

**Minutes of the**  
**Organizational Board Meeting of the**  
**Online School of Arizona**  
**Board of Directors**

**Date:** Wednesday, January 27, 2021  
**Time:** 6:00 pm Arizona Time  
**Location:** To be conducted via Zoom conference

*The meeting was called to order by Board President, Erin Albert at 6:02 pm MST.*

**Item 1: Call to Order / Roll Call**

Erin Albert	Present -- X	Absent ___
Laura Hatton	Present -- X	Absent ___
Paul Mendoza	Present -- X	Absent ___

**Item 2: 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."

**Item 3: Statement of Purpose**

"This meeting is a meeting of the Board of Education in public for the purpose of conducting the Academy's business and is not to be considered a public community meeting. There is a time for public participation during the meeting as indicated in the agenda."

**Item 4: Regular Business**

- Approval of the Agenda

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Public Comments on Agenda Items – *No public comment*
- Correspondence – *No correspondence*
- Approval of the Minutes – *No minutes, as this is the OSA Board's organizational meeting*
- Financial Reports

*\*\* Travis Gostinger, CEO of NextLvl gave a brief financial update to the Board.*

**Item 5: Action Items:**

- Approval of the Conflict of Interest Statement (Exhibit AA).

*\*\*Attorney Doug McNeil explained the workings of the Exhibit AA and the resolution passed.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Approve Legal Counsel for the Board:
  - Approval of Lynn Adams with the Ossborn Maledon Law Firm to serve as legal counsel for the Online School of Arizona Board. Osborn Maledon is located at 2929 North Central Avenue, 21<sup>st</sup> Floor, Phoenix, AZ 85012.

*\*\* Attorney Doug McNeil explained that Lynn Adams would serve as legal counsel for the OSA Board.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Approval of Articles of Incorporation (Exhibit A)

*\*\* Attorney Doug McNeil explained why the Articles of Incorporation were filed with the State of Arizona making the OSA Board a legal entity, the resolution passed.*

• Motion: Erin Albert

Second: Laura Hatton

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• Ayes: 3

Opposed: 0

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- Approval of Bylaws (Exhibit B)

*\*\* Attorney Doug McNeil explained the how OSA Bylaws will serve as an operating protocol for the board, the resolution passed.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Approval of Organizational Resolutions:
  - Officers

*\*\* The Online School of Arizona officers are as follows:*

*President: Erin Albert*

*Vice President/Treasurer: Laura Hatton*

*Secretary: Paul Mendoza*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Terms of Office

*\*\*The Online School of Arizona officer's terms of service are as follows:*

*President: Erin Albert – three year term*

*Vice President/Treasurer: Laura Hatton – two year term*

*Secretary: Paul Mendoza – three year term*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Board Meeting Agenda Format (Exhibit C)

*\*\* The OSA Board agreed with meeting agenda format as presented at this organizational meeting.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Annual & Regular Board Meeting Schedule (Exhibit D)

*\*\* The OSA Board meeting schedule was adopted as presented. OSA Board meetings will occur on the fourth Wednesday of each month excluding December and July.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Depository of Funds/ Designation and Signatory Authority (Exhibit E)

*\*\* Erin Albert and Laura Hatton will serve as signatories on the OSA Chase banking account.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Designation of Freedom of Information Act Representative

*\*\* Paul Mendoza will serve as the FOIA representative for the OSA Board.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- List of Organizational Policies (Exhibit F) – Accounting Policy Statement and Procurement Policy Statement, as recommended by attorney Lynne Adams

*\*\* The OSA Board agrees to comply with the Arizona accounting and procurement policies as presented.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Approval of the NextLvl Management Consulting of Arizona, LLC, educational service provider agreement pending legal counsel approval.

*\*\* The OSA Board approved the Educational Service Provider contract with NextLvl Management pending attorney, Kimberly Davis' review and recommendation.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Approval of the Lease/Option Agreements with American Charter Development for facilities locations in Phoenix and Tucson pending legal counsel approval.

*\*\* The OSA Board approved the American Charter Development lease/option agreement pending attorney, Lynn Adams' review and recommendation.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Resolution delegating authority to the board president to sign any documents or certifications reasonably necessary to facilitate the completion of the OSA application for tax-exempt status with the IRS.

*\*\* The OSA Board delegated the authority to Board President, Erin Albert, to sign documents pertaining to the execution of the OSA application for 501c3 status with the IRS.*

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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- Resolution delegating authority to the board president to sign any certifications, representations or assurances reasonably required by the Arizona State Board for Charter Schools (ASBCS) as a condition of issuing a charter school contract to OSA.

*\*\* The OSA Board delegated the authority to Board President, Erin Albert, to sign documents required by the Arizona State Board for Charter Schools as a condition of issuing a charter school contract to OSA.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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- Resolution delegating the authority to the academy board president to execute and formalize the charter school contract with ASBCS, after approval of same by the OSA board counsel Lynn Adams.

*\*\* The OSA Board delegated the authority to Board President, Erin Albert, to execute and formalize the charter school contract with the Arizona State Board for Charter Schools as recommended by legal counsel.*

Motion: Erin Albert

Second: Paul Mendoza

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Ayes: 3

Opposed: 0

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#### **Item 6: Leadership Update**

- Management Company

*\*\* CEO Travis Gostinger updated the board on the search for learning center facilities in Glendale and Tucson, as he and attorney Doug McNeil and executive director, Mitch Horlick were in Arizona touring potential locations.*

*\*\* NextLvl partner, Robert Giordano, updated the board regarding student enrollment that will begin in February.*

- Administrative Update

*\*\* There was not an administrative update. Going forward, this section will provide the OSA Board with information regarding the schools, student performance, test data, etc.*

#### **Item 7: Public Comments on Non-Agenda Items:**

*\*\* There were no public comments.*

**Item 8: Adjournment**

Motion: Erin Albert

Second: Laura Hatton

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Ayes: 3

Opposed: 0

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Minutes of all board meetings are available after approval by the board at:

Online School of Arizona  
Attn: Academy Director

Online School of Arizona has provided public notice of this meeting at its website as set forth above, all in accordance with the applicable requirements of the Arizona Open Meetings Act.

**The agenda was posted to the OSA website on the following date:**

- January 26, 2021

*\*\* Minutes of the organizational board meeting of the Online School of Arizona, held on January 27, 2021, will be available to the public on the OSA website.*

*Minutes of the January 27, 2021 OSA Board Meeting were unanimously approved by the OSA Board at their February 24, 2021 meeting.*

Motion:

Second: Paul Mendoza

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Ayes:

Paul Mendoza

Opposed:

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*Minutes accepted as presented by OSA Board Secretary, Paul Mendoza.*

Paul Mendoza, Signature:

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