

Paideia Academies Inc. Corporate Board Meeting Notes  
October 24, 2022  
5:04 pm Called to Order by Dr. Winsor

Dr. Winsor acting Chair in the absence of Board Chair as per bylaws.

I. Call to Order/Verifying Quorum

**Members Present in person:**

Dr. Winsor  
Mrs. Mendonca  
Ms. Garrison  
Dr. Tietgen  
Mrs. Pena  
Mrs. Baker

**Absent:**

Mrs. Schmaltz

**Guests:**

Mr. Brice – Consilium Financial Group  
Mr. Israel Medellin – Guest of Dr. Winsor for nomination to board membership

II. Discussion/Vote to approve previous minutes – August 29, 2022

**Motion** by Dr. Tietgen to approve the Paideia Corporate Board meeting minutes from August 29, 2022.

**Second** by Mrs. Mendonca

**Voice Vote-**

Yes: Unanimous  
No: none  
Abstentions: none  
Absent: Mrs. Schmaltz

**Motion passes unanimously**

III. Discussion/Vote Annual Safe Return to School Plan FY 2023

Discussion led by Dr. Winsor of the annual safe return to school plan. Modifications included editing to add 4<sup>th</sup> grade and increasing the plan to 10<sup>th</sup> grade. Modified the vaccination item to include vaccination boosters.

**Motion** by Dr. Tietgen to approve the Annual Safe Return to School Plan FY 2023 as ammended

**Second** by Mrs. Mendonca

**Voice Vote-**

Yes: Unanimous  
No: none  
Abstentions: none  
Absent: Mrs. Schmaltz

**Motion passes unanimously**

VI. Financial Report – Mr. Brice

- Mr. Brice explained in depth the near and far financial indicators. Explained the concept of “going concern”. Explained in depth Debt Service Coverage Ratio, Days Cash on Hand, Net Positive Income. Explained the Paideia goals and the 3-year lookback for bond financing our facilities as soon as 2024. Mr. Brice presented a new indicator from the Charter Board –

“Stable or Decreasing Enrollment Over Time”. He explained the new indicator is intended to give the charter board indication of a failing charter before it is too late.

- Review FY 2022 in comparison to FY 2021.
  - DSCR FY22 1.42 and FY21 2.29
  - DCOH FY22 236.64 and FY21 302.75
- Mr. Brice reviewed FY23 in comparison to FY22
  - DSCR FY22 1.42 and FY23 1.34 due to new building financing of Paideia Liberal Arts project
  - DCOH FY22 236.64 and FY23 254.50
  - Net Income FY22 \$877,202 and FY23 \$1,098,637
- Mr. Brice reviewed the 5-year budget projection especially noting when ESSR funds would stop. All budget projections are calculated on today’s funding formulae.

#### V. Discussion/Vote Approval Annual Financial Review (AFR) FY22

- I. Mr. Brice reviewed the AFR answering questions of the board members to clarify categories and items.

**Motion** by Dr. Tietgen to approve the Annual Financial Review (AFR) FY 2022

**Second** by Dr. Pena

**Roll Call Vote-**

- Dr. Winsor - yes
- Mrs. Mendonca - yes
- Ms. Garrison - yes
- Dr. Tietgen - yes
- Dr. Pena - yes
- Mrs. Baker - yes
- Abstentions: none
- Absent: Mrs. Schmaltz

**Motion passes unanimously**

#### VI. Discussion and possible vote Change of Delegation of Authority

Dr. Winsor explained the potential challenge of expenditures of \$25,000 that isn’t explicitly in the budget. Dr. Tietgen and Mr. Brice pointed out and explained the footnote in the Delegation of Authority - ...

*“unbudgeted financial obligation” means any financial obligation that is either (i) not contemplated in any category of the current Board approved budget, or (ii) is contemplated in a category of the current Board approved budget but is expected to result in exceeding the budgeted allocation for that category.*

It was further clarified that the current Delegation of Authority is adequate and needs no change.

#### VII. Annual Corporate Business:

- Election of Corporate Board Officers:
  - Chairperson:
    - Dr. Winsor nominated Victoria Garrison as Chairperson.
    - Mrs. Mendonca second the nomination
    - Ms. Garrison accepted
    - Discussion indicated all in favor of the nomination
    - Voice Vote to elect Ms. Garrison as the Chairperson of the Corporate Board.
      - Yes: Unanimous
      - No: none
      - Abstentions: none
      - Absent: Mrs. Schmaltz

- Treasurer:
  - Ms. Garrison nominated Mrs. Mendonca as Treasurer.
  - Dr. Winsor second the nomination
  - Mrs. Mendonca accepted
  - Discussion indicated all in favor of the nomination
  - Voice Vote to elect Mrs. Mendonca as Treasurer of the Corporate Board.
    - Yes: Unanimous
    - No: none
    - Abstentions: none
    - Absent: Mrs. Schmaltz
- Secretary:
  - Mrs. Mendonca nominated Zuri Baker as secretary.
  - Ms. Garrison second the nomination
  - Mrs. Baker rejected the nomination
  - Dr. Tietgen nominated Stephanie Pena as secretary.
  - Dr. Pena rejected the nomination
  - Dr. Tietgen nominated Dr. Winsor as secretary.
  - Ms. Garrison second the nomination
  - Dr. Winsor accepted the nomination
  - Discussion indicated all in favor of the nomination
  - Voice Vote to elect Dr. Winsor as Secretary of the Corporate Board.
    - Yes: Unanimous
    - No: none
    - Abstentions: none
    - Absent: Mrs. Schmaltz
- No additional officers
- Conflict of interest Policy – All board members signed the Acknowledgment and Disclosure Documents were given to Dr. Winsor
- Introduction/Nomination/Vote any individuals considered for board membership.
  - Dr. Winsor introduced Mr. Israel Medellin. Mr. Medellin gave a brief account of his professional career in technology and his experience at Paideia with his children.
  - Dr. Winsor nominated Mr. Israel Medellin as a Corporate Board Member of Paideia Academies Inc.
  - Mrs. Mendonca second the nomination
  - Mr. Medellin accepted the nomination
  - Voice Vote to approve Israel Medellin as a member of the Paideia Corporate Board
    - Yes: unanimous
    - No: none
    - Abstentions: none
    - Absent: Mrs. Schmaltz
- No additional committees created
- SuperEval Executive Director Evaluation Rubric
  - Dr. Winsor explained the process and necessity of the evaluation. Ms. Garrison as Chairperson of the Corporate Board will become the Trusted Agent of the Evaluation Process.
  - Dr. Winsor will send login information to all board members to begin the year-long process of evaluation.
- Corporate Board Training – PPT and Open Meeting Law all board members received the ppt and open meeting law training information.

VIII. Adjournment (00:51:55)

**Motion** by Dr. Tietgen to adjourn

**Second** by Dr. Pena

**Voice Vote-**

Yes- Unanimous

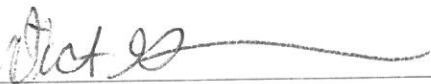
No: none

Abstentions: none

Absent: Mrs. Schmaltz

**Motion passes unanimously**

Meeting adjourned at 6:45 pm

  
Approved by

1-23-23  
Date