

Paideia Academies Inc. Corporate Board Meeting Notes

August 29, 2022

5:00pm

Time stamps indicate Youtube Chapters in the Paideia Youtube Channel recorded meeting  
<https://youtu.be/nVncMViL8bQ>

Dr. Winsor acting Chair in the absence of Mrs. Ophelia McNeill as per bylaws.

I. Call to Order/Verifying Quorum – (00:00:21)

**Members Present via Zoom:**

Dr. Winsor

Mrs. Mendonca

Ms. Garrison

Dr. Tietgen

Mrs. Pena

Mrs. Baker

**Absent:**

Mrs. Shmaltz

Mrs. O'Neal

**Guests Via Zoom:**

Mr. Dane Fernandes, Kutak Rock LLP

II. Resignation from Board and as Chairperson – Ophelia McNeill (00:01:20)

Ophelia McNeill notified Dr. Winsor via email of resignation as of July 5th, 2022

Mrs. O'Neal loved being on the board. She has decided to step away from the board due to other events in her life. We express deep gratitude to Mrs. O'Neal for her service.

III. Discussion/Vote to approve previous minutes – July 7, 2022 (00:03:01)

**Motion** by Dr. Tietgen to approve the Paideia Corporate Board meeting minutes from July 7, 2022.

**Second** by Mrs. Mendonca

**Voice Vote-**

Yes: Unanimous

No: none

Abstentions: none

**Motion passes unanimously**

IV. Call to the public – limited to 3 minutes. Please state your full name, address and organization (if applicable) for the record. Corporate board to follow the Public Comment Guidelines as written above.  
(00:05:44)

**None**

V. Executive Leadership Report (00:06:29)

o Enrollment – enrollment down in most areas.

Dr. Winsor has begun the launch of SchoolMint Connect and Enroll. This is an online system for New Family Relationship Management. The system will take a family from first interest, tour, enrollment packet to first day of school and re-enrollment in February. It is designed to enhance communication between the school and the family and simplify the enrollment process for the family.

o Staffing – fully staffed except playground coaches.

Modifications in staffing due to suppressed enrollment numbers.

o Paideia Liberal Arts Academy Construction progress review

Dr. Winsor presented the final build designs to include landscape design.

o Budget & Finance current and 5-Year Projection Report by Joel Brice

Dr. Winsor reviewed the key budget indicators from FY22 and projected FY23

- DSCR: FY22=1.41; FY23 projected 1.49
- DCOH: FY22=236.64; FY23 projected 252.05
- Net Income: FY22=\$1,852,802; FY23 projected \$1,947,946

#### VI. Discussion/Vote Corporate Authorizing Resolution for Project and Obligation Transaction Baseline Addition 2022 (00:30:15) and (00:45:23)

o Guest Representative – Dane Fernandes, Kutak Rock LLP

Resolution 1: Authorizing Resolution and Obligation Transaction

Explanation by Mr. Fernandes of the debt obligation transaction for the PLA additional build.

**Motion** by Dr. Tietgen to adopt the authorizing resolution for project and obligation transaction as presented.

**Second** by Zuri Baker

**Roll Call Vote:**

Dr. Winsor- Executive Director- yes

Dr. Tietgen- Member- yes

Mrs. Baker- Member- yes

Ms. Garrison- Member—yes

Dr. Lechuga-Pena- Member- yes

Mrs. Mendonca- Member- yes

Yes: Unanimous

No: none

Abstentions: none

**Motion passes unanimously**

#### VII. Discussion/Vote Corporate Resolution Expressing Official Intent Regarding Certain Capital Expenditures to Be Reimbursed with Proceeds of an Obligation. (00:42:09) and (00:47:00)

o Guest Representative – Dane Fernandes, Kutak Rock LLP

Explanation of resolution permitting the loan funds to be used for any pre-build expenses.

**Motion** by Dr. Tietgen to adopt the resolution expressing official intent of reimbursement as presented.

**Second** by Mrs. Mendonca

**Roll Call Vote:**

Dr. Winsor- Executive Director- yes

Dr. Tietgen- Member- yes  
Mrs. Baker- Member- yes  
Ms. Garrison- Member—yes  
Dr. Lechuga-Pena- Member- yes  
Mrs. Mendonca- Member- yes

Yes: Unanimous

No: none

Abstentions: none

**Motion passes unanimously**

- VIII. Schedule Annual Corporate Board Meeting (00:48:43)  
o October 24, 2022 5:00pm to 6:30pm  
o 1535 E Baseline Rd. Conference Room - In-person.

IX. Adjournment (00:51:55)

**Motion** by Dr. Tietgen to adjourn

**Second** by Dr. Lechuga-Pena

**Voice Vote-**

Yes- Unanimous

No: none

Abstentions: none

**Motion passes unanimously**

Meeting adjourned at \_5:57pm\_

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*Approved by*

*Date*