

Paideia Academies Inc. Corporate Board Meeting Minutes

Date: Monday, March 3, 2025

Time: 5:00 pm

Location: In Person

Paideia Academies Inc.

Corporate Conference Room

1535 E Baseline Rd.

Phoenix AZ 85042

Public participation in person or via Paideia Academy Youtube Channel Live feed.

<https://www.youtube.com/@paideiaacademies>

The meeting minutes for the meeting are as follows:

I. Call to Order and Quorum verified at 5:03 pm by Dr. Winsor

Members Present

- Dr. Winsor
- Mrs. Jones – via Zoom link
- Mrs. Mendonca
- Mrs. Hobeiche
- Dr. Tietgen – via Zoom link

Absent

- Mrs. Martinez

Guest

- Mr. Joel Brice of Consilium Financial Group

II. Discussion/Vote to approve previous minutes – October 21, 2024

- Motion to adopt previous minutes dated October 21, 2024 made by Mrs. Mendonca
- Second Mrs. Jones
 - Voice vote:
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

III. Executive Report:

- CIS – Strategic Theme Mid-Year Review – Jan 2025
 - Dr. Winsor reviewed the key objectives of the annual continuous improvement plan and strategic theme: 1) Perception Data, 2) Attendance, 3) Behavior, 4) Academic
- College & Career Concurrent Enrollment
 - Dr. Winsor reviewed the launch of concurrent/dual enrollment partnership with South Mountain Community College. The plan includes academic and trade career paths.
- Accreditation Review
 - Dr. Winsor and Mrs. Jones reviewed the final review of our accreditation by Cognia review team. We received rave reviews from them stating that we are a very unique school and one that they will never forget.
- Early Charter Renewal

- Dr. Winsor reviewed that we qualified for Early Charter Renewal due to our outstanding Financial, Operational and Academic record.
- Financial Dashboard Review
 - Dr. Winsor reviewed the 4 distinct areas of the Financial Dashboard to include: 1) Days Cash on Hand, 2) Annual Net Income, 3) Debt Service Coverage Ratio, and 4) Average Daily Membership.
 - Mr. Brice reviewed the full financial report to include all dashboard items. The corporation is in excellent standing in all areas with a concern over Debt Service Coverage Ratio of 1.10.

IV. Discussion/Vote Paideia Academies Policy on Concurrent Enrollment.

Dr. Winsor led the discussion on our merging partnership with South Mountain Community College and the success of our Freshman Night. He also reviewed all aspects of the proposed policy.

- Motion to approve the Paideia Academies Policy on Concurrent Enrollment made by Dr. Tietgen
- Second Mrs. Mendonca
- Roll call Vote:
 - Dr. Winsor - yes
 - Mrs. Jones - yes
 - Dr. Tietgen - yes
 - Mrs. Mendonca - yes
 - Mrs. Hobeiche - yes
 - Abstentions - None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

V. Discussion/Vote Paideia Academies Inc. Calendar FY2026

Dr. Winsor explained the role of the corporate board to make sure there was 180 of instruction and approve the start and end dates.

- Motion to approve the Paideia Academies Inc. Calendar for 2025-2026 made by Mrs. Mendonca
- Second Mrs. Hobeiche
- Voice vote:
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

VI. Discussion/Vote Paideia First Amendment to the Amended and Restated by-laws

Dr. Winsor led a discussion of the need for this by-law amendment. He explained that it takes many hours to on-board a corporate board member and then to remove the member takes as much time. He cited in the past board members who anticipated enough personal time to serve but discovered that they couldn't make meetings and began missing many of the meetings. It may be better to require candidate board members to attend a certain number of meetings consecutively to ensure they have the time.

Dr. Tietgen noted unanticipated consequences from TWO: Article III, Section 6. He expressed concern over the terminology, "... will be automatically deemed to have resigned upon...". His concerns was that if a board member was "automatically" removed, we could end up short of our requirement "... consist of at least 5 but no more than 11 board members..." as stated in Article III, Section 2.

After discussion and consideration, Dr. Tietgen suggested the following wording,

“A Board Member will be deemed to have resigned upon such individual’s failure to attend (i) 3 consecutive meetings of the Board or (ii) 4 of the 6 most recent meetings of the Board; the Board will then consider the individual’s resignation at the next scheduled board meeting. Resignations take effect immediately or at the time specified in the notice. Except as provided above, the acceptance of a resignation by the Board is not necessary to make it effective.”

- Motion to approve Paideia Academies Inc. First Amendment to the Amended and Restated By-laws made as revised by Mrs. Jones.
- Second by Mrs. Mendonca
- Roll call Vote:
 - Dr. Winsor - Yes
 - Mrs. Jones - Yes
 - Dr. Tietgen - Yes
 - Mrs. Mendonca - Yes
 - Mrs. Hobeiche - Yes
 - Abstentions - none
 - Absent - Mrs. Martinez
- Motion passes unanimously of members present

VII. Discussion/Vote Paideia Academies Inc policy on Immigration Enforcement on Campus

Discussion of the proposed policy conducted by Dr. Winsor.

Dr. Tietgen noted the absence of transportation in the policy noting that this was one of the original issues with many districts and charters. Dr. Winsor suggested tabling until the executive team could reach out to our legal team and the contracted bus company, First Student for input.

- Motion to table this item until further review by legal team and contract bus company made by Dr. Tietgen
- Second Mrs. Mendonca
- Voice vote:
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

VIII. Discussion/Vote Paideia Homeless Policy

Explanation of the Paideia Homeless Policy by Dr. Winsor.

- Motion to adopt the Paideia Academies Inc. Homeless Policy made by Dr. Tiegten
- Second Mrs. Mendonca
- Roll call Vote:
 - Dr. Winsor - Yes
 - Mrs. Jones - Yes
 - Dr. Tietgen - Yes
 - Mrs. Mendonca - Yes
 - Mrs. Hobeiche - Yes
 - Abstentions - none
 - Absent - Mrs. Martinez
- Motion passes unanimously of members present

Motion to move item IX after item X to accommodate for public comment of a family who had been waiting for the entire meeting.

- Motion made by Dr. Winsor
- Second by Mrs. Hobeiche. Voice
- Voice vote:
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

X. Call to the public – limited to 3 minutes. Please state your full name, address and organization (if applicable) for the record.

Mr. Keifer Smith

Father of 6th grade student at Paideia Elementary Campus

IX. Discussion/Vote Financial Policies and Procedures Manual - Revised

Review of the revised Financial Policies and Procedures Manual by Dr. Winsor. Notable revisions include substantive additions were noted.

- Motion to approve the Revised Paideia Academies Inc. Financial Policies and Procedures Manual made by Dr. Tietgen
- Second Mrs. Jones
- Roll call Vote:
 - Dr. Winsor - Yes
 - Mrs. Jones - Yes
 - Dr. Tietgen - Yes
 - Mrs. Mendonca - Yes
 - Mrs. Hobeiche - Yes
 - Abstentions - none
 - Absent - Mrs. Martinez
- Motion passes unanimously of members present

XI. Adjournment at 6:34pm

- Motion to adjourn by Dr. Winsor
- Second Mrs. Mendonca
- Voice vote:
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent - Mrs Martinez
- Motion passes unanimously of members present

Dr. Winsor



April 28, 2025

Approved by

Date