

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

**October 9, 2014
8:00 AM**

A meeting of the Board of Directors of Somerset Academy, Inc. was held on Thursday, October 9, 2014 at Brooks Academy at St. Philip of Jesus, 134 East Lambert Street, 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, Nora Mozingo, Lisa Ortiz, Susan Herrera, Anita Fernandez, Olivia Travieso, and others
Academica SouthWest staff present: George Pedraza, Erin Privratsky, Simon G. Salas, and Anita Vela-Johnson
Academica Management (FL) staff present: Victor Barroso
Legal Counsel present: Joe Hoffer

The meeting was called to order by Andreina Figueroa at 8:02 AM with an established quorum.

2. Public Comment

Eight Brooks Academy of Science and Engineering students spoke about the importance of athletics and how it contributes to the have a well rounded school and that they hope that the board continues to support it.

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 August 20, 2014.
- 4.2 Presentation, discussion and possible action regarding renewal of License Agreement for use of Brooks Development Authority baseball field.
- 4.3 Presentation, discussion and possible action regarding revision to Board Policy regarding Requests for Leave-Special Circumstances.

- 4.4 Presentation, discussion and possible action regarding Electronic Bids for purposes of E-Rate Consulting's RFP Manager system.
- 4.5 Presentation, discussion and possible action regarding retention of a "courtesy card" from HEB for purposes of school staff purchasing necessary items for events.

Louis J. Marin requested Agenda Item 4.5 be removed from the Consent Agenda.

A motion to approve the Consent Agenda as amended was made by Lourdes Isla 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 carries.

Louis J. Marin asked, in reference to the school's request for a "courtesy card" from HEB for purchasing, that internal controls be upheld as they are for any other purchasing. Simon G. Salas explained that its use will be controlled by the School in conjunction with the business office and proper purchasing protocols will be followed.

A motion to approve the retention of a "courtesy card" from HEB for purposes of school staff purchasing necessary items for events 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 carries.

Individual Agenda Items for Consideration:

- 4.6 Public Hearing and presentation, discussion and possible action regarding 2014 Annual Financial Management Report and Financial Integrity Rating System of Texas (FIRST) for the 2012-2013 school year financial data.

Anita Vela-Johnson discussed the 2014 Annual Financial Management Report and Financial Integrity Rating System of Texas (FIRST) for the 2011-2012 school year. For the 2012-2013 school year, Brooks Academy of Science and Engineering received an Above Standard Achievement.

The Superintendent's contract was made available for public viewing.

Andreina Figueroa opened the floor for public comment. Members of the public asked the following questions, with the following answers:

- Q: Why is the Board of Directors reimbursed for travel expenses?
- A: Joe Hoffer, legal counsel, stated that Board members are volunteers and

are unpaid for their services; the state of Texas allows them to be reimbursed for certain expenses.

Q: Why aren't coaches and teachers reimbursed for the same expenses?

A: Andreina Figueroa stated that staff is reimbursed in accordance with state law, that the FIRST report only reflects reimbursements to Board members and the Superintendent.

Q: Is there a limit on reimbursable expenses?

A: Joe Hoffer stated that the State Comptroller sets these limits.

Q: Are Board members being flown in from Florida at the expense of the school?

A: Andreina Figueroa answered to the affirmative.

Q: Could the school not have a local Board or to hold meetings via telephone to avoid this?

A: Andreina Figueroa stated that a local Board (the Texas Subcommittee) does exist, but the full Board is required to take action, and that state law does not permit Board meetings to occur via telephone conference.

A motion to accept the 2014 Annual Financial Management Report and Financial Integrity Rating System of Texas (FIRST) for the 2012-2013 school year was made by David Concepcion with a second by Lourdes Isla. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion carries.

4.7 Presentation, discussion and possible action regarding Board Travel Policy.

A motion to approve a change to the Board Travel Policy to allow Directors to make his or her own travel arrangements via the methods deemed most fiscally responsible for the School and that the current Board Travel Policy's subsection relating to the requirement of itemized receipts be upheld to comply with Texas Education Agency policy and, as it is in the best fiduciary interest of the School, no reimbursement shall be made without original, itemized receipts under any circumstance 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 carries.

4.8 Presentation, discussion and possible action regarding election of new board member(s) to the Board of Directors and to the Texas School Board.

Joe Hoffer stated that the Texas Education Agency (TEA) confirmed receipt of the updated bylaws for Somerset Academy, Inc. Andreina Figueroa suggested Item 4.8 be

tabled to avoid jeopardizing the charter transfer to Brooks Academies of Texas, Inc. George Ozuna asked if the vacant position on the Texas Subcommittee could be filled. Andreina Figueroa stated her preference to wait.

A motion to table Agenda Item 4.8 was made by Lourdes Isla and seconded by Ana Diaz.

Louis J. Marin asked Joe Hoffer if, in waiting for TEA to process the updated bylaws, the charter is in compliance. Joe Hoffer answered affirmatively, as the existing structure is in place until TEA formally approves the new bylaws. Louis J. Marin asked that another Texas member be added this day to alleviate the travel requirements of Florida members to more easily meet quorum. Andreina Figueroa stated her assumption that the new Texas member would sit solely upon the Texas Subcommittee. Louis J. Marin stated his assumption that the new Texas member would sit upon both the Texas Subcommittee and Somerset Academy, Inc. (Florida) boards, as he and George Ozuna do. Lourdes Isla asked if a parent was still under consideration for addition to the Texas Subcommittee. Andreina Figueroa stated her preference for a parent to fill the vacant position on the Texas Subcommittee and for this parent can actively participate on the Somerset Academy, Inc. (Florida) Board, which may not be the case that a lot of parents may not be able to fly to Florida for meetings, so it is not a requirement to serve on both Boards. Louis J. Marin recommend all candidates be entertained, parent or otherwise, that the Texas Subcommittee was created to listen and discuss school operations – not taking final action, and stated his concern it is difficult to function as a Subcommittee with only two members if either he or George Ozuna are unavailable to meet, and the only solution is for a member from Florida to travel to Texas to meet to discuss what may be a time sensitive matter, and it is prohibiting the efficiency and effectiveness of the Texas Subcommittee. David Concepcion stated his recollection that a parent would be recommended to the Board by Superintendent Ixchell Gonzalez. Ixchell Gonzalez stated that the item has been repeatedly tabled and has thus stopped reviewing candidates. Andreina Figueroa stated that tabling the item will allow for interested parents can submit their resumes. George Ozuna asks which governance structure they are currently functioning under, that if it is the old structure, there is not full Texas representation on the Board. Joe Hoffer stated that the charter is in compliance, but that TEA must issue final approval to come in compliance with the new governance laws. Joe Hoffer issued a legal recommendation to the Board that the Board can add members as it likes at this time, or it can take no action and wait for TEA, that the new member can sit on either or both the Texas Subcommittee and the Somerset Academy, Inc. Board, that it is a matter for the Board to decide.

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

Louis J. Marin asked if, at the subsequent Board meeting, if the Board could make its

own timeline to proceed with nominating a new Director and avoid tabling this action for several months. Andreina Figueroa stated she is hoping the issue can be resolved with TEA in the near future. Louis J. Marin would like legal counsel to advise how to proceed if and when the issue is not resolved by November 18, 2014. Andreina Figueroa added that, if the issue is resolved earlier, that the Board can meet again and take action to add new Director(s) to the Board.

Lourdes Isla encouraged the parents in attendance to spread the word of the Board position and to contact Ixchell Gonzalez if interested.

Andreina Figueroa submitted her resignation from the Texas Subcommittee.

David Concepcion nominated Lourdes Isla to the Texas Subcommittee with a second by Louis J. Marin. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion carries.

4.9 Presentation, discussion and possible action regarding facilities planning for next school year.

Simon G. Salas asked for the Board to grant authority to Academica SouthWest to pursue options to expand the Brooks Academy of Science and Engineering campus (3803 Lyster). The campus needs laboratories. Frank Rascoe of SHW Group has recommended a pre-fabricated building which can be ready in time for the 2015-2016 school year, at a much lower cost than a raw building. George Pedraza stated that the STEM-accreditation and campus evaluation reflect the need for laboratories. George Ozuna asked if such a building is in the current annual budget. Simon G. Salas answered to the negative, and that George Pedraza has met with financial entities that may be interested in financing the purchase, and that the expense of a pre-fabricated building will be approximately one-quarter of building anew. George Ozuna asked when this expense would impact the annual budget; Simon G. Salas stated it will impact the current 2014-2015 budget.

A motion to direct Academica SouthWest to determine new options for facility planning and expansion was made by David Concepcion with a second by Lourdes Isla. AYE: David Concepcion, Ana Diaz, Andreina Figueroa, Lourdes Isla, Louis J. Marin, and George Ozuna. NAY: None. ABSTAIN: None. Motion carries.

5.0 School Reports

Nora Mozingo reported on Brooks Estrella Academy's enrollment, school nutrition program, traffic patterns, recent events, and attendance.

Susan Herrera reported on Brooks Academy at St. Philip of Jesus' enrollment, school nutrition program, recent events, and attendance.

Louis J. Marin asked Susan Herrera if she had sufficient resources for her campus. Susan Herrera stated she is working with Jenniann Colón of Academica SouthWest and her needs are being met, and that she will notify the Board of Directors if she needs additional assistance. Louis J. Marin asked if the local community was adjusting to the new school. Susan Herrera stated that the community is very welcoming and a number of volunteers help at school events.

Ixchell Gonzalez reported on Brooks Academy of Science and Engineering's enrollment, attendance, working with Academica SouthWest on a recruitment plan for all campuses. Anita Fernandez discussed the College and Career Readiness program, stating that internships will be extended to a full year, and that 11th grade students will soon be able to serve internships. Olivia Travieso discussed the ongoing efforts to revamp and reestablish the Parent-Teacher Organization.

Lourdes Isla asked if the school has other options for athletics practice and games. Ixchell Gonzalez stated that perhaps they could lease basketball facilities from Brooks Development Authority (BDA). Simon G. Salas stated that the school has previously rented football facilities from BDA, but it was not well-maintained and became unusable. He added that the school is currently exploring options with Stone Oak Athletics, which owns property within Brooks City-Base.

6.0 Academica SouthWest Report

Ana Diaz requested an athletics plan be presented by Academica SouthWest (ASW) at the subsequent meeting. Simon G. Salas stated that while it is too soon to present a full plan, ASW will present more information and data on the school's athletics program, expenses, and participation. Ixchell Gonzalez stated that the school is committed to the UIL program through 2016, but that with enough notice, the school could terminate this program.

Anita Vela-Johnson stated that she will present a budget amendment at the subsequent meeting in light of the district's lower-than-projected enrollment.

Simon G. Salas stated that Jenniann Colón will present on the community outreach and marketing ASW has done on behalf of BASE.

7.0 Adjournment

Andreina Figueroa stated that the Board of Directors are limited in the action they can take at each meeting, and so concerns that may be raised during Public Comment cannot be acted upon until a later meeting. She went on to state that the Board's meeting times alternate between morning and evening meetings in an effort to provide as much opportunity for parents to attend as possible.

Louis J. Marin stated that the school is a partnership between students, parents, staff, and the Board of Directors, mentioning that there is a business aspect to a school and that student attendance is vital to the school as attendance drives the school's revenue, adding that parents can make a big difference in the school by helping improve and uphold student attendance.

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

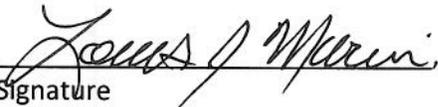
The meeting was adjourned at 9:37 AM.

**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, October 9, 2014 were approved at a meeting of the Board held on November 20, 2014, at 6:30 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.

Louis J. Marin, President or Vice Chair
Printed Name

, President or Vice Chair
Signature

Date Signed: 11/20/2014