**Board of Directors of Wayside Schools**

**Meeting Minutes**

**May 18, 2016**

John Troy called the meeting to order at 6:05 p.m. John Troy, Board Treasurer, presided in the absence of Christine Laguna, President, and David Ewing, Secretary.

Board members present: John Troy, Charles Lu (via video conference), Suzanne Kho, Russel Louis, Grant Simpson (A physical Quorum was present with four needed out of 7 members)

Staff present: Matt Abbott, Teresa Elliott, Kelly Mullin, Marcia Molina, Vanessa Molla, and Veronica Martinez

Guests present: Trudy Richards, Louis Wilkes and Tom Sage

Matt Abbott announced that board member Charles Lu was joining the meeting via video conferencing and that the meeting was being audiotaped.

Public Comments - Trudy Richards introduced herself and announced that her kids are leaving Wayside Schools: Eden Park Academy. She cited large and competitive middle school offerings provided by AISD, the perceived inequities between elementary schools, and the need for better communications from the district as reasons for leaving and areas for Wayside to improve. Trudy felt that parents do not know the school board members or how to reach them and hopes that efforts to improve in these areas would be made. The board thanked her for her comments.

Grant Simpson motioned to approve the April 20, 2016 meeting minutes with corrections. Russel Louis seconded the motion. Motion passed unanimously.

Russel Louis motioned for the board recessed at 6:39 p.m. to reestablish the video connection with board member Charles Lu. Grant Simpson seconded the motion.

Suzanne Kho motioned to end the recess at 6:42 p.m. Russel Louis seconded the motion. Motion passed unanimously.

The board previously approved for Matt Abbott to negotiate on behalf of the board and enter into a contract on Site #3 (Bradshaw Lane) for $1.5 million dollars. Russel Louis motioned for the board to approve the official purchase of Site #3 (Bradshaw Lane) to house Altamira and Sci-Tech Prep High School, pending successful financing. Suzanne Kho seconded the motion. Motion passed unanimously.

Louis Wilkes, Wayside Schools’ Financial Advisor from U.S. Capital Advisors reported on the outcome of bond pricing today. In summary, the bonds were four to eight times oversubscribed which enabled BB&T to reduce the interest rates saving the school approximately $107,000 annually in interest. The final interest rate of 4.68%, is better than what we received in the 2012 transaction. The pricing includes a five-year call if Wayside obtains an investment grade rating and can secure the PSF guarantee. Tom Sage, Our Bond Counsel from Andrews Kurth, LLC, went through the Resolution of the Board approving the purchase of the bonds. Grant Simpson motioned to approve the resolution authorizing the Bond Purchase Agreement for the 2016 Bond Series. Russel Louis seconded the motion. Motion passed unanimously.

Suzanne Kho motioned to authorize John Troy, Board Treasurer, to sign the Bond Purchase Agreement on behalf of the Board of Directors with Christine Laguna and David Ewing not being able to attend the meeting. Russel Louis seconded the motion. Motion passed unanimously. Christine Laguna and David Ewing will sign any additional follow up documents that can not be signed by John Troy prior to closing which are consistent with the approved resolution authorizing the Bond Purchase Agreement for the 2016 Bond Series.

Chief Executive Officer Report

Matt Abbott shared the board dashboard and the board members chose to save their questions until specific items were brought up during the regular agenda.

Matt Abbott presented the fundraising update. Webber Family Foundation awarded Wayside $25,000 today. KLE’s Eric Harslem, has introduced Matt to several other funders that are interested in helping Wayside with the 4:1 match. The FundRun is schedule for this Friday, weather pending. It will be hosted at the Onion Creek Soccer Association. Wayside Schools should hear more from MSDF prior to the next board meeting about a pending grant application.

Chad Riley presented a detailed enrollment update including the Intent to Returns, Lottery Results and Pre-kindergarten enrollment for 2016-17.

Matt introduced the proposal from S.O.S. Leadership Consulting to help us analyze and recommend changes to our C-level team and provide systems development. Charles Lu motioned to authorize Matt Abbott to negotiate and enter into a contract with SOS Leadership for no more than $50,000. Grant Simpson seconded the motion. Motion passed unanimously.

Russel Louis motioned for the board recess at 7:18 p.m. to reestablish the video connection with board member Charles Lu. Grant Simpson seconded the motion. Motion passed unanimously.

Suzanne Kho motioned to end the recess at 7:20 p.m. Russel Louis seconded the motion. Motion passed unanimously.

Upcoming Board Dates Reminders and Training Update – TEA will not be releasing student performance data until mid-June. Wayside’s first full graduation will be held on May 26th.

Matt Abbott presented the resume of a potential board Member for consideration Rudy Metayer. John Troy and Russel Louis would like to meet with Mr. Metayer in person prior to the June meeting, Matt Abbott will help to arrange this. In addition, Matt shared the resume of Wyatt Harper, the CFO of the Andy Roddick Foundation. Matt will ask Mr. Harper to complete an application for the board to review at the next meeting.

Chief Academic Officer Report

Kelly Mullin reported on the STAAR 5th/ 8th Grade Data and Student Success Initiative Work. The board discussed the first round of testing scores at length.

Staff and Parent Survey Data Agenda Item– tabled for June meeting

Kelly Mullin presented for our annual review and approval the Campus Compact and Parent Engagement Survey as required by title program compliance – Grant Simpson motioned to approve the Campus Compact and Parent Engagement Survey. Suzanne Kho seconded the motion. Motion passed unanimously.

Kelly Mullin reviewed the Campus and District Improvement Plan process and staging.

Kelly Mullin will share her maternity plans in executive session per applicable laws.

Chief Operations Officer Report

Teresa Elliott Reviewed the Revised Financials for March 31, 2016.

Matt Abbott shared that the Commission of Education spoke at a recent TCSA meeting. The consensus afterwards was that charters needed to submit a 2016-17 Waiver for Early Release Days. This waiver is not on the TEA website at this time. Grant Simpson motioned to submit a waiver showing Wayside exceeds the total minutes required with the early release day. Russel Louis seconded the motion. Motion passed unanimously.

Russel Louis motioned to approve 10:05 a.m. as the 2016-17 official attendance time established by the Board of Directors. Suzanne Kho seconded the motion. Motion passed unanimously.

Teresa Elliott presented the University of Texas, Charles Dana Center/Ace Partnership Contract to the Board. Wayside has been a part of the ACE Program for two years. It provides a strong, research-based intervention program for approximately $10,000 per instructor. The contract price increases $5,000 to $30,000 per campus and will serve Eden Park Academy, Altamira Academy, and the REAL Learning Academy. Charles Lu motioned to authorize Christine Laguna to sign the contract with the University of Texas in the amount of $90,000 for the 2016-17 school year. Grant Simpson seconded the motion. Motion passed unanimously.

Update on Construction Project for Site #3 will be discussed in executive session to review legal guidance from Amanda Marrow of Armbrust & Brown, School Lawyer, for obtaining city approvals for this construction project.

Discussion concerning specific personnel issues will be done in executive session to ensure the confidentiality of the employee.

At 8:48pm Russel Louis moved that we exit open session and enter into executive session to discuss all items allowable by law. Charles Lu seconded the motion. Motion passed unanimously.

At 9:28pm Suzanne Kho moved that we exit executive session and enter into open session. Grant Simpson seconded the motion. Motion passed unanimously.

No action was taken as a result of executive session discussions.

At 9:29pm Charles Lu made the motion to adjourn the meeting. Suzanne Kho seconded the motion. Motion passed unanimously.