



A CALIFORNIA DISTINGUISHED SCHOOL

**SPECIAL MEETING MINUTES
BOARD OF TRUSTEES
Tuesday, February 8, 2011
5:00 PM - Library**

I. PRELIMINARY

- A. Call to order 5:05 PM
- B. Roll call

Board Members Present

James Paleno	Allison Holdorff Polhill
Susan Frank	Wendy Hagan
Chris Lee	Jason Cutler (left 5:40 PM)
Naomi Norwood	Monica Iannessa
Stephanie Inyama	Lisa Kaas Boyle

Board Members Absent

Eleanor Rozell

Non-Voting Board Member Absent:

Shahin Mohammadi- Student

Officers/Senior Staff Present:

Michael A. Smith Marcia Haskin Greg Wood

II. PUBLIC COMMENT:

Non-agenda items: No individual presentation shall be for more than two (2) minutes and the total time for this purpose shall not exceed sixteen (16) minutes. Board members will not respond to presentations and no action can be taken. However, the Board may give direction to staff following a presentation. Use of names of individuals should be avoided when referring to accusations or wrongdoing (names should be presented to the Executive Director for follow-up action). Speakers may choose to speak during the public comment segment and/or at the time an agenda item is presented.

There were no public comments.

III. PRESENTATION ITEMS

- A. Presentation of Governance Policies- Mark Epstein- (see meeting materials)
(The presentation followed the Action Item A)

The purpose of the committee was to amend the governance guidelines previously enacted by the Board. Along these lines, we were mindful that the Board had adopted in principle, and as a general matter, the governance

structure and policies espoused in Carver. However, we were also aware that the Board is always subject to the Charter and (until and unless it amends them) its Bylaws.

Mark Epstein's presentation dealt with an explanation of the Carver model and its place in defining the role of the Board and of the Principal and Chief Academic Officer (Principal) and how the Board, under Policy Governance, holds the Principal accountable for achieving the performance goals.

Mr. Epstein described the 4 sections of Carver's Policy Governance:

- Governance Process Policies
- Board-Principal Linkage Policies
- Executive Limitations
- Goals Policies

Mr. Epstein answered a number of questions, and provided clarification, regarding some of the policies recommended by the Ad-Hoc Committee. Mr. Epstein also expressed to the Board his opinion that the Governance Policies be approved and in place quickly, with changes to follow over time, versus postponing adoption and waiting for them to be perfected.

IV. ACTION ITEMS

- A. Ad-Hoc Subcommittee Recommendations Regarding Search Firms (Lisa Kaas Boyle, Chris Lee, Susan Frank, Jennifer Eustice) (see meeting materials)

Lisa Kaas Boyle, spoke on behalf of the Ad-Hoc Subcommittee, detailing the advantages of retaining a search firm and the expertise that they bring. She also pointed out the subcommittees' recommendations regarding how the remaining work be distributed between the search firm and UCLA SMP.

Susan Frank discussed the Cosca Group, its services and cost, as well as the very positive feedback that she received from references.

Lisa Kaas Boyle and Susan Frank recommend to the Board that a search firm be retained in order to optimize our opportunity to select from a large group of highly qualified candidates. They also recommend the Cosca Group, an expert in the field be retained. Chris Lee and Jennifer Eustice recommend that if the Board chooses to use a search firm, the Cosca Group be brought in to present to the Board.

Allison Holdorff Polhill moved that the Board adopt Lisa Kaas Boyle and Susan Frank's recommendations regarding hiring a search firm, the Cosca Group, and the recommendations of the full Ad-Hoc Subcommittee as to the tasks to be assigned to the Cosca Group and UCLA SMP. The Cosca Group's major responsibilities will be to finalize the job description with the Board; create the position brochure; post the ad nationally; use their network of consultants to identify and approach potential candidates, including some not currently seeking a new position; accumulation of candidate applications and the

conducting of background and reference checks; arranging a site visit to the leading candidate; and assisting with contract negotiations. UCLA SMP will continue with the rubric, and training of the paper screening, stakeholder interview, technical committees, and Board members. Jason Cutler seconded the motion.

James Paleno and Jennifer Eustice will be the ones to coordinate with both UCLA SMP and the Cosca Group.

BOARD ACTION: MOTION PASSED

Yes – 6 (Lisa Kaas Boyle, Naomi Norwood, James Paleno, Allison Holdorff Polhill, Susan Frank, Jason Cutler)

No – 3 (Wendy Hagan, Chris Lee, Monica Iannessa)

Abstain – 1(Stephanie Inyama)

B. Discussion and Approval of Draft Governance Policies

Lisa Kaas Boyle moved to accept the recommendation of the Ad-Hoc Governance Policy Subcommittee as written, and approve the Governance Policies as presented. Allison Holdorff Polhill seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 8 (Lisa Kaas Boyle, Naomi Norwood, Stephanie Inyama, James Paleno, Wendy Hagan, Chris Lee, Allison Holdorff Polhill, Monica Iannessa)

No – 1 (Susan Frank)

Abstain – 0

V. **OLD BUSINESS**

A. Clarification regarding Board Committees

There was a short discussion of the recent correspondence from legal counsel regarding the advisory role of stakeholder committees in the Principal and Chief Administrative Officer search.

VI. **NEW BUSINESS**

VII. **ADJOURNMENT** 8:22 PM

(Meeting materials can be found on the Pali High website, www.palihigh.org, under Governance, Board of Trustees, Agendas and Minutes, Material for Board Meetings)