APPROVED

International Leadership of Texas, Inc.

Minutes

Special Board Meeting

Date and Time
Wednesday February 7, 2018 at 5:30 PM

Location
1820 N. Glenville Dr., #100 | Richardson, TX 75081

Meeting Notice & Mission Statement
In compliance with the Texas Open Meetings Act, the Texas Government Code, Chapter 551, timely public advance written notice (at least 72 hours before the scheduled time of the meeting) is given of the subjects the Board of Directors of International Leadership of Texas (the "Board"), and the Board will convene a Special Open Meeting of the Board of Directors of International Leadership of Texas on the date and time and location set forth herein. It is the intent of the Board to have a quorum physically present at the above address. Board members not physically present may participate by live two-way video and audio feed in accordance with the Texas Open Meetings Act. If a quorum of the Board cannot be physically present at the above address, it is the intent to have the presiding officer physically present at the above address. The Board hereby certifies that this notice was posted on a bulletin board or on something akin thereto or at a place readily accessible and convenient to the public at 1820 N. Glenville Dr., #100, Richardson, TX 75081, as well as online at www.ILTexas.org. The items on this Agenda may be taken in any order. The mission of ILTexas is to prepare students for exceptional leadership roles in the international community by emphasizing servant leadership, mastering the English, Spanish, and Chinese languages, and strengthening the mind, body and character.

/s/ Finn Simmensen, For ILTexas' Board

Directors Present

Clayton Greenberg, Lynne Beach, Major General James Williams, Tracy Cox

Directors Absent
None

Directors who arrived after the meeting opened
Tracy Cox

Guests Present
Angela Plata, Anthony Palagonia, Dr. Alan Seay, Emily Painter, Finn Simmensen

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I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

Major General James Williams called a meeting of the board of directors of International Leadership of Texas, Inc. to order on Wednesday Feb 7, 2018 at 5:30 PM.
The Meeting was called to order with Board Members Williams, Beach and Greenberg present.

C. Approve Minutes

Lynne Beach made a motion to approve minutes from the January 25, 2018 Regular Board Meeting on 01-25-18 January 25, 2018 Regular Board Meeting on 01-25-18.
Clayton Greenberg seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Approve Minutes

Lynne Beach made a motion to approve minutes from the Special Board Meeting on 01-30-18 Special Board Meeting on 01-30-18.
Clayton Greenberg seconded the motion.
The board **VOTED** unanimously to approve the motion.

II. Executive/Closed Session

A. Authorization

Tracy Cox arrived.
The Board entered Executive Session at 5:35 p.m. and returned to Open Session at 6:49 p.m.
Returning to Open Session, Board President Williams note the following for the record: "Let the record show that Dr. Seay, CEO, recused himself from the portions of the executive session where we discussed his proposed compensation package, and has not

and will not participate in any deliberations. No action occurred in closed session. Any board members with an actual or potential conflict of interest regarding the CEO compensation may now voluntarily recuse themselves from the deliberation and the vote."

III. Board Action Items

A. DISCUSS/ACT ON CEO CONTRACT

Lynne Beach made a motion to to approve the Proposed CEO Compensation Package and contract, including a finding that the board has first considered comparability data supporting the compensation, that no members of the board or persons with an actual or potential conflict of interest were involved in our deliberations, that the compensation package proposed is fair, reasonable and not excessive based on the available comparability data. Finally, that the board has considered the CEO's education, experience, prior salary history, the job duties actually performed, and what a typical person with similar skills, experience and job duties would earn.
Tracy Cox seconded the motion.
The board **VOTED** unanimously to approve the motion.
Note: the Board Members signed a Resolution to this effect.

B. DISCUSS AND ACT ON AUTHORIZED SIGNERS FOR ACCOUNTS

Tracy Cox made a motion to authorized signers for depository accounts, investment accounts, financial accounts, and corporate charge/and credit card accounts; more particularly, that Dr. Alan Seay, Mr. Eddie Conger, and Mr. ronald Kuehler (as Interim CFO) shall be the authorized signatories on said accounts.
Clayton Greenberg seconded the motion.
The board **VOTED** unanimously to approve the motion.
Note: the Board Members signed a Resolution to this effect.

C. DISCUSS/ACT ON POSSIBLE DESIGNATION OF INVESTMENT OFFICER FOR PUBLIC FUNDS INVESTMENT ACT REQ'TS

Clayton Greenberg made a motion to designate an investment officer for public funds investment act requirements; more particularly, to designate Mr. Ronald Kuehler, as Interim CFO, to be said investment officer.
Lynne Beach seconded the motion.
The board **VOTED** unanimously to approve the motion.
Note: the Board Members signed a Resolution to this effect.

D. DISCUSS/ACT ON POSSIBLE BOARD MEMBERSHIP AND BOARD POSITIONS FOR ILTEXAS

Board President James Williams announced that the Board had determined to postpone this Item and take it up at a later meeting.

E.

DISCUSS/ACT ON RESOLUTION TO PAY NON-EXEMPT AGPHS EMPLOYEES FOR 2/2/2018 FLU CLOSURE DAY

Lynne Beach made a motion to approve a Resolution to pay non-exempt employees at Arlington-Grand Prairie High School for the February 2, 2018 influenza school closure day.
Tracy Cox seconded the motion.
The board **VOTED** unanimously to approve the motion.

F. DISCUSS/ACT ON RESOLUTION TO PAY NON-EXEMPT HOUSTON CAMPUS EMPLOYEES FOR 1/16-17/18 ICE CLOSURE DAY

Tracy Cox made a motion to approve a Resolution to pay non-exempt employees at ILTexas Windmill Lakes Elementary School, Windmill Lakes Middle School, Katy Elementary School, Katy Middle School, Westpark Elementary School, Westpark Middle School, and Katy Westpark High School for the January 16-17, 2018 snow/ice school closure day.
Lynne Beach seconded the motion.
The board **VOTED** unanimously to approve the motion.

IV. Closing Items

A. Adjourn Meeting

Clayton Greenberg made a motion to adjourn the meeting.
Lynne Beach seconded the motion.
The board **VOTED** unanimously to approve the motion.
Board President James Williams adjourned the Meeting at 6:55 p.m.
There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:00 PM.

Respectfully Submitted,
Finn Simmensen