



A CALIFORNIA DISTINGUISHED SCHOOL

**REGULAR MEETING MINUTES
BOARD OF TRUSTEES
Tuesday, September 21, 2010
5:00 PM, STAFF CAFETERIA**

I. PRELIMINARY

A. Call to order 5:06 PM

B. Introduction of Ann Davenport as Administrative/Manager Board Member
Board Chair, James Paleno, introduced Ann Davenport as the new Administrative/Manager Board Member.

C. Roll call

Members Present

Ann Davenport
James Paleno
Patrice Fisher
Wendy Hagan
Carol Osborne
John Riley (left 7:30 PM)

Julia O'Grady
Susan Frank
Karen Perkins
Jason Cutler
Jason Callas (teleconference)

Members Absent

none

Officers/Non-Voting Members Present:

Michael A. Smith Marcia Haskin Greg Wood Shahin Mohammadi

II. APPROVAL OF MINUTES

August 17, 2010 Board Meeting

John Riley moved to approve the Minutes as written. Julia O'Grady seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 7 (John Riley, Julia O'Grady, Karen Perkins, James Paleno, Susan Frank, Patrice Fisher, Wendy Hagan)

No – 0

Abstain – 3 (Carol Osborne, Jason Cutler, Ann Davenport)

August 21, 2010 Special Retreat Board Meeting

John Riley moved to accept the Minutes as written. Julia O'Grady seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 7 (John Riley, Julia O'Grady, Karen Perkins, James Paleno, Susan Frank, Patrice Fisher, Wendy Hagan)

No - 0

Abstain - 3 (Carol Osborne, Jason Cutler, Ann Davenport)

III. 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.

IV. ORGANIZATIONAL REPORTS:

A. Executive Director's report- Michael A. Smith (see handouts)

Transportation- LAUSD is providing bus transportation for PCHS 10th, 11th and 12th grade students. Although there were some rough spots the first week of school, bus sharing with Paul Revere is now running more smoothly. Global Transportation, who is doing an excellent job, is providing the PCHS funded late buses, field trips and sports teams buses. Global Transportation is also providing busing services for the parent funded buses to transport the incoming 9th grade students as well as the new 10th - 12th grade students. PCHS has facilitated the arrangement between parents and Global Transportation, but the school is not responsible for payment and has no liability. Global Transportation bills parents \$80 per month per student. LAUSD is providing bus services for the 2010-2011 school year only for the 10th - 12th grades continuing Topanga students.

Mr. Smith clarified that all transportation fundraising is going toward the \$600,000 cost of the "grandfathered" students.

Maggie Gilbert Aquatic Center- water is currently in the pool, and the heating process will begin shortly. Fire and safety are being tested. Since Brian Barry, the DSA inspector is out of town for an extended period of time, PCHS has contracted with Iver Dreben, a DSA approved inspector to assist Mr. Smith with the completion of the pool. It is expected that Mr. Dreben's services will be required until mid to late October. It was pointed out that Mr. Dreben's contract calls for a 30 day notice for cancellation of services.

The Grand Opening for the Maggie Gilbert Aquatic Center is October 10th.

Fundraising Update- Northern Trust Open Tickets Fore Charity- ticket sales began September 10th for the golf tournament. PCHS receives 80% of the cost of the ticket, and the Junior Chamber of Commerce receives the other 20%. Sales incentives for the top selling organizations are available.

Global Village Concerns- over 2,200 PCHS students have signed up for this "virtual student store. Sales through this site generate income for PCHS.

Donor Perfect Software- this fundraising specific software was purchased over the summer and will be used to track all donor information and donations to PCHS, whether to Annual Giving (in collaboration with the Booster Club), pool donations,

sports teams' fundraisers (through ASB), etc. Julia O'Grady and Kevin Olson will be the PCHS using the Donor Perfect Software.

People For Pali (P4P)- is a recently formed group of parents with pre-high school aged children. Michael Smith is working with this group to reach out to community members not familiar with PCHS. The website of People For Pali is www.peopleforpali.com.

Donations- Mr. Smith wanted to thank the Booster Club for donating the funds for a make-over of the Attendance Office. He also thanked a private family for their generous donation to the school.

Legal correspondence- regarding the Interim Executive Director's efforts to obtain historical legal opinions and correspondence, Carol Osborne advised that legal files belong to PCHS and we need to ask our legal counsel for our correspondence file, and that there should be no charge.

B. Principal's Report- Marcia Haskin (see handouts)

Marcia Haskin reported that there were currently 2,832 students attending PCHS, including 71 students at Temescal. Ms. Haskin wanted to thank the faculty for generously offering their assistance in creating a 7th period Study Hall for students who ride the bus. Study Hall students will receive 1 credit for a Pass/Fail. They are looking into converting this into an elective wheel, or club period, next semester. Subject to availability, non-bused students can opt into the Study Hall program.

PLC- the first PLC meeting was held on September 16th with all the PLC leaders, and John Rauscher, the new PLC Coordinator. The purpose of this meeting was to launch this year's focus of analysis of data to inform instruction. Analysis will begin with CST Cluster data.

PCHS 2009-2010 CST/API score of 819 declined 2 points from last year. The African American students exceeded their growth target by 7 points, giving them an API score of 709, higher than any of the home schools these students come from. The achievement gap widened between African-American and Caucasian and Asian students. Steep declines were seen Algebra, Geometry, and Special Needs.

C. Chief Business Officer's report- Greg Wood (see handouts)

Greg Wood commented that the State of California has yet to pass a budget.

ADA is budgeted at 50 higher than 2009-2010, with the difference coming from Temescal Academy and Distance Learning.

Currently he is putting together the cost of the Study Hall program.

The interest rate on the track and field and second pool loan was locked in at 5.69%.

Mr. Wood announced that the District Manager from our foodservice provider Sodexo would be making a presentation to the Board in October.

D. Human Resources report- Jennifer Eustice (see handout)

Jennifer Eustice discussed open enrollment for employee health benefits and new hires.

E. Students' report- Shahin Mohamadi

Shanin Mohamadi informed the Board about upcoming student events planned for Homecoming Week. Mr. Mohamadi also recommended opening the upper El Medio parking lot gate in the morning to ease congestion and expressed student concerns

regarding a new math policy which stipulates that failing the final exam automatically lowers the semester grade by 10%.

- F. Faculty report- James Paleno and/or Karen Perkins
James Paleno thanked the administration for the smooth opening of the school year.
- G. Budget and Finance Committee report- Rob King
There was no report.
- H. Policy Committee report- Julia O'Grady
Julia O'Grady reported that the Policy Committee expects to meet on Wednesday, October 20th and PCHS social media policy will be discussed.
- I. Educational Programs Committee report- Grant Smith
There was no report.
- J. Communications Committee report- Monica Iannessa
Monica Iannessa reported that an Ad-Hoc Committee met with the Leadership Class and went over the Student Constitution, the need for the Commissioner of Communications to attend Communications Committee meetings, and better communication between Leadership and the Committee.
- K. Operations, Facilities and Technology Committee report- Maisha-Cole Perri
There was no report.
- L. Parent report- Julia O'Grady
Julia O'Grady announced the upcoming parent meetings:
PAC- Thursday, September 30, 2010, 6:30 PM in B101
PTSA- Thursday, September 30, 2010, 8:00 AM in the library
Booster Club- Tuesday, September 28, 2010, 6:30 PM in the cafeteria

V. **ACTION ITEM**

- A. Per requirement of PCHS Bylaws, discussion and action to reinstate Board member who did not attend three successive Board meetings- James Paleno

John Callas noted that he missed one Board meeting because of vacation, and two Board meetings because of business trips.

It was noted that the Proposed Bylaws state that a Board Member will be automatically removed from office after three consecutive regular board meetings.

John Riley moved to reinstate John Callas to the Board of Trustees. Julia O'Grady seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 8 (John Riley, Julia O'Grady, James Paleno, Susan Frank, Patrice Fisher, Carol Osborne, Jason Cutler, Ann Davenport)

No – 2 (Karen Perkins, Wendy Hagan)

Abstain – 0

B. Election of Vice-Chair

John Riley nominated Julia O'Grady as Board Vice-Chair. Patrice Fisher seconded the nomination.

Susan Frank nominated Carol Osborne as Board Vice-Chair. Wendy Hagan seconded the nomination.

BOARD ACTION: Carol Osborne was elected Board Vice-Chair

Carol Osborne – 6 (James Paleno, Susan Frank, Carol Osborne, Jason Cutler, Wendy Hagan, Karen Perkins)

Julia O'Grady – 5 (Patrice Fisher, Julia O'Grady, John Callas, John Riley, Ann Davenport)

C. Reconciliation of Bank of the West documents with the Board approved motion-

Carol Osborne and Susan Frank

- Reconciliation of Bank of the West documents with Board approved motion regarding pool loan.

- Restrictions on the use of aggressive financial instruments.

Carol Osborne and Susan Frank spoke of the need for these motions in order to align the Board's prior motion with the actual Bank of the West documents.

Carol Osborne moved the Board approved the Proposed Resolution to Ratify Certified Corporate Action to Borrow. Susan Frank seconded the motion.

Proposed Resolution to Ratify Certified Corporate Action to Borrow

Whereas, at the June 15, 2010 meeting of the Board of Trustees, the Board approved Palisades Charter High School's entry into certain loan and borrowing relationships with Bank of the West ("Bank");

Whereas, the Secretary of the Board was required by the Bank to certify certain authorizations to the Bank in the Certified Corporate Action to Borrow attached hereto as Exhibit A; and

Whereas, the Board of Trustees clearly wishes to adopt the specific authorizations in the Certified Corporate Action to Borrow as a resolution of the Board of Trustees of Palisades Charter High School.

Resolved that the Certified Corporate Action to Borrow as attached hereto as Exhibit A is hereby ratified and adopted as a resolution of the Board of Trustees and as the act and deed of Palisades Charter High School effective as of June 15, 2010. Resolved further that all prior actions undertaken by the officers of Palisades Charter High School consistent with the Certified Corporate Action to Borrow are also hereby ratified and approved effective as of June 15, 2010.

BOARD ACTION: MOTION PASSED

Yes – 9 (John Riley, Julia O'Grady, James Paleno, Susan Frank, Patrice Fisher, Carol Osborne, Jason Cutler, Wendy Hagan, Karen Perkins)

No – 0

Abstain – 2 (Ann Davenport, John Callas)

Susan Frank moved that the Board approve the Amendment to Language in Bank of the West Loan Document for Pool. Carol Osborne seconded the motion.

Amendment to Language in Bank of the West Loan Document for Pool

No financial instruments may be purchased, sold, or pledged with corporate assets that are not deemed prudent and conservative, unless specifically authorized by a Board vote. This restriction includes, but is not limited to, foreign currencies, derivatives, interest rate swaps, caps, floors, collars, swaptions, and forwards. This language will also be added to the Governance Executive Limitations Policies.

BOARD ACTION: MOTION PASSED

Yes – 10 (John Riley, Julia O’Grady, James Paleno, Susan Frank, Patrice Fisher, Carol Osborne, Jason Cutler, Wendy Hagan, Karen Perkins, John Callas)

No – 0

Abstain – 1 (Ann Davenport)

- D. Ann Davenport Distance Learning Consulting Contract- Michael Smith/Ann Davenport
-Discussion and approval of consulting contract with specific milestones, deliverables, and payments against milestones.

This item was tabled and a subcommittee of Michael Smith, Ann Davenport, James Paleno and Carol Osborne was created to review the situation.

VI. DISCUSSION ITEMS

- A. Synopsis of Board Retreat- James Paleno

James Paleno highlighted the recent Board retreat and thanked Karen Perkins for her efforts in team work training and initiating a Board calendar; Michael Smith on his Brian Carpenter, good governance discussion; and Carol Osborne for her presentation on effective fundraising.

- B. UCLA School Management Program (SMP)/ PCHS calendar for 2010-2011 school year (handout)- Marcia Haskin

Marcia Haskin presented a calendar of PCHS activities with UCLA School Management Program (SMP), starting with an October 5th meeting with the Board of Trustees.

- C. Presentation of Draft Employee Policy Manual (handouts)- Jennifer Eustice

- Employment policies.
- List of critical school functions and personnel trained.
- Job descriptions.

Jennifer Eustice made some brief comments regarding a draft employee handbook and policy manual. Job descriptions for all administrators and managers will be presented at the October Board Meeting.

- D. Tasking the Executive Director:

- Whistle blower policy
- Free speech policy
- Document retention and destruction policy

Michael Smith will present recommendations to the Board regarding the three policies listed above at the October Board meeting.

E. Stakeholder Surveys-

The need for regular stakeholder surveys was discussed and an Ad-Hoc Board Committee, made up of Susan Frank, Julia O'Grady, Wendy Hagan, and Jason Cutler, was tasked with working with the Communications Committee to conduct stakeholder surveys.

F. Ad-Hoc Governance Policies Committee Update- Julia O'Grady

Julia O'Grady discussed the committee's progress and said that Policies would be presented at the October Board Meeting. The Board discussed that, after Board review, the policies would be posted for 30 days in order to solicit stakeholder input. After the posting period, the Board will consider for approval.

VII. OUTSTANDING BUSINESS

Michael Smith will arrange for PCHS's actuarial company to made a presentation to the Board in November regarding obligations held by the school for the retiree healthcare trust.

VIII. NEW BUSINESS

A. Formation of Ad-Hoc Election Committee

Monica Iannessa will again lead the Ad-Hoc Election Committee. John Riley offered to help.

Board chair to announce items for closed session.

(Open session ended at 7:50 PM)

IX. CLOSED SESSION 7:51 PM

A. Conference with Labor Negotiator: Michael Smith, Executive Director

Employee organization: PESPU, UTLA

OPEN SESSION 7:52 PM

Board Chair will report publicly on any closed session action items for which a vote occurred.

There was no action taken in closed session.

X. ADJOURNMENT 7:52 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)