



Quest Academy

Board Meeting Minutes

Tuesday, November 29, 2016

Location: Quest Academy, 4862 West 4000 South, West Haven, UT 84401

NOTE: It is possible that the QA Board of Directors may be utilizing an electronic meeting component with one or more of their members.

In Attendance: Brice Mindrum, Tammy Paulson, Jade Beckman, Penn Bradshaw, Ken Bradshaw

Excused: Ken Bradshaw, Michele Kersey Smith, Heidi Jex

Others in Attendance: Nicki Slaugh, Dave Bullock, Angelee Spader, Dawn Kawaguchi, Ryan Smith, Gabe Clark, Clint Biesinger (6:18 p.m.)

The mission of Quest Academy is to provide students a challenging, technology rich environment, enabling young citizens to become leaders prepared for the challenges of an evolving global community.

Agenda

6:05 PM – CALL TO ORDER – Penn Bradshaw

Brice Mindrum made a motion to approve the CONSENT ITEMS. Jade Beckman seconded the motion. Motion passed unanimously.

- Ratify New Hires
 - Arnold Taylor – SpEd
- Approve October 11, 2016 Board Meeting Minutes
- Approve November 18, 2016 Electronic Board Meeting Minutes
 - Ratify the projector purchase in the amount \$10,652.63
 - Ratify sound system purchase in the amount of \$11,571

Penn Bradshaw made a change to the agenda since Clint Biesinger with Verapath (the board's financial advisor) is en route to the school.

BUSINESS ITEMS (To Be Discussed and/or Voted Upon)

- Discuss and Vote on Q2 Security Camera purchase in the amount of \$4,272 – Nicki Slaugh stated that they are adding three cameras in Q2. One in the gymnasium and two cameras upstairs in the 7th & 8th grade hall. This will fix some of the blind spots. **Brice Mindrum made a motion to approve the Q2 Security Camera purchase in the amount of \$4,272. Tammy Paulson seconded the motion. The votes were as follows:**
Brice Mindrum – Aye

NOTE: *The Board reserves the right to take final action on any item on the agenda.*

In compliance with the Americans with Disabilities Act, persons needing auxiliary communicative aids and services for these meetings should call Dawn Kawaguchi at 801-444-9378, giving at least three working days notice.

Tammy Paulson – Aye
Jade Beckman – Aye
Penn Bradshaw – Aye

Motion passed unanimously.

- Discuss and Vote on SpEd Mac Lab purchase in the amount of \$36,810 – Casey Arrington stated that every couple of years the Special Ed department can purchase a new computer lab. They will sell the old lab to the school. **Jade Beckman made a motion to approve the SpEd Mac Lab purchase in the amount of \$36,810. Brice Mindrum seconded the motion. The votes were as follows:**

Brice Mindrum – Aye
Tammy Paulson – Aye
Jade Beckman – Aye
Penn Bradshaw – Aye

Motion passed unanimously.

- Discuss and Vote on transfer of \$14,000 from general education fund to special education fund for purchase of special education program computers – Nicki Slauch asked Ryan Smith to explain this process. Special education department is selling their two-year-old computers to the school which would be purchased with unrestricted K-12 money (gen ed). This would just be a transfer of money funds from general ed to special ed. Brice asked how the cost was for the computers were decided. Ryan stated that it follows the IRS guidelines. **Brice Mindrum made a motion to approve transfer of \$14,000 from general education fund to special education fund for purchase of special education program computers. Jade Beckman seconded the motion. The votes were as follows:**

Brice Mindrum – Aye
Tammy Paulson – Aye
Jade Beckman – Aye
Penn Bradshaw – Aye

Motion passed unanimously.

- Discuss and Vote on Extreme Green Snow Plow Rate Sheet – Angelee Spader reviewed three rate sheets that were received. The school has used Extreme Green in the past. They would like to continue with Extreme Green because they feel like it is the better deal. Ryan added that by approving the rate sheet, if a month of snow removal exceeds \$5,000 because of a heavy snow fall then this would make it so that every invoice over \$5,000 wouldn't have to be approved by the board. There was a discussion on who decides when the snow gets pushed. **Jade Beckman made a motion to approve Extreme Green Snow Plow Rate Sheet. Tammy Paulson seconded the motion. The votes were as follows:**

Brice Mindrum – Aye
Tammy Paulson – Aye

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Jade Beckman – Aye
Penn Bradshaw – Aye
Motion passed unanimously.

REPORTS

➤ **Academica West**

- Review FY16 Audit Report – Ryan Smith reviewed the audit report. It was a clean audit which means that there were no findings. All board members received a copy of the audit by email from Dawn. Jade stated that this is the big item that is needed for the bonding.

BUSINESS ITEMS (Continued)

- Discuss and Vote on the selection of an underwriter, bond counsel and borrower's counsel – Clint Biesinger with Verapath whom is the board's financial advisor, reviewed the bond counsel firms that responded the RFQ which were Ballard Spahr, Chapman & Cutler and Farnsworth Johnson. These are the only three firms that are approved by the state. Clint's recommending considering Chapman & Cutler because of their longevity and experience with charter school bonding in the state. Next he reviewed the borrower's counsel firms that responded to the RFP which were Farnsworth Johnson and Lear & Lear. Holland & Hart did not respond. Both of these firms are good here and it may just come down to cost. Gabe reminded the board that Eric Johnson (Lear & Lear) worked with the school on the last building purchase. The last consideration reviewed was for the underwriters that responded to the RFP were BB&T, DA Davidson, Piper Jaffray and Stifel. Clint added that the reason for DA Davidson's has a lower price is because they do not hire outside counsel. Clint's recommending that the board consider DA Davidson because of the price and their history plus he has recently had very good experiences with them. There was a discussion on the MMD in the bond market. Clint gave a short timeline of what is coming up. The board would like Ken Bradshaw, Jade Beckman, Dave Bullock, Gabe Clark, Ryan Smith and Brad Taylor to be on the weekly calls as the finance team. After the review of the three areas the board deliberated on who they wanted to hire. Clint added that these firms do not get paid unless the school closes on the financing for the buildings. **Jade Beckman made a motion to select Chapman & Cutler as the bond counsel, Lear & Lear as the borrower's counsel and DA Davidson as the underwriter. Brice Mindrum seconded the motion. The votes were as follows:**

Brice Mindrum – Aye
Tammy Paulson – Aye
Jade Beckman – Aye
Penn Bradshaw – Aye

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Motion passed unanimously.

- Identify the members of our team that should be on the weekly call with the financing team and identify and propose some times that work for all that should be on the call – The board decided that Ken Bradshaw, Jade Beckman, Dave Bullock, Gabe Clark, Ryan Smith and Brad Taylor will be on the weekly calls as the finance team. Clint asked when a good time for weekly financial team calls would work for the board. Clint will coordinate with the three firms and send out a couple of dates/times to the group.

6:05 PM – Clint Biesinger was excused at this time.

REPORTS (Continued)

- **Parent Organization** – Tammy Paulson
 - Busy, busy selling t-shirts and merchandise which has been going great
 - We had an \$11K book fair
 - 5K on Saturday, December 3rd will have (550) people running plus \$6K donations from sponsors
 - Holiday Baskets on display for the next couple of weeks
 - Moved Gala from February to April 10th
 - ✓ Working on getting the Union Station as the venue
- **Administration**
 - Update on STEM Designation Status – Nicki Slauch reviewed the school's STEM designation status. This is done on a point rubric system and the school has 80 points which is a high silver. We need 91 point to make gold status and we are really close. Once we moved to gold status there will be an in-person inspection. Nicki reviewed the areas in which they would like to increase their scores by a point or two. 6th and 9th graders will participate in the STEM bus which is something new this year. It's funded by a state grant. We will be training teachers to integrate engineering design process into English and LA so that STEM will be cross curricular. Encouraging the STEM model of working in groups in the other learning areas. Planning on applying for gold status next fall.
 - State of the School – Dave Bullock
 - ✓ Working on "Teach Like a Champion" skills
 - Slant and Circulation – November
 - Wait Time and Call & Response – December
 - ✓ Starting formal observations for Level 1 and teacher interns this month (December)
 - ✓ Upcoming 5K and Fun Run has been a lot of work

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➤ **Board of Directors**

- Review 2016-2017 Budget as of October 31, 2016 – Brice Mindrum stated that the budget is good but if anyone has any questions they are welcome to ask.

There was no PUBLIC COMMENT.

OTHER BUSINESS ITEMS (For Discussion Only)

- **Calendar Items – Penn Bradshaw**
 - Schedule phone call or site visit the week of December 15th with S&P
 - No Meeting in December – Merry Christmas!
 - Next Board Meeting – January 10th

The EXECUTIVE SESSION was not needed.

7:20 PM – Brice Mindrum made a motion to ADJOURN. Jade Beckman seconded the motion. Motion passed unanimously. (Duration 1:16:41)

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