

Great Hearts - Texas Board of Directors Meeting Summary of Action

Date: July 13, 2022
Time: 12:45 p.m. CT

The special scheduled meeting of the Great Hearts America – Texas Board of Directors was held at 845 Proton Road San Antonio, Texas.

I. Call to Order

Ms. Davis called the meeting to order at 12:47 p.m. CT.

Texas Board Members		Present	Absent	
Shannon Sedgwick-Davis	Chairwoman	X		
Mike Burke	Vice Chairman	X		(left at 1:47pm)
Wade Dyke	Director	X		via Zoom (joined at 12:59pm)
Kim Tanner	Director	X		via Zoom
Olecia Christie	Director	X		via Zoom
Matthew Randazzo	Director	X		via Zoom
Other Staff / Guests				
Brendan Minter	Superintendent, Great Hearts Texas	X		
Jay Heiler	CEO, Great Hearts America	X		
Dan Scoggin	Chief Academies Officer, Great Hearts America	X		via Zoom
Bianca Ulibarri	Director of Governance, Great Hearts America	X		via Zoom
Joe Hoffer	Legal Counsel	X		
Josh Farrar	Director of Communications, Great Hearts Texas	X		via Zoom
Kevin Byrne	Vice President of Finance, Great Hearts Texas	X		
Marissa Lopez	Vice President of Strategy & Planning, Great Hearts Texas	X		

II. Adopt Agenda

Mr. Burke moved to adopt the agenda with the change to move of item 6. Executive Session ahead of item 5 (d) Real Estate Update. Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 12:47 p.m. CT.

III. Approval of Consent Agenda

Mr. Burke moved to approve the consent agenda as presented; Ms. Christie seconded the motion. All in favor, none opposed. The motion carried 5-0 at 12:48 p.m. CT.

- a. **Approval of Minutes from April 20, 2022**
- b. **Approval of Minutes from June 22, 2022**
- c. **Approval of Submission of Non-Expansion Amendment and the Resolution for the Irving Expansion**
- d. **Approval of Submission of Non-Expansion Amendment and the Resolution to Enable Membership in Cooperative for Purchasing Agencies**
- e. **Approval of Communicable Disease Control Plan**
- f. **Approval of Concussion Protocol Plan**

- g. **Approval of Bloodborne Pathogen Exposure Control Plan**
- h. **Approval of Pandemic Response Plan**
- i. **Approval of Attendance Manual**

IV. Call to Public

Ms. Davis made a call to the public at 12:49 p.m. CT. Brian Greco, Andi Conway, Megan Matson, Dee Guzman, Morgan Matson, Tracy Gardner, Angelina Gardner, Ruth Funk, Chris Funk, Amy Mazeika, Johanna Garcia, Patrick Thompson, Mayra C., and Lindsay Meagher addressed the Board. *Recorded comments are available.*

V. Superintendent Report *Recorded comments are available.*

- a. **Organizational and Academic Updates**
- b. **STARR Update**
- c. **Academy Safety and Security Updates:**
 - 1. **Discussion and Consideration to Approve the Safety and Security Audit findings**
 - 2. **Discussion and Consideration to Approve School Safety Security Committee Members**
- d. **Real Estate Update**
 - 1. **Discussion and Consideration to Approve the Resolution to Authorize the Reimbursement for Expenses in Acquisition of Property**
 - 2. **Discussion and Consideration to Approve the Resolution to Authorize the Financing for Real Estate Construction/Development**
 - 3. **Discussion and Consideration to Approve the Resolution for Delegation of Construction Procurement**

Items taken out of order

VII. Executive Session

Mr. Randazzo moved for the board to enter into executive session; Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:00 p.m. CT.

- a. **Pursuant to Section 551.071, Discussion with Legal Counsel on Pending Legal Matters**
- b. **Pursuant to Section 551.072, Discussion Regarding Real Estate Matters**
- c. **Pursuant to Section 551.074, Discussion Regarding Personnel Matters**
- d. **Pursuant to Section 551.076, Discussion Regarding Security Devices or Security Audits**

Executive Session Entered at 2:00 p.m. CT.

Executive Session Exited at 2:43 p.m. CT.

Mr. Randazzo moved to approve the resolution declaring and authorizing emergency procurement for necessary renovations for campuses; Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:44 p.m. CT.

Ms. Tanner moved to deny the appeal and uphold the student expulsion which was discussed in executive session; Ms. Christine seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:44 p.m. CT.

Mr. Dyke moved to approve the reimbursement of capital expenditures and to add Mr. Randazzo and set the limit of the capital project at \$21.5 million dollars; Mr. Randazzo seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:45 p.m. CT.

Mr. Dyke moved to approve the resolution authorizing a borrowing from the Arlington Higher Education finance corporation or another qualified governmental conduit issuer to finance the acquisition, construction, and development of certain educational facilities, approving the issuance of bonds and the execution and delivery of certain documents in connection therewith, and containing other matters related thereto and to add Mr. Randazzo; Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:47 p.m. CT.

Ms. Tanner moved to approve the resolution for authorizing Delegation of Construction Procurement authority pursuant to statute; Ms. Christine seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:47 p.m. CT.

Mr. Randazzo moved to authorize the Superintendent to enter into a Letter of Intent to negotiate and execute a purchase agreement for a 2-acre site for Irving campus expansion; Mr. Dyke seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:48 p.m. CT.

Ms. Sedgwick-Davis moved that the Board finds the compensation provided to the Superintendent is fair, reasonable, and not excessive and appropriately in line with the individual's education, experience, prior salary history, the job duties actually performed, and what a typical person with similar skills, experience and job duties would earn and motion to approve the Superintendent Employment Agreement for 2022-23; Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:49 p.m. CT.

Mr. Randazzo moved to approve the draft MOU with Great Hearts America and submission for legal review; Ms. Christine seconded the motion. All in favor, none opposed. The motion carried 4-1 (Mr. Dyke abstained) at 2:50 p.m. CT.

Mr. Dyke moved to approve updates to financial and depository account agreements, resolutions, and approval to update the authorized signers to be board officers, the Superintendent of Texas, and the VP of Finance for Texas; Ms. Tanner seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:51 p.m. CT.

VI. Action Items: Consider and take possible Action on the following items:

- e. MOU with Great Hearts America & Professional Services Options**
- a. Financial and Depository Accounts Update & Authorized Signers**
- b. Real Estate and Plan of Finance Including Irving Site**
- c. Superintendent Employment Agreement and Compensation 2022-23**

VIII. Adjournment

Ms. Christie moved to adjourn the meeting; Mr. Dyke seconded the motion. All in favor, none opposed. The motion carried 5-0 at 2:53 p.m. CT.