**Board of Directors of Wayside Schools**

**Meeting Minutes**

**November 16, 2016**

John Troy called the meeting to order at 6:15 PM.

Board members present: Russel Louis, Suzanne Kho, Wyatt Harper, John Troy, Rudy Metayer, Glenda Ballard

Staff present:  Meghan Jones, Crystal Goolsby, Matt Abbott, Kelly Mullin, Mary Ann Spracher, Teresa Elliott, Marcia Molinar, Mary Brinkman, Chad Riley

Guests present: Andrea Aspbury, Wayside: EPA PTO representative

Prior to formally commencing any of the action items, John Troy as Board President formally announced that Rudy Metayer, Board Member, while being a lawyer by profession, does not represent Wayside Schools in any form or fashion and participates on the Board only as a volunteer and not as counsel to Wayside Schools.

Public Comments – None

Minutes were presented and reviewed. Glenda Ballard motioned to approve the October 19, 2016 meeting minutes. Russel Louis seconded the motion.  Motion passed unanimously.

Chief Executive Officer Report

Matt Abbott and John Troy presented the background of a new board prospect, Chris Helmueller, for consideration. John Troy highly recommended him based on his knowledge and professional background. John gave the board the option to vote to add Chris Helmueller, or to wait until more board members could meet him and then vote on January 19. Glenda Ballard made the motion to add Chris Helmueller to the board. Suzanne Kho seconded the motion. The motion passed unanimously. Chris Helmueller will join the board as a member starting with the next called meeting.

Matt Abbott then presented the Board Dashboard update for November 16. John Troy asked why the dashboard showed attendance was low. Chad Riley agreed that was an area of concern, and both he and Kelly Mullin have plans in place to educate parents on the importance of attendance after Winter Break. No action was taken by the board on this matter.

Meghan Jones provided a fundraising update. She said sponsorship letters have been mailed for the February Gala fundraiser, and she will soon be following up on those letters. She is also going to submit grant proposals to two foundations, the Lowe Foundation and the Michael & Susan Dell Foundation, by the end of November hopefully. Additionally, she noted that she and Matt submitted the final report for Wayside’s previous grant with MSDF. No action was taken by the board.

Matt Abbott explained to the board that the Annual Governance Report is due to TEA on December 1st, which requires the board to provide updated contact information and answer a number of TEA required questions. The board provided Matt Abbott with all of the required information to meet the governance report deadline. Glenda Ballard made the motion to allow for Matt Abbott to submit the governance report to TEA as required; Rudy Metayer seconded the motion. The motion passed unanimously.

Matt Abbott then informed the Board that Wayside received a perfect FIRST financial rating - Superior. A public hearing will follow on November 30, at which Matt Abbott and Teresa Elliott will publicly announce the rating as required by law. Teresa Elliott requested a motion to hold the public hearing on the Board’s behalf on November 30th in compliance with the law. Suzanne Kho made the motion to approve the hearing; Rudy Metayer seconded the motion. The motion passed unanimously.

Matt Abbott and Kelly Mullin informed the board that Wayside: Sci-Tech Preparatory is now approved and fully IB certified. They requested the board to authorize John Troy to officially accept the Career Programme and Diploma Programme IB Authorizations for Wayside Schools. Glenda Ballard made the motion for John Troy to sign the authorization on behalf of the board; Rudy Metayer seconded the motion. The motion passed unanimously.

Consultation with Wayside’s Legal Counsel to review entity options for an Education Foundation was tabled for executive session as allowable by law.

The 2016-17 Executive Evaluation goal review was tabled for executive session as allowable by law.

Chief Academic Officer Report

Kelly Mullin share her updated Academic Report. She stated that all of the schools are on track in their academic goals, with the exception of AMA, but they are improving. Matt Abbott stated that we have middle-of-the-year MOY) assessments coming up, which will be a better reflection of who is on track and who is not. Kelly Mullin said she feels confident that we are on track not to be in IR status after this year based on preliminary data collection in key areas. No action was taken by the board on this matter.

Kelly Mullin also provided a staffing update, during which she announced the addition of a new IT employee, as well as a new office manager at EPA, and the addition of some new teachers that have backfilled open roles. Wayside Schools, much like other districts across the state, is still struggling to find bilingual teachers and a healthy pool of substitute teachers. No action was taken by the board on this matter.

Kelly Mullin gave a report on the graduating class of 2017. Kelly stated that 50% of students have already met the standards on the first round of SATs, and Wayside: STP is working with the other students to ensure they meet the standards when they retake the test later this year. Four students have yet to complete college applications, but those students are meeting with the guidance counselor more, and the Wayside: STP counselor will be reaching out to their families, if necessary. Two students also received scholarships this fall. No action was taken by the board on this matter.

Kelly Mullin then shared the results of the Q12 Wayside Staff Engagement Survey. She noted that data significantly improved from last year, in every category. No action was taken by the board on this matter.

Chief Operations Officer Report

Teresa Elliott provided an update on the accounting software. She stated that the accounting team converted back to WebSmart by JR3 due to significant issues in the new accounting software, and that all of the data will be transferred to JR3 by December 1, 2016.

Teresa then presented the revised financials for September 31, 2016. She noted that the revenue is understated because payroll did not transfer back to JR3 correctly, but that this issue will be amended by December. Expenses are understated because the amortization of the bond issuance cost has not yet been entered. Food service costs are high for this time of year, but she is watching those numbers closely. She also informed the Board that she uploaded the required quarterly reports for Wayside’s bonds to EMMA on November 15, 2016.

Teresa presented the 15-16 Annual Financial Audit to be submitted to TEA and a draft of the management letter to the Board for consideration of approval, the audit had no material findings. Finance Committee Members John Troy and Wyatt Harper also spoke in support of approving the audit. After significant review and deliberation Glenda Ballard made the motion to approve the 15-16 Annual Financial Audit and submit it to TEA prior to the deadline. Wyatt Harper seconded the motion. The motion passed unanimously.

Updates on the construction project at the new Bradshaw campus were tabled for executive session to receive legal counsel from Joe Hoffer, Wayside Schools External Counsel.

Discussion concerning specific personnel issues was tabled for executive session.

At 8:08 PM, Russel Louis moved that we exit open session and enter into executive session to discuss all items allowable by law and consult with Joe Hoffer, External Counsel for Wayside Schools. Rudy Metayer seconded the motion.  Motion passed unanimously.

At 8:45 PM Russel Louis moved that we exit executive session and enter into open session. Rudy Metayer seconded the motion.  Motion passed unanimously.

As a result of executive session deliberation, Suzanne Kho moved to approve the 2016-17 Executive Evaluation goals for Matt Abbott as agreed upon. Rudy Metayer seconded the motion.  Motion passed unanimously.

At 8:46 PM Rudy Metayer moved we adjourn the meeting. Glenda Ballard seconded the motion.  Motion passed unanimously.