



Community Learning Center Schools, Inc.

a Non-profit Public Benefit Corporation Operating

Nea Community Learning Center & Alameda Community Learning Center

Board of Directors' Meeting Agenda

May 29, 2014 - 6:30 PM

This meeting will be held at Nea Community Learning Center, Lower Village Campus,
401 Pacific Avenue, Alameda CA 94501

A. Call to Order and Attendance

6:35 PM

Meeting is called to order by the Board President at 6:35 PM

Board Members	Present	Absent
Joan Uhler (President)	<u> x </u>	<u> </u>
Jennifer Afdahl Rice (Treasurer)	<u> x </u>	<u> </u>
Jim Nations (Secretary)	<u> x </u>	<u> </u>
Patti Wilczek (Executive Director)	<u> x </u>	<u> </u>
David Hoopes (ACLCLC Lead Facilitator)	<u> x </u>	<u> </u>
Paul Bentz (Community Member)	<u> x </u>	<u> </u>
Robert Cassard (Community Member)	<u> x </u>	<u> </u>
David Teeters (Community Member)	<u> x </u>	<u> </u>
Hameed Abbasi (Community Member)	<u> </u>	<u> x </u>
Camila Guiza-Chavez (Community Member)	<u> x </u>	<u> </u>
Sam Felsing (Community Member)	<u> x </u>	<u> </u>
Lisa Maxwell (Community Member)	<u> </u>	<u> x </u>
Gretchen Finer (Community Member)	<u> 6:55 PM </u>	<u> </u>
Lyan Pernala (Community Member)	<u> x </u>	<u> </u>
Will Robison (Community Member)	<u> x </u>	<u> </u>
Annalise Moore (Interim Nea Lead Facilitator)	<u> x </u>	<u> </u>

Review and Approval of Agenda

Motion: Joan, move to approve agenda

Second: Paul Bentz

Vote

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, Robert Cassard, David Teeters, Camila Guiza-Chavez, Sam Felsing, Gretchen Finer, Lyan Pernala, Will Robison, Annalise Moore

Opposed: None

Abstentions: None

B. Presentations from the floor

6:40 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.

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.

Becky Freeman - Nea parent shared concern about communication she's heard and is not sure what is fact vs. rumor. Is Paul going to be a consultant for the board? If so, how much does this cost?

Paul Bentz - No, this is not true. He will not be a consultant to board.

Kat Crawford - reading a letter on behalf of Molly Fenn (Facilitator) who expressed concerns regarding non-prejudicial enquiries and results of one evaluation. Asking board to offer real just cause for employees.

Carrie Blanch - Special Ed facilitator - Submitted a petition to the board w/250 signatures which included details regarding class size ratios (1/20 for K-2, 1/24 for K-12) and transparent salary schedules. Petition copy was given to board members.

Joan Uhler - Board President reminding everyone that collective bargaining is on the agenda and all correspondence received has been sent to all board members. Opens the floor to anything else not on agenda.

Parent - Has been with CLCS for 5 years, doesn't believe that ACLC can survive based on current climate. Noted the tenure vs. teacher performance evaluation debate. Lowering her expectation as a parent and concerned and thinking about leaving CLCS. Would like to see higher salaries and seeking improvement the culture.

Joan Uhler - Board President, statement read by Joan during public comments on items not on the agenda:

The CLCS Board of Directors is very proud of our educational success in operating two charter schools, ACLC and Nea, both of whom have excellent academic performance. The CLCS Board of Directors is also very proud of our financial management of the state and local funding provided to us for the purposes of educating Alameda's children. Although state funding for education over the last five years has sometimes not kept pace with increased costs and has often been deferred and delayed, the CLCS Board has acted in a prudent manner to maintain adequate reserves to be prepared for emergencies and maintained adequate cash reserves so that our employees and vendors can be paid on time. CLCS budget and financial statements for both schools are reviewed by our authorizer AUSD, the Alameda County Office of Education and the State of California Office of Education annually. None of these oversight agencies has ever questioned the appropriateness of CLCS financial management practices. Furthermore, CLCS, ACLC and Nea financials are audited yearly by an independent auditor, Hosaka, Rotherham and Company, and CLCS has for every year in existence received their highest rating for our financial management of public funds. We at CLCS have complete confidence in our past and present employees charged with executing our financial plan.

Pete - Presented a letter from the CTA in response to a claim that the CLCS has taken the position that the CTA objects to permitting teachers to continue serving on the board. (See CTA Letter)

Eli Solomon - Facilitator, mentioned that Carlton Grizzle and Julian August are leaving and as 2 of the longest standing teachers this is a blow to the school. Board's mission is to restore community CLCS and requests that collective bargaining process is sped up.

Kelly Middlebrook - School Psychologist at Nea appreciates Patti's recent letter. Concerned that current proposal uses language of just cause but not due process. Believes the change in language is due to legal counsel and not the board's views. Evaluation process should support facilitator. Law firms want flexibility. Confident that w/real just cause can help w/facilitator retentions. Letter signed by 100% ACLC.

Parent - To the board, you're at a tipping point, you made a promise to us and the community. I cannot see my child making a move with a bunch of new facilitators. Many parents want to and are looking to move.

Parent - Is there any way to change closed session schedule?

Joan - Closed session will be held now for today's board meeting as noted in the agenda.

C. Public Comments on closed session topics:

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

D. Adjourn to closed session:

7:05 PM

1. With respect to every item of business to be discussed in closed session pursuant to Section 54957:

Public Employee Discipline/Dismissal/Release

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 COUNSEL - PENDING LITIGATION

(Subdivision (a) of Section 54956.9)

Name of Case: Alejandro Sanchez v. Community Learning Center Schools, Inc.; NEA Community Learning Center; Mellisa Aiello (Case No. RG12629867) and Community Learning Center Schools, et al. v. Sanchez (Case No. RG13708005)

Closed session end:

9:05 PM

E. Reconvene public session

9:10 PM

Report on any decisions made in closed session

Joan Uhler - Board President reports on decision made in closed session:

"The Board approved settlement of the pending lawsuits, Alejandro Sanchez v. Community Learning Center Schools, Inc.; NEA Community Learning Center, Mellisa Aiello (Case No. RG12629867) and Community Learning Center Schools, et al. v. Sanchez (Case No. RG13708005). The matter was handled by insurance. The board members each voted as follows:

Vote

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, Robert Cassard, David Teeters, Sam Felsing, Gretchen Finer, Annalise Moore

Opposed: None

Abstentions: Camila Guiza-Chavez, Will Robison

Patti Wilczek - Board member, noted early next week status quo contracts will be sent to all facilitators. Some employees are at will, 1 yr, or longer term. Everyone gets a 1K increase - if documents are signed they will be with CLCS next year and position will be secure.

F. Reports from Administration

- | | |
|---|---------|
| 1. Nea Interim Lead Facilitator Report - Annalisa Moore | 7:35 PM |
| 2. ACLC Lead Facilitator Report - David Hoopes | 7:40 PM |
| 3. Interim Chief Operating Officer Report - Theresa Quigley | 7:45 PM |
| 4. Executive Director Report - Patti Wilczek | 7:50 PM |

G. Consent Agenda

9:15 PM

1. Approval of amended April 1, 2014 CLCS Board Meeting minutes
2. Approval of April 17, 2014 CLCS Board Meeting minutes
3. Approval of April 24, 2014 CLCS Board Meeting Minutes

Joan Uhler - April minutes were previously approved.

Community member - noted that in April 1st minutes her name was misspelled and she was misquoted.

Lynn Kamney - Facilitator, noted April 17, meeting that Hameed vote needs to be checked.

Motion: Joan, to make changes to minutes.

Second: David Hoopes

Vote

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

Opposed: None

Abstentions: None

Christine Kovalach - Parent reading Lloyd Sanderval's letter. Lloyd is troubled by not having contracts for teachers by the end of May. Feels that having facilitators on Board is appropriate and this should be a step to bring community together.

Paul Bentz - Board member, makes a point of order and asks that we report on discussion items only.

Patrick Melendez - Senior at Nea, speaks to Item 6. Concerned that president of board and ED creates the agenda. By our own by-laws of our charter this goes against what we stand for. Afraid that changing this language will create an authoritarian government.

Ms. Shen - Senior at Nea, knows that facilitators signed off on this very board. We say that we are a democratic society. The board is the one that can make us truly a democratic society.

Isabelle- Parent, shares that upon getting email about the departing teacher she felt shock. Please let's get back to the democracy this school stands for.

Robert Cassard - Board member, As an ACLC parent, I understand your sentiment. But Julian is moving to Sacramento with his family for a new opportunity. Carlton found a lucrative opportunity in the peninsula. We should celebrate the opportunities for these teachers whether they may/may have not been influenced by our recent discussions.

Anna Martin - Parent, we are all talking about being more open. Can we err on the side of transparency, openness, democracy? Consider having a facilitator on the board, many boards do this.

H. Discussion Item

9:35 PM

1. Report from the Employees on the CLCS Board Task Force (L. Kameny & P. Celona)

- An update of the Task Force's research and findings will be provided.

Lynn Kameny - Facilitator- Presented on Task Force's research. They researched charter schools with teachers on the board. (See presentation materials)

Camila, Sam, Jim, Kat, Joyce, and Pete are on the Task Force.

Camila- Learner and board member, noted that other boards include members representing various stakeholders. CLCS should be the last to remove paid employees off the board.

Jim Nations - Board member, Our charter does not abide by 1090. On the public side, TWA and Chrysler had union members on the board. It is rare. For TWA, union and employees had over 40% ownership in companies.

Joan, Lynn, Jennifer - all discuss CCSA's position on 1090.

Jennifer Afdahl Rice - Board member, everything that "chow" said is applicable.

Joyce - Posed legal question re: conflict of interest and recusal policy. Board can have up to 49% representation on the Board.

Joan Uhler - Board president, Question to Joyce, Did schools allow votes on the final budget? Did the budget include salaries?

Joyce - They allowed discussion and votes unless it involved talks about salaries.

Lynn Kameny - Facilitator, notes that employees bring perspectives. The decision of moving to charter was by the people who lead the movement. This very Board was decided upon by teachers.

Camila - Learner and Board member, presented problem solving ideas. Provide/restore seat on board for paid employee.

Lynn Kameny - Facilitator, looking into how CA community colleges structure boards. Consider creating a non-voting advisory role similar to that of COO. Create agenda items for ED and Lead Facilitator.

Jim Nations - 5 Employees = 6,650 hours per year at the school and I think their input to this Board is invaluable.

Camila - Learner and Board member, provided closing remark quoting school based in Paradise, CA.

Joan Uhler - Open up the discussion for Board questions to Task Force. To Jim, what is the risk to employee on board? For 1090 there is personal risk, other legal risk and potential loss of charter.

David Hoopes, Joan Uhler, and Jennifer Afdahl Rice discuss, pose question of when we have salaries how do you handle and vote around that?

Jennifer Afdahl Rice - Board member, If we are subject to 1090 we cannot recuse ourselves. If you're on the board and 1090 apply, we need to make immediate changes.

Robert Cassard - Board member, will we be affected by insurance if facilitator comes on Board?

Joan Uhler - On my list is fear of insurance implications of addition of facilitator?

Robert Cassard - Is an assumption of risk an issue for facilitator?

Jennifer Afdahl Rice - Question on Exec. Director rule re: hub and spoke communication is different from what we understood. The hub cannot be a Board member. Exec Dir cannot just send notices to board members. Example, Pattie can't send communication to all Board members b/c the point is to have your meeting in public.

Joan Uhler - I'm actually thinking if the ED should be on the board.

Jennifer Afdahl Rice - I have concerns on some of the schools noted in the Task Force research. I know these schools are not highly functional from my professional experience. I know that it is a very small % of school with unionized employees on the board of charter schools.

Joyce - The teachers do recuse themselves from board member/President, they want to use more resources from a budgeting perspective.

Sam Felsing - Board member commented on charter bylaws.

Paul Bentz - I think facilitators on Board is invaluable. Asked Task Force to look further into how many CMO's have unionized employees on the board? CLSC is a CMO. Can you ask your charter schools this?

Lynn Kameny - Expressed concern by being limited to 3 minutes to only. More facilitator perspective needs to be shared.

Joan Uhler - What makes a quorum? She will seek legal advice. In certain meetings we may not have a quorum. Need to consider Brown Act implications here.

Will Robison - Board member, asks if having an advisor on the board is sufficient or does this only meet facilitators half way?

Lynn Kameny - I don't want to represent and speak for the other facilitators on this matter.

David Hoopes - I've talked to many facilitators and parents. I don't think an advisory role is enough.

Joan Uhler - Posed some questions about other considerations.

Motion - Gretechen Finer, action to move item

Second - David Hoopes

Vote

In Favor: Joan Uhler, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, Robert Cassard, David Teeters, Gretchen Finer, Annalise Moore, Camila Guiza-Chavez, Sam Felsing

Opposed: Will Robison

Abstentions: Jennifer Afdahl Rice

Joan Uhler - Notes we are eliminating Items 4 & 6 Discussion Items until next board meeting. Move fund reserves discussion too.

2. Presentation of Woodstock facilities use plan (David Hoopes & Annalisa Moore) 10:35 PM
- Nea's and ACLC's Lead Facilitators will provide an overview of how the Woodstock will be shared by both schools, including agreements made with respect to classroom and office division, and the creation of a second Tree/Center/Nest space.

David Hoopes - Shared Woodstock presentation. ACLC/Nea facilitators got together to address some questions.

Made maps to consider together. Discussed who gets what side of campus, 3000 square feet, joining portables. ACLC gets Atlantic side, Nea get southern side.

3. Presentation of ACLC's LCAP goals (David Hoopes) 10:45 PM
- ACLC's Lead Facilitator will review that school's Local Control and Accountability Plan.

David Hoopes - Is spending time with facilitators and took schools with WOZ, took ELI and LCAP with WOZ work. Improving culture, we have a JC process.

Jennifer Afdahl Rice - Commented that first section of goals should have a metric in these goals. Seems qualitative right now. Do we think 5-10% increase is feasible?

David Hoopes - Yes, for some we think we can maintain that increase.

Jennifer Afdahl Rice - Asked Peter Laub (EdTec) how much does EdTec think is appropriate for Section 3? Peter said we are discussing further tomorrow.

David Hoopes - We are getting the data from EdTec without LCAP. Financially we are in good shape and I will show section 3 to Jennifer.

4. Presentation of Nea's LCAP goals (Annalisa Moore) 10:50 PM
- Nea's Interim Lead Facilitator will review that school's Local Control and Accountability Plan.

Annalisa Moore - Presented NEA Goals (See presentation materials)

Jennifer Afdahl Rice - Commented re: annual update review of services. We may want to review Section C& D. After reviewing LAUSD, Sacramento consider how strongly is AUSD scrutinizing b/c LCAP is a big issue.

5. Review of revised language for "Invoices" section of fiscal policy
- Revising the "Segregation of Duties" section of the CLCS fiscal policy resulted in a misalignment in language between this section of the policy and the "Invoices" section therein. The new language is brought forth to resolve this discrepancy.
6. Review of proposed language defining process for requesting items be added to Board meeting agenda by staff/facilitators/parents/community members/other Board members
- Recent conversations at the level of all three CLCS boards have highlighted the need to identify a process whereby Board members and/or those within the community can request items be included on upcoming Board meeting agenda. The proposed language is brought forth as a starting place for the creation of such a process.

7. Buy-out of Telepacific contract (ACLC) 10:55 PM
- When ACLC relocated to its current location, the only option at the time for providing the portable buildings with internet access was Telepacific, which required we lock into a three-year contract. Now with the relocation to Woodstock Elementary, phone and internet will be provided by the substantially less expensive (and much more responsive) Comcast. Board's input regarding keeping Telepacific for back-up should an internet issue arise, versus buying out for the remainder of ACLC's contract (two years remain) is sought.

Patti Wilczek - Last year portables moved by Telepacific. Locked us in a 3 yr contract, 2 yrs left at \$1100 per month. Per Linde Group Comcast is half the expense of Telepacific. Buyout Telepacific is \$14,500 vs spending 24/25K

8. Discussion of Nea and ACLC Fund balances (reserves)

9. Nomination of Board officers for 2014-15

I. Action Item

11:00 PM

1. Approval of MOU with Boys and Girls Club for 2014-15

Motion: Joan Uhler, motion to approve

Second: Sam Felsing

Vote

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

Opposed: None

Abstentions: None

2. Approval of Chipman Relocation and Moving Company proposal

Motion: Joan Uhler, motion to approve

Second: Jennifer Afdahl Rice

Vote

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

Opposed: None

Abstentions: None

3. Approval of revised Chief Operating Officer job description

Motion: Sam Felsing motion to approve

Second: Jennifer Afdahl Rice

Vote

In Favor: Joan Uhler, Jennifer Afdahl Rice, Jim Nations, Patti Wilczek, David Hoopes, Paul Bentz, Robert Cassard, David Teeters, Sam Felsing, Annalisa Moore, Camila Guiza-Chavez, Will Robison

Opposed: None

Abstentions: Gretchen Finer

4. Approval of CLCS Board member to Nea's Lead Facilitator Personnel Committee

Joan Uhler - asks board for volunteer for Nea's Lead Facilitator Personnel Committee, Gretchen Finer volunteers

Motion: Joan Uhler for board to approve Gretchen as volunteer

Second: Jennifer Afdahl Rice

Vote

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

Opposed: None

Abstentions: None

5. Approval of Linde Group technology consolidation and relocation plan

Robert Cassard - Board member, said Patti negotiated a great price of 40% off for Okta.

Motion: Joan Uhler motion to approve

Second: Jim Nations

Vote

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

Opposed: None

Abstentions: None

6. Approval of Telepacific contract buy-out (ACLC)

Motion: Joan Uhler motion to approve

Second: David Hoopes

Vote

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

Opposed: None

Abstentions: None

J. Financial Presentations

11:15 PM

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

Peter Laub - EdTec, Notes that presentation materials is still a draft. Revenue side does not have much to report. For CLCS draft budget, there is still information outstanding. What is presented is at 22% LCFF but actual is 28%. (See presentation materials)

David Hoopes - Asks how 9.5% to 19% move in STRS will happen in CA?

Peter Laub - Thinks that funding rates will have to increase in order to fund this.

Jennifer Afdahl Rice - Asked Peter re: STRS, are you seeing clients opting out of STRS?

Peter Laub - Not yet, it is not common to see those in STRS to opt out.

Joan Uhler - Asked Peter if move expenses are in budget? Yes it is from Peter.

Joan Uhler - Do we know our preliminary budget date?

Peter Laub - Your preliminary budget will likely change and need to be reapproved.

Joan Uhler - By June meeting, I'd like to see collective bargaining budget vs. regular budget

K. Board Committees and Task Forces

PM

1. Board Recruitment and Development: Review of current and future CLCS Board openings
2. Facilities
3. Finance
4. Communications/Public Relations
5. Strategic Planning
6. Governance/Oversight
7. Fund Development
8. Executive

Adjournment

PM

Next regular meeting is scheduled for June 26, 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., 500 Pacific Avenue, 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., 500 Pacific Avenue, Alameda, CA 94501, phone (510)263-9266, fax (510) 995-8910, during school hours.