

Paideia Academies inc. Corporate Board Annual Meeting Minutes

Date: Monday, August 25, 2025

Time: 5:00 pm

Location:

Paideia Corporate Building

Corporate Conference Room

1535 E Baseline Rd.

Phoenix AZ 85042

Public participation via Paideia Channel Youtube Live video feed.

The meeting minutes for the meeting are as follows:

I. Call to Order Verify Quorum at 5:05pm by Dr. Winsor

Members Present

- Board Chair and Executive Director Dr. Winsor
- Member and Executive Director of Education Mrs. Jones
- Secretary Mrs. Hobeiche
- Member Dr. Tietgen

Absent

- Member Mrs. Martinez

Guests

- Mr. Joel Brice of Consilium Financial Group
- Ms. Rie Nakamura – Business Office Manager
- Mrs. Mison Chew – Director of Student Services
- Mrs. Katie Rodriguez – Family Lighthouse Committee Secretary

II. Discussion/Vote to approve previous minutes – July 7, 2025

- Motion to adopt previous minutes dated July 7, 2025 made by Mrs. Jones
- Second – Mrs. Hobeiche
 - Voice Vote
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent: Mrs. Martinez
- Motion passed unanimously of members present

III. Departure of Mrs. Fatima Martinez from the Corporate Board.

IV. Discussion/Vote Approval Revised Budget FY2026 (Joel Brice)

Mr. Brice Bryce presented the revised budget reflecting actual enrollment numbers.

- **Details**

- **Mr. Brice:** Explained the three-step budget process, noting this revision was required. Total revenues projected at \$9,957,000, down from previous projections due to decreased enrollment.
- **Mr. Brice:** Highlighted that teacher compensation remains unchanged, with total spending from school-wide sources at \$7,822,000.
- **Mr. Brice:** Noted this is the "thinnest budget projection" ever prepared for Paideia, with federal program revenues equaling expenses at just over \$1 million.
- **Mr. Brice:** Emphasized that classroom instruction totals \$5,437,000 with a teacher-to-pupil ratio of 16:1.
- **Mr. Brice:** Projected cash position will decrease to about \$5 million by year-end, using about \$370,000 of cash reserves.
- **Conclusion**
 - The revised budget was unanimously approved by all board members present.
- Motion to approve Revised Budget for fiscal year 2026 by Dr. Tietgen
- Second – Mrs. Jones
- Roll Call Vote:
 - Dr. Winsor - Yes
 - Mrs. Jones - Yes
 - Dr. Tietgen - Yes
 - Mrs. Hobeiche – Yes
 - Abstentions – None
 - Absent – Mrs. Martinez
- Motion passed unanimously of members present

V. Presentation by Joel Brice of Current Budget as of August 18, 2025

Current Budget and Financial Challenges

Mr. Brice presented the current financial situation and challenges facing the school.

● **Details**

- **Mr. Brice:** Reported that FY2025 was minimally successful with a 1.08 debt service coverage ratio.
- **Mr. Brice:** Projected a 0.77 coverage ratio for FY2026, which would constitute an event of default under the loan agreement (minimum required is 1.2).
- **Mr. Brice:** Explained the school is \$684,000 short of meeting the required 1.2 coverage ratio.
- **Mr. Brice:** Noted enrollment is down 19 total students (14.5 ADM) from FY2025.
- **Dr. Winsor:** Expressed surprise at the enrollment drop, noting they had initially planned for over 900 students, then adjusted to 890, then 860, but ended up with only 825.

- **Mr. Brice:** Explained that the loss of ESSER funds (which sunset in Q1 of FY2025) combined with the enrollment decrease created the financial challenge.
- **Mr. Brice:** Recommended using FY2026 to realign objectives, improve marketing, and enhance student retention programming.
- **Dr. Winsor:** Dr. Winsor and Mr. Brice are meeting with financial advisors this week to analyze refinance of the facilities which will bolster our financial position.
- **Conclusion**
 - The school needs to address enrollment and retention issues while trimming expenses where possible.
 - Management will need to have a call with investors to explain the situation and present a plan.
 - The school's strong balance sheet should help weather this temporary financial challenge.

VI. Annual Corporate Business:

- a. Introduce/nominate/vote any individuals considered for board membership

Board Nominations

Dr. Winsor nominated two new members to join the corporate board.

Details

Dr. Winsor: Nominated Mrs. Misan Chew, highlighting her work as Director of Special Education, her competence, and her character.

Victoria: Endorsed Mrs. Chew, emphasizing her integrity and capacity for authentic relationships.

Nomination of Mison Chew by Dr. Winsor

Second by Mrs. Jones

Rollcall Vote:

- Dr. Winsor - Yes
- Mrs. Jones - Yes
- Dr. Tietgen - Yes
- Mrs. Hobeiche – Yes
- Abstentions – None
- Absent – Mrs. Martinez

Nomination passed unanimously of members present

Dr. Winsor: Nominated Mrs. Katie Rodriguez, a parent of three Paideia scholars who has been active on the Family Lighthouse Committee.

Victoria: Noted Katie's consistent volunteering and participation in school activities.

Nomination of Katie Rodriguez by Dr. Winsor

Second by Mrs. Jones

Rollcall Vote:

- Dr. Winsor - Yes

- Mrs. Jones - Yes
- Dr. Tietgen - Yes
- Mrs. Hobeiche – Yes
- Abstentions – None

Nomination passed unanimously of members present

b. Election of Corporate Board Officers

Election of Corporate Board Officers

The board elected officers for the upcoming year.

- **Details**

- **Dr. Winsor:** Offered to serve as chair for one more year, noting the importance of the role given current challenges.
- **Mrs. Jones:** Suggested having a vice chair who could be mentored by Dr. Winsor.
- **Mrs. Jones:** Volunteered to serve as treasurer, as she already meets with Rie Nakamura.
- **Katie:** Volunteered to serve as secretary.

- **Conclusion**

- Dr. Winsor was elected as chair for one more year.
- Mrs. Jones was elected as treasurer.
- Mrs. Rodriguez was elected as secretary.
- The board will consider adding a vice chair position in January.

Chairperson:

- Dr. Winsor self-nominated as Chairperson.
 - Mrs. Hobeiche second the nomination
 - Dr. Winsor accepted
 - Voice Vote to elect Dr. Winsor as the Chairperson of the Corporate Board.
 - Yes: Unanimous
 - No: none
 - Abstentions: none
 - Nomination passed unanimously of members present

Treasurer:

- Mrs. Jones self-nominated as Treasurer.
 - Dr. Winsor second the nomination
 - Mrs. Jones accepted
 - Voice Vote to elect Dr. Tietgen as Treasurer of the Corporate Board.
 - Yes: Unanimous
 - No: none
 - Abstentions: none
 - Nomination passed unanimously of members present

Secretary:

- Mrs. Rodriguez self-nominated as secretary.
 - Mrs. Hobeiche second the nomination
 - Mrs. Rodriguez accepted the nomination with request to learn more and have some support with her duties.
 - Discussion indicated all in favor of the nomination
 - Voice Vote to elect Mrs. Hobeiche as Secretary of the Corporate Board.
 - Yes: Unanimous
 - No: none
 - Abstentions: none
 - Nomination passed unanimously of members present
- No additional officers

c. Conflict of Interest Policy – Each present board member reviewed and signed the Acknowledgement and Disclosure form. Forms were given to Mrs. Jones

c. Corporate Board training – Fiduciary Responsibilities as Member of non-Profit Board. Focus on the ASBCS Financial, Operational and Academic Frameworks.

Board Training on Charter School Structure

Dr. Winsor provided training on the structure and responsibilities of charter schools.

- **Details**

- Charter schools are public schools chartered by the Arizona State Board for Charter Schools.
- Paideia's charter contract runs from July 1, 2027, to FY2047.
- Corporate board also serves as the governing board.
- Outlined the organizational structure with himself as Executive Director and Mrs. Jones as Executive Director of Education.

- **Conclusion**

- Board members received information about their governance responsibilities and the school's structure.

Financial, Operational, and Academic Performance

Dr. Winsor presented key metrics on the school's performance.

- **Details**

- Reviewed financial metrics including available days cash on hand (230+ days), debt service coverage ratio (projected below 1.0 for FY2026), and average daily membership.
- Noted operational performance has consistently been "green" (meeting standards).
- Presented academic performance data showing improvement in proficiency and growth.
- Reported that K-6 and 7-8 grades both scored around 82 points in 2025, likely earning an "A" rating.

- Noted challenges with 9-12 grade performance, which earned only 36 points.
- **Conclusion**
 - The school is financially stable but facing challenges with debt service coverage.
 - Academic performance is strong in K-8 but needs improvement in high school grades.

Continuous Improvement Plan

Mrs. Jones presented the school's continuous improvement plan for FY2026.

- **Details**
 - Explained that the strategic theme remains "Authentic Relationships" with a focus on building rigor and support for all.
 - Outlined three objectives: implementing multi-tiered systems of support (MTSS), ensuring authentic relationships across campus, and analyzing assessments to ensure rigor.
 - Described how they would track progress through identifying intervention percentages, monitoring intentional check-ins, and tracking rigor using walkthrough forms.
 - Dr. Winsor Noted that authentic relationships could be key to addressing enrollment and retention challenges.
- **Conclusion**
 - The continuous improvement plan will focus on authentic relationships to improve academic outcomes and school culture.

Corporate Board Stewardship

Dr. Winsor presented on board responsibilities and governance.

- **Details**
 - Outlined four key responsibilities according to Cognia standards: leadership for learning, culture of learning, engagement of learning, and strategic resource management.
 - Explained the board's role in establishing mission and vision, supporting the executive directors, and monitoring strategic plans.
 - Presented an annual governance calendar with quarterly meetings focused on different aspects of oversight.
 - Requested board members complete a reflection assessment on board effectiveness.
- **Conclusion**
 - Board members will review the reflection questions and submit their assessments.
 - Future meetings will follow the quarterly governance calendar.

Action items

- **Dr. Winsor**
 - Add Mrs. Chu and Mrs. Rodriguez to the Arizona Corporation Commission and Arizona State Board for Charter Schools listings

- Manage the financial challenges and potential bond default situation
- Counsel with Mrs. Jones to determine the next board meeting date
- Consider adding a vice chair position in January
- **Mrs. Jones**
 - Meet monthly with Rie Nakamura to review finances (as treasurer)
 - Help board members access Cognia

VI. Adjournment at 6:34pm

- Motion to adjourn made by Mrs. Jones
- Second made by Mrs. Hobeiche
 - Voice vote;
 - Yes – all present
 - No – none
 - Abstentions – none
- Motion passed unanimously of members present

Approved by

Date