

OCS Board of Directors
A Special Meeting
MINUTES
Wednesday, July 15, 2009, 4:00 pm

The mission of Odyssey Charter School, working in partnership with the family and the community, is to help each child reach full potential in all areas of life. Our aim is to educate the whole child with the understanding that each person must achieve a balance of intellectual, emotional, physical, moral, and social skills as a foundation for life.

A. OPENING EXERCISES

- Call to Order – The meeting was called to order by Bob Williams
- Roll Call – Those in attendance were Bob Williams, Cliff Repperger, Lee Feldman, Jessicah Nichols, Andy Vega, Jane Martin, Constance Ortiz, Reggie Revis, Bill Orris, Cindy Gilmore
- Pledge of Allegiance
- Adoption of the Agenda – Jane Martin motioned to adopt the agenda. Cliff Repperger seconded the motion. The agenda was adopted.

B. RECOGNITION OF VISITORS AND SPECIAL PRESENTATION/AWARDS

1. Welcome Adri Lima, Collette Papa, and Kelly Mallon, Academica, and Victor Barroso, Board Chairman – Constance Ortiz recognized visitors from Academica

C. PUBLIC PRESENTATION(S)

D. REPORTS AND PRESENTATIONS

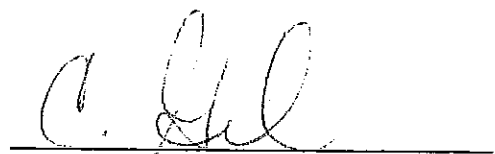
1. Welcome Dr. Bill Orris, Odyssey's new Assistant Principal—Dr. Revis (attachment) – **Reggie Revis introduced our new Assistant Principal**
2. Academica—Constance Ortiz—Powerpoint and Discussion – **Constance Ortiz discussed the Academica Powerpoint and welcomed discussion.**
 - Constance explained that Academica has formed a Central Florida LLC.
 - Jane Martin asked what services will be provided to the school. Ms. Lima explained that the services provided will be the same as what the school provides with additional resources.
 - Constance explained that she will be working with a Central Florida team.
 - Lee Feldman asked if there will be a positive cash flow. The answer was yes.
 - Jane Martin and Andy Vega were concerned that the “blueprint” of the school will remain in place upon Constance leaving her position as Executive Director and working with Academica. Constance and Members of Academica assured the Board that the mission of the school and the “blueprint” will not change. Academica will serve as an additional support system for the school.
 - Cindy Gilmore asked where certain records will be kept. Ms. Lima explained that most of the HR files will be kept at the school. Academica will keep certain forms on file, i.e. teaching certificates, W4, I-9. These forms will also be kept at the school. All student cum files will remain at the school.
 - OCS Attorney, Kathleen Schoenberg, reviewed the draft contract and brought a few business points to the attention of the Board.
 1. Are there any charter contract restrictions?
 2. Do we need all of the services that will be provided?
 3. Compensation changes based on FTE funding. Should the state funding go down, would the cost per student also go down?

4. Can either party terminate without cause, with notice? Ms. Papa added that they can add an "at will" clause stating after 1 year either party can terminate "at will".
 5. Are we hiring Academica based on Academica CFL, LLC? We should have a corporate guarantee from Academica, Inc.
 6. Be advised that we will need to amend our 501c 3 with the IRS and report the changes to the IRS.
3. Bank Closing/Bank Account Signature Cards – Constance informed the Board that the bank loan closing was finalized today and will be funded on July 16, 2009. Construction will begin. We also be updating signature cards with PNB, Spacecoast and Suntrust to reflect current signers.
- E. **CONSENT AGENDA.** (Items below can be approved in one motion.) – Lee Feldman made a motion to approve Consent Agenda items 1-3 and has a few more questions on item 4 before approval. Andy Vega seconded the motion. Consent Agenda items 1-3 were approved.
1. Approval of June 18th Board Meeting Minutes
 2. Approval of updated date on Corporate Resolution and PNB Commitment Letter
 3. Approval of updated bank signature cards for PNB, Spacecoast and Suntrust
 4. Approval to appoint Board member, Cliff Repperger, to work with OCS Principal to negotiate Academica contract – Lee Feldman and Cliff Repperger wanted clarification that the timeline to negotiate the contract will be to complete contract for final approval at the July 30, 2009 Board Meeting. All agreed.
- Lee Feldman motioned to approve Consent Agenda item 4. Jessicah Nichols seconded the motion. Consent Agenda item 4 was approved.
- G. **NON-CONSENT AGENDA** (Items to be discussed)
- H. **BOARD PRESIDENT AND DIRECTORS' REPORT**
1. Next meeting: Thursday, July 30th, 2009, at 4 pm
Approval of Fourth Quarter Financial Report
Approval of Final Contract with Academica
- I. **ADJOURNMENT**

APPROVED AUG 27 2009

Date Approved


Board President


Board Secretary