Emblaze Academy July Board Meeting

Organizational Meeting

Date: June 28, 2017 (rescheduled from July 5, 2017 because of the July 4 holiday)

Time: 6:30 to 8pm

Board Members in Attendance:

* Gerry Vasquez
* Marlin Jenkins
* Matt Kirby-Smith
* Shelly Evans
* Tameka Beckford-Young
* Margaret (by video conference)
* Harini Mittal

Rosann Santos and Daniela Cuevas were not present. Quorum established with 6 of the 9 board members present at the meeting.

Kristen Shroff attended to provide reports from management.

Minutes:

Overview of Organizational Meeting

Board will discuss and/or vote on a number of issues, including but not limited:

* to the election of officers,
* the adoption of a variety of policies, employment agreements, budget, etc., drafts of which were previously circulated to the board,
* hiring the head of school,
* Open Meeting Law requirements
* engaging JLL as a broker and the potential conflict of interest,
* selection of a back-office provider and company to provide D&O insurance.

1. Discussion and Review Open Meeting Law Requirements
   1. publicize date and location of the meetings
   2. post the agenda
   3. upload meeting minutes after meeting
   4. must be accessible to the public
   5. make a record of the all the items voted on
   6. record of how each person voted
2. Discuss possible conflict of interests in engaging JLL to serve as our exclusive broke. Matt will recuse himself when we discuss the hiring of JLL
3. Board Vote taken on the following:
   1. Election of Officers
      1. Vote taken re Gerry as Board Chair
         1. Gerry recused himself
         2. Motion was made to vote Gerry in as Board Chair
         3. Elected with unanimous vote
      2. Vote taken re Tameka as Secretary
         1. Tameka recused herself
         2. Motion made to vote Tameka in as Secretary
         3. Elected with unanimous vote
      3. Vote taken re Harini as Treasurer
         1. Harini recused herself
         2. Motion was made to vote Harini in as Tre surer
         3. Elected with unanimous vote
      4. Appoint and Elect Roseann to the Board
         1. Because of an initial issue with her fingerprinting, Rosann was not included as a board member on the charter.
         2. Motion made to elect Rosann to the board
         3. Unanimous vote to elect her to board
      5. Vote taken re Roseann as Vice Chair
4. Motion was made to vote Harini in as Tre surer
5. Elected with unanimous vote
   1. Vote to Adopt of By-laws
      1. Motion made to adopt By-laws
      2. By-laws adopted with unanimous vote
   2. Vote to Adopt of Board Officer Job descriptions
      1. Motion made to adopt board officer job descriptions
      2. Board officer job descriptions adopted with unanimous vote
   3. Vote to Approve Head of School Job Description:
      1. Motion made to approve the Head of School Job Description
      2. Unanimous Vote
      3. Adopted HOS job description
   4. Vote to Hire the Head of School
      1. Motion to hire Kristen Shroff as Head of School for Emblaze Academy
      2. Unanimous Vote to hire Kristen as the HOS
   5. Vote re Employment Agreement (Letter of Agreement) for Head of School
      1. Motion to approve this employment agreement
      2. Unanimous vote approving agreement
   6. Vote to adopt Budget for FY 2018 (July 2017- June 2018)
      1. Motion made to vote on budget for FY 2017-2018
      2. Unanimous vote adopting budget
   7. Vote to adopt Board Policy Handbook
      1. Motion made to vote on board policy handbook
      2. Unanimous Vote adopting board policy handbook
   8. Vote to adopt the Operations Calendar 2017-2018 School year
      1. Motion made to vote on operation calendar
      2. Unanimous vote adopting the Operation Calendar for 2017-2018
   9. Vote to adopt leadership sustainability plan
      1. Motion made to vote on Leadership sustainability Plain
      2. Unanimous Vote adopting the plan
6. Discuss possible engagement of JLL as exclusive real estate broker for Emblaze Academy

\*\* Matt recused himself and left the room because of a potential conflict of interest \*\*

* 1. Kristen provided an update on the facilities search:
     1. There two potential locations
        1. Christ Church – Can accommodate us for two years
        2. Rider Avenue –
     2. Emblaze doesn’t have anyone who has Emblaze’s interest in mind when looking for space for the school. Accordingly, using a broker may be helpful. The following are brokers Emblaze has been in touch with:
        1. Charter School Facilities is a broker - but they represent Christ Church and Rider Avenue, which would mean CSF would broker both sides of the transaction.
        2. Real Estate IPG – headed up by a principal that doesn’t have a lot of experience in this field; never successfully gained a contract with a school
        3. JLL has experience finding facilities for charter school
           1. offered pro bono services to Emblaze early on.
     3. Paying for the broker
        1. 5% fee in the marketing line item of the building owner
        2. If we engage a broker the commission will be split between the broker showing the space and Emblaze’s broker
        3. Research indicates that Emblaze won’t get charged for this fee as it is baked into the deal that is eventually structured.
     4. The broker would help Emblaze with test fit of potential spaces
  2. Questions/Discussion by board:
     1. Is this a situation where we have to send it out for a bid?
        1. No.
     2. We don’t have any representation and a broker would be able to negotiate on our behalf.
     3. Mike Ronan would stay on as consultant, even if we engaged a broker
        1. Mike advised us against going with a broker because
           1. he thinks that some additional cost will get passed on us
           2. it will change dynamic of the school’s relationship with Charter School Facilities going forward.
     4. Are we able to rent for three years – can we wait for rider avenue
        1. Church for two years and then we have to move to new space.
           1. Concern raised about how moving may affect/reduce enrollment (which affects budget)
           2. We can try to mitigate those effects by show parents rendering of new space.
     5. Also, during this expanded search, maybe we can we find a space that is ready for 4 years
  3. Motion made to engage JLL as broker
     1. Voted to engage JLL as a broker
     2. Gerry signed the engagement letter with JLL

\*\*\*Matt rejoins the meeting \*\*\*

1. Committees will present at the August meeting
2. D&O insurance – Kristen has gotten some quotes and we will vote on this on August meeting
3. Co-location issues
   1. DOE is going to issue us a denial of co-located space
      1. Emblaze had 30 days to challenge denial
      2. The School has hired Susan Briggs and her law firm to handle the appeal of the denial
      3. Susan also has filed lawsuits challenging what costs may be included in rental assistance.
         1. 100% successful rate
4. Received money from Walton Foundation
   1. We are going to use Chase and the bank account has been set up
   2. Gerry and Harini will be signers on the bank account
5. Back officer providers currently being considered by HOS
   1. Ed tech
   2. CSBM

The back-office provider will help select a health insurance provider suitable for non-profits like Emblaze.

1. School space -
   1. Christ church – Emblaze can stay for 2 years in this space
      1. 1 million dollar in up-fit costs =
         1. Civic Builders – Will submit a term after they receive a test fit from the Church
         2. Christ Church – has submitted term sheet since it now has money to do the up fit
   2. Rider Ave
      1. Maureen’s company submitted a term sheet
         1. proposed a 15 year term, Mike suggested 10 years, further negotiations to come

Meeting Adjourned at 8:07pm

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Tameka Beckford-Young Date of Approval

Secretary

Emblaze Academy Charter School