

Paideia Academies inc. Corporate Board Annual Meeting Minutes

Date: Monday, October 21, 2024

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 5:15pm by Mrs Jones

Members Present

- Executive Director Dr. Winsor
- Board Chair Mrs. Jones
- Member Dr. Tietgen
- Treasurer Mrs. Mendonca
- Secretary Mrs. Hobeiche

Absent

- Member Mrs. Martinez

Guest

- Mr. Joel Brice of Consilium Financial Group

II. Discussion/Vote to approve previous minutes – September 23, 2024

- Motion to adopt previous minutes dated September 23, 2024 made by Dr. Tietgen
- Second – Mrs. Mendonca
 - Voice Vote
 - Yes: Unanimous
 - No: None
 - Abstentions: None
 - Absent: Mrs. Martinez
- Motion passed unanimously of members present

III. Discussion/Vote Approval Annual Financial Report (AFR) FY 2024 (Joel Brice)

- Motion to approve Annual Financial Report for fiscal year 2024 by Dr. Winsor
- Second – Dr. Tietgen
- Roll Call Vote:
 - Dr. Winsor - Yes
 - Mrs. Jones - Yes
 - Dr. Tietgen - Yes
 - Mrs. Mendonca - Yes
 - Mrs. Hobeiche – Yes

- Abstentions – None
- Absent – Mrs. Martinez
- Motion passed unanimously of members present

IV. Presentation by Joel Brice of Current Budget as of September 30, 2024

All fiscal year 2025 budget indicators are positive. The three dashboard indicators followed closely are:

- Days Cash On Hand: Standard is 45 / Tracking to 299
- Dept Service Coverage Ratio: Standard is 1.10 / Tracking to 1.31
- Net Income: Standard is +\$1 / Tracking to \$970,000

V. Annual Corporate Business:

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

i. Trina Franklin – absent. Will address when she is able to make the meeting.

b. Conflict of Interest Policy – Each present board member reviewed and signed the Acknowledgement and Disclosure form. Forms were given to Dr. Winsor. Mrs. Martinez absent.

c. Election of Corporate Board Officers

i. Chairperson:

- Mrs. Jones nominated Dr. Winsor as Chairperson.
- Mrs. Hobeiche second the nomination
- Dr. Winsor accepted
- Discussion indicated all in favor of the nomination
- Voice Vote to elect Dr. Winsor as the Chairperson of the Corporate Board.
 - Yes: Unanimous
 - No: none
 - Abstentions: none
 - Absent: Mrs. Martinez
- Nomination passed unanimously of members present

ii. Treasurer:

- Mrs. Jones nominated Dr. Tietgen as Treasurer.
- Mrs. Hobeiche second the nomination
- Dr. Tietgen accepted
- Discussion indicated all in favor of the nomination
- Voice Vote to elect Dr. Tietgen as Treasurer of the Corporate Board.
 - Yes: Unanimous
 - No: none
 - Abstentions: none
 - Absent: Mrs. Martinez
- Motion passed unanimously of members present

iii. Secretary:

- Dr. Tietgen nominated Mrs. Hobeiche to remain as secretary.
- Dr. Winsor second the nomination
- Mrs. Hobeiche 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
 - Absent: Mrs. Martinez
- Motion passed unanimously of members present

iv. Executive Director:

Dr. Winsor under contract as Executive Director until June 30, 2025.

- No additional officers

d. Discussion/Vote on Delegation of Authority Dated September 28, 2020

- Dr. Winsor proposed change to first column third row to "\$250,000" and add to the foot note on first column fourth row to state, "net income". Discussion ensued resulting in solution to change the first column, third row to \$250,000 and add the wording, "... is expected to result in a negative change in net income."

- Motion to adopt revised Delegation of Authority made by Dr. Tietgen
- 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 passed unanimously of members present

e. Discussion/Vote on Organizational Charter Dated October 26, 2020

- Discussion regarding the role of the Executive Director and anticipated role of the Senior Advisor. Concerns expressed by Dr. Tietgen that the organizational chart is very limited in scope and depth. Advised to create a more in-depth organizational chart.

- Motion made by Dr. Tietgen to Executive Team to expand the organizational chart and discuss and vote at future meeting.
- Second by Dr. Winsor

- 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

f. Create committees for the success of Paideia Academies Inc.

i. Suggested committees:

1. Governance & Legal Committee
2. School Health and Safety Committee
3. Finance & Budget Committee
4. Academic Excellence Committee
5. Community Engagement Committee – Mrs. Hobeiche volunteered since she is President of the Family Lighthouse it seems fitting.

g. Annual Culture Calendar – Awareness for Participation of future Paideia events.

h. Corporate Board Member Binder Review by Dr. Winsor

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

VI. Adjournment at 7:36pm

- Motion to adjourn made by Dr. Winsor
- Second made by Dr. Tietgen
 - Voice vote;
 - Yes – all present
 - No – none
 - Abstentions – none
 - Absent – Mrs. Martinez
- Motion passed unanimously of members present



Approved by



Date