**Compass Board of Directors Meeting Minutes 02/05/18**

Board Members Present: Russ Brown; Gina Curler; Jose Valdes; Mark Schreiber; Jim Hutchinson; Suriya Vijayasarathy; Anthony Burrell

Guests: Tim Farmer

Russ Brown called the meeting to order at 6:44 PM.

Jose Valdes read aloud the Compass mission statement.

The Board discussed approval of meeting minutes from the 01/08/18 meeting, the 01/15/18 special meeting, and the 01/24/18 special meeting. There were no amendments to the minutes from all three meetings. Jose Valdes moved to approve all three meeting minutes. Mark Schreiber seconded the motion. The motion passed unanimously.

Jose Valdes moved for the Board to enter executive session. Gina Curler seconded the motion. The motion passed unanimously and the Board entered executive session pursuant to CRS § 24-6-402(4)(b).

Gina Curler moved to leave executive session. Jose Valdes second the motion. The motion passed unanimously and the Board left executive session.

Jim Hutchinson moved to approve the charter school contract as approved by Tim Farmer. Jose Valdes seconded the motion. The motion passed unanimously. Russ Brown and Suriya Vijayasarathy signed the contract, as Board President and as Board Secretary respectively, in the presence of the Board.

Jose Valdes moved to approve the Compass Bylaws, as amended by Russ Brown, as approved by Tim Farmer. Mark Schreiber seconded the motion. The motion passed unanimously.

Jim Hutchinson moved to approve the Compass Articles of Incorporation, as amended with Jan Harrison’s home address and the dissolution language, as approved by Tim Farmer. Jose Valdes seconded the motion. The motion passed unanimously.

Jose Valdes moved to approve the establishment of the Compass Community Collaborative School Building Corporation with Jan Harrison, Mark Schreiber, and Jim Hutchinson as initial directors. Gina Curler seconded the motion. The motion passed unanimously.

Mark Schreiber moved to approve the conflict of interest document with Gina Curler as a lender to the Compass Community Collaborative School Building Corporation. Suriya Vijayasarathy seconded the motion. After discussion, the Board voted. The motion passed 6-0 with Gina Curler abstaining. Russ Brown signed the conflict of interest document in the presence of the Board.

Jose Valdes moved to approve the sublease conditioned on approval by PSD Board of Education prior to execution of the sublease. Suriya Vijayasarathy seconded the motion. After discussion, the motion passed unanimously.

In other matters, the first reading of the Board job description will be tabled for next meeting. Suriya Vijayasarathy and Russ Brown will work on Board qualifications and present the document at the next Board meeting.

Jose Valdes, Suriya Vijayasarathy, and Tim Farmer formed a committee to look at contract language with Jan Harrison. They will meet before the next Board meeting and bring tentative language for the Board to look at.

Further items of note:

* The Poudre School District Board of Directors meeting is on February 13th at 6:30 PM. Compass Board members will attempt to attend.
* The Colorado League of Charter Schools Conference is on March 1st and March 2nd. Board members interested in participating will contact Jan Harrison.

There being no further business, the meeting was adjourned at 8:06 PM.