passes 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 July 17, 2020.

DocuSigned by:

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Ryan Vaughan, Board Secretary