



Arizona School for the Arts
Board of Directors Meeting Minutes
Monday, August 28, 2023 at 5:30 p.m.
On Campus: Building A, Room 129

Attendance (Voting Members in **Bold**)

Dr. David Garcia, President	P	Alexander (Alex) Laing, Vice President	A	Dr. Heidi Jannenga, Secretary/Treasurer	P
Kevin Allen	A	Michelle Buckley	P	Andrei Cherny	P
Michelle Davidson	P	Yetta Gibson	A	Betty Hum	P
Karen Lugosi	A	John O'Neal	P	Allison Otu	P
Nonnie Shivers	P	John Snider	P	Elizabeth (Liz) Guzman, Honorary Arts Faculty	P
Jeffrey (Jeff) Steinert, Honorary Academic Faculty	P	Ian Elder, Honorary Student	P	Ingrid Martinez, Honorary Student	P
Leah Fregulia, Head of School/CEO	P	Leslie Tan Religioso, Development Director	P	Elizabeth (Liz) Shaw, Business Director	P
Carolyn Smith, Executive Assistant	P				

Agenda Items

| Call to the Public

| Board Recognition

| Presentation

Principal Report	Elma Džanić Bass
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| Board Informational Presentations

Good Governance/Responsibilities, Conflict of Interest & FERPA	David Garcia
Board Commitments and Fundraising	David Garcia & Leslie Religioso
Open Meeting Law	Betty Hum
Who We Are <ul style="list-style-type: none">Review of School Demographic Profile	Leah Fregulia

<ul style="list-style-type: none"> Review of Board Matrix 	
Review of ASA's Financial Structure, Fiscal Year 2022-2023 End of Year Financial Results and Budget for Fiscal Year 2023-2024	John Snider & Elizabeth Shaw
Board Committee Assignments	David Garcia & Leah Fregulia

| Consent Agenda

Head of School Report	Leah Fregulia
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| Action Items

Approval of the June 26, 2023 Board of Directors Meeting Minutes
Approval of the July 7, 2023 Board of Directors Meeting Minutes
Approval of the Senior Ropes Trip at CampWay in Prescott AZ, August 30-September 1, 2023
Approval of the Mock Trial Trip at Harvard University in Cambridge, MA, October 19-22, 2023
Approval of the updated Safe Return to School Plan
Ratification of the ASA COVID-19 Face Covering Policy
Ratification of the ASA COVID-19 Mitigation Plan

| The Board of Directors may vote to hold an executive session for the purpose of discussing personnel matters pursuant to: ARS §38-431.03 (A)(1) Personnel

| The Board of Directors may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to: ARS §38-431.03 (A)(3) Legal Advice

Minutes

Board President Dr. David Garcia called the meeting to order at 5:31 p.m.

Call to the Public

David welcomed any members of the public attending the meeting. There were no members of the public present, so moved to the next agenda item.

Board Recognition

As it was the first Annual Meeting for several new voting and honorary members, David asked the board members and ASA staff to introduce themselves to each other and their roles and connections to ASA and the Board.

David then let the Board know that Karen Lugosi and Yetta Gibson had submitted their resignations from the ASA Board of Directors, both due to personal circumstances, and thanked each of them for their contributions to the Board and ASA as a whole.

Presentation

ASA Principal Elma Džanić Bass gave the Board an overview of the school's priorities for the year and the plans for achieving these goals. Gleaning ideas from conversations with faculty and staff towards the end of last year as well as the exchanges during the Strategic Planning Retreat in April, Elma devised the theme R.I.S.E. -- Rigor, Inclusion, Support, Engagement -- which is to be achieved with the application of the school's Core Values: Community, Courage, Curiosity, Creativity, and Care. The primary focus since the start of the school year on August 15th has been to engage students in the theme and values so that they live day-to-day on campus and are not just ideas on paper.

Elma then reviewed the school's state testing scores in ELA, Math, and Science from the previous Spring along with the SAT, ACT, and AP test scores. A discussion then ensued in the meeting on the decrease on some state tests in some grades from the previous year and what is being done to improve student performance in the coming year. Elma explained that the NWEA was used as a placement test for new ASA students over the summer to ensure that students are in classes that match their learning level. Funds have been targeted to tutoring and remediation to help students who have suffered learning loss during the pandemic; additionally, on the middle school level, students will be prepped for tests so that they know to take them with due concentration.

Board Informational Presentations

- David explained the duties of good governance -- Duty of Care, Duty of Loyalty, and Duty of Obedience -- as well as the responsibilities associated with being on the ASA Board of Directors, with a focus this year on building the board, fiduciary responsibility, and meeting attendance which will alternate on campus and on Zoom again this year. He then reviewed the Conflict of Interest policy and confirmed with Leah Fregulia that the Board will receive their annual Conflict of Interest and Confidentiality policies to sign via email this week. David then gave an overview of the Family Education Rights and Privacy Act (FERPA) as it relates to student information obtained as a Board member.
- Leslie Religioso expanded on the fiduciary responsibility of the Board as Financial Stewards, Advocates, and Ambassadors explaining that their most important role in support of the Development department is to help raise funds, not only by giving themselves, but also making valuable community connections to improve ASA network of support, and then following up with gratitude notes, emails, or calls to keep the connections strong. She then thanked the Board; their efforts in that vein in 2022-2023 raised \$156K out of our \$811K total with 100% participation. Leslie added that 2023-2024 got off to a strong start with an anticipated \$80k raised by August 22nd with 45% of families participating already; she requested that the Board help keep the momentum going toward the \$1M goal by prioritizing communication, growing the major donor pipeline, and increasing corporate sponsorship and ASA brand presence.
- Betty Hum summarized Arizona Open Meeting Law as it relates to the ASA Board. Betty emphasized the importance of only discussing Board business in meetings announced via public notice, including Board committee meetings, reminding them that email conversations between board members can evolve into a meeting that has not been given public notice. She also reminded the Board that only agenda items published on the public notice may be discussed at Board and Committee meetings and all meetings must be open to the public; only in executive session called for items pertaining to legal counsel, personnel issues, contracts, land purchase, student disciplinary issues, etc., can be discussed privately among voting board members, but without action being taken.
- Leah shared the ASA strategic priorities centered around institutional sustainability, school culture, institutional advancement, communication and the site masterplan; she let the board know that a draft of the 2023-2026 Strategic Plan would be available towards the end of September. Leah then gave a brief overview of the demographic makeup of the ASA Board, Executive Committee, Senior Leadership Team, Faculty, Staff and Student Body noting that the percentages in different groups remain fairly consistent between groups and reflective of the surrounding community. She then reviewed the service terms of the current Board members, letting the Board know that the Governance Committee will be meeting on

September 1st to discuss the Board pipeline as part of their agenda and asking for recommendations for the available four seats.

- Liz Shaw gave the Board a thorough tutorial on ASA's various revenue streams as a public charter school and how they contribute to the school's budget. Because of an anticipated reduction of the school's Average Daily Membership -- which is the main generator of state funds -- and the end of ESSER grants at the end of this year, she emphasized the importance of increasing the Annual Fund this year as a source of unrestricted funds for the school's operations and programs not covered by the state. John Snider then gave a summary view of the Fiscal Year 2022-2023 financial results, comparing income and expenditures, showing that we ended within budget, aided by expense management and careful planning. He then reviewed the fiscal year 2023-2024 budget, stating that conservative budgeting, continued expense management, good cash reserves, fundraising, and administration's student recruitment efforts will be beneficial to the school's financial health.
- David reviewed the current makeup of each committee. He and Leah let the Board know that they could change or add committee assignments during their upcoming one-to-one meetings with Leah.

Consent Agenda

Leah reminded the Board that her written monthly report is on the Board portal and it contains information regarding Strong Start, enrollment and retention, the return of some school traditions not seen since the pandemic, the amphitheatre construction, and Board recruitment.

Action Items

Approval of the June 26, 2023 Board of Directors Meeting Minutes

John O'Neal moved to approve the Board of Directors Meeting Minutes from June 26, 2023. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Approval of the July 7, 2023 Board of Directors Meeting Minutes

John O'Neal moved to approve the Board of Directors Meeting Minutes from July 7, 2023. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Approval of the Senior Ropes Trip at CampWay in Prescott AZ, August 30-September 1, 2023

Michelle Davidson moved to approve the Senior Ropes Trip at CampWay in Prescott AZ, August 30-September 1, 2023. The motion was seconded by Heidi Jannanga and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Approval of the Mock Trial Trip at Harvard University in Cambridge, MA, October 19-22, 2023

Betty Hum moved to approve the Mock Trial Trip at Harvard University in Cambridge, MA, October 19-22, 2023. The motion was seconded by John O'Neal and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Approval of the updated Safe Return to School Plan

Heidi Jannanga moved to approve the updated Safe Return to School Plan. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Ratification of the ASA COVID-19 Face Covering Policy

John O'Neal moved to ratify the ASA COVID-19 Face Covering Policy. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Ratification of the ASA COVID-19 Mitigation Plan

Betty Hum moved to ratify the ASA COVID-19 Face Mitigation Plan. The motion was seconded by John O'Neal and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

Executive Session

At 7:25 p.m. Betty Hum moved that the Board of Directors commence an executive session pursuant to ARS §38-431.03 (A)(1), in order to discuss personnel issues. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

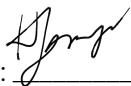
Executive session ended at 7:28 p.m.

Adjournment

Betty Hum made a motion to adjourn. The motion was seconded by Andrei Cherny and passed unanimously without further discussion. [Garcia, Jannanga, Buckley, Cherny, Davidson, Hum, O'Neal, Otu, Shivers, and Snider voting in favor.]

The meeting adjourned at 7:30 p.m.

Minutes reviewed and accepted on: September 18, 2023

Signed by:  _____, Board Member