

**SOUTHTECH CHARTER ACADEMY, INC.
SOUTHTECH PREPARATORY ACADEMY, INC.
SOUTHTECH SUCCESS CENTER, INC.
October 15, 2019 Minutes of the Emergency Board Meeting**

1. *Call to order by Mr. Notter at 6:05pm*
2. *Pledge of Allegiance*
3. *Roll Call: Board Clerk Barbara Fraga – Confirm Quorum Present*

Aram Bloom	Roger Dunson	Ayesha Edmond
Russell Feldman	Jonathan Flah	Dan Heller
Diane Heinz	Robert Kesten	Carl McKoy
James Notter	Suzanne Nicolini	

Present: Dan Heller, Diane Heinz, Suzanne Nicolini, Carl McKoy, James Notter, Russell Feldman, Jonathan Flah, Roger Dunson, Robert Kesten

Absent: Aram Bloom, Ayesha Edmond

Mr. Notter sent a certified letter to Aram Bloom regarding his position on the board. First to determine if he is okay and second to see if he will continue to serve on the board.

4. *Open Meeting Act Statement*

Chairperson asks if public notice has been made. The public notice was posted at the school.
5. *Introduction and Purpose for meeting: James Notter, Governing Board Chair*
 - a. **Proposed Administrative Organizational Structure Going Forward Until Further Board Notice**

Mr. Notter stated that he believes that they will be on the stage as the Governing Board at graduation. He stated that he has had several conversations with Kathy McInerney. He stated that Kathy has confirmed that financially, we have a positive journey ahead of us. It is not a free for all. We are going to continue to do what SouthTech does all of the time and we will be an A. The board has listened and has shared and Mr. Notter wanted folks to know that the mission has not changed. It is the kids, getting them to graduation, being on the stage with them and opening up Odyssey. He stated that there will be naysayers and walls talk and do not listen. Emotions are high but it is a doable task to sit on the stage and onto the Odyssey property as the governing board. Mr. Notter spoke to Mr. Boggess today and stated that Mr. Boggess had several commitments. Mr. Notter stated that he did not require him to be at the meeting. Mr. Notter stated that he believed that being with his children at their game was a good enough reason for him not to be here. That is why Mr. Boggess is not sitting next to him.

Item 5a. I recommend that the Board select and approve the Administrative Organizational model through school year 2021. There may be additions and or deletions to this model as we progress forward. Substantive changes will be brought forward for the Board's approval(s) at the next regularly scheduled or a Special meeting.

Mr. Notter asked for a motion to open discussion on Item 5a.
Motion: Mrs. Nicolini Second: Ms. Heinz

Mr. Notter said if we look at the summary information ---and he hoped that the audience had a copy, the summary information gives the dates of the departing of Mr. Kidd and Mr. Boggess and when they handed in their resignation, and the date upon which the board accepted their resignation. He wrote down three proposed options. He said that he could have written a fourth option as a blank if the board feels that we needed to take a motion and consider another option.

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Proposed options:

1. Initiate search for new Superintendent

The first option is to initiate a search for a new superintendent. Mr. Notter stated that that is a long-term process. Notter stated that we may come back at a time in the future and go to look for a new superintendent. This could take a few months.

2. Seek retainer for Florida charter skilled individual and or individual(s).

The second option is to seek a retainer for a person that has deep knowledge in Florida Public Charter schools. Mr. Notter stated that he is not opposed to someone who has run a charter outside of the state. It is looking for someone who has a deep understanding of Florida Public Charter Schools. I add a person and individuals. In some cases when people retire, they have a consulting firm and several people working with them.

3. Seek management company to provide services through end of this school year with possible extension pending need(s).

The third option is to seek a management company through the end of the year with an extension depending on needs.

Mr. Notter stated that the board recommend the current Organizational Model that was included in the packet. He stated that there could be omissions or additions to the current model as we move forward and work with the district. We just do not know. Mr. Notter stated that where there is substantive change to the structure it will come back to the next board for approval. He stated that he feels that the board needs to be intimately involved.

Mr. Notter stated that we have three models and repeated the three models.

Model #2 has embedded in it the absolute minimal changes to what SouthTech has been doing over the years. This model would embody three independent schools with independent contracts. The two principals would report to the board no different than it was to Mr. Kidd or Mr. Boggess.

Mr. Notter asked if there were any questions of clarification in the models.

Mr. Kesten stated that he is not clear in the difference between two and three. He stated that he does not know if there are management companies that manage schools or consultant companies.

Mr. Notter stated that Model #2 is independent contractors paid on a contract. The management company as put here is for the for-profit world. The company would come in for a fee and manage the vast majority of the organization. We have the free full public charters like SouthTech, and then you have the management companies and you buy into them. Mr. Kesten said if you go with option 2, you still have to pay someone whether or not it is a single or double person, what is the difference.

Mr. Notter said that the difference in two and three is that three is focused on the dollars, are generally expensive, and continually want to get the contracts renewed. He stated that it is not much different than hiring a consultant but that he has found that the retired administrator is much more focused and passionate about the kids vs. the business side that the for profit folks focus on. Nicole Handy stated that she has worked for a management company. She stated that they take 25-35% off the top. All of the administrative staff would become employees of the management company. The teachers would stay employees of the charter. Mr. Kesten stated that he now understands the difference.

Ms. Heinz asked if we were looking at a nine-month contract, and Mr. Notter stated that he does not want to be limited. That is why he put it the way that he did. We are going to be in the classrooms of Odyssey and on the stage as the Governing Board.

Mr. Flah asked if this was comment time or question time. Mr. Notter stated that it is comment time.

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The deal is through 2020-2021. That is, if everything is going right, that the district finally gives the contract, that the budget is good, and whatever those barriers are that are in front of us.

Ms. Heinz stated that she likes the idea of hiring an individual that is retired. She stated that they may already know him and respect him and this may be one of the easier options.

Mrs. Nicolini stated that there is an elephant in the room. She asked these three options do not include us going back to the district. Mr. Notter stated that that is what the chair says. If you want to add another option go ahead. The feedback that he got a week ago talking to multiple folks, talked to the administrative staff, Kathy and Shawna and ultimately people that he has known before he got here. Mrs. Nicolini said that she wants it understood that this is what the board feels. Mr. Notter stated that this has been the plan forever and they were just waiting on Mr. Boggess and they are all going to march to the promise- land and all of this take over stuff. Mr. Notter stated that is commonplace this is a business. He stated that of course they would want to do this. Mr. Kesten said that Mrs. Nicolini should have never brought it up. Mrs. Nicolini said she wanted to clear the elephant in the room.

Mr. Heller stated that you did not mention the fact that you have two capable principals that can run their schools. Mr. Notter stated that there are going be some voids. Today he can give you one or two. Once we hire a consultant or firm, they will have a collaborative relationship with the principals. Ultimately, the principals will run their schools. Mr. Notter stated that as far as item two is that it would be a collaborator model with the two principals, as did the superintendent in reporting to the board. So that in a sense, it gives them the understanding that they are equals. They report to the board.

Mrs. Turenne stated that Nicole and she have had conversation and they like this. She stated that the part that has not been addressed is to whom the systems level people report. She said that if her understanding were correct under number 2, we would have someone who would know how to direct them. Therefore, systems level employees neither report to Eileen or Nicole they would report to the consultant, who then reports to the board.

Mr. Notter stated that he does not know if we have gotten that far yet. Consider Shawna, for example, we have an ESE expert on the board and Shawna would report directly to Mr. Feldman. Then when we have the board meetings we have Mr. Feldman report out and that is how we will parcel everything out. He stated that he has no issue with Kathy reporting to the Finance Committee. Why not? Notter stated that Shawna could, if the board preferred it, report to Mr. Feldman. Kathy could report to the board. It does not really change anything because they have been doing it awhile now. Mr. Kesten stated that he has a problem with everyone reporting to the board. He stated that he is concerned because the Board is not here every day. He stated that if a consultant is hired, then everyone we are talking about should report to that person the same way as we have been doing it.

Mr. Notter stated that the chairs' response is that we have always understood and known that the school is unique. Mr. Kesten noted that there is no reason to change how the board managed it.

Mr. Notter asked is it safe to say that with model two, the school administrators and the support group would report to that person. Mrs. Nicolini stated that we do not have anyone yet. Mr. Kesten stated that if we can replace them, we would keep the same structure. If we are not going to keep the same structure then we should reconsider it.

Mr. Flah stated that he does not agree with any of this. Mr. Flah said if any of these things would work, it is Option 2. He said we are all here for the same reason. Flah said that we have always struggled for resources. He stated that we should see if we could work out a deal with the school board. He stated that his opinion is that we should go back to the School Board. He stated that he wants the teachers and employees to get more money, more pension money, etc. He stated that he does not think that we can ever do the same thing in a charter model. He said that the Amazon's are not giving to charter schools. If Steve Kozak were here, he would tell you this. He truly thinks with the strength that we have, we can make it through June and wing it and if we can find the person great, but maybe

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Number 4 should be that we work with the school board and see how we can work together and whom better we should not discriminate against is Jay Boggess. Who better? You know how he cares about this school and that will be the least costly for the students and school. Mr. Flah stated that he is the guy in the room that thinks the promise land is better. At this point in time, they have the money and we do not.

Ms. Heinz stated that her final decision would be that it was Jay and Jim that made this place. She said she is sorry Jay is there, but since he is there at the end of the day her decision will be teacher raises. At the end of the day the teachers are fabulous, and if turns out and it is doable and they can have raises, and there is someone there we can finally trust, then, she would have to agree with Mr. Flah. We talk about how wonderful our teachers are but you cannot pay the rent with wonderful. *(Teachers in the room applauded.)*

Mr. Feldman stated that Mr. Flah and Ms. Heinz stated the reality, but he cannot support that not right now. He can support finding a consultant that can help us get through the year and into the new year; however, we need to accept the reality. He does not know if we can make it past June. He would not support number 2 if it were more than one person. He would want that person to help us into the move. He said that he is not ready right not to say forget the charter. He stated that he may be ready in March, but he does not really understand where we are financially. However, he trusts everything that is coming out of Kathy's mouth.

Mr. McKoy stated that one of the board said that this should be about the kids, and this is about the kids, and the majority of our kids have had to struggle. It was a dream to be a charter not just because of Jim Kidd but the forefathers of the kids that we serve. He would support that we stay a charter, but he needs more information in terms of true financial impact. Mr. Kesten said when Mr. Boggess came in, was there anyone that was behind Jay. Someone was already vetted some but apparently, that never happened.

Mr. Heller said that we need to clarify when you say returning to the district. We are only speaking about STA. STP is a completely different charter. We have to understand the distinctions. We have a middle school.

Mr. Flah stated that yes, and the middle school is profitable.

Mrs. Nicolini said and we have Success Center.

Mr. Dunson said that he thinks we need a superintendent, whether it comes from inside or outside. It is open; we could do Option 2 or 3 on an interim basis. There is a reason why we send out A & S buses instead of the SDPBC buses, because the district said that they would not run our routes. He stated that we can go to the district but he is not sure you will get what you want. Mr. Kidd did the conversion years ago and without Kidd, we would not have been able to get through the roadblocks. It may not be as easy as you think. Mr. Kesten said that one of things we are forgetting is that the kids did not cut it at SDPBC. *The audience responded disgruntled.* Mr. Kesten said that he was going to stop.

Ms. Turenne said that she wanted to make a point. She stated that the students have something in common with every person in this room. They have chosen to be here. She stated that we believe in a mission. She repeated the mission. She stated that she is 100% in favor in whatever can be done to get the resources for these kids and she does not care how that happens - that is up to the board to decide. Eileen gave examples of students that have chosen a SouthTech School. Eileen compared STA to Dreyfoos. She stated that STA has done amazing things with amazing kids and quoted the school graduation data. There is no doubt in her in mind that they are going to make it to graduation. We are going to thrive and then get to the great place that we talk about. We are going to tap into all of the resources that can help us. She discussed the ground breaking ceremony and shared the fact that there were board members from STS and SDPBC together at the groundbreaking.

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Mr. Notter said that he is struggling with his own self in terms of one person. He stated that he had breakfast with one person this morning that would accept the position. He met all of the criteria that he has heard going around tonight. He said that the individual that he was speaking with would come in and do the manager function and people would report to him. The reality of the board is that we will give very clear direction. Mr. Notter said that if you think something is going wrong, it is 100 percent your responsibility to come to the board. The reality of it is that this has been a team. Going forward, we have to be open in a board meeting to say it. Hopefully before, so you do not get embarrassed in a board meeting. For example – he mentioned IDEA. Mr. Notter stated that the individual is Jim Pegg. He stated that he has the character traits that we need. He said that he would hire him in a heartbeat for model two. That is the person to work the budget. He stated that he believes that with Mr. Pegg and the team that we have here, we can get to June and possibly beyond. Notter stated that going back to the district would be a default plan.

Mr. Notter said go forward with model 2 and negotiate a retainer with Mr. Pegg. Mr. Kesten stated that it would be contract at that point.

Mr. Kesten asked that we go through and get everyone's feedback.

Mr. Feldman commented that Jim Pegg has grown a lot since 1999 and that he understands charters and the operations of the district. He stated that that is a good interim choice.

Mr. Kesten stated that he has no problem with Jim Pegg because he was recommended by both Jay and Jim.

Mr. McCoy stated that he supports Option 2 but thinks that it is a little premature, but he would support two.

Mr. Heller stated that he would go with two even though we may ultimately go back to one on a permanent basis, because he thinks it is worth trying to maintain the vision. He has doubts that what we create would be sustained over time.

Mr. Dunson supports Option 2 with Jim Pegg and search for a Superintendent.

Mr. Flah stated that he supports two. He wants to know what the salary would be. He said that is his only concern.

Mrs. Nicolini said she does not know Pegg but that she will support it.

Ms. Heinz stated that she agrees with two, but wants to make sure that the principals say what they need, and stand up when needed.

Mr. Kesten stated that he wanted to recommend that we withdraw the initial motion and go forward with Option number two with Jim Pegg.

Mrs. Nicolini withdrew the motion; Ms. Heinz withdrew her second.

Motion withdrawn.

The motion is to move forward with option 2 as noted on the agenda with an offer to Mr. Pegg.

Mr. Kesten stated that he thinks it would be better not to name him to negotiate to hire.

The motion is to approve option two and authorize the Board Chair to enter into negotiations for the position through June 30th.

Second: Mr. McCoy

Motion carries. All in favor.

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Motion to Adjourn:

Mr. Kesten

Time: 7:45pm

Minutes prepared by:

Julie Stewart
Julie Stewart

Approved:

James F. Notter
James F. Notter

Ⓢ Please note: Julie Stewart (myself) took the original minutes. The minutes were then transferred into the Board Meeting template by Barbara Freaga and edited based on my typed notes in real time and the recording.
J.S.