**Compass Board of Directors Special Board Meeting Minutes 01/24/18**

Board members present: Russ Brown; Gina Curler; Jim Hutchinson; Anthony Burrell; Mark Schreiber; Suriya Vijayasarathy

Board excused: Jose Valdes

Guests: Jan Harrison; Rick Boos; Jeff Reed

Russ Brown called the meeting to order at 6:33 PM.

Jan Harrison asked to add an item to the agenda: a discussion of the charter contract negotiation.

Russ Brown read aloud the Compass mission statement.

Jan Harrison lead a discussion regarding the facility search. Gina Curler notified the Board that she is willing to make a $500,000 loan to Compass. Rick Boos advised Gina Curler that this is a high-risk loan, with no security. Gina Curler will research any potential issues regarding conflict of interest.

The Board discussed approval for a revised budget. The Board decided to have the revised budget done by next week and have Board members review it on their own, so that the budget can be turned in to the Poudre School District Board in time for them to discuss at their next Board meeting.

Rick Boos and Jeff Reed left the meeting at 7:13 PM.

Anthony Burrell left the meeting at 7:14 PM.

Jim Hutchinson moved to authorize that Compass proceed with the design proposal for the Bank Center building and pay Symmetry Builders, Inc. $54, 800 to move the design forward. Gina Curler seconded the motion. After discussion, the motion passed unanimously, with Board members Russ Brown, Gina Curler, Jim Hutchinson, Mark Schreiber, and Suriya Vijayasarathy voting.

The Board discussed the independent contractor agreement with Jan Harrison. Gina Curler moved to approve the independent contractor agreement to pay Jan Harrison $6,600 a month, to supersede the previous Board motion from the January 8th, 2018 Board meeting. Suriya Vijayasarathy seconded the motion. The motion passed unanimously, with Board members Russ Brown, Gina Curler, Jim Hutchinson, Mark Schreiber, and Suriya Vijayasarathy voting. Russ Brown signed the contract agreement on behalf of the Board.

Jan Harrison discussed the formation of a building corporation board. The board will meet once a year. Jan Harrison, Mark Schreiber, and Jim Hutchinson agreed to staff the board. Attorney Tim Farmer will write up the appropriate legal documentation, and Jan Harrison’s home address will serve as the corporation’s address.

Mark Schreiber left the meeting at 7:30 PM.

Jan Harrison led discussion of the charter contract negotiations. Jim Hutchinson moved to approve the charter contract with the modifications reflected in the email sent from Poudre School District on January 23rd, 2018. Gina Curler seconded the motion. The motion passed unanimously, with Board members Russ Brown, Gina Curler, Jim Hutchinson, and Suriya Vijayasarathy voting.

Further items of note:

* The Compass PAC meets at 6:30 PM on February 5th, 2018. The Board also meets at 6:30 PM on February 5th. Board members will attempt to arrive early in order to introduce themselves to the PAC.
* Russ Brown notified the Board that he has taken Gina Curler’s place on the Board Member Job Description Committee. The committee now consists of Russ Brown and Suriya Vijayasarathy.
* The next Board meeting will have updates on the revised Bylaws and a Board member job description.

There being no further business, the meeting was adjourned at 7:40 PM.