

**MINUTES OF MEETING OF BOARD OF DIRECTORS  
OF  
NORTHSTAR ACADEMIES, INC.  
May 18, 2021**

A meeting of the Governance Board of NorthStar Academies, Inc. was held on Tuesday, May 18, 2021 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: Board Chairman Mr. Leonard Posey, Ira Paul, and Stephanie Sears. Ms. Beth Adelman was not in attendance.

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; Karrie Dunn, Human Resources, EdisonLearning; Wezinna Gillespie, 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 4:34 p.m.

A quorum was present.

There was no public input.

The meeting was chaired by Mr. Leonard Posey, the Board Chairman and Dr. Eunice Casey recorded the Minutes. Mrs. Anglin conducted a rollcall and the Chairman noted that all Board Members were present.

The second order of business was approval of the following Consent Items:

- a. Board Meeting Minutes for March 6, 2021
- b. Special Board Meeting for April 15, 2021
- c. Out of Field Waivers – Chambers High School (Jacqueline West – Gifted and Javier Delgado – Earth Science)

The Board Chair confirmed that there were no questions or comments on any of the Consent Items and the Consent Agenda Items as listed, were approved via a motion by Mr. Paul and seconded by Ms. Sears.

The next order of Business was Governance Matters as follows:

- a. Ratification of interim actions by the Board Chairman in lieu of Board Meeting
- b. Amended and Restated Management Agreements
- c. Merger Proposal from New Alternative Education High School of Osceola County dba Main Street High School

Mr. Jackson reported that with respect to the Financial Audit Form for Chambers and CG. Bethel, that these are forms required by the district to approve the CPA Firms used. Mr. Jackson also provided an update on the Rent Deferral Agreement between NSA and Performance Charter, which is the finance company that financed the building of the construction of NSA Pinellas. Because of the low enrollment the company has deferred the rent payments until the 2021-2022 school year. According to Mr. Jackson, the Agreement was reviewed and approved from a legal perspective by Board Consul and from a financial perspective by the management company.

There being no questions with respect to the items ratified by the Board Chair, upon a motion by Ms. Sears and seconded by Mr. Paul the items ratified were approved.

Board Consul reviewed the Amended and Restated Management Agreement. There were no follow-up questions pertaining this Agreement. With respect to the merger proposal, Mr. Wood and Mr. Sternberg provided a review of the Saturday working session and conversations that were held with members of the NAE Board. Mr. Sternberg then provided the Board with a summary of the proposed counter-offer, written consents, proposed Articles of Incorporation, and Amendment to the Bylaws.

After a lengthy discussion of the logistics of the proposed merger, the Chairman proposed that we moved forward with our counter-proposal as follows:

1. One Board Member from the current NAE Board and not accept the request to add all other existing Board Members as Ex-officio Members
2. Open to staggered terms
3. Adhere to the request and state law of no co-mingling of funds
4. To authorize legal consul that if the NAE Board accept those terms, to then enter into agreement

With a motion by Mr. Paul and seconded by Ms. Sears, the above counter-proposal was approved.

The next order of business was the introduction and welcome of Ms. Dionne Stone as the new Principal Academic Officer of Pinellas.

Next up was the Facility Use Application and Agreement for the facility at Pinellas. Mr. Wood provided the Board with an explanation of the agreement included in the board packet. There being no questions on the agreement, a motion to approve was made by Ms. Sears and seconded by Mr. Paul.

## **Legislative Update**

Mr. Ralph Arza reported the following:

1. Money for teacher raises and bonus for teachers and administrators were coming from the federal government
2. The planned use of the ESSER funds consistent with the guidelines, will need to be determined
3. On a policy side, there were no negative legislations against charter schools. In particular, one of the bills passed is for allowing state universities to authorize charter schools and this deregulates the monopoly that school districts had in controlling charter schools. Existing charter schools can apply to be authorized by the state universities.

## **Personnel Matters**

Ms. Dunn provided the Board with a Human Resources recruiting report on the NSA new hires including the appointment of Ms. Dionne Stone as the new PAO at NSA Pinellas. Ms. Dunn also reviewed the open positions and efforts to fill those positions. With respect to our COVID 19 policies, Ms. Dunn reported that we are currently reviewing those policies as we receive changes from the districts and state. Upon a motion to approve by Mr. Paul and seconded by Ms. Sears, the new hires were approved by the board.

## **School Matters**

With respect to the schools' dashboard report, Mr. Jackson reported that Mrs. Amin has been working on the dashboards but some of the schools have been experiencing difficulties in getting us some of the needed data from the districts. As such, we have a delay in delivering the dashboard reports.

Dr. Casey provided the Board with a detailed report with regards to the Corrective Action Plan for NSA Pinellas. Dr. Casey reported on ESE and the need to provide compensatory services over the summer, the ACCESS curriculum, the on-site school monitoring visit held on May 6<sup>th</sup>, Reading, progress monitoring, CTE program, staffing, professional development, COGNIA accreditation and the achievement framework training. In terms of the academic goals of the school, Dr. Casey discussed the School Improvement Plan for Pinellas.

With respect to the graduation ceremonies, Dr. Casey provided the Board with an update on the projected graduation numbers for each school's graduation ceremony in June and the potential graduates for July. Board members were also provided with information with regards to the location and dates for each of the graduation. Dr. Casey also encouraged Board members to coordinate school visits with Ms. Anglin.

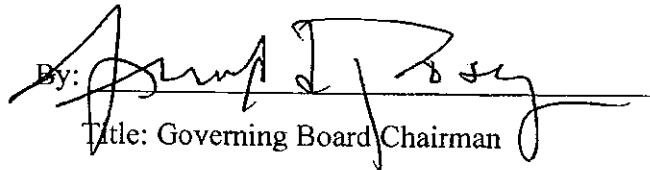
In terms of the COGNIA Accreditation, Dr. Casey reported to the Board that the review started today and the feedback to date has been positive. Ms. Stone also shared that the review has been positive.

With regards to the transition from Maestro to eSchoolware, as the school's Student Information System, Dr. Casey reported that this process is underway and we are looking to pilot this at Chambers. We are also ensuring that we have all the historical data from Maestro stored on our EdisonLearning server. With a motion by Mr. Paul and seconded by Ms. Sears, Items a-e listed under School Matters passed.

### **Finance**

Ms. Schmitt provided the Board with a review of the financials for each school and discussed the FTE enrollment funding. Ms. Schmitt also discussed the status of the Paycheck Protection loan forgiveness application. With a motion by Ms. Sears and seconded by Mr. Paul, the Board accepted the financial items as presented.

There being no further business, the meeting adjourned at 6:20 pm.

By:   
Title: Governing Board Chairman