

**IDEA Public Schools
Board of Directors Meeting
Friday, February 12, 2021**

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

Board Members Not Present: None

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

Audience Present: Joseph Hoffer of Schulman, Lopez, Hoffer & Adelstein LLP, Anne MacDonald of Edelman, Dr. Virginia Richter

Meeting is called to order by Chair, Al Lopez, at [12:04] p.m.

Summary of Motions and Approvals

1. The Board passed a motion to approve the non-expansion amendment for an Organizational Chart update.
Motion by: Ed Rivera
Second by: Xenia Garza
Vote passes unanimously
2. The Board passed a motion to approve the resolution to authorize submission of the Request for Hybrid Instruction During District Scheduled Testing Days for K-8 Grade Students Waiver
Motion by: Ryan Vaughan
Second by: Erich Holmsten
Vote passes unanimously
3. The Board passed a motion to approve the Resolution authorizing IPS Enterprises, Inc. as its affiliated agent to finance certain facilities in Florida as a Hope Operator.
Motion by: David Handley
Second by: Erich Holmsten
Vote passes unanimously
4. The Board passed a motion to go into Executive Session at [1:29] p.m.
Motion by: Ryan Vaughan
Second by: Erich Holmsten
Vote passes unanimously
5. The Board passed a motion to reconvene in Open Session at [2:43] p.m.
Motion by: Xenia Garza

Second by: David Earl
Vote passes unanimously

6. The Board passed a motion to elect the slate of candidates for Chair, Vice-Chair, Secretary, and Treasurer.

Motion by: Michael Burke
Second by: Erich Holmsten
Vote passes unanimously

7. The Board passed a motion to approve the Committee Chairs.

Motion by: Ryan Vaughan
Second by: Xenia Garza
Vote passes unanimously

8. The Board passed a motion to approve the committee membership as listed.

Motion by: Michael Burke
Second by: David Handley
Vote passes unanimously

9. 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 Vaughan
Vote passes unanimously

10. The Board passed a motion to adjourn the meeting at [2:55] p.m.

Motion by: Michael Burke
Second by: Erich Holmsten
Vote passes unanimously

Welcome and Call to Order

Al Lopez welcomed the Board Members to the February 12, 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

Sabrina Gonzalez, IDEA Alumni and former employee, commented on her tenure with IDEA Public Schools and her request for an Alumni Representative position on the board.

2021-21 TAPR Public Hearing and Annual Report

Ms. Jessica Hess provided additional information on the requirements and compliance of the report. Ms. Dolores Gonzalez gave an overview on the TAPR Report components and highlights. Mr. Phillip Garza

provided additional information on the college matriculation by tier and GPA insights. Lisa Garza provided information on the discipline report summary.

CEO Update by JoAnn Gama

Ms. Gama began by thanking all board members for their time contribution to IDEA as a gesture of Board Appreciation Month. Ms. Gama then proceeded to provide an update on the five Board-wide goals in terms of where they are at for what they are calling “Strong Start”:

1. College Matriculation on track for 100%;
2. School Rating A off track due to the suspension of letter grades by the TEA;
3. Persistence Goal slightly off track at 76,728 student applications;
4. Teacher and staff retention on track at 85%;
5. Operating Income Goal on track; and

Ms. Gama asked Mr. Phillip Garza to present on the percentages of College Matriculation and his Team’s strategy to obtain a successful outcome.

COVID-19 Update

Ms. Irma Muñoz provided a COVID update on the number of overall student attendance of 98%. Testing continues to be available to students’ and staff. Ms. Muñoz further indicated that the goal is to have 80% of their staff vaccinated by May and efforts are being made to inform staff about the vaccines and the possible side effects, along with the continued efforts to find available vaccination slots and efforts to host a vaccine clinic in the future.

2021-22 ORG Priorities

Ms. Gama provided an update on setting the priorities for the following school year. She further indicated that there has been a shift in organization priorities to create better budgets and enrich the academic program to be more comprehensive and more inclusive starting in elementary grade levels and be mindful of any gaps. Additionally, Ms. Gama also indicated they are working on advancing the cultural, diversity, equity and inclusion towards becoming an antiracist and antibias organization. Lastly, continuing to be the financial stewards that we are in ensuring that as many of the resources are funneled to student achievement and in their best interest.

Diversity, Equity & Inclusion (DEI) Update

Ms. Gama provided information on the commitment to cultivating a culture of belonging and modeling equity in the classrooms. She further provided information on the timeline to execute the plan, the different town halls that have been hosted, the creation of a steering committee that has different employees from diverse groups across the network, the core value committee that looks into what changes could be done. Ms. Gama indicated they are in Phase II of this project and the next step is to include students to continue this movement. She further added that this is a three-year plan, and it will require change management.

Great Places to Work

Mr. Martin Winchester provided information on the annual externally administered staff satisfaction survey. There has been a completion rate of 88%. Mr. Winchester shared certain concerns on the percentages of race and ethnicity diversity.

Resolution and Non-Expansion Amendment: Other – Organizational Chart

Ms. Gama presented the changes to the organizational chart.

The board passed a motion to approve the Resolution and Non-Expansion Amendment to the organizational chart update.

Motion by: Ed Rivera
Second by: Xenia Garza
All in favor: All
All opposed: None
Vote passes unanimously

Hybrid Instruction During District Scheduled Testing Days Waiver

Ms. Dolores Gonzalez presented on waivers for Request for Hybrid Instruction During District Scheduled Testing Days for K-8 Grade Students Waiver

The Board passed a motion to approve the resolution to authorize submission of the Request for Hybrid Instruction During District Scheduled Testing Days for K-8 Grade Students Waiver

Motion by: Ryan Vaughan
Second by: Erich Holmsten
All in favor: All
All opposed: None
Vote passes unanimously

Resolution on HOPE Operator

Ms. Leanne Hernandez and Mr. Tom Sage presented on the resolution to finance certain facilities in Florida.

The Board passed a motion to approve the Resolution authorizing IPS Enterprises, Inc. as its affiliated agent to finance certain facilities in Florida as a Hope Operator.

Motion by: David Handley
Second by: Erich Holmsten
All in favor: All
All opposed: None
Vote passes unanimously

Committee Reports:

Governance Committee (Collin Sewell)

- a. Meeting conducted Tuesday, February 2, 2021
- b. Pre-reviewed the following:
 - 1. Compensation study work

2. Board nomination results
 3. Non-expansion amendment for the organizational chart change
 4. Update from Sam Goessling for proposals on new dates for the board retreat
 - i. Board Retreat now on September 18, 2021
- c. Next meeting in March 2, 2021

Audit Committee (Ed Rivera)

- a. Reviewed four areas:
 - a. Internal Audit Plan Amendment
 - i. Javier Campos presented the proposal in reduction of hours due to staffing vacancy
 - b. State Allotment Audit Report
 - i. Improvement recommendations
 - c. Monthly senior leadership corporate card, meal, and travel reports
 - i. Activity for the month of December 2020
 - d. Whistleblower Investigation Update
 - i. Javier provided a report

Academic Committee (Dolores Gonzalez for Xenia Garza)

- a. TAPR Report reviewed
- b. Lisa Garza reviewed the discipline portion of the TAPR Report
- c. Assessment update – Semester Exam data
- d. Next meeting on February 25, 2021, will be reviewing:
 - a. School Performance
 - b. Letter grade systems

Finance Committee (Al Lopez)

- a. Reviewed monthly financial results for November and December 2020
- b. Operating Income – on track
- c. Child Nutrition Program donations
- d. Meal Charge Policy
- e. Next meeting on February 26, 2021 at 11:30 a.m.

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

Executive Session

The Board passed a motion to approve transition into Executive Session to discuss matters pursuant to 551.072 (real estate acquisition and financing), 551.074 (personnel) and 551.071 Consultation with Legal Counsel regarding Pending Legal issues and matters and invited the legal counsel to join at [1:29] p.m.

Motion by: Ryan Vaughan
Second by: Erich Holmsten
All in favor: All
All opposed: None
Vote passes unanimously

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.

The Board passed a motion to reconvene in Open Session at [2:43] p.m.

Motion by: Xenia Garza
Second by: David Earl
All in favor: All
All opposed: None
Vote passes unanimously

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

Al Lopez let the record show that no persons with any actual or potential conflict of interest attended the closed session, specifically, our CEO and all chiefs recused themselves from all discussions or deliberations and action in closed session relating to executive compensation, so that a disinterested board of directors could deliberate and receive legal guidance.

Board Elections

The Board passed a motion to approve the board elections of Al Lopez for Board Chair, Ryan Vaughan for Secretary, and Ed Rivera for Treasurer.

Motion by: Michael Burke
Second by: Erich Holmsten
All in favor: All
All opposed: None
Vote passes unanimously

The Board voted one-by-one and based on the vote count below Collin Sewell became the Board Vice-Chair with the majority of the votes.

- Michael Burke voted Collin Sewell
- Reba Cardenas McNair voted Collin Sewell
- David Earl voted David Earl
- Xenia Garza voted David Earl
- David Handley voted David Earl
- Erich Holmsten voted Collin Sewell
- Al Lopez did not cast vote
- Ed Rivera voted Collin Sewell
- Collin Sewell voted Collin Sewell
- Ryan Vaughan voted Collin Sewell
- Dr. Saam Zarrabi voted Collin Sewell

The Board passed a motion to approve the committee chairs as listed.

Academic	Governance	Audit	Finance
Xenia Garza	Collin Sewell	Ed Rivera	Erich Holmsten

Motion by: Ryan Vaughan
 Second by: Xenia Garza
 All in favor: All
 All opposed: None
 Vote passes unanimously

The Board passed a motion to approve the board committee membership as listed.

Finance Committee

Al Lopez – Ex Officio
 Erich Holmsten – Chair
 Xenia Garza
 Ryan Vaughan
 Bill Martin – Advisory

Executive Committee

Al Lopez – Chair
 Collin Sewell – Vice-Chair
 Ryan Vaughan – Secretary
 Ed Rivera – Treasurer

Governance Committee

Al Lopez – Ex Officio
 Collin Sewell – Chair
 Michael Burke
 David Handley
 Reba Cardenas McNair
 Victoria Rico - Advisory

Audit Committee

Al Lopez – Ex Officio
 Ed Rivera – Chair
 Reba Cardenas McNair
 David Earl

Academic Committee

Al Lopez – Ex Officio
 Xenia Garza – Chair
 Michael Burke
 Ryan Vaughan

Motion by: Michael Burke
 Second by: David Handley
 All in favor: All
 All opposed: None
 Vote passes unanimously

Al Lopez let the board know that the new board roles will take into effect next board meeting

Consent Agenda

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

- a. Contracts
 - (1) Construction & Improvements
 - (2) Non-Construction
 - (a) Special Programs
 - (b) Transportation

(c) Temporary Office Space

(3) Contract Ratification

- b. Quarter 2 Public Funds Investment Act - *reviewed in Finance Committee*
- c. November 2020 Financial Statements - *reviewed in Finance Committee*
- d. December 2020 Financial Statements - *reviewed in Finance Committee*
- e. November 2020 Budget Amendments - *reviewed in Finance Committee*
- f. December 2020 Budget Amendments- *reviewed in Finance Committee*
- g. Child Nutrition Program Meal Charge Policy & Procedures- *reviewed in Finance Committee*
- h. Revised Internal Audit Plan - *reviewed in Audit Committee*
- i. COVID Hotel Hardship Stipend – 2.2021 Update - *updates our previously approved policy to align with new CDC guidelines around the number of days of quarantine*
- j. Temporary Relocation Housing Expense Policy – 2.2021 Update - *reviewed by legal counsel and allows up to 12 months of relocation expenses for temporary housing for PIRs and teacher fellows*
- k. October 2020 Board Minutes
- l. October 2020 Board Workshop Minutes
- m. December 2020 Board Minutes
- n. January 2021 Board Minutes
- o. Interlocal Cooperation Agreement and Business Associate Agreement Between the County of Hidalgo and IDEA Public Schools, RGV - *partnership opportunity related to COVID work*

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

Second by: Ryan Vaughan

All in favor: All

All opposed: None

Vote passes unanimously

Adjourn

The Board passed a motion to adjourn the meeting at [2:55] p.m.

Motion by: Michael Burke


Second by: Erich Holmsten

All in favor: All

All opposed: None

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 February 12, 2021.

DocuSigned by:

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3/12/2021

Ryan Vaughan, Board Secretary