

**MINUTES OF ANNUAL MEETING OF THE BOARD OF DIRECTORS #2**  
**OF**  
**LIBERTY LEADERSHIP ACADEMY**

The annual meeting of the Board of Directors (the “Board”) of Liberty Leadership Academy, an Arizona nonprofit corporation (the “School”), was held via Zoom video conference on July 12, 2023.

**A. Roll Call** - The following directors were present via Zoom:

- Jeffrey Siereveld
- Chandra Tenley
- Robin Kreutzberg
- Johanna Haver
- Mary Miller

The following directors were absent:

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The following guests, staff, and members of the public were present at the meeting via Zoom:

- Roy Miller, Board President
- Rachel Dubien, School Director
- Jason Dubien, contract service provider
- Lance Barnes, School Principal
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**B. Call to Order** – Roy Miller, President, called the meeting to order at 6:46p.m. The President announced that a quorum of the directors was present, and that the meeting, having been duly convened, was ready to proceed with its business.

**C. Consent Agenda** - Roy Miller, President, presented the consent agenda.

1. Approval of board meeting minutes from the June 14, 2023 meeting.
2. Approval of the Amended and Restated Bylaws as prepared by counsel and in the form provided to the board.

**Action:** Robin Kreutzberg made the following motion: I move to approve the consent agenda as presented. Johanna Haver seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller	x		
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreutzberg	x		

**D. Election of Jeffrey Siereveld as Treasurer.**

Jeffrey Siereveld disclosed that he has a conflict of interest with this agenda item and will abstain from the discussion and vote.

**Action:** Chandra Tenley made the following motion: I move to elect Jeffrey Siereveld as Treasurer, to serve until the next annual meeting of the board or until his respective successor has been duly elected. Mary Miller seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller	x		
Jeffrey Siereveld			X
Chandra Tenley	x		
Robin Kreutzberg	x		

**E. Election of Chandra Tenley as Secretary.**

Chandra Tenley disclosed that she has a conflict of interest with this agenda item and will abstain from the discussion and vote.

**Action:** Robin Kreutzberg made the following motion: I move to elect Chandra Tenley as Secretary, to serve until the next annual meeting of the board or until her respective successor has been duly elected. Johanna Haver seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller	x		
Jeffrey Siereveld	x		
Chandra Tenley			X
Robin Kreutzberg	x		

**F. Election of Roy Miller as President.**

Rachel Dubien, School Director, disclosed that Roy Miller is her father and since she has a conflict of interest with this agenda item she will abstain from the discussion.

Roy Miller disclosed that since he has a conflict of interest with this agenda item he will abstain from the discussion.

Mary Miller disclosed that Roy Miller is her spouse and since she has a conflict of interest with this agenda item she will abstain from the discussion and vote.

**Action:** Robin Kreutzberg made the following motion: I move to elect Roy Miller as President, to serve until the next annual meeting of the board or until his respective successor has been duly elected. Jeffrey Siereveld seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller			X
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreutzberg	x		

**G. Election of Mary Miller as Chief Executive Officer.**

Rachel Dubien, School Director, disclosed that Mary Miller is her mother and since she has a conflict of interest with this agenda item she will abstain from the discussion.

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Roy Miller disclosed that Mary Miller is his spouse and since he has a conflict of interest with this agenda item he will abstain from the discussion.

Mary Miller disclosed that she has a conflict of interest with this agenda item and will abstain from the discussion and vote.

**Action:** Jeffrey Siereveld made the following motion: I move to elect Mary Miller as Chief Executive Officer, to serve until the next annual meeting of the board or until her respective successor has been duly elected. Robin Kreutzberg seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller			X
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreutzberg	x		

**H. Liberty General Contracting, LLC Time & Materials Facility & Maintenance Annual Agreement - Discussion and possible action on renewing the contract.**

Jeffrey Siereveld reported that the School desires to renew its Time & Materials Facility & Maintenance Annual Agreement (“Contract”) with Liberty General Contracting, LLC (“LGC”) for a term of one year, for the purposes of facility and maintenance services at the School.

Rachel Dubien, School Director, disclosed that her spouse and herself are partial owners of LGC and since she has a conflict of interest with this agenda item she will abstain from the discussion.

Roy Miller disclosed that his family members are partial owners of LGC and since he has a conflict of interest with this agenda item he will abstain from the discussion.

Mary Miller disclosed that her family members are partial owners of LGC and since she has a conflict of interest with this agenda item she will abstain from the discussion and vote.

Prior to Rachel Dubien, Roy Miller, and Mary Miller recusing themselves from the discussion due to conflicts of interest, each person provided information regarding the matter. Rachel Dubien, Roy Miller, and Mary Miller also addressed questions from the disinterested board members. With no further questions from the disinterested board members, Rachel Dubien, Roy Miller, and Mary Miller recused themselves from the meeting by disconnecting from the zoom meeting.

The Board reviewed the total amount paid to LGC for fiscal year 2023, discussed the cost schedule to the Contract, and compared the cost and scope of work to three other companies that provide facility and maintenance services to schools in Yavapai County, Arizona. The Board compared the availability, experience, and qualifications of LGC to the three other companies. The Board discussed the performance of LGC for the prior year’s contract and determined that the quality of work was satisfactory. The Board determined the cost of work to be reasonable.

Jeffrey Siereveld reported the contract was reviewed by the School’s independent legal counsel. The Board determined the Contract to be fair and in the School’s best interests.

**Action:** Jeffrey Siereveld made the following motion: I move to renew the Time & Materials Facility & Maintenance Annual Agreement with Liberty General Contracting, LLC for a term of one year. Robin Kreutzberg seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller			Not present
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreutzberg	x		

**I. Compensating the Chief Executive Officer for Grant Writing and Grant Management Services – Discussion and possible action on approving compensation.**

Rachel Dubien, Mary Miller, and Roy Miller disclosed that they have a conflict of interest with this agenda item and therefore would recuse themselves from the discussion. Mary Miller stated she would recuse herself from the vote on agenda item I.

Prior to Mary Miller recusing herself from the discussion due to a conflict of interest, Mary Miller provided information regarding the matter. Mary Miller also addressed questions from the disinterested board members. With no further questions from the disinterested board members, Mary Miller recused herself from the meeting by disconnecting from the zoom meeting.

The Board discussed that grant writing and grant management services are necessary in order for the School to receive grant funding and comply with grant requirements and the law. The Board reviewed data regarding reasonable compensation paid by three other schools of similar size in Yavapai County, Arizona for similar services in order to determine reasonable compensation. The data was pulled from Comparison chart attached.

The Board discussed reasonable compensation for these services to be approximately \$30,000 for fiscal year 2024 and that such compensation will be reviewed each year and based on prior performance and changes in market rate.

**Action:** Robin Kreutzberg made the following motion: I move to authorize the School to proceed with reasonably compensating the School’s chief executive officer for grant writing and grant management services in the amount of approximately \$30,000 for fiscal year 2024. Johanna Haver seconded the motion.

**Motion passed.**

Name	Aye	Nay	Abstain
Johanna Haver	x		
Mary Miller			Not present
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreutzberg	x		

**J. Summary of Current Events, Future Meeting Dates and Items for Future Agendas**

Rachel Dubien, School Director, discussed staffing for upcoming year. Next board meeting was confirmed for August 9, 2023

**K. Call to the Public**

There were no requests to speak.

**L. Adjourn**

**Action:** Robin Kreutzberg made the following motion: With there being no further business, I motion to adjourn. Johanna Haver seconded the motion.

**Motion passed.** The meeting adjourned at 7:00p.m.

Name	Aye	Nay	Abstain
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Johanna Haver	x		
Mary Miller	x		
Jeffrey Siereveld	x		
Chandra Tenley	x		
Robin Kreuzberg	x		

The foregoing minutes are hereby respectfully submitted by Chandra Tenley, Director of Liberty Leadership Academy.

DocuSigned by:  
*Chandra Tenley* 7/13/2023  
0900188821F541P  
Chandra Tenley, Director

SY2023-2024  
Grants application submissions and management comparison

	Mary Miller	AZGM	Aspire	Google	State indirect default rate
submission rate	\$50 hour	\$90 hour	Only does maintenance	\$20-\$150/hr	
maintenance	up to 3% of award	\$675 mo (48% of award) Title grants	\$500 per month (35%) of Title grants \$500 per month each additional grant		10%