

Uplift Education Special Board Meeting Minutes

Tuesday, September 29, 2020 at 8 a.m.

A virtual meeting of the Board of Uplift Education was held on the date and time listed above. Pursuant to Governor Abbott's March 16, 2020 Order approving a request by the Office of the Attorney General to temporarily suspend a limited number of open meeting laws in response to the Coronavirus (COVID-19) disaster, governmental bodies may conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings (also called "social distancing") to slow the spread of the Coronavirus (COVID-19). In compliance with Governor Abbott's order, and in furtherance of the public health goal of limiting face-to-face meetings, this meeting was held by videoconference.

Access online was through TEAMS and the agenda provided the following access information:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_YjI1NTQ0ZTQtODUzYi00YWJmLWE2MjEtZmNkYjZlNWViMWQy%40thread.v2/0?context=%7b%22Ti d%22%3a%22c1136be9-3a18-45ff-8099-b182bfd6890c%22%2c%22Oid%22%3a%2226d7a1b6-9be1-4fdc-9c72-d7278ededda4%22%7d

For access by phone, please dial: 469-340-0751

If you are asked for a conference ID, please enter: 313-709-670#

Called to Order: 8:03 a.m.

Adjourned: 9:25 a.m.

Board Members Present:

1. John Beckert
2. Cullum Clark
3. Dawn Davidson
4. Cathy Estrada
5. Richard Frapart
6. Ardo Fuentes
7. Andre McEwing
8. John McPherson
9. Lael Melville
10. Ryan Moss
11. Michael Stack
12. James Stanton
13. Ed Tauriac

<i>TOPIC</i>	<i>DISCUSSION/CONCLUSIONS</i>	<i>ACTIONS</i>
I. Call to Order and Announcements	A quorum being present, the meeting was called to order at 8:03 a.m. by the chair, R. Frapart. R. Frapart welcomed attendees to the meeting and then took attendance of the Executive Committee and stated a quorum of the Board was present.	
II. Previous Board Minutes	R. Frapart announced the board will consider previous board minutes at the next board meeting.	
III. Information and Action Items	The board took items out-of-order. <u>Overview of Uplift Education's Asynchronous Plan for the 2020-21 School Year (Instruction/Curriculum Model)</u> . Dr. Remy Washington, Chief Academic Officer, provide a comprehensive review of Uplift's asynchronous plan to be submitted to the Texas Education Agency. The asynchronous plan:	

- allows schools to integrate the use of web-based applications,
- offers more small group and/or individualized instruction,
- builds in independent work time during the school day,
- Provides flexibility for scholars when they have to miss in person or remote learning (e.g., doctors appointment),
- Allows students to earn attendance credit for completing both synchronous and/or asynchronous learning activities, and
- Allows for instructional daily minute counts to include both asynchronous and synchronous learning time – cuts down on excessive screen time and still counts for full day attendance

The Uplift asynchronous plan focuses on the following buckets: (1) student support, (2) parent support, (3) educator support, (4) technology, and (5) instruction. Dr. Washington provided detail on each bucket.

The board discussed scholar support, technology issues, implementation, and integration of instruction between instructional modalities.

ACTION ITEM: Consider and take action on Uplift Education’s Asynchronous Plan for the 2020-21 School Year.

Special Education and 504/Evaluation Annual Update.
– Annette Enright, Director of Special Education, and Beckie Allen, Director of 504 and Evaluations, provided a review of the status of special populations at Uplift, with an emphasis on our approach to providing services in a remote environment, as well as a review of the annual special education policies and operating procedures.

ACTION ITEM: Consider and take action on annual Special Education Policies and Operating Procedures.

Overview of New Title IX Regulations. E. Kolni, Staff Attorney and Title IX Coordinator, provided a review of Title IX and its history and an update on the new regulations related to Title IX. The new regulations total ~2000 pages, were in effect on August 14, 2020, and created a formal complaint process. E. Kolni discussed updated discrimination policies and a new complaint process policy, both being recommended to the board for adoption.

The board discussed how Title IX is applied and who it applies to.

Upon motion by J. Beckert to approve the asynchronous plan as presented, and seconded by C. Estrada, the board unanimously voted to approve the asynchronous plan.

Upon motion by J. McPherson to approve the Annual Special Education Policies and Operating Procedures as presented, and seconded by J. Beckert, the board unanimously voted to approve the Annual Special Education Policies and Operating Procedures.

ACTION ITEM: Consider and take action on policies addressing Title IX.

Overview of Revised Bylaws Resolution. A. Berk, Chief Legal Officer, provided a summary of the changes/revisions to the Bylaws being recommended to the board for adoption. The recommended changes include the following:

- Aligned governance with the board’s new structure, i.e. Executive Committee and Board of Trustees. Total number of Trustees is the same, no less than 5 and no more than 41. Total number of Executive Committee members is also the same, no less than 5 and no more than 15.
- New language for nominating Executive Committee members (including at-large members), non-voting members of the board, officers (Chair, Vice-Chair, CEO, CFO, Vice-President, and Secretary), and vacancies: Following nomination by a nominating committee comprised of the CEO, Chair of the Executive Committee, and Nominating and Governance Committee.” The exact process for nomination (timeline, etc.) is currently being vetted and finalized.
- A Trustee, voting or non-voting, can serve on the Board for a maximum of 9 years of service. After 9 years of service, a Trustee shall not be eligible for re-election for twelve (12) months.
- Revised the “initial term” to be a 3-year term (the board can remove a member if it chooses under 4.4). In the revision, a non-voting Trustee can serve three, three-year terms.
- New section that accounts for the most recent past Executive Committee Chair and CEO serving as non-voting, informal members of the Executive Committee and that they will not count towards quorum or the maximum number of possible Executive Committee members (15). Regarding the most recent past Executive Committee Chair, it also states it is an ex officio, honorary role.
- Clarified that a resignation by a member of the Executive Committee shall constitute that person’s resignation from the Board of Trustees, unless the Executive Committee Chair approves that person remaining on the Board of Trustees as a non-voting member.
- New language that says the Executive Committee Chair and Vice-Chair shall serve two-year terms. Currently, the officer positions are two-year terms, but the persons in those roles still must be elected to the Executive Committee annually. This new language makes the election for the persons and the officer role every two years. The new language also states that a person serving as Executive Committee Chair can serve in that role

Upon motion by A. McEwing to approve the Title IX policies as presented, and seconded by E. Tauriac, the board unanimously voted to approve the Title IX policies.

more than once, so long as it is not in consecutive terms. Additionally, the Executive Committee Chair and Vice-Chair may complete their terms even if their 9 years of service expire beforehand.

ACTION ITEM: Consider and take action on revised Bylaws resolution.

Overview of (1) Amended FY20 Budget, (2) Amended FY21 Budget, (3) Uplift Investment Policy, Authorized Investment Service Providers, and Authorized Security Broker Dealers, and (4) Resolution Approving Use of Procurement by Non-Competitive Proposals Due to Emergency.

J. Jahnke, Chief Financial Officer, provided a review of the 2020 amended budget, 2021 amended budget, Investment Policy, authorized investment service providers and security brokers and dealers, and COVID-19 procurement waiver.

Amended FY20 Budget: Total revenues amounted to \$229,395 in June and the proposed amended budget is \$235,156. Total expenses amounted to \$217,159 in June and the proposed amended budget is \$215,966. J. Jahnke provided comprehensive numbers in the associated deck. [millions].

Amended FY21 Budget: Total revenues previously adopted totaled \$246,025 and the proposed amended budget is \$253,068. Total expenses adopted totaled \$232,415 and the proposed amended budget is \$240,252. Net revenues adopted totaled \$13,610 and the proposed amended budget is \$12,816. J. Jahnke provided comprehensive numbers in the associated deck. [millions].

Investment Policy. J. Jahnke explained that administration is proposing no new changes to the Investment Policy and that there are no new authorized security brokers/dealers and no new authorized investment service providers.

Procurement Policy. J. Jahnke explained that administration is requesting the resolution be approved to provide flexibility regarding federal EDGAR regulations around procurement during the COVID-19 pandemic, such as price quotes and competitive processes.

ACTION ITEM: Consider and take action on amended FY20 budget.

ACTION ITEM: Consider and take action on amended FY21 budget.

Upon motion by A. Fuentes to approve the revised Bylaws and associated resolution as presented, and seconded by E. Tauriac, the board unanimously voted to approve the revised Bylaws and associated resolution.

Upon motion by M. Stack to approve the (1) Amended FY20 Budget, (2) Amended FY21 Budget, (3) Uplift Investment Policy, Authorized Investment Service Providers, and Authorized Security Broker Dealers,

	<p>ACTION ITEM: Consider and take actions on Uplift Investment Policy, Authorized Investment Service Provider and Authorized Security Broker Dealers.</p> <p>ACTION ITEM – Consider and take action on resolution approving use of procurement by non-competitive proposals due to emergency.</p> <p>The board addressed the above four action items together.</p>	<p>and (4) Resolution Approving Use of Procurement by Non-Competitive Proposals Due to Emergency, as all four were presented, and seconded by C. Estrada, the board unanimously voted to approve the (1) Amended FY20 Budget, (2) Amended FY21 Budget, (3) Uplift Investment Policy, Authorized Investment Service Providers, and Authorized Security Broker Dealers, and (4) Resolution Approving Use of Procurement by Non-Competitive Proposals Due to Emergency.</p>
<p>IV. Community Forum</p>	<p>No persons signed up to speak during the community forum.</p>	
<p>VI. CLOSED session for CEO Annual Review</p> <p>VII. Adjournment</p>	<p>At 9:03 a.m. the board retired to CLOSED Session pursuant to 551.074 of the Texas Government Code to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee.</p> <p>At 9:25 a.m. the board returned to OPEN Session. No decision or action was made by the board during CLOSED session.</p> <p>The board will address taking action on the CEO annual review and compensation and benefit plan at the next board meeting.</p> <p>There being no further business before the Board, R. Frapart adjourned the meeting at 9:25 a.m.</p>	

Respectfully submitted, Alexander S. Berk, Secretary.