**GOVERNING BOARD MEETING MINUTES**

**Marriott Hotel**

**October 26, 2016**

**Call to Order**

The meeting was called to order by President Doreen Winn at 3:02 pm local time in the Carlsbad Room, Conference Area of the *Marriot Hotel* in Albuquerque, New Mexico. Notice of the meeting had been sent to all members by email on October 12, 2016 and October 19, 2016. Notice of the meeting was also posted on the ACES website at [www.nmaces.org/announcements](http://www.nmaces.org/announcements).

As there was not a quorum present and action could not be taken, President Winn proceeded with the informational items on the agenda and the meeting would then be recessed until tomorrow, October 27, 2016 at 4:45 pm. It was anticipated that a quorum would be present at that time to take action on items requiring a vote.

**Introduction of Executive Committee**

President Winn introduced the members of the Executive Board that were present.

**Introduction of Guests and Receive Audit Report**

Dr. Hegwer, Executive Director, introduced Kathy Lane, CPA who conducted the ACES 2015-2016 financial audit. Ms. Lane reported that there were two findings:

1. An audit for the previous year, 2014-2015 had not been conducted; and
2. Budget adjustments had not been made in the 2015-16 budget.

Ms. Lane went on to state the audit had been submitted to the State Auditor’s Office for approval.

Dr. Hegwer introduced, Dr. Hugh Prather, ACES Cadre member, who will be conducting a Strategic Planning retreat for the Execuive Board on November 8, 2016, at the Nusenda Credit Union training center. Dr. Prather informed the group they would be receiving a survey via email asking for input into the strategic plan.

**Executive Director’s Report**

Dr. Hegwer gave his annual Executive Director’s report which covered the following:

1. History of ACES;
2. The current serves being offered by ACES;
3. Current membership is 76;
4. Current number of schools using ACES is 43 with 68 separate contracts;
5. ACES is collaborating extensively with the New Mexico Coalition of Charter Schools;
6. ACES recently sent out information regarding a Broadband initiative;
7. Individual charter School Share Values;
8. A new RFP will be issued in the near future; and
9. ACES Satisfaction Survey results.

Being no further informational items, the meeting was recessed at 3:50 pm.

**Meeting Reconvened**

The meeting was reconvened and called to order by President Winn at 4:45 pm on October 27, 2016 in the Carlsbad Room. A quorum was present.

**Approval of Agenda**

Ray Griffin moved to approve the Agenda, and Vernon Jaramillo seconded. All voted in favor of the motion and the motion carried.

Approve Minutes of October 29, 2015 Annual Meeting

Jesus Moncada moved to approve the minute and Sam Obenshain seconded. All voted in favor of the motion and the motion carried.

**Election of Officers**

President Winn stated the Executive Board recommended the election of Erik Bose as Vice President. Jesus Moncada moved to approve the recommendation of the Executive Board and Vernon Jaramillo seconded. All voted in favor of the motion and the motion carried.

**Adoption of Open Meetings Act Resolution**

Abe Armendariz moved to approve the Open Meetings Act Resolution as presented. Greta Roskom seconded the motion. All voted in favor of the motion and the motion carried.

**Changes in ACES Bylaws and Policies**

The ACES Executive Committee recommend deleting the cost of membership in ACES to reflect there is no membership to New Mexico Charter Schools.. Erik Bose moved to approve the changes to the ACES Policies and Bylaws as presented and Jesus Moncada seconded the motion. All voted in favor of the motion and the motion carried.

**Continuation of ACES**

ACES bylaws stipulated that after 3 years of initial existence, the ACES membership would vote on the continuation of ACES. Nadine Torrez moved to approve the continuation of ACES and Sam Obenshain seconded the motion. All voted in favor of the motion and the motion carried.

**Discussion**

Dr. Hegwer gave an ACES financial report and shared the net income and net worth of ACES for the first quarter of the fiscal year.

Dr. Hegwer stated a copy of the 1st quarter Income Statement and Balance Sheets are posted at [www.nmaces.org/Announcements](http://www.nmaces.org/Announcements).

**Next Meeting Date and Adjournment**

The next ACES Annual Governing Board Meeting will be held in conjunction with the New Mexico Coalition for Charter Schools Annual Conference in October of 2017. Specific dates will be determined. Being not further business, President Winn adjourned the meeting at 5:00 pm.

**Approval of Agenda**

The Agenda had been distributed to all members of the ACES via email in advance to all members. A motion was made by Vernon Jaramillo and seconded by Michael Rodriguez to approve the Agenda as presented. The motion passed unanimously.

**Approve Minutes of October 24, 2014**

The minutes of the October 24, 2014 meeting had been distributed to all members of ACES eight days in advance to all members. A motion was made by Erik Bose to approve the Minutes as presented. The motion was seconded by Traci Filiss and passed unanimously.

**Introduction of the Executive Committee**

President Moncada introduced the members of the Executive Committee. He noted that the Committee was formed of three groups of individuals. The first group is the elected President, Vice President, and a representative of PED. The second group contains three members of the parties to the Joint Powers Agreement. The third group contains three representatives of the NM Coalition of Charter Schools.

**Annual Report of the Organization**

Dr. Bruce Hegwer welcomed the attendees and thanked them for their participation. He indicated that the strength of ACES is in its members, and there was an introduction of all attendees..

 **Role of the Governing Board**

Dr. Hegwer indicated that ACES adopted Bylaws on July 24, 2013 that state several functions and duties of the Governing Board. The Bylaws also state the Governing Board may delegate to the Executive Committee any and all powers except election of the President and Vice President, evaluation and termination of the Executive Director, approval of Bylaws and Board Policy, and dissolution of the Joint Powers Agreement. He concluded by saying by Resolution, on July 24, 2013, the governing Board delegated all powers and duties except these four items.

**Membership**

Dr. Hegwer continued that membership in ACES and the use of the programs are equally important. Currently 63 charter schools have been approved by DFA as a party to the JPA. ACES has received four additional applications to be sent to DFA, and five charter administrators have indicated the JPA is awaiting their governing board approval.

 **Finances**

In summarizing the finances, Dr. Hegwer said that from July through October of this year 53 program agreements have been received from charter schools having a value that exceeds two million dollars for the procurement of services or items of tangible personal property. The current fund balance now exceeds $45,000, however the ACES administrators had only received a combined total of $1,000 as administrative salaries.

**Programs**

The Executive Director continued that there are currently two basic programs provided by ACES. One is services, tangible personal property and construction provided by vendor companies that have been awarded through a competitive solicitation. The second area is services provided by the employees of ACES. Dr. Hegwer then reviewed the service areas available. Two additional areas of Board Training and maintenance support for schools are being developed.

**Action Items**

 **Election of Officers**

Election of President. The President indicated that it has been his pleasure to serve as president since the founding of the organization; however his term was limited by policy for two years. Mr. Moncada indicated the Executive Committee has reviewed the possible candidates for the role of President, and it is the recommendation of that committee that Michael Rodriguez, the current Vice President and principal of Cien Aguas International School be elected president. A motion was made by Vernon Jaramillo and seconded by Felix Garcia that Michael Rodriquez be elected president. The motion passed unanimously.

Election of Vice President The President said that since October of 2014 Michael Rodriguez has been Vice-President and now the position is vacant. He continued that he formed a nominating committee to recommend a candidate or candidates for that position. That committee met and unanimously made the recommendation to the Executive Committee that Doreen Winn be the nominee to the Governing Board. This recommendation was also approved unanimously by the Executive Committee. A motion was made Dr. Abe Armendariz and seconded by Sam Obenshain that Doreen Winn be elected ACES Vice President by acclamation. The motion passed unanimously.

**Adopt Open Meeting Act**

The President announced an Open Meetings Act resolution was provided in the meeting packet. A motion was made by Vernon Jaramillo and seconded by Traci Filiss to adopt the resolution as presented. The motion passed unanimously.

**Approve ACES Policies**

President Moncada reminded the attendees that Bylaws were amended and Policies were approved last year that deal with the basic foundations, Board governance and operations and the general administration of ACES, finances, personnel and procurement issues. The existing Bylaws and Policies were, reviewed by Vice President Rodriguez and recommended changes approved by the Executive Committee for adoption by the Governing Board. He continued that a copy of those Bylaws and Policies was included in the meeting packet. A motion was made by Doreen Winn and seconded by Michael Rodriguez to approve the Bylaw and Policies modifications as presented. The motion passed unanimously.

**Amend Board Resolution 3, Delegation of Duties of the Board of Directors**

President Moncada continued that at the first meeting of the Governing Board on July 24, 2013, a resolution was adopted that the Governing Board of ACES delegates the traditional duties of the Board of Directors to the Executive Committee, except for Election of Officers, Establishing Board Policy, Employment of an Executive Director and Dissolution of the JPA. After two years the Executive Committee unanimously recommends that the resolution be modified to change the term ‘Election of Officers’ to ‘Election of the President and Vice President’. A motion was made by Rommie Compher and seconded by Michael Rodriguez to modify Board Resolution 3 as recommended. The motion passed unanimously.

**Discussion**

**Report on Individual Share Value**

The Depute Director, Max Luft, explained that if ACES is dissolved the equity in the entity would be distributed to the members in proportion to volume of purchases. A sheet showing equity of each member was distributed and discussed.

**There was no further discussion.**

**Set next meeting date**

A motion was made by Michael Rodriguez and seconded by Doreen Winn to hold the Annual Meeting of the Association of Charter School Education Services at 7:30 am on the second day of the New Mexico Coalition of Charter Schools fall conference in October of 2016, or as amended. The motion passed unanimously.

**Adjourn**

With no other items on the Agenda, the meeting was adjourned by Jesus Moncada.

Submitted by Kelly Callahan, Secretary

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Approved by Doreen Winn, President

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