

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
NORTHSTAR ACADEMIES, INC.
December 8, 2020**

A meeting of the Governance Board of NorthStar Academies, Inc. was held on Tuesday, December 8, 2020 at 4:30 PM. This Meeting was scheduled as a Special Meeting. 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, and Stephanie Spradley Sears, Member.

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; Marines Alvarez, Human Resources, EdisonLearning; Jeff Wood, Director, Tripp Scott LLP; Thomas Sternberg, Tripp Scott, LLP; Lisa MacClugage, Tripp Scott LLP; Ralph Arza, Principal Arza and Associates; Luis Sullivan, Assistant to Mr. Ralph Arza.

The meeting was called to order at 4:35 p.m.

The meeting was chaired by Mr. Leonard Posey, the Board Chairman. Dr. Eunice Casey recorded the Minutes. Ms. Sears was late in joining the meeting but was present for the discussion of the consent items and therefore a quorum was present.

The first order of business was the role-call that was conducted by Mrs. Jennifer Anglin, who noted that Ms. Beth Adelman was out and Ms. Sears would be joining the meeting shortly.

The second order of business was Public Comments to which there was none.

The next order of business on the agenda was the consent items:

- a. **Spring 2021 Educational Plan and Assurances for each of the six schools** (Andrews High School, C.G. Bethel High School, Chambers High School, NSA of Pinellas County, Palm Beach Preparatory Charter Academy and Sunrise High School). With respect to the discussion of this item, Dr. Hobbs clarified that the plan was required by the Florida Department of Education and was primarily for us to inform the state as to how we would proceed with educating our students during the

spring semester. This consent item was passed with a motion to approve by Mr. Posey and seconded by Mr. Paul.

- b. **Opening of Schools Deferral** – NSA of Palm Beach County, NSA of Hillsborough County West, NSA of Hillsborough East and NSA of Miami-Dade County. Dr. Hobbs reported that we have approved charter applications as well as contracts in each of those districts but at this time we would like to primarily focus on NSA Pinellas and defer the opening of those charters as we identify real estate. The CEO, Mr. Jackson expressed that at the September Board Meeting the Board approved us moving forward with a facility plan that was presented by Southcrest Management. However, we now need to consider the potential for success and the impact on enrollment in all of our schools as a result of the pandemic. There was no opposition to the recommended deferral and it was approved by a motion by the Board Chair and seconded by Mr. Paul.
- c. **Principal Disciplinary Action** – The floor was yielded to Mr. Wood who apprised the Board of EdisonLearning's recommendations pertaining to the Principal Academic Officer of Sunrise High School. Mr. Wood prefaced his comments by clarifying that in the context of our Management Agreement, EdisonLearning is to consult with the Board with respect to employment decisions and that EdisonLearning had the right to hire, terminate, assign duties, supervise and evaluate and discipline employees. Mr. Wood advised the Board about the employee's privacy and shared that Ms. Lisa MacClugage has been involved for the past seven months with correspondence with regards to this employee and expressed that his team was there to assist as General Consul. Mr. Posey clarified whether it was required of the Board to affirm a recommendation, to which Mr. Wood responded that the Board is a last resort and as such, can hear an appeal of any decision that the employee may not agree with. Mr. Paul then shared that this has been an ongoing issue that is at least a year old.

Taking into account the guidance of Board Counsel, Mr. Jackson reported that the Management Team of EdisonLearning responded and participated in all the processes required under the law with regards to the employee. Mr. Jackson shared that the allegations in the employee's letter have no merit and the decision by the company is in no way connected to any of the allegations that the employee has made.

Ms. Alvarez provided the Board with an overview of EdisonLearning's consideration and recommendation and informed the Board that the primary factors considered for the school is the schools operation, serving the needs of the students and the community, and the experience of the staff. Ms. Alvarez shared that HR's perspective is to attempt to have continuity of leadership and some accountability and that could be achieved by having a principal in place who can perform the essential job functions and carry us to the end of the school year. Ms. Alvarez expressed that Dr. Casey has experience at Sunrise and experience in successfully leading an EdisonLearning school. As such, HR recommends that the best plan of action for the

school is to assign Dr. Casey as the Principal Academic Officer at Sunrise High School. Dr. Hobbs then reported that Dr. Casey will be the Principal of record at Sunrise High School.

After much discussion, Ms. Lisa MacClugage clarified that with the job abandonment by the Sunrise High School Principal Academic Officer, separation has occurred, therefore termination has occurred. The Board Chair requested that the record reflects that the Board offers up no recommendation or any change to the decision.

- d. **Review and Ratification of Actions by the Chairman in lieu of the Board Meeting.**
 - i. **Charter School Academic Programmatic Review 2020-2021 for Andrews High School – Response/Action Plan.** With a motion by Mr. Paul to approve this item and seconded by Ms. Sears, this item was passed.

There being no further business, Mr. Posey thanked everyone for attending and the meeting was adjourned at 5:09 PM.

By  Title: Governing Board Chairman