



### *Vision*

Empowering students to explore global learning opportunities to promote and enrich their communities and the communities we serve.

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### *Purpose*

Somerset Academy, Inc. promotes a transformational culture that maximizes student achievement and the development of accountable, global learners in a safe and enriching environment that fosters high-quality education.

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## **Meeting of the Board of Directors November 18, 2025**

### **Board of Directors**

Todd German (Board Chair / Treasurer) *(Present)*  
Ana Mendez (Vice-Chair / Secretary) *(Present)*  
David Concepcion *(Present)*  
Brian Matthew (Matt) Cox *(Absent)*  
Taylor Smith *(Present)*

### **Non-Voting Officers**

Bernie Montero, President *(Present)*  
Suzette Ruiz, Vice-President *(Present)*

### **Board Counsel**

Charles Gibson, Esq. *(Present)*  
Eleni Noble Zarbalas, Esq. *(Absent)*

*In an effort to allow greater public participation and to best accommodate stakeholders, this meeting was held via communications media technology with physical access sites at each of the individual school campuses throughout Dade, Broward, Palm Beach, St. Lucie, Duval and Monroe Counties.*

### **Minutes**

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#### **1. Opening Exercises**

- a. Called to Order at 11:02am
- b. Established a Quorum
- c. Special welcome to members of the public joining us today

2. **Public Comment** - *None*

3. **Consent Agenda** - *All items listed with letter designations are considered routine and were enacted by one motion.*

- a. **APPROVED:** The Board approved the Minutes from the October 14, 2025 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Board Resolutions for Out of Field and/or ESOL Waiver Assignments for the 2025-2026 school year; further authorizing the Board Chair and/or Vice-Chair authority to review and make necessary changes and execute for submission (including any necessary additions).
- c. **APPROVED:** The Board approved to Ratify Resolutions by the Board Chair:
  - i. Approved misc. Out of Field and/or ESOL and/or Gifted Waiver Assignments for the 2025-2026 school year
- d. **APPROVED:** The Board approved the Addendum of Lease Agreement for Somerset Academy Charter High School (12425 SW 248<sup>th</sup> Street, Miami, FL 33032).
- e. **APPROVED:** The Board approved the School Projects and/or Purchases:
  - i. Somerset College Prep (Principal Erika Rains) – Requesting approval to purchase a new dishwasher for the cafeteria for an amount not to exceed \$30,000 (paid by operating).
- f. **APPROVED:** The Board approved the Out of State and/or Country Field Trips:
  - i. Somerset Academy Canyons - December 11-14, 2025 - Varsity Girls Basketball Team to Washington, D.C National Tournament.

*Motion to approve by Taylor Smith; second by Ana Mendez; motion passed unanimously*

4. **Action & Discussion Items**

- a. Comments by the Board Chair (*Todd German*)
  - i. Positive Pay / Fraud Prevention – Internal and after-school accounts need to be monitored better due to some recent fraud; recommending using Positive Pay to help with fraud prevention; Ana's department is reviewing software options; it is not being mandated at this time, but Treasurers and/or Principals need to be monitoring their accounts daily. Board Member Mendez discusses a fraud incident that happened at her school; she feels that Positive Pay has many issues and that a Principal monitoring daily is not possible due to their other responsibilities; she suggests perhaps another bank or other options. Ana Martinez states that other banks will not be able to stop the fraud or offer alternative protections; her team is reviewing software to find one that works with QuickBooks, which will allow for auto-syncing and be effortless.
  - ii. Discusses the recent retreat; states that of all Boards he has served on, he feels this one is the strongest; discusses the growth of Somerset and the need for leaders in these new areas and/or States; would like to offer a financial incentive (estimating \$100k) for someone to move to these new locations at least a year in advance. Board Member Mendez feels that it would be needed to worked fully through with HR on the parameters; she feels the amounts should not be the same for every location.

1. It is requested that this item be further discussed at the next Board Meeting in more depth.
- iii. Discussed letters that were sent by Somerset to many school districts regarding sharing space with public schools; Somerset's SOH status is pending to be renewed; Somerset was one of the state's first SOH operators; clarification on SOH status and timeline was discussed; notices were sent to give proper notice; some districts have replied that their belief was the notices were not valid due to the SOH status; soonest these sites would happen is 2027; this is on ongoing item and is expected to be further discussed in session this coming season; discussed a political action committee/group/email group for advocating to educate the public on choice education – will be further discussed at the next meeting.
- b. Executive Report by the President & Vice-President (*Bernie Montero & Suzette Ruiz*)
  - i. Discussed the success when schools partner with each other; learning from each other and sharing of ideas is extremely powerful.
  - ii. Homestead and nearby Principal meetings to work together since they are so close to each other.
- c. ESP Report
  - i. Legislative & Facilities (*Julio Robaina*)
  - i. Colegia (*Antonio Roca/Manny Pon*)
  - ii. Other Updates
    - i. Pensacola update by Antonio Roca – the Fire Marshall rejected our plan so the new opening date is Fall 2026; we will begin interior renovations over the next few months; parent meeting to be held in January.
- d. Financial Report
  - i. **APPROVED:** The Board reviewed and approved to receive the Financial Statements and Independent Auditors' Reports for the period ending June 30, 2025, including ratification of all necessary Year-End Grants and/or Loans.  
*Motion to approve by Ana Mendez; second by Taylor Smith; motion passed unanimously*
  - ii. **APPROVED:** The Board reviewed and approved the Revised Annual Budgets.  
*Motion to approve by Ana Mendez; second by Taylor Smith; motion passed unanimously*

## 5. Other Items by Board Members, Staff, or ESP

- a. Announcement by Principal Joel Mesa - Somerset College Prep South will be the official Regional host for Miami-Dade County for the National History Day Competition

## 6. Announcements & Notifications

- a. Next Board Meeting: December 12<sup>th</sup> via Zoom & Academica
- b. High School Principals are invited to stay around after today's meeting for a special presentation by Blue Missions.

## 7. Adjourned Meeting at 12:15pm by unanimous vote

\*The minutes were adopted by the Board of Directors at a meeting held on December 12, 2025.