



**Community Learning Center Schools, Inc.**

a Non-profit Public Benefit Corporation Operating

Nea Community Learning Center & Alameda Community Learning Center

**Board of Directors' Meeting Minutes**

**June 26, 2014 - 6:30 PM**

This meeting will be held at Alameda Community Learning Center,  
 400 Grand Street, Alameda CA 94501

**A. Call to Order and Attendance**

6:31 PM

Meeting is called to order by the Board President at 6:31PM

<u>Board Members</u>	Present	Absent
Joan Uhler (President)	x	_____
Jennifer Afdahl Rice (Treasurer)	<u>6:45pm</u>	_____
Jim Nations (Secretary)	<u>x</u>	_____
Patti Wilczek (Executive Director)	<u>x</u>	_____
David Hoopes (ACLCLC Lead Facilitator)	<u>x</u>	_____
Paul Bentz (Community Member)	<u>x</u>	_____
Robert Cassard (Community Member)	_____	<u>x</u>
David Teeters (Community Member)	<u>x</u>	_____
Hameed Abbasi (Community Member)	<u>7:00pm</u>	_____
Camila Guiza-Chavez (Community Member)	<u>x</u>	_____
Sam Felsing (Community Member)	<u>x</u>	_____
Lisa Maxwell (Community Member)	<u>x</u>	_____
Gretchen Finer (Community Member)	_____ x	_____
Lyan Pernala (Community Member)	_____	<u>x</u>
Will Robison (Community Member)	_____ x	_____
Annalise Moore (Interim Nea Lead Facilitator)	<u>x</u>	_____

**Review and Approval of Agenda**

Joan Uhler- Board President- Open the floor to any comments on agenda.

Motion: Joan Uhler, Motion to approve agenda.

Second: David Teeters

Vote

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, David Teeter, Hameed Abbasi, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalise Moore

Opposed: None

Abstentions: None

Absent: Robert Cassard, Lyan Pernala

**B. Presentations from the floor**

6:35 PM

PRESENTATIONS FROM THE FLOOR - At this time any person wishing to speak to any item not on the agenda will be granted three minutes to make a presentation to the Board of Directors.

Martina Schniederger - Parent of Nea learners, 8<sup>th</sup> grade and 11<sup>th</sup> grade. Helped the school pack for the move and became aware at that time that entire humanities department in Upper Village is departing. Sad to see people go. Feels this leaves Nea Upper Village vulnerable. I've been coming to board meeting since March. Watching facilitators pleading and communicating with board for facilitator to be on the board. (Following amendment based on comments submitted by presenter: I'm disappointed with the leadership of the CLCS schools not offering contracts to facilitators sooner; Nea facilitators filed a complaint against Patti Wilczek.)

No leadership right now - worried something bad will happen. Tell the community about humanities division, they need to know this is happening. Facilitators will look for jobs over the summer - you need to get a facilitator on the board. My emails have not been returned.

Joan Uhler - Apologized for not being in contact as she was out of town. She will be responding to Nea parent.

M. Schniederger - Comments that we need to change the process that the Board President gets to decide whether questions or concerns are going to be shared with the rest of the board.

Joan Uhler - That is a good suggestion and we will consider.

David Teeters - It's been a rewarding experience to serve on the board for 3 years. Thinks it is worth considering having a member of the board to act as liason to AUSD. He was been able to do it and thinks it was a positive experience. Good for the school to build a relationship with AUSD.

Jennifer Afdahl Rice - To David's comments, do you think that this should be done at CLCS board level or ACLC/Nea board level?

David Teeters - Thinks it can be done at any level.

Joan Uhler - To David, Paul, Camila, Robert - Thank all of you for your service on the board.

Camila Guiza-Chavez - Thanks the board for experience and thanks the community.

PRESENTATION ON AGENDA ITEMS - Any person wishing to speak to any item on the agenda will be granted three minutes to make a presentation prior to the start of the agenda item discussion.

**C. Public Comments on closed session topics:**

The Board reserves the right to limit public comments to 10 minutes.

Jennifer Mullin - Mother of Nea learner comments to the board that many parents strongly support getting a facilitator on the board.

**D. Adjourn to closed session:**

6:52 PM

1. Conference with Legal Counsel - Existing Litigation:  
OAH Case No. [2014051154](#).

2. With respect to every item of business to be discussed in closed session pursuant to Section 54957.6:

Conference with Labor Negotiator  
Employee organization: California Teachers Association

3. CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to subdivision (b) of Section 54956.9

4. With respect to every item of business to be discussed in closed session pursuant to Section 54957: Public Employee Performance Evaluation
  - a) Title: Executive Director
  - b) Title: Lead Facilitator ACLC
  - c) Title: Interim Lead Facilitator Nea
5. Public Employment
  - a. Title: Executive Director
  - b. Title: Lead Facilitators
  - c. Title: Assistant Lead Facilitators
  - d. Title: Chief Operations Officer

**E. Reconvene public session**

8:43 PM

Report on any decisions made in closed session

1-By a vote of 13 to 0, authorized Patti Wilczek to approve settlement of OAH Case No: 2014051154 up to a specified amount.

Vote

**Motion: Joan Uhler**

**Second: Jim Nations**

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, Paul Bentz, David Teeters, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalise Moore

**Opposed: None**

**Abstentions: None**

**Absent: Hoopes, Cassard, Pernala**

2-By a vote of 10 to 0, approved stipends for ED, ACLC Lead Facilitator and interim Nea Lead Facilitator and approved salary increase of \$5,000 for the ACLC Lead Facilitator and ED, plus a \$5,000 increase to ED stipend potential.

Vote

**Motion: Joan Uhler**

**Second: David Teeters**

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Paul Bentz, David Teeters, Hameed Abbasi, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison

**Opposed: None**

**Abstentions: None**

**Absent: Hoopes, Cassard, Pernala, Wilczek, Guiza-Chavez, Moore**

**F. Reports from Administration**

1. Nea Interim Lead Facilitator Report - Annalisa Moore 8:50 PM

Annalisa Moore - Positives include update on campus beatification, permits have been submitted to AUSD. New hires for K-5 all accepted offers.

In humanities division, still waiting for contracts to come in. Graduation was a great success, Maafi attended as well.

Challenges include finding lead facilitator, union negotiations, finishing touches prior to moving.

Joan Uhler - Comments on loss humanities department and asked for clarification on how many staff members lost.

Annalisa Moore - Lost a total of 3.

2. ACLC Lead Facilitator Report - David Hoopes 8:55 PM

David Hoopes - Graduation was great and all 24 Seniors walked.

Hiring for 4 full time positions now. Added 2 humanities and 2 Math facilitators. Gabrielle Baumgarten left. Continuing interviewing process now.

ACLC is packed and ready to move next Wednesday to 1900 Third Street. Thanks to Patti for work in managing nuts and bolts for the move. Thanks to Annalisa for her partnership as well.

3. Interim Chief Operating Officer Report - Theresa Quigley 9:00 PM

Theresa Quigley - Gave update on the facilitator contracts for Nea. Almost all are in, plus 2 paraprofessionals.

Jennifer Mullin - Parent- Suggested having standard exit interview for facilitators.

Martina Schniedergerers - Parent of Nea learners - comments that humanities loss should be known to that community.

4. Executive Director Report - Patti Wilczek 9:05 PM

Patti Wilczek - Ex. Director- Working with Annalisa and David right now to find a Lead Facilitator. Two candidates for sure with potential third tomorrow. Will be interviewing for COO position on Tuesday of next week. In July, movers come back on the 23<sup>rd</sup>. David and site leader will do beautification afterwards.

**G. Consent Agenda 9:10 PM**

1. Approval of May 29, 2014 Special Board Meeting Minutes

Paul Bentz - Comments on correction of minutes

Jennifer Afdahl Rice - Comments on correction of minutes

2. Approval of June 9, 2014 Board Meeting Minutes
3. Approval of 2014-15 Contract Renewal with for Janitorial Services
4. Approval of fiscal policy language change for "Invoices" section
5. Approval of ACLC's LCAP
6. Approval of Nea's LCAP
7. Approval of Education Protection Account Resolution
8. Approval of Education Protection Account Expenditures

Joan Uhler: Comments to vote and approval items 1-8 on consent agenda.

**Vote**

**Motion: Joan Uhler - Approval of Items 1-8**

**Second: Paul Bentz**

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, David Teeters, Hameed Abbasi, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalise Moore

**Opposed: None**

**Abstentions: None**

**Absent: Cassard, Pernala**

**H. Discussion Items**

9:30 PM

1. Nomination of CLCS Board officers for 2014-15

Sam Felsing - Opens the floor to introduce board member candidates. Mike Williams, Daniel Chesmore, Alphonso Mance, Ryan Kelly-Cahill.

Candidates introduce themselves with brief background and bio.

2. Nomination of new CLCS Board members

Sam Felsing - Nominates Jennifer Afdahl Rice for President and Hameed Abbasi for Treasurer.

Broader group discussion and comments of maximum and minimum term that incumbents can serve.

3. CLCS Board tasks and Task Groups for 2014-15, and Brown Act compliance for Task Groups

Joan Uhler - Comments that we will remove Item #3 tonight and discuss in the future.

**I. Financial Presentations**

9:45 PM

Bryce Fleming/Angela Angeles - Provided financials and budget presentation.

- i. ACLC Financial Update - EdTec
- ii. Nea Financial Update - EdTec
- iii. 2014-15 Budget review

## J. Action Items

10:20 PM

1. Approval of ACLC 2014-15 Budget
2. Approval of Nea 2014-15 Budget
3. Approve CLCS Board Officers positions for 2014-15
4. Approval of retaining CLCS employees on the Board
5. Approval of write-off for property tax adjustment

### 1-Approval of the ACLC Budget

#### Vote

Motion: Joan Uhler

Second: Jennifer Afdahl Rice

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, Paul Bentz, David Teeters, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalisa Moore

Opposed: None

Abstentions: None

Absent: Hoopes, Cassard, Pernala

### 2-Approval of Nea Budget

#### Vote

Motion: Joan Uhler

Second: Will Robison

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, Paul Bentz, David Teeters, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalisa Moore

Opposed: None

Abstentions: None

Absent: Hoopes, Cassard, Pernala

### 3-Approval of Jennifer Afdahl Rice as 2014-2015 CLCS Board President and Hameed Abbasi as 2014-15 CLCS Treasurer.

Discussion included Jim Nations agreeing to continue as CLCS Board Secretary and leaving the Vice President and Parliamentarian positions open until a later date.

#### Vote

Motion: Joan Uhler

Second: Lisa Maxwell

In Favor: Joan Uhler, Jim Nations, Patti Wilczek, Paul Bentz, David Teeters, Camila Guiza-Chavez, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalisa Moore

Opposed: None

Abstentions: None

Absent: Hoopes, Cassard, Pernala

### 4-Approval of write-off for property tax adjustment

Discussion of potential reimbursement from AUSD to ACLC from the time that ACLC removed itself from AUSD management. Recovery not expected at this time so write-off of accrued receivable reasonable to not overstate fund balance. No effect on operating income.

#### Vote

Motion: Jim Nations

Second: Jennifer Afdahl Rice

In Favor: Joan Uhler, Jim Nations, Patti Wilczek, Paul Bentz, David Teeters, Camila Guiza-Chavez, Sam Felsing, Lisa Maxwell, Gretchen Finer, Will Robison, Annalisa Moore

Opposed: None  
Abstentions: None  
Absent: Hoopes, Cassard, Pernala

#### 5-Approval of retaining CLCS employees on the Board

Lengthy discussion ensued amongst Board members regarding the legal and liability issues related to maintaining paid employees on the Board due primarily to conflict of interest issues. Also noted by Uhler were concerns about having very few items that employees could vote on, therefore leaving limited number of members to make decisions. E-mail from Robert Cassard was read aloud. Robison requested that Hoopes, Moore and Wilczek comment on their view. Lengthy discussion also ensued regarding the need to ensure that the employees have a strong voice and access to sufficient information about issues as if they were sitting on the Board, if the Board voted to not retain the CLCS employees on the Board. Establishment of that structure needs to include the employees and be established in August for use by the September meeting.

Will Robison made a motion to remove all paid employees from the CLCS Board

Decision made:  
Approval to remove all paid employees from the CLCS Board

#### Vote

Motion: Sam Felsing

Second: Paul Bentz

In Favor: Joan Uhler, Jennifer Afdahl Rice, Paul Bentz, David Teeters, Hameed Abassi, Lisa Maxwell, Gretchen Finer, Will Robinson.

No: Jim Nations, Camil Guiza-Chavez, Sam Felsing

Abstentions: Wilczek, Hoopes, Moore

Absent: Cassard, Pernala

#### **K. Board Committees and Task Forces**

##### 1. Finance

Adjournment

11:21 PM

The next regular meeting of the CLCS Board is scheduled for August 21, 2014, to be held at our new "home", 1900 Third Street, Alameda CA 94501. The meeting will commence at 6:30 pm.

THE ORDER OF BUSINESS MAY BE CHANGED WITHOUT NOTICE

Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.

REASONABLE LIMITATIONS MAY BE PLACED ON PUBLIC TESTIMONY

The Board of Directors' presiding officer reserves the right to impose reasonable time limits on public testimony to ensure that the agenda is completed.

SPECIAL PRESENTATIONS MAY BE MADE

Notice is hereby given that consistent with the requirements of the *Bagley-Keene Open Meeting Act*, special presentations not mentioned in the agenda may be made at this meeting. However, any such presentation will be for information only.

REASONABLE ACCOMMODATION WILL BE PROVIDED FOR ANY INDIVIDUAL WITH A DISABILITY

Pursuant to the *Rehabilitation Act of 1973* and the *Americans with Disabilities Act of 1990*, any individual with a disability who requires reasonable accommodation to attend or participate in this meeting of the Board of Directors may request assistance by contacting Community Learning Center School, Inc., 210 Central Ave. #603, Alameda, CA 94501, phone (510) 263-9266, fax (510) 995-8910.

FOR MORE INFORMATION

For more information concerning this agenda or for materials pertaining to the board meeting, please contact Community Learning Center Schools, Inc., 210 Central Ave. #603, Alameda, CA 94501, phone (510)263-9266, fax (510) 995-8910, during school hours.