



**AGENDA & MINUTES**  
**Corporate Board Monthly Meeting**  
 1535 E Baseline Rd. Phoenix AZ 85042  
*Empower the Whole-Person – body, mind, heart, spirit -  
 Through Education*  
 by  
*Focusing and Executing on the  
 Wildly Important Goal*

**Posted:** 09/25/2020 4:00 pm  
**Posted by:** Dr. Winsor  
**Posting locations:**  
*Terrace foyer window  
 Baseline foyer window  
 Paideia website*

**Date:** 09/28/2020  
**Starting Time:** 5:00 pm  
**Ending Time:**

**VIRTUAL Meeting via Zoom**

<https://zoom.us/j/99150470890?pwd=K1RSYS9lbHJsS0VnVEwwU2V6emJEZz09>

Meeting ID: 991 5047 0890

Passcode: BF0uS2

Dr. Tietgen \_\_\_; Mrs. Mendonca \_\_\_; Ms. Garrison \_\_\_; Mrs. Leach \_\_\_; Dr. Winsor \_\_\_;

Dr. Hess \_\_\_; Mrs. Schmaltz \_\_\_; Mr. Landreth \_\_\_; Mr. Dunn \_\_\_

**New Agenda Items:**

Item #	Agenda Topic	Purpose/ Decision	Lead	Desired Outcome/Notes/Decisions
I	Call to the public	A	Tietgen	
	<i>Due to the nature of an online meeting, public has been invited to submit comments to <a href="mailto:bwinsor@paideiamail.com">bwinsor@paideiamail.com</a> via Google Form</i>			
II	Approve Previous Meeting Minutes	C	Tietgen	
	<i>August 24, 2020</i>			
III	Corporate Officer's Report - Update	A	Winsor	
IV	Designation of applicant's agent	C	Winsor	
	<i>To apply for the DEMA funds, Paideia Academies Inc must designate an agent.  It is moved to designate Robert (Brian) Winsor to act as the designated agent to act in the behalf of Paideia Academies Inc in the Public Assistance program with the Arizona Department of Emergency and Military Affairs beginning on September 29<sup>th</sup>, 2020 and until said program has been completed.</i>			
V	Budget and Finance Review	A	Winsor	
	<ul style="list-style-type: none"> <li><i>Review of current financial standing</i></li> </ul>			
VI	Paideia Revision of Governance Documents	C	Tietgen	
	<ol style="list-style-type: none"> <li><b>Organizational Chart Post Reorganization:</b> This gives a visual of what the reorganization could look like. The big picture and then fill in the details by reading the actual governing documents.</li> <li><b>Amended and Restated Articles:</b> This is the foundational governance document. The Articles will need to be filed with the ACC and contain mostly liability and IRS required tax provisions, including, importantly, the nonprofit's purpose and dissolution clauses.</li> <li><b>Amended and Restated Bylaws:</b> This is the document with the most substance for our purposes because it sets forth, among other things, the new governance structure.</li> <li><b>Delegation of Authority Policy:</b> This is a new policy that documents the authority of the Executive Director and, for example, stipulates when the Executive Director needs to involve the Board in financial decision that obligates the nonprofit.</li> <li><b>Conflict of Interest Policy:</b> A draft of the bylaws contained a conflict of interest policy. This an updated policy to make sure the Amended and Restated Bylaws conform properly. Also included is a COI acknowledgment and disclosure that is a bit more robust than the previous version.</li> </ol> <p><i>Move to accept the revised governance documents to include Organizational Chart, Amended and Restated Articles of Incorporation, Amended and Restated Bylaws, Delegation of Authority Policy and Conflict of Interest Policy as presented.</i></p>			
VII	Adjournment	C	Tietgen	
	Next meeting – October , 2020 5:00 Via Zoom			

**Agenda Item Purpose**

**A = Informational, B = Discussion/Input; C = Discussion/Decision**

