



## 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

**April 1, 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

6:33 PM

Meeting is called to order by the Board President at 6:33 pm

<u>Board Members</u>	Present	Absent
Joan Uhler (President)	<u>  x  </u>	<u>      </u>
Jennifer Afdahl Rice (Treasurer)	<u>      </u>	<u>  x  </u>
Jim Nations (Secretary)	<u>  7:55  </u>	<u>      </u>
Patti Wilczek (Executive Director)	<u>  x  </u>	<u>      </u>
Maafi Gueye (Nea Lead Facilitator)	<u>  x  </u>	<u>      </u>
David Hoopes (ACLCLC Lead Facilitator)	<u>  6:38  </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>      </u>	<u>  x  </u>
Nzingha Dugas (Community Member)	<u>      </u>	<u>  x  </u>
Hameed Abbasi (Community Member)	<u>  x  </u>	<u>      </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>  7:13  </u>	<u>      </u>
Gretchen Finer (Community Member)	<u>  x  </u>	<u>      </u>
Lyan Pernala (Community Member)	<u>  x  </u>	<u>      </u>
Will Robison (Community Member)	<u>  6:40  </u>	<u>      </u>

### Review and Approval of Agenda

Camila requested to strike item F.1 and move to next meeting.

Motion: Sam Felsing with item F.1 stricken.  
Second: Hameed Abbasi

#### Vote

In Favor: Joan Uhler, Patti Wilczek, Maafi Gueye, Paul Bentz, Robert Cassard, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Gretchen Finer, Lyan Pernala

Opposed: None

Abstentions: None

**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.

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.

Karen Horowitz Lee - has 2 learners at Nea, shared concerns to Patti, not addressed and now filing formal complaint to CLCS board re: misrepresentation of CLCS board member

Trish Spencer - speaking as former parent of learner at ACLC, now AUSD board member. Would like board will not take non-urgent action items until next regular board meeting when schools are back from spring break.

Daniel Davenport: concerned about allegations made by a parent that a board member is misrepresenting himself on the CLCS board page.

Molly Fenn - present hard copy of letter read at last week's special board meeting with staff of shared values, includes staff signatures from three campuses.

Lynn Kameny - express dissatisfaction for CLCS board having board meeting during spring break

Caprice - Don't like having blame placed on Patti. Patti and board doing best they can given difficult situations. Should focus on implementation once

Alexis Lee - 9th grader at Nea - hard having this meeting during spring break. Concerning about having merged schools.

Lynn Kameny - Thank you for removing item F.1. Task force hasn't had enough time to look into additional details.

**C. Consent Agenda**

6:55 PM

1. Approval of February 27, 2014 CLCS Special Board Meeting Minutes
2. Approval of March 16, 2014 CLCS Special Board Meeting Minutes
3. Approval of March 27, 2014 CLCS Special Board Meeting Minutes

Maafi Gueye - Regarding Feb. 27th minutes - approval postponed at last board mtg - section 4 - public comments were not detailed with commenter names. If no minutes taken during those comments, then maybe minutes should reflect. Also, voting still not correctly reflected.

Maafi will work with Jim to make corrections. Will pull 2/27 meeting minutes off consent agenda.

3/27 minutes - Maafi has spelling corrections on two names of people who made corrections

Motion: Paul Bentz, with name changes to 3/27 special board meeting minutes, and approve 3/16, 3/27 special board meeting minutes

Second: David Hoopes

Vote

In Favor: Joan Uhler, Patti Wilczek, Maafi Gueye, David HOopes, Paul Bentz, Robert Cassard, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Gretchen Finer, Lyan Pernala, Will Robison

Opposed: None

Abstentions: None

**E. Discussion Item**

6:57 PM

**Public Comment:**

Trish Spencer - comments on discussion items taken at once is against instructions for public comment on agenda.

Patrick Melendez - ACLC learner/board member - hard to talk about all discussion items all at once. Doesn't allow for transparency and democratic values.

1. Presentation of financial information related to various organizational structural analyses with 2014-15 enrollment projections

**Public Comment:**

Molly Fenn - what is organizational structural analyses>

Lynn Kameny - Scenarios presented at last week's special board meeting: status quo, other scenarios are not models that schools have had. Of 6 of 7 groups that reported out, preferred status quo maintained.

**Discussion:**

Jackie from EdTec shared summary of three scenarios.  
Board discussion.

2. CLCS Board Decision Matrix

**Public comment:**

Qualifying questions as stated are ambiguous - this is not decision matrix. Would like board to revise matrix to include educational program and mission statement.

Lyan Pernala - Decision matrix is to be used for all decisions, not specific, given board members' legal obligations.

Robert Cassard: Other considerations item - area for additional criteria

Daniel Davenport: How are board members held legally liable?

Lyan Pernala - Fiduciary duties - financial oversight/stability (charter can be revoked, board can be sued, individual members can be sued)

How are board members held liable if violate own bylaws?

Trish - Matrix comes close to telling people how to vote

**Board discussion:**

See CLCS Proposed Decision Matrix

Source: National resource for charter schools, merged from 5 or so resources - meant as a guide, not necessarily a policy

Important for board to be guided by consistent decision making criteria over time.

Appreciated as tool for board to re-focus back on fundamental role of board.

### 3. CLCS Business Continuity and Disaster Recovery Plan

Robert Cassard presented. Working with Lina to prepare to secure digital assets. In case of emergency/change in staffing what needs to be done?

Community volunteers to assist with DR Plan.

- ### 4. Election of 2014-15 CLCS Board officers:
- a. Positions to be filled
  - b. Status of nominations
  - c. Timeline

Public Comment:

Karen Horowitz Lee - understanding that no election process - thought members were appointed.

Discussion:

Sam presented. No official system to elect new board officers. Board discussion.

Looking to fill: Treasurer, President, Secretary - need to be up for election - need to be in good standing with board, and have served 1 yr.

Parliamentarian didn't make it to bylaws - no one volunteered fill, so not filled for 13-14.

Election would need to happen at June board meeting

Nominations need to be presented by May.

Sam to create list of eligible board members for those positions.

### 5. Review of current and future (2014-15 school year) CLCS Board openings

Discussion of recruitment of board openings.

## F. Action Item

8:25 PM

Public Comment:

Trish Spencer- would have been nice to see the language and information about these items available to the public before meeting.

1. Approval of interim removal of remaining employees from CLCS board - removed
2. Approval of revision of fiscal policy: Segregation of Duties section

Patti presented current policy and proposed policy. Board discussion, and revisions made to policy.

Patti will continue to revise and bring back to board next board mtg.

### 3. Approval of extension of "Proposition 39 Alternative Timeline Agreement" with AUSD

Draft lease agreement has been received. AUSD asking CLCS board to sign alternative timeline since now not on typical prop 39 process. Final lease to CLCS expected by April 9<sup>th</sup>. AUSD wants CLCS response by April 30<sup>th</sup>, May 15<sup>th</sup> AUSD will give final offer. Patti to ask if AUSD deadline can be set to 2 weeks after when CLCS responds

Motion: Joan, move with request for Patti to ask AUSD for 2 week language

Second: Lisa Maxwell

Vote

In Favor: Joan Uhler, Jim Nations, Patti Wilczek, Maafi Gueye, David Hoopes, Paul Bentz, Robert Cassard, Hameed Abbasi, Camila Guiza-Chavez, Sam Felsing, Gretchen Finer, Lyan Pernala, Will Robison

Opposed: None

Abstentions: None

Vote: All ayes

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

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

Trish Spencer - at last board meeting, David Hoopes and Maafi Gueye were asked to leave for entire closed session. Didn't think they should need to do that. Concerned about board members complying with Brown act.

**J. Adjourn to closed session: 8:50 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. With respect to every item of business to be discussed in closed session pursuant to Section 54956.8:  
Conference with Real Property Negotiators  
Properties:  
Options under consideration for AUSD Alternative to Prop 39 offer: Woodstock School Agency Negotiators: Patti Wilczek, Executive Director  
Negotiating Parties: Alameda Unified School District and Community Learning Center Schools  
Under Negotiations: District's Alternative to Proposition 39 offer for 2014-15

**K. Reconvene public session 10:05 PM**  
Report on any decisions made in closed session

Board President announced that there were no decisions made in closed session.

Adjournment 10:06 PM  
Next regular meeting is scheduled for April 17, 2014, to be held at Nea's Lower Village, 401 Pacific Avenue, Alameda CA 94501

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.