

IDEA PUBLIC SCHOOLS – BOARD OF DIRECTORS MEETING

OCTOBER 23, 2020

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

Board Members Not Present: David Earl

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

Audience Present: Joseph Hoffer of Schulman, Lopez, Hoffer & Adelstein LLP

Summary of Motions and Approvals

1. The board passed a motion to approve the HB3 Early Literacy, Numeracy and College Career Military Readiness Goals.

Motion by: **Ryan Vaughan**

Seconded by: **Xenia Garza**

Motion approved.

2. The board passed a motion to enter executive session at 2:44 p.m..

Motion by: **Xenia Garza**

Seconded by: **Erich Holmsten**

Motion approved.

3. The board passed a motion to reconvene in Open Session at 4:26 p.m..

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

Motion Approved.

4. The board passed a motion to approve the Executive Benefits, Corporate Card, Authorization for the Obligation and Expenditure of Funds, Travel, Board Structure and Operations, PIR Total Rewards Program, and Sick Leave Bank policies.

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

Motion approved.

5. The board passed a motion to approve the personnel policy related to political activity.

Motion by: **Ryan Vaughan**

Seconded by: **Erich Holmsten**

Motion approved.

6. The board passed a motion to approve the Special Education Policy library.

Motion by: **Xenia Garza**

Seconded by: **David Handley**

Motion approved.

7. The board passed a motion to approve the resolution authorizing the amended central office and staffing shared service agreement by and between IDEA Public Schools and IPS Enterprises, Inc.

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

Motion approved.

8. The board passed a motion to approve two resolutions simultaneously, one authorizing the opening of a depository bank account at BBVA and approval of a depository agreement, and another authorizing the opening of a depository bank account at Texas Capital Bank and approval of a depository agreement.

Motion by: **Ed Rivera**

Second: **Erich Holmsten**

Motion approved.

9. The board passed a motion to approve the agreement with the Los Encinos employee.

Motion by: **David Handley**

Seconded by: **Ryan Vaughan**

Motion approved.

10. The board passed a motion to approve the resolution for the IDEA Toros athletics partnership.

Motion by: **Xenia Garza**

Seconded by: **Colin Sewell**

Motion approved.

11. The board passed a motion to approve the MOU by and between IDEA Public Schools and RGV Toros FC Youth Soccer Academy.

Motion by: **Ed Rivera**

Seconded by: **Erich Holmsten**

Motion approved.

12. The board passed a motion to approve the resolution for the IDEA Authors initiative.

Motion by: **David Handley**

Seconded by: **Ryan Vaughan**

Motion approved.

13. The board passed a motion to move the annual meeting and board elections to their scheduled February meeting for the 2020-21 year.

Motion by: **Mike Burke**

Seconded by: **Ryan Vaughan**

Motion approved.

14. The board passed a motion to approve the following resolutions:

- TO SELL PROPERTY of the Manor Property
- APPROVE THE EXCHANGE OF THE SCHERTZ SWAP
- INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE SAN BENITO PROPERTY
- INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE ROBINDALE PROPERTY
- RESOLUTION THAT INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE COVINGTON PROPERTY

Motion by: **Ed Rivera**

Seconded by: **Bill Martin**

Motion approved.

15. The board passed a motion to ratify the 2020-2021 contracts previously signed by interim CFO Carlo Hershberger.

Motion by: **Ryan Vaughan**

Seconded by: **Xenia Garza**

Motion approved.

16. The board passed a motion to approve all consent agenda items in one board action.

Motion by: **Ryan Vaughan**

Seconded by: **Erich Holmsten**

Motion approved.

17. The board passed a motion to adjourn.

Motion by: **Ryan Vaughan**

Seconded by: **David Handley**

Motion approved.

<<End of Summary of Motions and Approvals>>

At 1:45 p.m., Al Lopez welcomed everyone to their October 23, 2020 regularly scheduled IDEA Public Schools Board of Directors meeting, and announced that with the support of Jessica Hess, he can confirm that they have a quorum for today's meeting, in addition to members of their management team being present.

Al Lopez says 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 for members of the public to join in the meeting should they wish to do so.

Public Comment

Al Lopez announces that they have a variety of updates to receive today and critical business items to take care of, so without further delay, recommends that they begin their meeting. Al Lopez asks if there are any public comments for today's meeting, and states that per their public comment policy, members of the public have 3 minutes to comment.

Al Lopez then says he believes that there are no comments for today, so they will proceed with the meeting.

Organizational Update

Al Lopez says that even though they just spent a lot of time at their last meeting analyzing results, he understands that a great deal of their operations continues to evolve due to COVID-19, and that a lot of great work is being done. Jo Ann Gama provides a management update on topline goals and COVID response. Al Lopez says that they are proud of the accomplishments they are already seeing in the year thus far.

Al Lopez thanks the Board for the strong attendance they had at the Board Workshop to review their HB3 annual Early Literacy, Numeracy, and College Career Military Readiness Goals. Al Lopez then turns the meeting over to Dolores González to present to the board as they move to adoption.

HB3 Goals

--Dolores González presents on HB3 Goals--

Al Lopez announces that he is looking for a motion to approve the HB3 Early Literacy, Numeracy, and College Career Military Readiness Goals as presented by Dolores González.

Motion by: **Ryan Vaughan**

Seconded by: **Xenia Garza**

All in favor: **All**

All opposed: **None**

Motion approved.

Governance Reporting Forms

Al Lopez thanks everyone for attending the Workshop earlier today for training on Governance Reporting presented by Joe Hoffer and says that they will be completing the Governance Reporting forms prior to the December 1 deadline, and that they have met all compliance requirements for website reporting and any TEA compliance associated with that. Al Lopez asks if there is anything else that needs to be discussed. There are no additional responses, and Al Lopez proceeds with the committee reports.

Committee Reports

Al Lopez announces that they will now hear from their committee chairs, and requests to begin with Bill Martin for the Finance Committee.

--Bill Martin has technical difficulties, so Ed Rivera offers to go first with the Audit Committee update--

Al Lopez agrees and authorizes Ed Rivera to proceed with the Audit Committee update.

--Ed Rivera provides the Audit Committee update--

Al Lopez asks Bill Martin if he is now ready to provide the update for the Finance Committee. Bill Martin responds in the affirmative.

--Bill Martin provides the Finance Committee update--

Al Lopez asks Collin Sewell to provide the Governance Committee update.

--Collin Sewell provides the Governance Committee update--

Al Lopez asks Xenia Garza to provide the Academic Committee update.

--Xenia Garza provides the Academic Committee update--

Al Lopez thanks everyone again for the time they are spending in their committees and for ensuring all this work is getting done. Al Lopez says that they are taking their governance responsibilities seriously.

Executive Session

Al Lopez announces that they are going to transition their meeting 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). Consultation with legal counsel regarding pending legal matters. Purchase of future potential school sites. And 551.074, Discuss Personnel Matters – agreement with Los Encinos employee.

Al Lopez announces that they will invite the management team as well as legal counsel.

Al Lopez says that he is looking for a motion to go into executive session at **2:44 p.m.** Al Lopez asks if there are questions. There are no questions.

Motion by: **Xenia Garza**

Seconded by: **Erich Holmsten**

All in favor: **All**

All opposed: **None**

Motion approved.

Open Session

Al Lopez says that he is looking for a motion to reconvene in Open Session at **4:26 p.m.**

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

All in favor: **All**

All opposed: **None**

Motion approved.

Review and Approve Policy Updates

Al Lopez announces that he is looking for a motion to approve the Executive Benefits, Corporate Card, Authorization for the Obligation and Expenditure of Funds, travel, Board Structure and Operations, PIR Total Rewards Program, Sick Leave Bank policy, as shared and discussed in executive session, and also wants the record to reflect that no action took place in executive session.

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

Al Lopez asks if there are any questions. There are no questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Personnel Policy

Al Lopez announces that he is looking for a motion to approve the new personnel policy related to political activity, as previously shared.

Motion by: **Ryan Vaughan**

Seconded by: **Erich Holmsten**

Al Lopez asks if there are any questions. There are no questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Special Education Library

Al Lopez announces that TEA requires an update of their Special Education policies and administrative framework yearly. Al Lopez states that Legal and their Special Education team have prepared the necessary annual updates, mainly administrative, to the policies in the Special Education library as shared previously.

Al Lopez announces that he is looking for a motion to approve the Special Education Policy library.

Motion by: **Xenia Garza**

Seconded by: **David Handley**

Al Lopez asks if there are any questions. There are no questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Shared Services Agreement

Al Lopez says that they reviewed the same item for their other entity, but is nevertheless looking for a motion to approve a resolution authorizing the amended central office and staffing shared service agreement by and between IDEA Public Schools and IPS Enterprises, Inc.

Motion by: **Ed Rivera**

Seconded by: **Colin Sewell**

Al Lopez asks if there are any questions. There are no questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Cash Management

Al Lopez asks Stephanie Perryman to provide the cash management update to the board.

--Stephanie Perryman provides the cash management update--

Ed Rivera recommends that both cash management resolutions be approved in a single board action.

Al Lopez asks Stephanie Perryman if there would be any objection to this. Stephanie Perryman confirms that there will not be any objection.

Al Lopez then announces that he is looking for a motion to approve both resolutions, one authorizing the opening of a depository bank account at BBVA and approval of a depository agreement, and another authorizing the opening of a depository bank account at Texas Capital Bank and approval of a depository agreement. Al Lopez asks if there are any questions.

Motion by: **Ed Rivera**

Second: **Erich Holmsten**

All in favor: **All**

All opposed: **None**

Motion approved.

Los Encinos employee

Al Lopez announces that he is looking for a motion to approve the agreement with the Los Encinos employee, as briefed in closed session with Legal. Al Lopez asks if there are any questions.

Motion by: **David Handley**

Seconded by: **Ryan Vaughan**

All in favor: **All**

All opposed: **None**

Motion approved.

IDEA Toros

Al Lopez announces that he is looking for a motion to approve the resolution for the IDEA Toros athletics partnership, as reviewed by legal counsel. Al Lopez asks if there are any questions.

Motion by: **Xenia Garza**

Seconded by: **Colin Sewell**

All in favor: **All**

All opposed: **None**

Motion approved.

Al Lopez announces that he is looking for a motion to approve the MOU by and between IDEA Public Schools and RGV Toros FC Youth Soccer Academy.

Motion by: **Ed Rivera**

Seconded by: **Erich Holmsten**

Al Lopez asks if there are any questions.

All in favor: **All**

All opposed: **None**

Motion approved.

IDEA Authors

Al Lopez announces that he is looking for a motion to approve the resolution for the IDEA Authors initiative, as drafted and reviewed by legal counsel and discussed in executive session.

Motion by: **David Handley**

Seconded by: **Ryan Vaughan**

Al Lopez asks if there are any questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Election of Officers

Al Lopez announces that regarding the next agenda item, the election of officers, he will turn the meeting over to their Governance Committee Chair, Collin Sewell for an overview of the Governance Committee's process for election of officers.

--Colin Sewell provides an overview of the Governance Committee's process--

Al Lopez announces that he is looking for a motion to move the annual meeting and board elections to their scheduled February meeting for the 2020-21 year.

Motion by: **Mike Burke**

Seconded by: **Ryan Vaughan**

Al Lopez asks if there are any questions.

All in favor: **All**

All opposed: **None**

Motion approved.

Real Estate

Al Lopez says that as discussed in executive session, he is looking for a motion for the approval for resolutions for:

- TO SELL PROPERTY of the Manor Property
- SELL PROPERTY of Saginaw Remainder Tract
- APPROVE THE EXCHANGE OF THE SCHERTZ SWAP
- INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE SAN BENITO PROPERTY
- INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE ROBINDALE PROPERTY
- RESOLUTION THAT INTRODUCES TRUST DOCUMENTS AND IDENTIFIES THE TRUE OWNER OF THE COVINGTON PROPERTY

Jessica Hess reminds the board that although the resolution regarding the Saginaw Remainder Tract was on the agenda, it has been tabled for this board meeting, and will be revisited at a later date.

Al Lopez then announces that the record should reflect that the Saginaw Remainder Tract property, previously listed on today's meeting agenda, has been tabled, as it is not yet ready to be transacted on, and will be revisited at the appropriate time.

Al Lopez asks if there are any questions.

Motion by: **Ed Rivera**

Seconded by: **Bill Martin**

All in favor: **All**

All opposed: **None**

Motion approved.

Ratify Previous Contracts

Al Lopez announces that the Texas Supreme Court, at the end of May, issued a decision regarding charter schools having immunity. In that decision, they also made a finding that charter school contracts must be approved by the board of directors in order to be binding on the school and vendor, but also noting that the TEA's rules state that absent board approval they might be in "breach" of the charter. TEA is in the process of clarifying their rules and revising them to avoid this conclusion, but in the meantime, legal

counsel recommends a blanket approval of contracts previously executed to close the issue. Until the new rule is in effect, all contracts will come to the board for approval.

Al Lopez announces that he is looking for a motion to ratify all contracts, as presented in their board packet, previously signed by interim CFO, Carlo Hershberger, who is a delegate for their policies, in the 2020-21 school year.

Al Lopez asks if there are any questions.

Motion by: **Ryan Vaughan**

Seconded by: **Xenia Garza**

All in favor: **All**

All opposed: **None**

Motion approved.

Consent Agenda

Al Lopez announces that he is now looking for a motion to approve all consent agenda items in one board action, previously included in the packets they received.

- 21) Consent Agenda
 - a) Contracts
 - i) Construction
 - ii) Academic Services: Special Education, Programs
 - iii) Risk Management
 - iv) Office Space Lease
 - v) Other
 - b) August Budget Amendments
 - c) August Financial Statements
 - d) Invoices for Elizabeth Posada
 - e) Child Nutrition Program Code of Conduct
 - f) CEO Evaluation Plan
 - g) CAO 20-21 Incentive Plan Modification
 - h) Ratification Asynchronous Plan Submission – IDEA Public Schools
 - i) Ratification Asynchronous Plan Submission – IDEA Travis
 - j) Additional 4-Week Transition Plan Waiver for Rio Grande Valley Remote Learning
 - k) Additional 2-Week Transition Plan Waiver for El Paso Remote Learning
 - l) IDEA Austin Academic Calendar Adjustment
 - m) IDEA Greater Houston Academic Calendar Adjustment
 - n) Philanthropic Gifts Report
 - o) August 14, 2020 Business Meeting Minutes
 - p) September 11, 2020 Workshop Minutes
 - q) September 11, 2020 Business Meeting Minutes

Al Lopez asks if there are any questions about the consent agenda.

Al Lopez asks if there are any other questions about the consent agenda. Al Lopez says that there are many items on consent agenda, but those items were vetted by the committees.

Motion by: **Ryan Vaughan**

Seconded by: **Erich Holmsten**

All in favor: **All**

All opposed: **None**

Motion approved.

Adjourn

Al Lopez announces that at this time, he believes they have concluded all board business for October 23, 2020.

Al Lopez announces that he is now looking for a motion to adjourn their meeting at **4:48 p.m.**

Motion by: **Ryan Vaughan**

Seconded by: **David Handley**

All in favor: **All**

All opposed: **None**

Motion approved.

I certify that the foregoing is the true and correct summary of the meeting of the Board of Directors of IDEA Public Schools held on October 23, 2020.

DocuSigned by:

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Ryan Vaughan, Board Secretary