



UNIVERSAL LEARNING ACADEMY

ANNUAL ORGANIZATIONAL Meeting Minutes

Date: Wednesday, July 26, 2023
Scheduled Time: 6:30 PM
Location: Central Office
 6919 Waverly Street, Dearborn Heights, MI 48127

- OATH AND ACCEPTANCE OF PUBLIC OFFICE – RIM TAMIM
- OATH AND ACCEPTANCE OF PUBLIC OFFICE – MOHAMAD HAIDAR:
 - ABSENT – TABLED UNTIL AUGUST MEETING

A. CALL TO ORDER

Call to Order by: Rim Tamim
 Call to Order Time: 7:01 PM

Attendee Name	Title	Status	Arrived
Rim Tamim	President	Present	
Alan Yassine	Vice President & Secretary	Absent	
Hassan Alaouie	Treasurer	Present	
Mohamad Haidar	Director	Absent	
Marwa Moubadder	Director	Present	

Also Present:

Rami Hamadeh, Haidar Nemer, Amy Zacharias, Dr. Ali Bazzi.

Recognition/Acknowledgment by Board Member Rim Tamim that a quorum is present.

B. APPROVAL OF AGENDA

THE AGENDA IS APPROVED AS WRITTEN.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Treasurer
SECONDER:	Marwa Moubadder, Director
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

C. ORGANIZATIONAL ITEMS

1. APPROVAL OF ELECTION OF OFFICERS

RESOLVED THAT, that the following individuals are hereby elected officers of the Academy to hold the offices set forth opposite their respective names below until their successors have been duly elected and shall have qualified, or as otherwise provided in the Academy’s By-Laws:

*Individuals wishing to address the board of directors under Item D above are requested to sign in with the board secretary prior to the start of the meeting. Individual comments are limited to no more than two (2) minutes each and total time allowances not exceed 30 minutes. The board will not verbally respond to public comments but may follow up in the most appropriate and time-effective manner.

*Complaints or concerns requiring a Public Hearing shall first be addressed in writing and delivered to the board president at least five (5) days prior to the board meeting or such complaints or concerns shall not be heard by the board.

*This meeting is a meeting of the board of directors in public for the purpose of conducting the academy's business and is not to be considered a public community meeting. There is a time for public comment during the meeting as indicated on the agenda. [Open Meetings Act, Public 267].

Board Member Name	Office
Rim Tamim	President
Marwa Moubadder	Vice President
Hassan Alaouie	Secretary & Treasurer
Mohamad Haidar	Director
Alan Yassine	Director

RESULT: ADOPTED [UNANIMOUS]
MOVER: Hassan Alaouie, Secretary & Treasurer
SECONDER: Marwa Moubadder, Vice President
AYES: Tamim, Alaouie, Moubadder
ABSENT: Haidar, Yassine

2. APPROVAL OF MEETINGS MINUTES OF JUNE 14, 2023

RESOLVED THAT, the Board of Directors of Universal Learning Academy has reviewed, discussed and approved the meeting minutes of June 14, 2023.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Hassan Alaouie, Secretary & Treasurer
SECONDER: Marwa Moubadder, Vice President
AYES: Tamim, Alaouie, Moubadder
ABSENT: Haidar, Yassine

3. APPROVAL OF FOURTH QUARTER FINANCIAL STATEMENTS – JUNE 30, 2023

RESOLVED THAT, the Board of Directors of Universal Learning Academy has reviewed, discussed and approved the presented fourth quarter financial statements as of June 30, 2023.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Hassan Alaouie, Secretary & Treasurer
SECONDER: Marwa Moubadder, Vice President
AYES: Tamim, Alaouie, Moubadder
ABSENT: Haidar, Yassine

D. PUBLIC COMMENT

PUBLIC PRESENT:

Rami Hamadeh, Haidar Nemer, Amy Zacharias, Dr. Ali Bazzi.

PUBLIC COMMENTS/OPEN FORUM:

None.

E. OLD BUSINESS

F. NEW BUSINESS

1. APPROVAL OF SCHEDULE OF SUPERINTENDENT EVALUATION

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes April 2024, as the date for the Board evaluation of the Academy's Management Company (Hamadeh Educational Services) and the evaluation shall be conducted in an open public meeting of the Board.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

2. APPROVAL OF ANNUAL APPOINTMENTS RETAINING LEGAL COUNSEL, AUDITOR, AND INSURANCE FOR THE ACADEMY

RESOLVED, that the appointments, representations, and/or selection of Shifman & Carlson, P.C. as the legal counsel is hereby approved for and on behalf of the Academy; and

RESOLVED, that the appointments, representations, and/or selection of Wilkerson & Associates as the external financial auditor is hereby approved for and on behalf of the Academy; and

RESOLVED, that the appointments, representations, and/or selection of General Agency as the insurance agency is hereby approved for and on behalf of the Academy to provide building & liability insurance, workers compensation, Educators Legal Liability, Directors & Aires Commission coverage to Bond the Treasurer and others in accordance with Bay Mills Community College's requirements.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

3. APPROVAL OF ANNUAL APPOINTMENTS OF HOMELESS LIAISON AND FOSTER CARE REPRESENTATIVES FOR THE ACADEMY

BE IT RESOLVED, that the appointments, representations, and/or selections for the below listed options are hereby approved for and on behalf of the Academy; and

RESOLVED, that the Academy's Social Worker is hereby appointed as the Academy's Homeless Representative.

RESOLVED, that the Academy's Social Worker, Tanya Bazzi, is hereby appointed as the Academy's Foster care Representative.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

4. APPROVAL OF ANNUAL APPOINTMENT COORDINATOR OF TITLE VI, TITLE IX, SEXUAL HARASSMENT AND SECTION 504 REPRESENTATIVE

NOW, THEREFORE, BE IT RESOLVED, that the SUPERINTENDENT is hereby appointed Title VI Coordinator to be responsible for the Academy's compliance with 42 U.S.C. §2000d et. seq. ("Title VI"); and

RESOLVED, the Academy Board hereby approves and appoints the SUPERINTENDENT as the designated Title IX Coordinator to be responsible for coordinating the Academy's compliance with 20 U.S.C. §1681, et. seq. ("Title IX"); and

BE IT FURTHER RESOLVED, that the **SUPERINTENDENT** is hereby appointed as the Academy's Sexual Harassment Representative and the **DIRECTOR OF HUMAN RESOURCES** is hereby appointed as the Academy's backup Female Sexual Harassment Representative if and when needed.

RESOLVED FURTHER, the Academy Board hereby appoints the **SUPERINTENDENT** as the Section 504 Coordinator to be responsible for the Academy's compliance with Section 504 of the Rehabilitation Act of 1973 ("Section 504").

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

5. APPROVAL OF DESIGNATED EMPLOYEES OF HES, MANAGEMENT COMPANY ACCESS TO CRIMINAL HISTORY RECORD INTERNET SUBSCRIPTION SERVICE (CHRISS)

NOW, THEREFORE BE IT RESOLVED:

1. Employees of Hamadeh Educational Services ("HES"), a Management Company, working at the Academy, with proper training and protocols, may access, view, and process Criminal History Record Internet ("CHRI") results on behalf of the Academy to the extent permitted by law; and
2. Employees of HES, a Management Company, not at the Academy, having a need to access CHRI as part of the hiring/placement process, with proper training and protocols, may access, view, and process Criminal History Record Internet Subscription Services ("CHRISS") results on behalf of the Academy to the extent permitted by law; and
3. Individuals requested by the Academy to be fingerprinted by the Academy must sign a waiver that the CHRI results can also be shared with HES; and
4. Employees of HES, a Management Company, who will access, view and process CHRI, shall register for the National Criminal Justice Association ("NCJA") Audit, Security, and Access to CHRISS trainings and complete the mandatory training before accessing, viewing and processing CHRISS.
5. After successfully completing the mandatory NCJA Audit, Security and Access to CHRISS training, the Academy board of the Public School Academy desires to designate the following HES employees to access, view and process CHRISS results on behalf of the Academy:
 1. **Dr. Ali Bazzi, Superintendent**
 2. **Dr. Majed Hamadeh, HES Vice President**
 3. **Rami Hamadeh, Chief Technology Officer**
 4. **Amal Jawad, Director of Human Resources**
 5. **Zahraa Abdul, HR Compliance Manager**
 6. **Haidar Nemer, Chief Business Executive**

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

6. APPROVAL OF DESIGNATED ACADEMY LOCAL AGENCY SECURITY OFFICER (LASO) ACCESS TO CRIMINAL HISTORY INTERNET SUBSCRIPTION SERVICES (CHRISS)

NOW, THEREFORE BE IT RESOLVED:

1. Academy LASO working at the Academy, with proper training and protocols, may access, view, and process CHRI results on behalf of the Academy to the extent permitted by law; and
2. Academy LASO staff not at the Academy, having a need to access CHRI as part of the hiring/placement process, with proper training and protocols, may access, view, and process CHRI results on behalf of the Academy to the extent permitted by law; and
3. Individuals requested by the Academy to be fingerprinted by the Academy must sign a waiver that the CHRI results can also be shared with the Academy LASO; and
4. Academy LASO, who will access, view and process CHRI, shall register for the NCJA Audit, Security, and Access to CHRISS trainings and complete the mandatory training before accessing, viewing and processing (CHRISS).

After successfully completing the mandatory NCJA Audit, Security and Access to CHRISS training, the Academy Board of the Public School Academy desires to designate **Mrs. Layal Boussi, ULA Principal** as the Academy designated LASO to access, view and process CHRISS results on behalf of the Academy.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

7. APPROVAL OF ANNUAL FOIA APPOINTMENT AND OMA REPRESENTATIVE FOR THE ACADEMY

NOW, THEREFORE BE IT RESOLVED, that the **SUPERINTENDENT** is hereby appointed as the Academy’s FOIA Representative.

RESOLVED, that the **SUPERINTENDENT** is hereby appointed as the Academy’s OMA Representative.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

8. APPROVAL OF ANNUAL APPOINTMENT OF BANK TRANSACTIONS AND SIGNATORIES FOR THE ACADEMY

BE IT RESOLVED, that the Academy Board elects, approves and believes the designated signatories to sign all checks, drafts, and orders for the payment of money in the Academy’s best interests;

- Bank Signatory 1:** **Rim Tamim**
- Bank Signatory 2:** **Hassan Alaouie**
- Bank Signatory 3:** **Marwa Moubadder**
- Bank Signatory 4:** **Alan Yassine**
- Bank Signatory 5:** **Mohamad Haidar**

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

9. APPROVAL OF ANNUAL APPOINTMENT OF CREDIT CARD HOLDERS

BE IT RESOLVED, that the Academy believed it is in the Academy’s best interest to appoint the following individuals are authorized Credit Card Holders to make necessary purchases for the Academy consistent with the Academy’s purchasing policy in the Academy’s best interests:

- **Superintendent**
- **Chief Technology Officer**
- **Principal**
- **Chief Business Executive**
- **Coordinator of Food Services**
- **Director of Human Resources**
- **Early Childhood Specialist**
- **Director of Operation**
- **Director of Athletics**
- **Procurement Specialist**
- **HR Compliance Manager**

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

10. APPROVAL OF ANNUAL APPOINTMENT FOR PLACE OF POSTING FOR THE ACADEMY

BE IT RESOLVED, that the Academy that the Academy’s Public Meeting Notices will be posted on the following:

1. **Academy’s Website**
2. **At the Academy’s main office located at 28015 Joy Road, in the City of Westland.**
3. **At the Support Center/Central District Office located at 6919 N. Waverly St., Dearborn Heights, MI 48127.**

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

11. APPROVAL OF ANNUAL APPOINTMENT OF MEDIA SOURCE AND CONTACT FOR THE ACADEMY

BE IT RESOLVED, that the appointments, representations, and/or selections for the below listed options are hereby approved for and on behalf of the Academy; and:

NOW, THEREFORE BE IT RESOLVED, that the SCHOOL ATTORNEY is hereby appointed as the Academy’s MEDIA Representative in matters related to the Academy’s ESP.

RESOLVED, that the **SUPERINTENDENT** is hereby appointed as the Academy's MEDIA Representative in matters to all other media representing the Academy.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

12. APPROVAL OF SCHOOL IMPROVEMENT PLAN (SIP)

RESOLVED THAT, the Board of Directors of Universal Learning Academy has reviewed, discussed and approved the School Improvement Plan ("SIP") as set forth in Exhibit "A" to implement for the 2023-24 school year.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

13. APPROVAL OF PARENT/STUDENT HANDBOOK

RESOLVED THAT, the Board of Directors of Universal Learning Academy has reviewed, discussed and adopted the Parent/Student Handbook as set forth in Exhibit "A" to be implemented for the 2023-24 school year.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Hassan Alaouie, Secretary & Treasurer
SECONDER:	Marwa Moubadder, Vice President
AYES:	Tamim, Alaouie, Moubadder
ABSENT:	Haidar, Yassine

14. APPROVAL OF FINANCING DOCUMENTS

NOW, THEREFORE BE IT RESOLVED:

1. The Academy Board has been presented with the following documents, as more fully described in the Authorizing Resolution, which will be used to effect the transaction set forth above and described in the Authorizing Resolution: the Academy Bond, the Financing Agreement, the Indenture, the Mortgage, the State Aid Agreement, the Continuing Disclosure Agreement, the Environmental Indemnity Agreement, a Preliminary Official Statement relating to the initial offering of the Bonds (with handwritten comments in Appendix A thereof as a revised hardcopy is not yet available) and the Bond Purchase Agreement (the "Financing Documents").
2. The Academy Board hereby approves the Financing Documents as to form, with such revisions as may be approved by counsel, and such other documents as necessary to effectuate the transaction set forth above, and hereby re-affirms its designation of certain Authorized Officers, as set forth in the Authorizing Resolution.
3. All resolutions and parts of resolutions insofar as the same may be in conflict herewith are hereby rescinded.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Hassan Alaouie, Secretary & Treasurer
SECONDER: Marwa Moubadder, Vice President
AYES: Tamim, Alaouie, Moubadder
ABSENT: Haidar, Yassine

15. APPROVAL OF VENDORS/EXPENSES

RESOLVED THAT, Board has reviewed, and approves the Expenses and Costs as attached in Exhibit “A” as follows:

<u>VENDOR:</u>	<u>SERVICES:</u>
HES Ajami Consulting	Consultant
MET Consulting	Consultant
HES KG Keith Gregoire	Consultant
Professional Outreach	Consultant
Trinity, Inc.	Transportation
True North Rigging	Stage Curtains

RESULT: ADOPTED [UNANIMOUS]
MOVER: Hassan Alaouie, Secretary & Treasurer
SECONDER: Marwa Moubadder, Vice President
AYES: Tamim, Alaouie, Moubadder
ABSENT: Haidar, Yassine

G. AUTHORIZER'S PRESENTATION/DISCUSSION

- None.

H. ADJOURNMENT

Motioned by Hassan Alaouie
 Supported by Marwa Moubadder

BE IT RESOLVED THAT the meeting be adjourned.

Meeting Adjourned at {7:27 PM}.