



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
 - a. publicize date and location of the meetings
 - b. post the agenda
 - c. upload meeting minutes after meeting
 - d. must be accessible to the public
 - e. make a record of the all the items voted on
 - f. 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:



- a. Election of Officers
 - i. 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
 - ii. Vote taken re Tameka as Secretary
 - 1. Tameka recused herself
 - 2. Motion made to vote Tameka in as Secretary
 - 3. Elected with unanimous vote
 - iii. Vote taken re Harini as Treasurer
 - 1. Harini recused herself
 - 2. Motion was made to vote Harini in as Treasurer
 - 3. Elected with unanimous vote
 - iv. 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
 - v. Vote taken re Roseann as Vice Chair
 - 1. Motion was made to vote Harini in as Treasurer
 - 2. Elected with unanimous vote
- b. Vote to Adopt of By-laws
 - i. Motion made to adopt By-laws
 - ii. By-laws adopted with unanimous vote
- c. Vote to Adopt of Board Officer Job descriptions
 - i. Motion made to adopt board officer job descriptions
 - ii. Board officer job descriptions adopted with unanimous vote
- d. Vote to Approve Head of School Job Description:
 - i. Motion made to approve the Head of School Job Description
 - ii. Unanimous Vote
 - iii. Adopted HOS job description
- e. Vote to Hire the Head of School
 - i. Motion to hire Kristen Shroff as Head of School for Emblaze Academy
 - ii. Unanimous Vote to hire Kristen as the HOS
- f. Vote re Employment Agreement (Letter of Agreement) for Head of School
 - i. Motion to approve this employment agreement
 - ii. Unanimous vote approving agreement
- g. Vote to adopt Budget for FY 2018 (July 2017- June 2018)
 - i. Motion made to vote on budget for FY 2017-2018
 - ii. Unanimous vote adopting budget
- h. Vote to adopt Board Policy Handbook
 - i. Motion made to vote on board policy handbook
 - ii. Unanimous Vote adopting board policy handbook
- i. Vote to adopt the Operations Calendar 2017-2018 School year



- i. Motion made to vote on operation calendar
- ii. Unanimous vote adopting the Operation Calendar for 2017-2018
- j. Vote to adopt leadership sustainability plan
 - i. Motion made to vote on Leadership sustainability Plain
 - ii. Unanimous Vote adopting the plan
- 4) 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 ****

- a. Kristen provided an update on the facilities search:
 - i. There two potential locations
 - 1. Christ Church – Can accommodate us for two years
 - 2. Rider Avenue –
 - ii. 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
 - a. offered pro bono services to Emblaze early on.
 - iii. 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.
 - iv. The broker would help Emblaze with test fit of potential spaces
- b. Questions/Discussion by board:
 - i. Is this a situation where we have to send it out for a bid?
 - 1. No.
 - ii. We don't have any representation and a broker would be able to negotiate on our behalf.
 - iii. Mike Ronan would stay on as consultant, even if we engaged a broker
 - 1. Mike advised us against going with a broker because
 - a. he thinks that some additional cost will get passed on us
 - b. it will change dynamic of the school's relationship with Charter School Facilities going forward.
 - iv. 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.
 - a. Concern raised about how moving may affect/reduce enrollment (which affects budget)



- b. We can try to mitigate those effects by show parents rendering of new space.
- v. Also, during this expanded search, maybe we can we find a space that is ready for 4 years
- c. Motion made to engage JLL as broker
 - i. Voted to engage JLL as a broker
 - ii. Gerry signed the engagement letter with JLL

***Matt rejoins the meeting ***

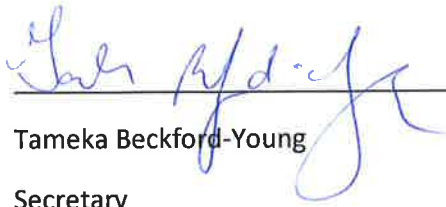
- 5) Committees will present at the August meeting
- 6) D&O insurance – Kristen has gotten some quotes and we will vote on this on August meeting
- 7) Co-location issues
 - a. DOE is going to issue us a denial of co-located space
 - i. Emblaze had 30 days to challenge denial
 - ii. The School has hired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

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

- 10) School space -
 - a. Christ church – Emblaze can stay for 2 years in this space
 - i. 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
 - b. Rider Ave
 - i. 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





Tameka Beckford-Young
Secretary
Emblaze Academy Charter School

8/15/17

Date of Approval