

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



**January 23, 2015
8:00 AM**

A meeting of the Corporate Board of Directors of Somerset Academy, Inc. and a public hearing was held on Thursday, January 23, 2015 at Brooks Estrella Academy, 8005 Outer Circle Road, San Antonio, Texas 78235.

1. Board Members present: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr.
Brooks Academy staff present: Ixchell Gonzalez, Susan Herrera, Nora Mazingo, Lisa Ortiz, and others
Academica SouthWest staff present: George Pedraza, Erin Privratsky, Simon G. Salas, Anita Vela-Johnson, and Lucinda Vigil
Academica Management (FL) staff present: Daniel Diaz
Legal counsel present: Joe Hoffer
Others present: Joel Perez of Padgett Stratemann & Co LLP

The meeting was called to order by David Concepcion at 8:18 AM with an established quorum.

2. Public Comment

There was no public comment.

Two Brooks Estrella Academy elementary students read aloud essays they had written and received recognition for as part of National School Choice Week.

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 December 18, 2014.
- 4.2 Presentation, discussion and possible action regarding Discretionary Leave Policy.
- 4.3 Presentation, discussion and possible action regarding Short-Term Disability Leave Policy.
- 4.4 Presentation, discussion and possible action regarding selection of a student enrollment management software vendor for Brooks Academy of Science and Engineering, pursuant to a Request for Quotations.

Louis J. Marin requested to pull Agenda Item 4.2 from the Consent Agenda, requesting additional information. Erin Privratsky explained the update to the Discretionary Leave Policy for School staff, stating that the policy is unchanged, but the verbiage has been clarified to avoid inaccurate interpretation.

A motion to approve the Discretionary Leave Policy was made by Louis J. Marin and seconded by Ana Diaz. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

A motion to approve the remaining items of the Consent Agenda was made by Louis J. Marin and seconded by George Ozuna. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

- 4.5 Presentation, discussion and possible action regarding approval of 2013-2014 Individual Charter School Financial Statements and Independent Auditor's Reports including Single Audit Compliance Reports.

Joel Perez of Padgett Stratemann & Co LLP presented the 2013-2014 audited financial statements and audit reports, stating that they have issued an Unmodified Opinion and that the school is in a strong financial position. He stated that they recommend additional oversight on the Student Nutrition Program to improve accuracy. Ixchell Gonzalez stated that Belinda Granados will provide additional oversight in the reporting for the department.

Andrew Cameron asked Joel Perez if he would recommend the Board adopt a policy to ensure a percentage of cash reserve annually. Louis J. Marin explained that this is already occurring, but perhaps the percentage can be increased with time. David Concepcion stated that the Board can formalize such a policy and discuss at the next meeting.

A motion to approve the 2013-2014 Individual Charter School Financial Statements and Independent Auditor's Reports including Single Audit Compliance Reports was made by Louis J. Marin and seconded by George Ozuna. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

4.6 Presentation, discussion and possible action regarding clarification of Board officers and roles.

George Pedraza stated that in light of the recent changes to the School's Governance structure, it would be helpful to state for the record the role each Director plays in relation to the Corporate and Local School Boards. Joe Hoffer stated that the Local School Board's majority must be made up of Texas residents; the current membership being three (3) Texas and one (1) Florida member and that the Corporate Board has delegated all authority, except for the six (6) non-delegable duties (approval of annual audit, approval of budget, approval of budget amendments, hiring/terminating a CEO/Superintendent, and grievances/expulsions), to the Local Board. He also stated that members of the Local Board may vote on non-Corporate matters and may comment on all matters. Lourdes Isla inquired about meeting on Mondays rather than Thursdays. Joe Hoffer stated that recent legislative changes now allow meetings to be held via video conferencing, so long as quorum is present at a compliant Texas location and other requirements met. David Concepcion asked Academica SouthWest to look into the necessary equipment for such video conferencing.

Executive Session was entered into under §551.071 Private consultation with the Board's attorney at 9:28 AM.

Executive Session ended at 10:22 AM. No action was taken in Executive Session.

A motion to nominate David Concepcion to the Local Board was made by Ana Diaz and seconded by George Ozuna. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

David Concepcion asked for a roll call of each Director to state his or her Board membership and role.

- Andrew Cameron – Director of Local Board
- David Concepcion – Chairman of Corporate Board, Director of Local Board
- Ana Diaz – Director of Corporate Board
- Lourdes Isla – Vice Chairman of Corporate Board, Director of Local Board
- Louis J. Marin – Chairman of Local Board, Director of Corporate Board

- Raul Martinez, Jr. – Director of Corporate Board
- George Ozuna – Director of Local Board, Director of Corporate Board

David Concepcion directed Academica SouthWest to continue its due diligence in regards to governance compliance.

4.7 Presentation, discussion and possible action regarding adoption of 2014-2015 Campus Improvement Plan.

Ixchell Gonzalez presented the 2014-2015 Campus Improvement Plan, stating it is a living document which is updated regularly.

A motion to adopt the 2014-2015 Campus Improvement Plan as presented was made by George Ozuna and seconded by Lourdes Isla. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Lourdes Isla, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

David Concepcion noted for the record that Lourdes Isla departed the meeting at 10:29 AM and that a quorum still remained.

4.8 Public Hearing and presentation, discussion and possible action regarding 2013-14 Texas Academic Performance Report (TAPR).

Ixchell Gonzalez presented the 2013-2014 Texas Academic Performance Report (TAPR) and made it available to the public.

A motion to accept the 2013-2014 Texas Academic Performance Report (TAPR) was made by George Ozuna and seconded by Louis J. Marin. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

David Concepcion noted for the record that Raul Martinez, Jr. departed the meeting temporarily at 10:30 AM and resulted in a loss of quorum.

David Concepcion noted for the record that Raul Martinez, Jr. returned to the meeting at 10:32 AM and that quorum was restored.

4.9 Presentation, discussion and possible action regarding facilities planning and related financing options for next school year for Brooks Academy of Science and Engineering, Brooks Estrella Academy and Brooks International Studies Academy.

A motion to direct Academica SouthWest to continue its due diligence with respect to areas of expansion and to report to both Local and Corporate Boards when valued information is

discovered was made by Louis J. Marin and seconded by Ana Diaz. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

4.10 Presentation, discussion and possible action regarding Request for Qualifications for Modular Design-Build Firms.

Simon G. Salas discussed the single response that was received in response to a Request for Qualifications for Modular Design-Build Firms by Icon Construction. He proposed a committee to include Joe Hoffer, Frank Rascoe of **SHW Group**, a Board member, the school's engineer Khalid Sosse, and Academica SouthWest to determine whether or not the submitted proposal meets a minimum standard and if so, to begin negotiations and if not, to re-issue the Request for Qualifications.

Louis J. Marin asked if other vendors could be contacted via purchasing co-ops. Simon G. Salas stated that other vendors were approached and invited to respond, but they did not submit a proposal.

A motion to allow Academica SouthWest to perform the necessary due diligence via committee and enter into negotiations with Icon Construction and, if negotiations should fail, to immediately re-issue a Request for Qualifications and bring all recommendations to the Local Board was made by Louis J. Marin and seconded by Ana Diaz. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

4.11 Presentation, discussion and possible action on submission of amendment to the contract for charter to add approved campus(es).

A motion to allow Academica SouthWest to perform the necessary due diligence to locate possible sites for additional campus(es) and to develop a Plan B scenario while prioritizing expansion was made by Louis J. Marin and seconded by Raul Martinez, Jr. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

4.12 Presentation, discussion and possible action regarding charter schools opening within the school's designated geographic boundary.

Simon G. Salas stated that the School has received notifications of a number of charter schools that will be opening within the School's geographic boundary. The Board acknowledged the notifications.

No action was taken.

4.13 Presentation, discussion and possible action regarding scheduling of full and

Local Board Meetings for the 2014-2015 School Year.

Louis J. Marin requested for Local Board Meetings to occur Monday evenings.

A motion to table Agenda Item 4.13 was made by George Ozuna and seconded by Ana Diaz. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

Louis J. Marin requested the approval of the Corporate Board for the Local Board to meet prior to the next Corporate Board meeting; David Concepcion approved. Joe Hoffer stated that the Local Board does not need permission from the Corporate Board to meet.

5.0 School Reports

Ixchell Gonzalez discussed current events occurring at the three campuses and ongoing student recruitment. David Concepcion congratulated the School and its students on the extensive list of colleges and universities to which students have applied.

David Concepcion requested the Somerset Academy logo be added to the School website, marketing materials, and Board communications.

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 Raul Martinez, Jr. AYE: Andrew Cameron, David Concepcion, Ana Diaz, Louis J. Marin, George Ozuna, and Raul Martinez, Jr. NAY: None. ABSTAIN: None. Motion carries.

The meeting was adjourned at 10:54 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 January 23, 2015 were approved at a meeting of the Board held on February 23rd, at 5:51 P.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.

Ana C. Diaz, ~~President or Vice Chair~~
Printed Name secretary

[Signature], ~~President or Vice Chair~~
Signature secretary

Date Signed: 9/28/2015