



MATER ACADEMY

ALMA MATER STUDIORUM

The Mater Academy vision is to provide students a viable educational choice that offers an innovative, rigorous and seamless college-preparatory curriculum, providing Mater students, at every level (PK-12) with a competitive advantage, thus enabling students to become confident, self-directed, and responsible life-long learners.

**Mater Academy, Inc.
Meeting of the Board of Directors
June 10, 2019**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*

Shannie Sadesky, Vice-Chair *(Present)*

Idalia Suarez, Secretary *(Present)*

Maurene Sotero Balmaseda *(Absent)*

Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*

Judith Marty, Chief Academic Officer *(Present)*

Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Called to Order
- b. Established a Quorum

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the April 25, 2019 Board of Directors Meeting.
- b. **APPROVED:** The Board approved to withdraw the notification to Miami-Dade County Public Schools of the intent for Mater Academy, Inc. schools to receive Title II funds on a reimbursement basis.
- c. **APPROVED:** The Board approved to adopt the Proposed Board of Directors Meeting Schedule for the 2019 – 2020 School Year.
- d. **APPROVED:** The Board approved the 2019-2020 Parent Involvement Representatives.
- e. **RATIFIED:** The Board ratified and reapproved the Board Policies & Procedures, including:
 - i. Section I: Governance Policies & Procedures
 1. Conflict of Interest *(Every Director is Required to Sign & Return a Waiver of Acceptance)*
 2. Ethics
 3. Responsibilities and Compensation of President
 - ii. Section II: Personnel Policies
 1. Whistle Blowers



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2. Professional Development Plan for Administrators
- iii. Section IV: Other Policies
 1. Florida High School Athletic Association
 2. Student Enrollment / Lottery
 3. Internet Safety Policy
- f. **APPROVED:** The Board approved to Receive and File the financial statements for the period ending March 31, 2019.
- g. **APPROVED:** The Board approved the PA System for Mater International Academy or an amount not to exceed \$28,000. (Olga Camarena)
- h. **APPROVED:** The Board approved to name Pilar Perez the Permanent Principal of Mater Academy Gardens Elem/Middle.
- i. **APPROVED:** The Board approved the submittal of the individual Mental Health Plans.

Motion to approve the consent agenda by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Financial Report
 - i. **APPROVED:** The Board approved the Final Annual Budgets for the 2018-2019 School Year.
 - ii. **APPROVED:** The Board approved the Proposed Annual Budgets for the 2019-2020 School Year
 - iii. **APPROVED:** The Board approved the amended Financial Policies & Procedures addressing facility lease payments, shared expense reimbursements, PO exemptions, and procurement.
 - iv. **APPROVED:** The Board approved the Piggyback letters presented for CDW and approval of Tips for IT Savvy and Hertz.
 - v. **APPROVED:** The Board approved the loans, repayments and grants which may come up at year end (June 30, 2019) and ratify at following board meeting.
 - vi. **APPROVED:** The Board approved to draw down on Chase Line of Credit
Motion to approve all items under the financial report by Shannie Sadesky; second by Idalia Suarez; motion passed unanimously
- b. Presidents Report
 - i. Discussed: Strategy to maximize receipt of available grant funding.
 - ii. Discussed: Teacher Bonuses
 1. It is our understanding that the District is implementing a bonus or stipend plan and, through UTD, allegedly relying upon such a program as a tool for recruiting additional teachers, including charter school teachers. Internally, many meetings have occurred at the leadership level to review this item and how Mater will address concerns expressed by some on the issue; Mater has maintained the fundamental principle that teacher compensation should be based upon performance and not necessarily years of service. Mater President would address this matter with other school leaders and report back to the directors with a recommendation.
 - iii. Discussed: Proposed investments strategy/policy
 1. Currently Mater funds are invested in low yielding deposit accounts; the President has approached some investment bankers so that they can present to the board; would like counsel Joe Raia, Ana Martinez, and Alina Chester to take part in the meeting which shall occur in the upcoming weeks; will discuss pros and cons of investing in various available strategies; Ana discusses how this was brought up several years ago and the Board at that time discussed retaining an independent financial investor.
 - iv. Discussed: Iberia Bank CD extension/loan to increase borrowing upon such secured CD by \$1MM



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1. Secured by a \$5m CD which was funded by Mater, Inc.; Iberia has offered to keep the same collateral and to extend the line of credit by an additional \$1 million dollars; requesting authorization to execute the necessary documents.
2. **APPROVED:** The Board approved to authorize the President to extend the line of credit with Iberia Bank, as discussed.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- v. Discussed: Adding a new member to the Board; two alums are interested - Elanny Lago and Arlene Cordoves; this item will be further discussed at the next meeting.
- vi. Discussed: Plans / drawings for Brickell campus & anticipated costs
 1. Rolando Llanes states that they are working on plans; working on getting an assessment of cost; comparing this project to other projects, estimating the project cost being north of \$30 million; the higher costs are driven by numerous factors, including the basement garage; a formal cost estimate from Civica is forth coming; Joe Raia reminds the board of previous discussion about Mater's long range plans for acquisition and development of facilities, how the prospect of financing that plan through government issued bonds can affect price of student stations across the Mater platform, and business decision confronting the board on the size and cost of this project. In order to achieve the 2021 estimated completion date, the board is now in the decision making window – either to proceed with existing plans or to direct the designer to make changes.
- vii. Discussed: Strategy for development of Mount Sinai campus.
- viii. Discussed: Status of MLA 5 acre parcel expansion.
- ix. Discussed: Status for Mater (by SLAM) enrollment.
- x. Discussed: Mater / Kiwanis collaboration
 1. Submitted plans to the City of Miami to address their feedback regarding traffic
- xi. Discussed: Mater / LBA collaboration; working on a MOU
- xii. Discussed: Mater Academy Bridge update.
 1. Working on a revised traffic operation plan with the City; traffic was being upset due to the lack of the bridge and construction.
- xiii. Discussed: Purchase of 8060 NW 103 street parcel to acquire lot to provide additional faculty/staff parking for the Mater Elementary/Middle/High campus. Mater has been pursuing additional land for some time and nothing is on the market. A broker approached the seller and seller agreed to sell, but with some unusual conditions that reflect the fact that she does not want to incur costs if Mater cancels contract during due diligence period.
 1. Price: \$1,276,595.
 2. Deposit: \$30,000 on execution and another \$30,000 at end of due diligence.
 3. Due Diligence: 60 days. Absolute right to terminate within 60 days. If Mater terminates after 30th day and before 60th day, it forfeits 50% of the \$30,000 deposit. If Mater terminates during due diligence it will reimburse seller's counsel fees up to \$5,000.
 4. Zoning: School related use is allowed. Special warrant and public hearing required. Hugo Arza and Julio Robaina are confident they can meet with City and get comfortable that City will support within 30 days.
 5. Closing: 60 days after due diligence ends.
 6. Contract was signed June 3 subject to board approval; contract was signed by the Foundation but will later be decided if the Foundation closes or Mater, Inc. closes.
 7. **APPROVED:** The Board approved the acquisition of 8060 NW 103rd Street for the purpose and terms as discussed.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- c. **APPROVED:** The Board approved the Revised School Year Calendar as presented.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- d. Review of Proposals by Security Companies
 - i. Willy Tagle reviews the proposals and discusses recent law changes and the allowed use of their services if they have gone through the Guardian Program; the definition of “assign” is being defined as all day / full time while school is in session; Broward and Brevard Counties will be offering the Guardian Program beginning July 1st; beginning August 1st a list of schools that are out of compliance will be publicly issued;



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the contract with the security company should require that their guards comply with the Guardian; the training is 2 weeks / 144 hours; Alina reviews the budget impacts.

- ii. A live demo for vaping will take place on July 26th – a notice will be going out.

- e. Other Items by the President, Board, Staff, or ESSP

At this time the Board left the meeting, however did not adjourn. The meeting shall be convened tomorrow, June 11th at 3:30pm.

June 10, 2019

5. **RE-OPENING EXERCISES**

- a. Roll Call – Board Members Crousillat, Suarez, and Sadesky were present. Along with President Blanch & CAO Marty and several Principals and Academics Staff.
- b. A quorum was established

6. **ACTION & DISCUSSION ITEMS**

- a. Discussed: 2019-2020 Miami-Dade Teacher Stipends
 - i. Pres. Blanch updates on developments regarding discussion of stipends with leadership. The consensus is that Mater should provide every teacher with a \$6,000 stipend for the 2019-20 school year; at this time expected to be paid out in two installments (December and June). It was further discussed that additional stipends may be issued at the discretion of the Principals, along with Board approval and oversight on a case by case basis; these amounts shall be presented to the Board at its September meeting. Board Member Sadesky asks an inquiry about the MDCPS plan. President Blanch reviews how MDCPS offering their stipends, which is based on years worked.
 - ii. **APPROVED:** The Board approved to offer every Full Time Instructional Mater Academy, Inc. teacher working in Miami Dade County a \$6,000 stipend for the 2019-2020 school year. Further, the Board shall consider additional stipends for individual teachers at a future meeting.
Motion to approve by Shannnie Sadesky; second by Idalia Suarez; motion passed unanimously
- b. Tabled: iMater Elementary Project Request: Exterior Awnings for an amount not to exceed \$55,000.
 - i. Pres. Blanch and Board Chair request that Principal Proveda look into a heavier grade awning; the cost will be more, but it will last much longer & be more attractive. The Board requests to table this item until the new proposals are received. A special meeting will be called so that the project can be completed over the summer.

7. **ANNOUNCEMENTS & NOTIFICATIONS**

- a. National Charter School Conference is June 30 – July 3 in Las Vegas (<https://ncsc.publiccharters.org>)

8. **ADJOURNED MEETING**

*The minutes were adopted by the Board of Directors at a meeting held on August 9, 2019.