

**MINUTES OF MEETING OF BOARD OF DIRECTORS  
OF  
NORTHSTAR ACADEMIES, INC.  
November 17, 2020**

A meeting of the Governance Board of NorthStar Academies, Inc. was held on Tuesday, November 17, 2020 at 4:30 PM. This Meeting was previously scheduled to be held at NorthStar Academy of Pinellas County, located at 2220 62nd Avenue South, Saint Petersburg, FL 33712. However, in light of Executive Order 20-69 (Emergency Management - Covid 19 – Local Government Public Meetings), dated March 20, 2020, which allows the Governance Board to “utilize communications media technology, such as telephonic and video conferencing,” this meeting will be conducted by the Governance Board via electronic communication and will be live-streamed on Zoom.

The following Board Members were present via Zoom video conference: Mr. Leonard Posey, Board Chairman, Ira Paul, Stephanie Spradley Sears and Beth Adelman, Members.

Also present via Zoom video conference were Mr. Thom Jackson, President & CEO, EdisonLearning; Dr. Sherrell Hobbs, SVP Achievement Results and Operations, EdisonLearning; Michelle Schmitt, Senior Controller, EdisonLearning; Jennifer Anglin, Director of Career & Technical Education/Grants, EdisonLearning; Dr. Eunice Casey, Director of Specialized Student Services, EdisonLearning; Shreya Amin, Director, Data Analytics; Marines Alvarez, Human Resources, EdisonLearning; Jeff Wood, Director, Tripp Scott LLP; Thomas Sternberg, Tripp Scott, LLP; Ralph Arza, Principal Arza and Associates; Luis Sullivan, Assistant to Mr. Ralph Arza.

The meeting was called to order at 4:30 p.m.

There was no public input.

The meeting was chaired by Mr. Leonard Posey, the Board Chairman. Dr. Eunice Casey recorded the Minutes. Ms. Anglin reported that Ms. Stephanie Sears would be late in joining the meeting and Ms. Beth Adelman had an emergency and would be available by phone as needed for voting purposes. To ensure that there was a quorum for the items that needed to be voted on, the President and CEO, Mr. Jackson suggested that the Board Chairman start the meeting with the Legislative Update. Mr. Jackson suggested that the Chairman flipped the order of the Financial Report and the Management Report and to have Ms. Adelman dial in at 5:00 pm to vote on the Consent Items and the Financial Reports.

Mr. Arza provided the Legislative Update in which he reported that as a result of the recent elections, at the federal level he did not foresee any changes. He informed the Board that President Elect Biden indicated that he was against for-profit charter schools but Florida does not have any. Mr. Arza conveyed to the Board that they should consider managing its own charter school and should always keep that as an option. He indicated that in the future, the worst case

scenario is that the President could impact or veto the CSP Grant and Title I dollars could be impacted.

At the state level, Mr. Arza reported that there were no changes in the House of Representatives and that four more Republican seats were picked up in the State Senate. Mr. Arza stated that Republicans picked up another seat from the Democrats but nothing will change regarding charter schools at the legislative level and no changes with regards to the budget. Commissioner Corcoran will continue to be the Commissioner of Education and all legislative meetings have been pushed to January when there will be committee meetings and legislative sessions are scheduled to be held in March. Mr. Arza informed the Board that the two major items in Tallahassee is the budget and per pupil allocation, and capital outlay. Mr. Arza stated that by the end of April we will know how much money we will have per student and how much capital outlay money we will have for the 2021-2022 school year. Mr. Arza also reported on the various districts as follows:

- **Miami Dade School District** – The Superintendent remains the same with two new Board members, one of whom is a staunch charter school advocate and the other is a union member and supporter of vouchers.
- **Hillsborough County School District** - The Superintendent remains the same. Of significance is that this is a five member Board, three of whom are new Board Members. No major changes is foreseen for this district. Mr. Arza also reported that Jenna Hodgins, Head of the Charter School Office, had resigned.
- **Osceola County School District** – The Superintendent remains the same. Of significance is that this is a five member Board, three of whom are new. All three Board members are pro charter school.
- **Pinellas County School District** - The Superintendent remains the same. There are seven Board members, two of whom are new. One of the new Board Member is pro school-choice and the other refused to sign a survey on her position on school-choice.
- **Broward School District** – There were no major changes to report except for one Board member added county wide. Superintendent Runcie remains. However, as a result of the Parkland incident, there could be some issues in the future.
- **Palm Beach County School District** - One new Board Member was added.

Mr. Arza expressed to the Board that the issue with regards to budget is whether the state, in the second semester, will pay for distance learning at the same level of FTE as brick and mortar instruction. Mr. Arza reported that he has a meeting on Monday with Commissioner Corcoran to discuss this matter. According to Mr. Arza, attendance trends indicate that at the elementary level there is a higher attendance rate followed by middle and then high school. Mr. Arza stated that during this Covid experience, some high schools in Palm Beach reported less than 30% attendance.

The Chairman thanked Mr. Arza for his thorough report and Mrs. Anglin then confirmed that Ms. Stephanie Sears and Ms. Beth Adelman were now in attendance and a quorum was present.

The next order of business was approval of the Consent Items.

The Chairman reported that he had the opportunity to visit with the Pinellas Charter Management Team with regards to the submissions of the base salary increase for teachers and that Ms. Hayes from Pinellas wanted to ensure that this was submitted by November 30<sup>th</sup>. Ms. Schmitt reported that the reports were completed in September and were submitted to Ms. Hayes while they were on the meeting call. Ms. Schmitt stated that most of the plans submitted were approved as is. However, funds would not be released for payment until all plans were approved.

Mr. Jackson reported that included in the Consent Items were the updated Management Agreement. He conveyed to the Board that when EdisonLearning acquired the Mavericks schools the existing Management Agreement were assumed by EdisonLearning but they were not detailed in terms of the responsibilities. Mr. Jackson stated that the updated Agreements have been reviewed and approved by Mr. Wood and the districts now require them. Mr. Sternberg reported that the Agreements were indeed reviewed and approved and that as Consul, they recommend approval by the Board. Mr. Sternberg reported that there was one outstanding item on each of the Agreement with regards to the service fee which is not defined in the contracts and that at a later date the Board will make the determination of the mutually agreed fee.

The Board Chairman then confirmed that there were no questions or comments on any of the following Consent Items and they were approved via a motion by Mr. Paul and seconded by Ms. Sears:

1. Board Meeting Minutes for Sep 15, 2020
2. Board Meeting Minutes for Oct 6, 2020
3. Charter School Teacher – Administrator Evaluation System (Miami Dade)
4. Out of Field Waivers (Palm Beach Preparatory Charter Academy, Andrews High School, and Sunrise High School)
5. Approval of Management Agreement (Andrews High School, Sunrise High School, C.G. Bethel High School, Chambers High School, PBPCA and Pinellas High School)
6. Approval change in school calendar to accommodate make-up date for Tropical Storm Eta (Andrews High School, Sunrise High School, C.G. Bethel High School, Chambers High School, and PBPCA)
7. Review and Ratification of Actions by Chairman in lieu of Board Meeting

School Matters was the next order of business. Dr. Hobbs provided the Board with a presentation of the EdisonLearning Management Report on the five different ratings of the Florida Department of School Leadership Standards which encompasses ten standards within four different Domains: Student Achievement, Instructional Leadership, Organizational Leadership, and Professional and Ethical Behavior. Dr. Hobbs then explained each PAO's rating with regards to each of the standards and reported that in subsequent Board Meetings, there will be the presentation of a staff analysis findings with respect to teaching and learning.

With regards to Programming, Dr. Hobbs reported that in terms of the EARS Campaign – Enrollment, Attendance, Retention and Student Success, all PAO's were asked to devise an Enrollment Plan. Dr. Hobbs stated that two schools had either met or exceeded their budget (Chambers and Andrews) and the other four schools had enrollment concerns. Dr. Hobbs reported that she and Mrs. Anglin would be going to Pinellas to undertake an aggressive ground

assault to improve enrollment. Dr. Hobbs emphasized that the aggressive marketing campaign across all the schools centers and focuses on students who were not previously enrolled and eliminates strategies that are not working. With regards to attendance, Dr. Hobbs stated that the goal is always to identify problems and concerns, determine how best we can support our students, and increase attendance in all of our schools. Ms. Adelman inquired whether the downward turn in attendance was as a result of the impact of the pandemic and Dr. Hobbs clarified that the pandemic does impact attendance and this is why it is critical that the PAO's continue to focus on making daily phone calls to all students and use the various trackers to monitor attendance.

Dr. Hobbs provided the Board with an update on School Improvement Ratings to date and expressed that the focus this year is on credit completions and assessments. Dr. Hobbs stated that our MTSS-RTI system, effective progress monitoring and ensuring students are receiving the necessary Reading support is critical to overall student achievement in all of our schools. Dr. Hobbs then presented a SWOC Analysis, Action Plan, and identified the strengths, weakness, opportunities and challenges of each school.

Next, Dr. Hobbs presented the Board with a presentation on facilities in which she reported that all of the schools are maintained by Property Works with management oversight by Lady Perez. Mr. Sternberg provided a quick update with regards to the roof issue at CG Bethel and the signing off of two documents that the landlord is requesting: the **Tenant Estoppel Certificate and Subordination, Non-Disturbance and Attornment Agreement**. Mr. Sternberg reported that the tenant certifies that currently there are no landlord default however, there is a need for more assurances from the landlord before NorthStar signs these documents. Mr. Sternberg recommended that the Board not sign the documents until the Board has complete assurances, with secured permits and a more defined timetable. Dr. Hobbs mentioned that this is an ongoing issue at the school that has cost us money to replace falling ceiling tiles continuously, each time there is an inspection.

The Chairman inquired whether once the permits were granted, whose responsibility it was to fix the roof and Dr. Hobbs confirmed that it was the landlord and expressed concerns on the efficacy of the permit process conducted by the landlord. The Chairman inquired whether there was any legal action that could be taken to get the landlord to repair the roof. Mr. Sternberg reported that there are a few options such as dispute resolution with the landlord, sending a demand letter, proceeding with a suit etc. but the priority is to have the roof replaced.

The Board Chairman agreed with Mr. Jackson's recommendation that Mr. Sternberg sends a letter on behalf of the Board that acknowledges receipt of the Estoppel and the SNDA but that the board is not inclined to sign it until the Board is assured and confident that the roof repairs will be completed within a timely manner and then separately, that the Board authorize the Chairman to negotiate with the landlord on advice of both the Management Company and Consul, to ultimately sign those documents only at the point that there is assurance that the roof repairs will proceed within a timely manner.

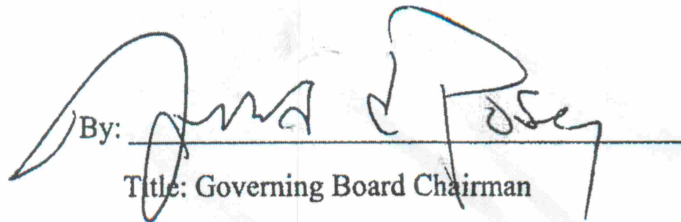
Ms. Alvarez provided the Board with an update on Personnel Matters in which she presented the Board with a report of new hires and vacancies in all of the schools. Ms. Alvarez expressed that

the department has seen an increase in the number of applicants. Mr. Jackman then clarified to the Chairman that the Board needed to ratify the hiring of the list of employees that Ms. Alvarez presented. A motion to approve the recommendation to hire the new employees was made by Ms. Adelman and seconded by Mr. Paul.

Ms. Schmitt reviewed the financial statements as presented in the Board packet, for each of the schools (Andrews, Sunrise, C.G. Bethel, Chambers, PBPCA and Pinellas). Ms. Schmitt covered the Revenues, Expenses, and Net Income for each of the schools and noted that of special mention is that we will be closely watching the Pinellas budget as the year progresses. With no questions, Mr. Paul motioned to approve the financial statements as presented, Ms. Adelman seconded and the vote carried unanimously.

Mr. Jackson then reported to the Board that Ms. Shreya Amin, Director of Data Analytics will be leaving us to start her own data analytics firm and that she will be missed.

There being no further business, the meeting adjourned at 6:32 PM.

By:   
Title: Governing Board Chairman