

**Meeting Minutes – Somerset Academy, Inc.
dba Brooks Academy of Science and Engineering (BASE)**

**July 31, 2014
8:30 AM**

A meeting of the Board of Directors of Somerset Academy, Inc. was held on Thursday, July 31, 2014 at 3803 Lyster Road, San Antonio, Texas 78235.

1. Board Members present: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna
Brooks Academy staff present: Ixchell Gonzalez, Lisa Ortiz, and Susan Herrera
Academica SouthWest staff present: George Pedraza, Erin Privratsky, Simon G. Salas, and Anita Vela-Johnson
Academica Management (FL) staff present: Victor Barroso
Others present: Joe Hoffer, Collette Papa, Charles Gibson

The meeting was called to order by Andreina Figueroa at 8:35 AM with an established quorum.

2. Public Comment

There was no public comment.

3. Presentations, Discussion and Possible Action

Consent Agenda Items:

These following items will only be considered individually if requested by a member of the board to be moved for consideration as an individual item.

- 4.1 Presentation, discussion and possible action regarding minutes of the board meeting held on June 16, 2014.
- 4.2 Presentation, discussion and possible action regarding the 2014-2015 Staff Calendars.
- 4.3 Presentation, discussion and possible action regarding adoption of 2014-2015 Parent and Student Handbook and Student Code of Conduct, and Employee Handbook.
- 4.4 Presentation, discussion and possible action regarding reimbursement of expenses incurred by Academica SouthWest as authorized by the Board.

Louis J. Marin requested Agenda Item 4.2 be pulled from Consent Agenda. Andreina Figueroa requested Agenda Item 4.4 be pulled from Consent Agenda and for all Consent Agenda items to be considered individually.

A motion to approve the minutes of the board meeting held on June 16, 2014 was made by Lourdes Isla and seconded by Ana Diaz. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla. NAY: None. ABSTAIN: Louis J. Marin and George Ozuna. Motion approved.

Louis J. Marin asked about the multiple staff calendars presented for Agenda Item 4.2. Ixchell Gonzalez explained the different employee groups and the associated work calendars.

A motion to approve the 2014-2015 Staff Calendars was made by Louis J. Marin and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

Simon G. Salas discussed the updates made to the Parent and Student Handbook and Student Code of Conduct and Employee Handbook for the 2014-2015, which include changes required based upon legislative changes.

A motion to approve the 2014-2015 Parent and Student Handbook and Student Code of Conduct, and Employee Handbook was made by Lourdes Isla and David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

Andreina Figueroa asked Academica SouthWest when the company's travel to the National Charter School Conference at the expense of BASE was authorized by the Board of Directors. Louis J. Marin stated he asked Academica SouthWest to attend the conference and asked Anita Vela-Johnson if such travel reimbursement is included in the 2013-2014 school budget which was previously adopted by the Board; Ms. Vela-Johnson confirmed it is included in the budget.

A motion to approve reimbursement of expenses incurred by Academica SouthWest as authorized by the Board, and that going forward the full Board will be approached about such expenses was made by Louis J. Marin and seconded by George Ozuna.

Andreina Figueroa stated that such expenses should be divided equally between all schools managed by Academica SouthWest. George Pedraza suggested it be prorated based upon enrollment; Ms. Figueroa disagreed. Victor Barroso stated his concern that the travel expense associated with Academica SouthWest is not clearly indicated in the

budget. Joe Hoffer, counsel for BASE, stated that if Academica SouthWest is asked to attend a conference, that is considered pre-approval, and that it is important to follow the terms of the management agreement between Academica SouthWest and BASE.

Ms. Figueroa called for a vote on the motion on the floor. AYE: Louis J. Marin and George Ozuna. NAY: David Concepcion, Ana Diaz, Andreina Figueroa, and Lourdes Isla,. ABSTAIN: None. Motion failed.

A motion to reimburse Academica SouthWest the expense of postage was made by David Concepcion and seconded by George Ozuna. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

Individual Agenda Items for Consideration:

4.5 Presentation, discussion and possible action regarding scheduling of Board Meetings for the 2014-2015 School Year.

George Pedraza presented a proposed meeting schedule for the 2014-2015 school year, for both the Texas Subcommittee (Proposed Local Board) and the Board of Directors. Board meetings would be held the third Thursday of each month alternating morning and evening meeting times with Local Board meetings occurring the previous Friday.

A motion for all Board meetings to occur in the evening was made by Louis J. Marin and seconded by George Ozuna.

Joe Hoffer discussed the Local Board meetings. Andreina Figueroa suggested the Local Board should meet in both the morning and evening, as the full Board won't meet as frequently once the charter transfer is complete. George Ozuna asked if the Local Board has limited authority. Joe Hoffer stated that the Local Board will have full authority with the exception of non-delegable duties.

A motion for all Local Board meetings to be evening meetings was made by Andreina Figueroa. There was no second. Motion failed.

George Pedraza asked if the formation of the Local Board was approved by the Texas Education Agency. Joe Hoffer answered that it is not yet approved. Charles Gibson stated that Somerset Academy, Inc. will not approve the proposed new bylaws until they are finalized.

Andreina Figueroa asked that Agenda Item 4.5 be tabled.

Executive Session was entered into under §418.183(f) Disclosure of certain confidential information and §551.071 Private consultation with the Board's attorney at 9:08 AM.

Executive Session ended at 10:10 AM. No action was taken in Executive Session.

- 4.6 Presentation, discussion and possible action regarding Campus 3, (Brooks International Studies Academy) located at 134 East Lambert Street, San Antonio, Texas.

A motion to amend the name of Campus 3 (Brooks International Studies Academy) to Brooks Academy at St. Philip of Jesus was made by David Concepcion and seconded by Louis J. Marin. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

- 4.7 Presentation, discussion and possible action regarding 2013-2014 Budget Amendment.

Anita Vela-Johnson presented the 2013-2014 Budget Amendment. Louis J. Marin stated the Texas Subcommittee met with Academica SouthWest where ASW explained the budget variations and recommends approval of the Budget Amendment to the Board.

A motion to approve the 2013-2014 Budget Amendment was made by Louis J. Marin and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

- 4.8 Presentation, discussion and possible action regarding staff salaries and benefits for 2014-2015.

Anita Vela-Johnson presented salary adjustment scenarios.

A motion to issue a 3% Cost of Living Adjustment to all staff employed on or before November 1, 2013, for the salary range for teachers to move from \$43,000-\$61,000 to \$45,000-\$63,000, and for the starting salary for paraprofessionals to move from \$20,200 to \$22,600 was made by Louis J. Marin and seconded by George Ozuna.

David Concepcion asked how this adjustment compared to the salary ranges of other schools in the area. Ms. Vela-Johnson stated it would still rank BASE in the lower end compared to Independent School Districts, but above-average for charter schools.

A vote was called for the motion on the floor. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None.

ABSTAIN: None. Motion approved.

- 4.9 Presentation, discussion and possible action regarding Academica SouthWest fee proposal.

Victor Barroso of Academica Management (FL) stated that Academica Management (FL) wanted to pull Agenda Item 4.9. Louis J. Marin asked his reasoning. Mr. Barroso stated he wants to discuss with Academica SouthWest to present a unified proposal.

A motion to table Agenda Item 4.9 was made by Lourdes Isla and seconded by Ana Diaz.

Louis J. Marin asks for the proposal to be distributed to the full Board prior to the next meeting.

A vote was called for the motion on the floor to table Agenda Item 4.9: AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

- 4.10 Presentation, discussion and possible action regarding appointment of Board Members.

A motion to form an *ad hoc* nomination committee to review resumes and proposals of potential new Board members to fill the Texas Subcommittee was made by Louis J. Marin.

Joe Hoffer advised to wait to take such action.

Louis J. Marin rescinded the motion to form an *ad hoc* nomination committee to review resumes and proposals of potential new Board members to fill the Local Board. A motion to table Agenda Item 4.10 was made by Louis J. Marin and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

- 4.11 Presentation, discussion and possible action regarding Board Travel Policy.

A motion to approve the Board Travel Policy as presented was made by Louis J. Marin and seconded by George Ozuna. No action was taken.

Lourdes Isla asked if Board members are allowed to be reimbursed for tipping at restaurants and if they must use Alamo Travel Group to book travel. Simon G. Salas stated that a Request for Proposals was issued and Alamo Travel Group was selected and approved by the Board of Directors and that tips are not reimbursable from

state funds. Joe Hoffer stated that the Board can update the travel policy according to TEA guidelines.

Louis J. Marin rescinded the motion to approve the Board Travel Policy as presented. A motion to table Agenda Item 4.11 regarding Board Travel Policy was made by David Concepcion and seconded by Ana Diaz. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

- 4.12 Presentation, discussion and possible action regarding selection of auditors to perform audits required by charter contract.

Louis J. Marin stated that the Texas Subcommittee met with Academica SouthWest to review respondents to the Request for Proposals issued to retain an auditing services provider.

David Concepcion stepped out of the meeting at 10:27 AM.

A motion to retain Padgett Stratemann & Co. as auditing services provider for Brooks Academy of Science and Engineering for one year with two additional one-year renewal options was made by Louis J. Marin and seconded by Lourdes Isla. AYE: Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: David Concepcion. Motion approved.

- 4.13 Presentation, discussion and possible action regarding refunding resolution related to preconstruction and related expenses.

George Pedraza discussed the possibility for the school to be reimbursed for out of pocket expenses for expansion and construction expenses.

A motion to approve a refunding resolution for preconstruction and related services was made by Louis J. Marin and seconded by George Ozuna. AYE: Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: David Concepcion. Motion approved.

David Concepcion returned to the meeting at 10:29 AM.

- 4.14 Presentation, discussion and possible action regarding short term financing related to fees for Phase 3 construction project.

George Pedraza discussed the recent failed land purchase due to the appraisal being lower than the purchase price and the costs incurred by the architectural firm and other costs which would have been paid out of construction funds have not yet been paid.

A motion to obtain financing through Jefferson Bank to pay the balance due to the architect and related vendors and to direct Academica SouthWest to negotiate the terms of the financing on the behalf of the Board of Directors with Andreina Figueroa to execute the loan documents was made by Louis J. Marin and seconded by George Ozuna. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

David Concepcion asked the amount of the balance. George Pedraza stated it is approximately \$360,000.

4.15 Presentation, discussion and possible action regarding retention of architectural services.

Simon G. Salas recommended that the firm selected to conduct phase 3 construction work be retained to oversee work at the Campus 3 location as the Board recently completed an RFQ process for such services. Ms. Figueroa stated her concern that a new Request for Qualifications for the project was not done.

A motion to retain SHW Group as architect for construction and repairs to Campus 3 was made by Louis J. Marin and seconded by David Concepcion.

David Concepcion asked the estimate for the firm's work. Mr. Salas stated it would be approximately \$20,000 and the expense is built into the annual budget.

A vote was called for the motion on the floor: AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

4.16 Presentation, discussion and possible action regarding damage to employee vehicles.

A motion to table Agenda Item 4.16 was made by Louis J. Marin and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

4.17 Presentation, discussion and possible action regarding evaluation of Principal/Superintendent.

A motion to table Agenda Item 4.17 was made by Louis J. Marin and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion

approved.

- 4.18 Presentation, discussion and possible action regarding matters and actions taken at the June 16, 2014 board meeting concerning rescission of prior actions, transfer of charter to Brooks Academies of Texas and related actions, clarification of bylaws of Somerset Academy, Inc. to reflect creation of a local school board and delegation of responsibilities, all as further detailed in the proceedings of such meeting.

A motion to approve the bylaws of Brooks Academies of Texas, Inc. as amended was made by Lourdes Isla and seconded by David Concepcion. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

5.0 Superintendent's Report

There was nothing to report.

6.0 Academica SouthWest Report

There was nothing to report.

7.0 Adjournment

Louis J. Marin moved to adjourn the meeting with a second by George Ozuna. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion approved.

The meeting was adjourned at 10:39 AM.

**Certification of Meeting Minutes of the Board of Somerset Academy, Inc.
dba Brooks Academy of Science and Engineering (BASE)**

The preceding minutes of the Board meeting of the Somerset Academy, Inc., dba Brooks Academy of Science and Engineering (BASE) held on Thursday, July 31, 2014 were approved at a meeting of the Board held on August 20, 2014, at 8:00 A.M.

The undersigned hereby certifies that he/she is an Officer and/or Director of Somerset Academy, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, and doing business in the State of Texas pursuant to a contract with the State Board of Education and the laws of the State of Texas, that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

LOUIS J. MARIN, President or Vice Chair
Printed Name

Louis J Marin, President or Vice Chair
Signature

Date Signed: 8-20-14