

APPROVED



IMSA Governing Board

Minutes

Board Meeting

Date and Time

Saturday August 15, 2020 at 10:00 AM

Location

Join Zoom Meeting

<https://us04web.zoom.us/j/74509693116?pwd=RDYxK2pzMjNCbTZ6Y3ZuV0R5eVZhUT09>

Meeting ID: 745 0969 3116

Passcode: Xk66UJ

NOTICE

**THIS MEETING WILL BE HELD VIRTUALLY
VIA ZOOM AT THE LINK BELOW**

<https://us04web.zoom.us/j/75597632901?pwd=RjBQaWJERWNobE1qOHFWYmV2Rm5iZz09>

Directors Present

B. Valentine-Watts (remote), C. Frazier (remote), D. Coats (remote), D. Pierson (remote), J. Sparks (remote), L. Orcutt (remote), M. Gonulalan (remote), T. Miller (remote)

Directors Absent

J. McFarland

Directors Left Early

D. Coats, L. Orcutt, T. Miller

Ex-Officio Members Present

H. Dulgeroglu (remote), J. Brown (remote), K. Smith (remote), M. Arslan (remote), M. Atlihan (remote), O. Secen (remote)

Non Voting Members Present

H. Dulgeroglu (remote), J. Brown (remote), K. Smith (remote), M. Arslan (remote), M. Atlihan (remote), O. Secen (remote)

Guests Present

Andrew Collins (remote), Barbara Garrett (remote), Dre' Knox (remote), Sheila Burlock, Tamata French (remote), Teresa Tschaenn, Warren Terrell (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Coats called a meeting of the board of directors of IMSA Governing Board to order on Saturday Aug 15, 2020 @ 10:02 AM.

C. Pledge of Allegiance

I pledge allegiance to the flag of the United States of America and to the Republic for which it stands, one nation under God, indivisible, with liberty and justice for all.

D. Adopt the Agenda

D. Pierson made a motion to accept the agenda.

T. Miller seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

B. Valentine-Watts	Aye
C. Frazier	Aye
L. Orcutt	Aye
J. Sparks	Aye
M. Gonulalan	Aye
T. Miller	Aye
J. McFarland	Absent
D. Coats	Aye
D. Pierson	Aye

E. Public Input

The floor was opened for public input. No public input was given.

II. Approval of Minutes

A. Approval of July 18, 2020 Board Meeting Minutes

J. Sparks made a motion to approve the minutes from Board Meeting on 07-18-20.

L. Orcutt seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

L. Orcutt	Aye
T. Miller	Aye
B. Valentine-Watts	Aye
C. Frazier	Aye
J. Sparks	Aye
D. Coats	Aye
J. McFarland	Absent
M. Gonulalan	Aye
D. Pierson	Aye

B. Approval of June 20, 2020 Board Meeting Minutes

J. Sparks made a motion to approve the minutes from Board Meeting on 06-20-20.

L. Orcutt seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

D. Pierson	Aye
B. Valentine-Watts	Aye
T. Miller	Aye
J. Sparks	Aye
M. Gonulalan	Aye
C. Frazier	Aye
D. Coats	Aye
L. Orcutt	Aye
J. McFarland	Absent

III. Finance Committee

A. Approval of June and July 2020 Financial Reports for North

H. Dulgeroglu - June - North has received 100% of its revenue and has spent a little bit more. They have paid their portion of the Management Fee. They had a savings of about \$392,000 in transportation.

If they paid the Management Fee in full they would end with \$188,772. Items over \$5,000, the parking lot paving.

O. Secen - We resurfaced and repainted the parking lot.

H. Dulgeroglu - July - it is the first month of the fiscal year so there are not a lot of items. July 1.6 million and no expenses over \$5,000. Please take a look at the vouchers.

T. Miller - What are the Therapy services?

H. Dulgeroglu - This for services for our students.

T. French - It is for SPeech, OT therapy provided to our students.

T. Miller - That is great news.

B. Valentine-Watts - Home Depot sanitizer, why are there two bills?

O. Secen - The first one is for the BackPack spray sanitizers. The second one is for sanitizer for the classrooms.

B. Valentine-Watts - We ordered this for the PPE for COVID-19.

T. Miller - There are two bills, on two separate days, did we not buy enough the first time.

H. Dulgeroglu - The first shipment was the first bill and the second shipment was the second bill.

T. Miller - They look like duplicates.

H. Dulgeroglu - We double-checked for duplicates and they are not.

D. Coats - Are there any other questions? To our guests, if you have not been to a meeting before, I hope you appreciate the work Halil does to give us our financials.

T. Miller - Normally these questions are done in the Committee meetings and not here. Just letting you know the process.

D. Coats - Toby is our Committee Chair for our finances. Thank you Halil and thank you for adjusting to our changes today.

D. Pierson made a motion to approve the IMSA North financials.

B. Valentine-Watts seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

D. Coats	Aye
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B. Valentine-Watts Aye
D. Pierson Aye
C. Frazier Aye
J. McFarland Absent
T. Miller Aye
J. Sparks Aye
L. Orcutt Aye
M. Gonulalan Aye

B. Approval of June and July 2020 Financial Reports for West

D. Coats - Please remind us of the Federal Grants, status, and effect.

H. Dulgeroglu - Schools received the Cares Grant, it needs to be used for PPE, Technology, Software, the fiscal year 2020, and most of the fiscal year 2021.

Schools applied for PPA Loan of

- North \$748,000
- West \$696,000

The month of September and October will apply for forgiveness. It is not added as revenue until they are forgiven.

D. Coats - Do any Board Members have questions?

T. Miller - Do you have any idea when the forgiveness will be made?

H. Dulgeroglu - We have no definite idea, possibly before the end of the year. There may be some invoices left from fiscal year June 2020.

Items over \$5,000 - June construction expense \$38,000 for 60 windows

T. Miller - Do we have a chance to look at the development?

H. Dulgeroglu - For July there aren't many items, as this is the first month of the fiscal year.

T. Miller - Does this include the purchase of the computers?

H. Dulgeroglu - Please take a look at the June vouchers.

T. Miller - The credit card payment to 5/3 bank is for Amazon. Is the IPL bill variable or a fixed rate?

H. Dulgeroglu - It is variable. There may be some savings from the utilities from last year and this year.

D. Coats - Can we accept them all together?

T. Miller - Yes

J. Sparks - DV Cleaning expenses, we were closed.

M. Atlihan - They are our cleaning company.

D. Coats - Are they doing sanitizing?

M. Atlihan - They have been trained on the new equipment.

T. Miller - Sub Teacher cost?

H. Dulgeroglu - They may have used them for other areas.

M. Atlihan - We had sub-services in May helping with eLearning.

T. Miller - Eec. Session to talk about subs going forward.

D. Coats - I don't understand your question, we budget for this.

T. Miller - Making sure we have support to the adjusted way of teaching.

M. Atlihan - This was a long term substitute.

T. Miller - This is one of the permanent ones.

T. Miller made a motion to to accept the IMSA West financials.

B. Valentine-Watts seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

L. Orcutt Aye

B. Valentine-Watts Aye

T. Miller	Aye
D. Pierson	Aye
D. Coats	Aye
J. Sparks	Aye
M. Gonulalan	Aye
C. Frazier	Aye
J. McFarland	Absent

IV. New Business

A. Management Agreement Approval

D. Coats - We have revisited the Management Agreement as it has not been reviewed since 2007. It has been reviewed by the Executive Committee, our school attorney, and Concepts attorney. We are grateful for their help. Mrs. Brown has shared the document with the Board. Are there any highlighted comments or anything significant?

M. Arslan - The fee structure is 10% of the total revenue. Halil and I thought this was a big increase, they told us how the fee structure evolved. The management fee went up in 2009 to 12%, 10% of all funds of the entire revenue. 12% is of foundation dollars.

D. Coats - We need to accept the agreement fee, Concept Schools has been very generous to us waving fees for North. West has always made their payment, North has been less able and we have the MOU. We anticipate further savings going forward once amounts are forgiven. Concept has requested that we make another payment, we have paid 4% currently. To get to the 10% we need to pay an additional \$283,000. Halil and Mr. Arslan have negotiated a \$100,000 payment and more once loans are forgiven.

T. Miller - We need to make sure that is on file. MOU changes does it invalidate the MOU. We want to make sure that we have bargaining ability.

C. Frazier - Can we please clarify the concern?

T. Miller - When we adjust the fee in the agreement, does it affect our MOU? With the changes does it invalidate the MOU and can we negotiate?

D. Coats - The MOU is with Concept, it identifies their silliness to adjust our fees in the future. It relates to the previous Management agreement the MOU came about when OEI thought our financials were risky. They requested the MOU from Concept.

M. Arslan - This MOU is between Concept and North only. At least we can say with the new agreement we need to revisit the MOU.

T. Miller - With the 12% does it invalidate the MOU and if so North would struggle financially.

M. Arslan - Concept has never done that and won't. We only budgeted 4% and they were fine. IMSA North will pay as much of the 10% as possible.

T. Miller - I understand that, but I know OEI is watching and just want to make sure we are covered.

D. Coats - Toby would you make a motion to accept the agreement with the financial time asking for a new MOU?

J. Sparks - The MOU question is a good one.

D. Coats - What should we do, what are we asking for?

C. Frazier - The new Management agreement does set out the fee. The language I believe does not set other terms. We would have to do is to enforce both, because it does not say it is the only document. It should be addressed in the new agreement. It does not address it specifically.

B. Valentine-Watts - Are we able to add an addendum to cover this?

C. Frazier - I believe we have the ability to make a change.

J. Sparks - Amendment approved with the addendum brought up to date.

D. Coats - It, the MOU needs to be brought up to date.

M. Arslan - Motion to accept with a new MOU put in place, for both schools.

C. Frazier - It says 10% but Concept changed it to 12% of the fees.

M. Arslan - The agreement says 10% but the final is 12% of the foundation payment which is less.

Dr. G - Can you give a dollar example?

M. Arslan - Old - West 4 million rec'd = \$400,000
New - West 4 million rec'd = \$480,000
Total Revenue - 6 million = \$600,000

C. Frazier - Would we be able to have the language of the MOU? It does not tell them an amount that they would agree to pay if we couldn't pay the full amount. The MOU does serve as a legal document. The MOU was done after the old agreement. It is still an enforceable document.

M. Arslan - This all started with the North Charter renewal. OEI saw unpaid fees on the book and were concerned. We should approve the agreement because of West renewal, then we can discuss the MOU in a special meeting with the Executive Committee.

C. Frazier - It should be done by adding language with the fees. If we move forward and they want to come back and we don't have this language we won't have a leg to stand on.

J. Sparks - We have a new agreement and a new MOU then we should have two legal documents and are in the same situation.

O. Secen - What is the deadline to submit the agreement.

K. Smith - The Charter renewal is due August 28, the target date is August 25, 2020

D. Coats - You said West and we are talking about North, the MOU only affects North, not West.

C. Frazier - If the agreement is for both, then the language is very important. How quickly can you get an answer from Concept?

M. Arslan - About a week.

J. Sparks - We could approve it as in and then address the MOU.

B. Valentine-Watts - Can you amend a signed document?

C. Frazier - It has to be agreed upon by both parties.

J. Sparks - If they would give us a new MOU and it does not conflict with the agreement.

C. Frazier - Have you mentioned to Concept about a new MOU?

M. Arslan - They were expecting a new MOU because of North's finances.

D. Coats - Prior to the MOU we were responsible for the fees and they just waived it and Concept was okay with it. OEI came in and wanted something in writing.

C. Frazier - Are we comfortable with moving forward with the language, or take the risk due to our relationship with Concept.

D. Pierson - We also have the timeliness of this.

T. Miller - I like Charise's suggestion so we have room to negotiate with the fee.

C. Frazier - Take the language from the MOU. They agree to reduce the fees, we don't know how much but it would be protection for us.

T. Miller - Even the insert does not guarantee they will do it, but allows us to negotiate it.

D. Coats - Did you say it could be done in a week? Charise can you propose the language for the proposal?

C. Frazier - I can submit it to Joy and she can add the language to the original document.

D. Coats - Would you make another motion to accept the agreement with eh additional language? I am going to have to leave and give my proxy vote to Jim. Jim can you take over the meeting. You know what took place on the bonus information.

C. Frazier - The MOU says to reduce the fees.

O. Secen - Can it say forgive the fees?

C. Frazier - Amount of fee reduced and not forgiven, they can go either way. 20-21 would you forgive or reduce the fees.

C. Frazier - When you add the "may" then they don't have to do it.

M. Arslan - I just talked to Mr. Duman and they are fine with it.

D. Pierson - I move that we approve it with the language.

D. Coats left early.
 T. Miller made a motion to accept the agreement with the additional language.
 B. Valentine-Watts seconded the motion.
 The board **VOTED** to approve the motion.

Roll Call

M. Gonulalan	Aye
D. Pierson	Aye
T. Miller	Aye
J. McFarland	Absent
C. Frazier	Aye
J. Sparks	Aye
L. Orcutt	Aye
D. Coats	Absent
B. Valentine-Watts	Aye

B. IMSA North Management Fee Payment

D. Coats - The MOU is with Concept, it identifies their willingness to adjust our fees in the future. It relates to the previous Management agreement the MOU came about when OEI thought our financials were risky. They requested the MOU from Concept.

M. Arslan - This MOU is between Concept and North only. At least we can say with the new agreement we need to revisit the MOU.

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M. Arslan - I just talked to Mr. Duman and they are fine with it.

D. Pierson - I move that we approve it with the language.

D. Pierson made a motion to accept the Management Fee for North.

C. Frazier seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

D. Coats	Absent
M. Gonulalan	Aye
D. Pierson	Aye
L. Orcutt	Aye
J. McFarland	Absent
C. Frazier	Aye
B. Valentine-Watts	Aye
T. Miller	Aye

J. Sparks Aye

C. Approval of Thank You Bonus For Staff

T. Miller - Mr. Arslan can you explain the bonus?

M. Arslan - The Executive Committee discussed doing a \$300 cash bonus to the staff. Once the PPE goes to the revenue, it will be revisited.

T. Miller - Let's open the floor for discussion. It has been made a motion to accept the \$300 bonus.

D. Pierson made a motion to approve the staff bonus.

B. Valentine-Watts seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

B. Valentine-Watts	Aye
M. Gonulalan	Aye
T. Miller	Aye
J. McFarland	Absent
L. Orcutt	Aye
D. Coats	Absent
D. Pierson	Aye
J. Sparks	Aye
C. Frazier	Aye

V. School Updates

A. Principals Corner

M. Arslan - The guests today are mostly the Administration team and it was supposed to be the re-opening plans and I thank them for their patience.

O. Secen - eLearning preparation, everything we do today will help us be ready.

M. Atlihan - Material distribution - Staff and Parents - we have distributed Chromebooks and textbooks. We are still in the process, we are also providing laptops to the teachers. We have also purchased other items like Zoom accounts.

B. Valentine-Watts - Are we talking about hybrid or eLearning?

O. Secen - eLearning

B. Garrett - We are looking at online platforms for eLearning, Zearn Math, and Wit & Wisdom for ELA. We are using Edgenuity for 9-12th grade. It can be personalized for students and teachers can track student progress. We have also added Cleaver so there is just one sign-on. Cleaver monitors our computers and sets up nightly, we can add new students within 24 hours.

O. Secen - Videos of teachers English and Spanish on how to log in and access their accounts.

M. Atlihan - There is a teacher video sample, it is one of our teachers, a little more animated.

A. Collins - Wit and Wisdom and Eureka Math have done a lot of work over the summer. There are videos and more. It came with a learning anywhere" plan. With Great Minds videos and teacher videos. Students can learn anywhere they have internet access.

O. Secen - Shared the video and a lesson.

A. Collins - We like the vocabulary part, we can truly maximize their learning.

O. secen - Mr. Atlihan you mentioned the Laptops, North has not ordered them for the teachers yet but will be doing that.

M. Atlihan - We have spent a lot of time training our teachers.

O. Secen - Here is a sample of a K-1 student. K-1 - 9-1 pm, 2-5 - 9-2 pm, 6-8 - 9-2 pm, 9-12 will follow a regular schedule, more self-paced. Teachers will be logged in.

M. Atlihan - The live student videos will be done by teachers in the building for the first two weeks.

O. Secen - SPED and ELL will be part of these live lessons to help out.

T. Tschaenn - 21st Century, we were asked to make a proposal on how we will be using our grant. We are looking at a hybrid. We have some parents that need extra help. I propose some hybrid method, 3-6 pm, in small groups, and extra teachers doing some online tutoring.

I have not proposed this to the teachers yet.

B. Valentine-Watts - You are asking kids to come into the school. We have proposed eLearning. Do we have a proposal for our PPE?

T. Tschaenn - We have all the supplies, 8 students, and 1 teacher, and all the cleaning will be done.

B. Valentine-Watts - Temperatures?

T. Tschaenn - It is a great chance to have all our items in place.

M. Atlihan - Daycare, we have been doing summer daycare, with about 20-25 students, to help support our families, that need additional help. We would like to continue this during school.

O. Secen - Are there concerns regarding this? Our counselor, speech therapist, and OT therapists would like to do this at school. We would also like to do the same thing.

B. Valentine-Watts - I am understanding, but this was not discussed before now.

O. Secen - Some of these items we had not prepared for yet. We wanted to mention it to the Board and see what they thought.

T. Tschaenn - I understand that if they are having trouble with the eLearning they would not be good at virtual "e" tutoring.

B. Valentine-Watts - Jim what do you think about this?

J. Sparks - One of my concerns before, we didn't have room for social distancing, but this does not have that issue. What do we say to a parent if they are concerned?

T. Tschaenn - This would be optional, we would like a commitment from the parents and not a drop-off.

B. Valentine-Watts - We should have a vote on this. We had a strong concern with the black and brown community. We do daily temp checks and masks, etc.

D. Pierson - Are other schools offering this type of options.

T. Tschaenn - I have been in meetings with 21st Century and there are others doing this.

J. Sparks - Risk vs. benefit, students that have a different set of needs?

J. Sparks - Can I have a motion, with all the safety in place?

C. Frazier - Voluntary if a child needs tutoring but doesn't want to come in they can do virtual tutoring.

T. Tschaenn - We would have both options.

J. Sparks - Toby left and gave Bernice his proxy.

B. Valentine-Watts - Thank you to the teachers for hanging with us.

O. Secen - We are going to look at the citywide learning sites that the students can go to for help or do their work.

T. Tschaenn - We did the phone calls and they did have a particular concern.

1. The biggest concern was how behind they got. We will address those things starting Monday.
2. Their child's safety especially on the buses.

J. Sparks - Can you share about drop off?

O. Secen - We have 11 buses, when they are not able to get a bus, they may consider another school.

J. Sparks - So we have car rider, bus riders, and walkers.

O. Secen - A school closer to home.

T. Tschaenn - There is a big difference between North and West.

B. Valentine-Watts - Are we using the buses?

O. Secen - Yes 11

B. Valentine-Watts - Do we need more buses?

O. Secen - We have discussed that may be closer to re-opening school.

B. Valentine-Watts - Maybe revisit the buses and the safety on the buses.

L. Orcutt left early.

T. Miller left early.

B. Enrollment Updates for 2020-2021 School Year

J. Brown - Currently enrollment is going well. As of today, North has 739 enrolled and West has 633 enrolled.

C. Meal Distribution Updates during eLearning

J. Brown - Meal distribution will take place on Monday and Wednesdays from 8:00 am to 10:00 am. Days and times may be adjusted depending on the need. We will be distributing both breakfast and lunches.

VI. Closing Items

A. Survey of Attendance For The Next Meeting - 09/19/2020

B. Adjourn Meeting

J. Sparks - I think we have covered everything. May I have a motion to adjourn.

B. Valentine-Watts made a motion to adjourn the meeting.

D. Pierson seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

J. McFarland	Absent
D. Coats	Absent
B. Valentine-Watts	Aye
L. Orcutt	Absent
C. Frazier	Aye
D. Pierson	Aye
J. Sparks	Aye

M. Gonulalan Aye

T. Miller Absent

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 12:19 PM.

Respectfully Submitted,
J. Brown