

MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
NORTHSTAR ACADEMIES, INC.

September 17, 2019

A meeting of the Board of Directors of NorthStar Academies, Inc. d/b/a Andrews High School, C.G. Bethel High School, Chambers High School, Palm Beach Preparatory Charter Academy, and Sunrise High School (“NorthStar Academies”), a Florida not for-profit corporation, was held at the offices of NorthStar Academies, One East Broward Blvd., Suite 1111, Ft. Lauderdale, FL 33301 on September 17, 2019.

The following Board members were present: Guillermo Aragon, Board Chairman; Ira Paul and Ms. Beth Adelman. Ms. Sears appeared *via Zoom*.

Also present in person were: Thom Jackson, President & CEO, EdisonLearning; Dr. Sherrell Hobbs, SVP Achievement Operations and Results, EdisonLearning; Ken Edwards, CFO EdisonLearning; Dr. Jeanette Jimenez, Director of Operations (Florida), EdisonLearning; Eddie Chan, Principal, R. Seelaus and Co., LLC; Jeff Wood, Director, Tripp Scott LLP (serving as Board Counsel), and Pamela McCoy, President and Director of Compliance, Charter Service Solutions of Florida, Inc. (serving as the Board Liaison).

Also present via Zoom were: Michelle Schmitt, Senior Controller, EdisonLearning; DeAnna Allen, Principal at Palm Beach Preparatory Charter Academy; Dr. Eunice Casey, Principal at Andrews High School; and Martie Lovely, Principal at Sunrise High School.

The meeting was called to order at 4:38pm

The meeting was chaired by Mr. Aragon. Ms. McCoy, Board Liaison, recorded the minutes. Mr. Aragon brought the meeting to order via motion by Mr. Paul and a second by Ms. Adelman, noting that the meeting had been duly noticed and that a quorum of the Governing Board was present.

The first order of business was the approval of the consent agenda. The meeting minutes from August 13, 2019 and the Out of Field Waivers for Chambers High School were approved via motion by Mr. Paul and Ms. Adelman seconded the motion. The consent agenda was unanimously approved.

The next order of business was Public Input. Mr. Aragon welcomed Ms. Nancy Rich, a potential new Board member. Ms. Rich let the Board know that she has a Master’s in Education from Florida Atlantic University and will be receiving a Doctorate in Education in December 2019. She stated that she is a 20-year veteran of Education.

Mr. Aragon next turned to Governance Matters. Dr. Hobbs explained that there were a number of compliance and other documents required by a school district that required Mr. Aragon’s signature

prior to the Board meeting, and she requested that the Board ratify Mr. Aragon's actions with respect to approving and signing such documents on behalf of the Board. Dr. Hobbs indicated that copies of the documents were included in the Board materials previously distributed: *19-20 Teacher and Administrator Evaluation Systems Declaration* form for Andrews and Sunrise High Schools; *Charter School Policies* form, *Charter School Attestation Form Regarding Employee Contracts, Performance Goals and Restriction/Disclosure of Employment of Relatives* for CG Bethel and Chambers High Schools; *Out of Field Waivers* for Chambers. Mr. Paul motioned to ratify Mr. Aragon's signature with respect to each such document and, further to give Mr. Aragon permission to sign forms that are required by a school district prior to the date of a Board meeting to ensure that NorthStar remains in compliance with the school district's requirements. Ms. Adelman seconded the motion. The vote carried unanimously.

Mr. Jackson explained the NorthStar Academies Board of Directors Governance Manual. Mr. Wood stated that as legal counsel, he has reviewed the document to ensure that all statutes referenced are correct. Mr. Paul motioned to approve the manual. Ms. Adelman seconded the motion. The vote carried unanimously.

The next item for presentation and discussion, Financing and Transition Report, was a PowerPoint Presentation by Dr. Hobbs, illustrating her plan for transitioning NorthStar to self-management following the closing on the Bond Financing. Mr. Jackson reiterated that Dr. Hobbs had included a CTE Plan, a technical program that other schools do not have and a new source of revenue; eligibility for grants. Mr. Edwards, EdisonLearning's CFO, indicated that he had reviewed Dr. Hobbs' transition plan and that it is consistent with his view of NorthStar's budget. Mr. Edwards further indicated that the parties are negotiating a transition services agreement to ensure a smooth transition. Mr. Aragon commended the presentation; however, he indicated that he would like the plan to be amended to show who owns which specific tasks in the transition and the dates on which such tasks will be completed. Dr. Hobbs indicated that she had prepared a full, detailed timeline, which would be shared with Board. Mr. Paul questioned the difficulty of filling positions. Dr. Hobbs assured him that they were aggressively recruiting. Mr. Jackson noted that some positions are already filled but that in Florida it is always difficult to find qualified candidates. He let the Board know that they are conducting nationwide searches for certified teachers. Dr. Hobbs stated that she has Administrative candidates identified. Mr. Paul motioned to approve the transition plan. Ms. Adelman seconded the motion. The vote carried unanimously.

Mr. Aragon next turned to School Matters. Dr. Casey, Ms. Lovely, Mr. Walke, and Ms. Allen each provided their school reports, in accordance with the Board materials distributed prior to the Board meeting. CG Bethel's report was presented by Dr. Jimenez in his absence. Following a detailed discussion with respect to FTE, attendance, enrollment efforts, and school events, Mr. Paul motioned to accept the School principal reports as submitted. Ms. Adelman seconded the motion. The vote carried unanimously.

Dr. Hobbs presented EdisonLearning's Operational Report. Dr. Hobbs reported that all of the principals and selected members of their team participated in the EdisonLearning Leadership Development Academy ("ELDA") over the summer. Dr. Hobbs further noted that during the 2019-2020 school year, each school would emphasize EdisonLearning's 9 Core Values by focusing on one core value each month. Dr. Hobbs reported on the following additional topics: School Improvement Ratings, Palm Beach Preparatory Charter Academy's SIR appeal, and the use of eCourse instead of APEX. Finally, Dr. Hobbs stated that the Governing Board members would

be having professional pictures taken and placed in all of the schools. Mr. Jackson gave an update on progress of Sunrise High School's Renewal.


Mr. Chan gave the Board members and update on the bond stating that FTE counts and Audited Financials are being monitored as they will impact how the investors questions are answered. After a detailed discussion regarding the closing date, current and expected enrollment, Mr. Aragon suggested that a third-party letter be provided giving current enrollment and projected FTE counts for October and February based on Mr. Jackson's and Dr. Hobb's expertise in their fields. Mr. Chan agreed that the letter should be written.

Mr. Argon asked Ms. Schmitt to review the financial report, noting that each Board member had received same in advance with their Board packages. Michelle Schmitt explained the profit and loss statements, the revenue and expenses. She also informed the Board that Palm Beach Preparatory Charter Academy received more per student than what had been budgeted; therefore, there will be a budget amendment for the school. Michelle also reviewed the Final FY 18-19 Budget Amendment and asked that it be approved. Mr. Paul motioned to accept the financials as presented. Ms. Adelman seconded, and the vote carried unanimously.

There will be a special meeting on Friday, September 27, 2019 at 4:30pm.

Dr. Hobb's reminded the members about the Florida Charter Conference and confirmed that they will follow the reimbursement policy.

There being no further business, the meeting was adjourned at 6:59pm.

By:  _____
Title: CONVINCING BOARD CHAIR