

The Paideia Academies Inc.
Corporate Board Meeting held at 1535 E Baseline Rd Phoenix AZ 85042

Called to order on September 24, 2018 at 5:05 PM

Minutes

I. Verified Quorum –All present

In Person – Dr. Winsor, Mrs. Mendonca, Ms. Garrison, Mrs. Leach, Dr. Tietgen, Dr. Hess, Mrs. Schmaltz

Guests present:

Mr. Brice of Consilium Financial Group

Ms. Hannah

Mr. Lucas Landreth

Approve previous minutes

Motion to approve board minutes from August 27, 2018.

Motion made by Dr. Tietgen

Second made by Dr. Hess

Vote:

Dr. Winsor – yes

Ms. Garrison – yes

Mrs. Schmaltz – yes

Dr. Hess – yes with revision that he was not present at the previous meeting and abstained from verifying the notes

Mrs. Leach – yes

Mrs. Mendonca – yes

Dr. Tietgen – yes

Motion passes by majority vote

II. Call to the public

No members of the public requested comment

III. Selection of 2018/2019 corporate officers

Clarification of the bylaws Article V concerning Officers.

Dr. Winsor explained that the corporate officers are appointed by the corporate board at the annual meeting. The current corporate officers are:

President: Brian Winsor

Vice President of Assessment, Intervention and Data: Beth Mendonca

Vice President of Curriculum and Instruction: Victoria Garrison

Treasurer: none

Secretary: none

A discussion ensued of the necessity or practicality of having 2 vice presidents and the need to have a treasurer and secretary. Dr. Tietgen review the bylaws 5.1, "... Corporate Board of Directors... may comprise, as determined by the Corporate Board of Directors..." and explained that the treasurer and secretary are not required by the bylaws. Dr. Winsor explained that the Arizona Corporate Commission does not require a secretary and treasurer. We have listed a president and 2 vice presidents for years. All the corporate board members are listed on the ACC site.

Motion by Dr. Tietgen to retain the current corporate officers for the 2018/2019 school year.

Second by Mrs. Leach

Vote:

Dr. Winsor – yes
Ms. Garrison – yes
Mrs. Schmaltz – yes
Dr. Hess – yes
Mrs. Leach – yes
Mrs. Mendonca – yes
Dr. Tietgen – yes
Motion passes unanimous

IV. Selection of Board Officers

Dr. Winsor explained that while the bylaws does not require the corporate board to select internal leadership, it is desirable to define roles, responsibilities and stewardships for the corporate board.

Nominations:

Dr. Winsor nominated Dr. Tietgen to be the chair of the board. Second by Mrs. Mendonca

Dr. Winsor nominated Mrs. Schmaltz. Second by Dr. Tietgen

Dr. Hess nominated himself as a vice chair. Second by Mrs. Schmaltz

Mrs. Leach nominated herself for Secretary. Second by Dr. Winsor

Ms. Garrison made a motion to approve the nominated corporate board officers

Second by Dr. Tietgen

Vote:

Dr. Winsor – yes

Ms. Garrison – yes

Mrs. Schmaltz – yes

Dr. Hess – yes

Mrs. Leach – yes

Mrs. Mendonca – yes

Dr. Tietgen – yes

Motion passes unanimous

Dr. Winsor then changed seats from the front of the conference table with Dr. Tietgen to the side of the table to indicate the change of stewardship

V. Nomination and Vote for New Corporate Board Members

Dr. Tietgen opened the nominations for new board members.

Dr. Winsor introduced and nominated Mr. Lucas Landreth.

Mr. Landreth is a highly educated engineer. He is a father of 2 Paideia scholars and has been active in school functions for several years.

Mrs. Schmaltz second the nomination

Vote:

Dr. Winsor – yes

Ms. Garrison – yes

Mrs. Schmaltz – yes

Dr. Hess – yes

Mrs. Leach – yes

Mrs. Mendonca – yes

Dr. Tietgen – yes

Nomination passes unanimous

Dr. Winsor instructed Mr. Landreth to complete some paperwork and bring a copy of his Fingerprint Clearance Card to the office as soon as possible.

VI. Financial Dashboard Review

Mr. Brice of Consilium Group presented a general overview of Paideia Academy, Inc. Unaudited Financial Report as of 08/31/2018.

A thorough review of the Days Cash on Hand, Debt Service Ratio and annual net profitability was presented.

VII. Board Summit & Training

Dr. Tietgen directed the board members in selecting a date for the Corporate Board annual training and strategy meeting

The date selected was November 8th 2018 from 1:00 pm to 4:00 pm

Second made by Ms. Garrison

Vote:

Dr. Winsor – yes

Ms. Garrison – yes

Mrs. Schmaltz – yes

Dr. Hess – yes

Mrs. Leach – yes

Mrs. Mendonca – yes

Dr. Tietgen – yes

Motion to accept the date passes unanimous

VIII. Adjournment at 6:25 pm

Motion to adjourn by Dr. Winsor

Second made by Dr. Hess

Vote:

Dr. Winsor – yes

Ms. Garrison – yes

Mrs. Schmaltz – yes

Dr. Hess – yes

Mrs. Leach – yes

Mrs. Mendonca – yes

Dr. Tietgen – yes

Motion passes unanimous

Next corporate meeting to be held on November 26, 2018 PM at the Baseline Corporate Headquarters.


Approved by Name and Date

BENJAMIN TIETGEN, 10/22/18

