

**IDEA Public Schools  
Board of Directors Meeting  
September 11, 2020**

**Board Members Present:** Al Lopez, Bill Martin, Collin Sewell, David Earl, David Handley, Ed Rivera, Mike Burke, Reba McNair, Ryan Vaughan, Saam Zarrabi, Xenia Garza

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

**Audience Present:** Tom Sage of Hunton Andrews Kurth LLP, Joe Hoffer of Schulman, Lopez, Hoffer & Adelstein, LLP

Meeting is called to order at 2:49 p.m.

**Summary of Motions and Approvals**

1. The Board passed a motion to approve the 2020-2021 Budget Amendment.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

2. The Board passed a motion to approve the Resolution Authorizing a Taxable Revolving Loan from BBVA USA as Master Debt for Capital Expenditures.

Motion by: Erich Holmsten  
Seconded by: Ryan Vaughan  
All in favor: Vote passes unanimously

3. The Board passed a motion to approve the Resolution Authorizing a Master Lease Equipment Facility.

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

4. The Board passed a motion to approve transition into Executive Session for Reasons Permissible by Texas Law (Codes 551.071, 551.072, 551.073, 551.074, 551.075, 551.076, 551.082, 551.083, 551.084). Executive Session for Reasons Permissible by Texas Law. Specifically, pursuant to Govt Code sections 551.071, 551.074, 551.075. Consultation with legal counsel regarding pending legal matters. Purchase of future

potential school sites. They will invite the management team as well as legal counsel to stay on and join them in this Executive Session.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

5. The Board passed a motion to reconvene into Open Session at 5:11 p.m.

Motion by: Reba Cardenas  
Second by: Bill Martin  
All in favor: Vote passes unanimously

6. The Board passed a motion to approve the Net Assets Policy, Donor Cultivation & Stewardship Policy, as well as the updates to the Travel Policy, and Executive Benefits Policy, as shared and discussed with the modifications discussed in Executive Session.

Motion by: Bill Martin  
Seconded by: Ryan Vaughan  
All in favor: Vote passes unanimously

7. The Board passed a motion to approve the Resolution for Maintenance and Support of the Donor Appreciation Wall.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

8. The Board passed a motion to table the 2019-20 Performance Incentives for the CEO, COO, CAO, CPO, CCO, CSO, CHAO and approve the 2020-21 Performance Incentives plan as presented in Closed Session.

Motion by: Reba Cardenas  
Seconded by: David Handley  
All in favor: Vote passes unanimously

9. The Board passed a motion to Authorize Emergency Construction Procurement for IDEA Donna and IDEA Elsa due to Hurricane Hanna and the continued impact of COVID-19.

Motion by: Bill Martin  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

10. The Board passed a motion to approve the IDEA organizational chart and non-expansion amendment to TEA.

Motion by: Reba Cardenas  
Second by: Xenia Garza  
All in favor: Vote passes unanimously

11. The Board passed a motion to approve the following Resolutions as discussed during Executive Session:

- a) Consider and approve Resolution Approving the Purchase of Property in Midland County from a Trust
- b) Consider and approve Resolution Approving the Purchase of Property in Nueces County from a Trust
- c) Consider and approve Resolution Approving the Purchase of Property in Hidalgo County from a Trust
- d) Consider and approve Resolution Approving the Purchase of Property in Hidalgo County
- e) Consider and approve Resolution Approving the Purchase of Property in Harris County
- f) Consider and approve Resolution Approving the Purchase of Property in Tarrant County
- g) Approving the Purchase of Property Previously Approved and the signatory capacity of Carlo Hershberger, co-CFO
- h) Consider and approve Resolution Approving the Sale of Property in Tarrant County, Texas
- i) Consider and approve Resolution Approving the Disposition of Property in Travis County, Texas
- j) Approve and ratify the purchase of the La Joya property from a trust

Motion by: David Handley  
Seconded by: Bill Martin  
All in favor: Vote passes unanimously

12. The Board passed a motion to approve the following Consent Agenda items in one Board action:

- Consent Agenda
- a) Contracts
    - i) Construction
    - ii) Amendment to IDEA Travis Contract
  - b) 2020-21 Sponsorships
  - c) July Budget Amendments
  - d) July Financial Statements

- e) 2020-21 Student Handbook Addendum
- f) 2020-21 Employee Handbook Addendum
- g) Quarter 4 Public Funds Investment Act
- h) Invoices: PrintGlobe
- i) Consideration of RGV Cornholes
- j) Board Minutes
  - i) June 12, 2020
  - ii) July 17, 2020
  - iii) July 30, 2020

Motion by: Reba Cardenas  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

13. The Board passed a motion to adjourn the meeting at 5:35 p.m.

Motion by: Reba Cardenas  
Second by: Bill Martin  
All in favor: Vote passes unanimously

**Welcome**

Al Lopez welcomed everyone to the September 11, 2020 Regularly Scheduled IDEA Public Schools Board of Directors meeting and confirmed they had a quorum for today's meeting as well as members of the management team who were also present. He further explained that given the Governor's suspension of some parts of the Open Meetings Act, they are conducting today's meeting via videoconference and have a phone line available for members of the public to join in the meeting should they wish to do so. The meeting was also being recorded.

**Public Comment**

Mr. Lopez asked for public comment to which there was none.

**Review and approve 2020-2021 Budget Amendment**

Al Lopez thanked those Board members who joined the Board Workshop earlier in the week to review the 2020-2021 Budget Amendment with Leanne Hernandez, Sr. VP of Financial Planning.

Leanne Hernandez presented on the 2020-2021 Budget Amendment.

1. The Board passed a motion to approve the 2020-2021 Budget Amendment.

Motion by: Ed Rivera  
Second by: Ryan Vaughan

All in favor: Vote passes unanimously

**Plan of Finance & Master Lease Equipment Facility**

Stephanie Perryman presented on the plan of finance and master lease equipment facility.

2. The Board passed a motion to approve the Resolution Authorizing a Taxable Revolving Loan from BBVA USA as Master Debt for Capital Expenditures.

Motion by: Erich Holmsten  
Seconded by: Ryan Vaughan  
All in favor: Vote passes unanimously

3. The Board passed a motion to approve the Resolution Authorizing a Master Lease Equipment Facility.

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

**Committee Reports**

- Bill Martin provided a Finance Committee update.
- Ed Rivera provided an Audit Committee update.
- Reba Cardenas, representing Collin Sewell, provided a Governance Committee update.
- Xenia Garza provides Academic Committee update.

Al Lopez thanked everyone for the time they are spending in their committees and ensuring all this work is getting done.

**Executive Session**

4. The Board passed a motion to approve transition into Executive Session for Reasons Permissible by Texas Law (Codes 551.071, 551.072, 551.073, 551.074, 551.075, 551.076, 551.082, 551.083, 551.084). Executive Session for Reasons Permissible by Texas Law. Specifically, pursuant to Govt Code sections 551.071, 551.074, 551.075. Consultation with legal counsel regarding pending legal matters. Purchase of future potential school sites. They will invite the management team as well as legal counsel to stay on and join them in this Executive Session.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

The Board entered into Executive Session at 3:20 p.m.

5. The Board passed a motion to reconvene into Open Session at 5:11 p.m.

Motion by: Reba Cardenas  
Second by: Bill Martin  
All in favor: Vote passes unanimously

Al Lopez noted that no action took place in Executive Session.

**Review and Approve Policy Updates**

6. The Board passed a motion to approve the Net Assets Policy, Donor Cultivation & Stewardship Policy, as well as the updates to the Travel Policy, and Executive Benefits Policy, as shared and discussed with the modifications discussed in Executive Session.

Motion by: Bill Martin  
Seconded by: Ryan Vaughan  
All in favor: Vote passes unanimously

**Consider and Approve Resolution for Maintenance and Support of Donor Appreciation Wall**

7. The Board passed a motion to approve the Resolution for Maintenance and Support of the Donor Appreciation Wall.

Motion by: Ed Rivera  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

**Review and Approve Updated CEO, COO, CAO, CPO, CCO, CSO, CHAO 2019-2021 Performance Incentives and 200-2021 Performance Incentives**

8. The Board passed a motion to table the 2019-20 Performance Incentives for the CEO, COO, CAO, CPO, CCO, CSO, CHAO and approve the 2020-21 Performance Incentives plan as presented in Closed Session.

Motion by: Reba Cardenas  
Seconded by: David Handley  
All in favor: Vote passes unanimously

**Authorize Emergency Construction Procurement IDEA Donna/IDEA Elsa**

Al Lopez explained that Hurricane Hanna caused and exacerbated damage to the IDEA Donna campus making it unfit for students and staff in its current state.

Irma provided background information on the necessary repairs.

9. The Board passed a motion to Authorize Emergency Construction Procurement for IDEA Donna and IDEA Elsa due to Hurricane Hanna and the continued impact of COVID-19.

Motion by: Bill Martin  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

**Review and Approve Updated Bylaws and 2020-2021 Organizational Chart**

Al Lopez explained that when they approved the Bylaws in July 2020, the Organizational Chart was not updated in full. The Organizational Chart needs to be re-approved and submitted to TEA with a non-expansion amendment.

10. The Board passed a motion to approve the IDEA organizational chart and non-expansion amendment to TEA.

Motion by: Reba Cardenas  
Second by: Xenia Garza  
All in favor: Vote passes unanimously

**Real Estate**

11. The Board passed a motion to approve the following Resolutions as discussed during Executive Session:

- a) Consider and approve Resolution Approving the Purchase of Property in Midland County from a Trust
- b) Consider and approve Resolution Approving the Purchase of Property in Nueces County from a Trust
- c) Consider and approve Resolution Approving the Purchase of Property in Hidalgo County from a Trust
- d) Consider and approve Resolution Approving the Purchase of Property in Hidalgo County
- e) Consider and approve Resolution Approving the Purchase of Property in Harris County
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- g) Approving the Purchase of Property Previously Approved and the signatory capacity of Carlo Hershberger, co-CFO

- h) Consider and approve Resolution Approving the Sale of Property in Tarrant County, Texas
- i) Consider and approve Resolution Approving the Disposition of Property in Travis County, Texas
- j) Approve and ratify the purchase of the La Joya property from a Trust

Al Lopez requested the record reflect that they have received the relevant Trust Agreements and the true owner of trust property has been disclosed as required by the Government Code and that there are no conflicts of interest with any of this real estate.

Motion by: David Handley  
Seconded by: Bill Martin  
All in favor: Vote passes unanimously

**Consent Agenda**

12. The Board passed a motion to approve the following Consent Agenda items in one Board action:

Consent Agenda

- a) Contracts
  - i) Construction
  - ii) Amendment to IDEA Travis Contract
- b) 2020-21 Sponsorships
- c) July Budget Amendments
- d) July Financial Statements
- e) 2020-21 Student Handbook Addendum
- f) 2020-21 Employee Handbook Addendum
- g) Quarter 4 Public Funds Investment Act
- h) Invoices: PrintGlobe
- i) Consideration of RGV Cornholes
- j) Board Minutes
  - i) June 12, 2020
  - ii) July 17, 2020
  - iii) July 30, 2020

Motion by: Reba Cardenas  
Second by: Ryan Vaughan  
All in favor: Vote passes unanimously

**Adjournment**

13. The Board passed a motion to adjourn the meeting at 5:35 p.m.



Motion by: Reba Cardenas  
Second by: Bill Martin  
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 September 11, 2020.

DocuSigned by:  
*Ryan Vaughan*

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Ryan Vaughan, Board Secretary