

Community School for Creative Education Governing Board Meeting Minutes

Governing Board Meeting Minutes Wednesday February 23, 2011 7:00 P.M. – 8:45 P.M. Arise High School 3301 E. 12th Suite 205, Oakland (above Citibank)

Geraldine McGrath, Chair
Robin Evitts, CFO
John Lundell, and Secretary
Karimah Adisa Thomas

Jim Hollis
Lynne Newton
Jorge Ruiz de Velasco
Cindy Wong

Ida Oberman, Ex Officio

To ensure an orderly meeting and an equal opportunity for each speaker, persons wishing to address the Board must fill out a speaker's card. Cards are located at the entrance to the meeting room and should be turned in to the Secretary of the Board.

Note: *The President may limit each speaker to three minutes and/or set a limit of twenty minutes for all speakers on any one subject. In accordance with the Brown Act, if a member of the public addresses an item not on the posted agenda, no response, discussion, or action on that item may occur. The projected timeline is a projection only, not a limitation on the length of any agenda item, and may be revised at the meeting. Any disclosable public records related to an open session item on a regular meeting agenda and distributed to a majority of the Governing Board less than 72 hours prior to that meeting are available for public inspection at the Community School for Creative Education (CSCE) campus during normal business hours. The CSCE Governing Board will provide reasonable accommodations for persons with disabilities planning to attend Board meetings who contact the Secretary of the Board at least 48 hours before the meeting.*

Minutes

ORDER OF BUSINESS

1. CALL TO ORDER

7:13 Roll Call:

Lynne Newton - phone

Jorge Ruiz de Velasco – phone

Geraldine McGrath

Cindy Wong

Jim Hollis

John Lundell

Robin Evitts

Five board members present in the room, two on the phone. Quorum reached. Ms. McGrath chaired the meeting.

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2. Approval of Agenda and Board Minutes

Ms. Evitts moved to adopt board minutes from the meeting of [insert date]

Mr. Hollis second the motion

Ms. Newton abstained; all others approved, final vote 6 ayes, 1 abstention.

3. PUBLIC COMMENT: *Limited to 3 minutes per person (or as established by the Board Chair), up to a total of 15 minutes, but there is no limit on the number of members of the public who may speak. At a special board meeting there will be no public comment on matters not on the agenda.*

3.1 Public comment regarding matters on the agenda

3.2 Public comment regarding matters NOT on the agenda

No public comments

4. ITEMS FOR BOARD DISCUSSION AND APPROVAL

4.1 Presentation of working start-up budget

Dr. Oberman reported that she is working to have a review of full budget in March. Next month goal is to have a deep understanding of the budget.

Ms. Evitts reported that she hoped to complete the work plan by March. CSCE has money in the start up phase from the Walton family fund. CSCE will apply for additional PCSPG funds within the in next couple of weeks. Any PCSPG funds received cannot apply for expenses in the incurred prior to receipt. Ms. Evitts noted that there is a ten week lead time to funding from the PCSPG. Next, Ms. Evitts noted the need to start working a revolving loan. Ms. Evitts requested Board authorizing Ms. Evitts and Dr. Oberman to work on the PCSPG application and revolving loan.

The Board discussed this request. Mr. Lundell inquired about the interest rate of the revolving loan. Ms. Evitts indicated that she believed it to be around four percent.

Mr. Ruiz de Velasco and Ms. Newton were dropped during this discussion. Mr. Ruiz de Velasco rejoined and the resolution was reread with changes proposed by Ms. McGrath Ms Newton did not rejoin.

Ms Evitts moved that it be:

WHEREAS, the Alameda County Office of Education (“**ACOE**”) authorized the charter for CSCE on December 14, 2010,

WHEREAS, the CSCE will need funds to pay for expenses during the 2011-12 school year, and

WHEREAS, CSCE disclosed to ACOE, it is charter petition, of its intent to

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apply for revolving loan pursuant to Education Code sections 41365 through 41367 (a “**Revolving Loan**”)

WHEREAS the CSCE agrees to meet all terms and conditions for the receipt of a Revolving Loan pursuant to Education Code sections 41365 through 41367;

NOW, THEREFORE BE IT RESOLVED, that the Board hereby approves CSCE enter into a Revolving Loan agreement in accordance with the terms of Education Code sections 41365 through 41367, of up to \$250,000 with repayment over 5 successive fiscal years commencing with the first fiscal year following the fiscal year in which CSCE receives the loan. Repayments will be deducted from the apportionment payments to CSCE by the State Controller, in equal amounts for each year of the loan repayment period until the total loan amount, including interest, is repaid.

Resolve further, that the Board hereby authorizes President and CFO to take all reasonable and necessary actions to apply for and execute a Revolving Loan from the California Department of Education (including, but not limited to notification to ACOE of CSCE’s intent to apply for a Revolving Loan) in accordance with the foregoing resolution.

Resolved further, that the CFO is hereby authorized to execute the loan agreement on behalf of CSCE.

Ms. Wong second the motion.

All approve, final vote 6 ayes (Ms. Newton now absent did not vote).

Ms. Evitts then moved it be resolved as follows:

WHEREAS, the ACOE authorized the charter CSCE on December 14, 2010, and,

WHEREAS, the Community School for Creative Education will need funds to pay for expenses during the 2011-12 school year, and

WHEREAS the Community School for Creative Education agrees to meet all terms and conditions for the receipt of the Public Charter School Grant Program (“**PCSGP**”);

NOW, THEREFORE BE IT RESOLVED, that the Board hereby approves that CSCE apply for grant funds of up to \$575,000 in accordance with the grant program terms.

Resolve further, that the Board hereby authorizes President and CFO to

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take all reasonable and necessary actions to apply for and execute a grant agreement with the California Department of Education in accordance with the foregoing resolution.

Resolved further, that the President and CFO are hereby authorized to execute the grant agreement on behalf of CSCE.

Mr. Hollis second the motion.

Final vote 6 ayes.

4.2 School Consultant

Dr. Oberman was asked to leave the room. Ms. Evitts reported that the currently proposed agreement detailed in the Board packages did not fall within the scope of the prior resolution. Ms. Evitts review the key terms of the proposed agreement with the Board, requesting approval of same. After a fulsome discussion, which included a discussion of the two roles Dr. Oberman will have (i.e., The public face of CSCE as its President, and a consultant, who does not represent CSCE but is rather the project manager of the plan for opening the school

Ms. Evitts moved that it be resolved as follows:

Resolved, that the Board hereby approves that CSCE enter into a consulting agreement with Dr. Ida Oberman in accordance with the term and renewal term, compensation, payment terms and termination rights presented by CSCE's CFO along with reasonable and customary terms and conditions of a consulting agreement (the "**Consulting Agreement**").

Resolved further, that the Board hereby authorizes Ms. McGrath and Ms. Evitts to take all reasonable and necessary actions to negotiate and finalize such consulting agreement in accordance with the foregoing resolution.

Resolved further, that the CFO is hereby authorized to execute the Consulting Agreement on behalf of CSCE. Mr. Hollis second the motion.

Mr. Hollis second the motion.

Final vote 6 ayes.

Dr. Oberman returned to the room and comments made were discussed with her.

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4.3 Reduction of minimum size of Board from nine to seven members

Ms. McGrath recommended that in order to accomplish the work required to open the school on time, the Board reduce the minimum size requirement from nine to seven, which means four members present will reach quorum.

Mr. Ruiz de Velasco requested assurance that the Board like to make sure that we revisit the minimum requirement in the future. He asked how long the new minimum would be in place. Ms. McGrath indicated that the lower minimum does not hinders the Boards ability to add new members fitting the search criteria.

After further discussions Mr. Hollis moved that it be resolved:

Resolved, that after consideration and review of the tasks to be completed for the opening of the Community School for Creative Education by August 2011, the Board determines that it is in the best interest of CSCE to amend Article VII, Section 3.

Therefor be it Resolved, that the initial paragraph of Article VII, Section 3 is hereby deleted in its entirety and replaced with:

The number of directors shall be no less than seven and no more than 11, unless changed by amendments to these bylaws. All directors shall be designated by the existing Board of Directors. Other than in the case of a vacancy, which is to be filled in accordance with Article VII, Section 12, all directors are to be designated at the corporation's annual meeting of the Board of Directors.

Ms. Wong second the motion.

Final vote, 6 ayes.

4.4 Nominating Committee Report and Recommendations

Ms. Wong reviewed with the Board the skills set the Nominating Committee employs when looking for Board candidates. Ms. Wong went on to presented the recommendations of the Nominating committee on the resignation of Mary Franklin. Ms. Wong advised the Board of the qualifications Michele Meyer who she proposed be elected to the Board.

Mr. Ruiz de Velasco moved that it be resolved as follows:

Resolved, that Michelle Meyer is hereby elected to the Board of Directors of CSCE to the fill the vacancy left by the resignation of Mary Desta Franklin.

Resolve further, that the Nominating Committee is to notify Ms. Meyer of her appointment and is to provide the Secretary with Ms. Meyer's summary biography for posting on the CSCE website.

Ms. Evitts second the motion.

Final vote, 6 ayes.

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4.5 Bank Account

Ms. Evitts advised the Board of the: need for approval to open a bank account in the name of CSCE. She recommended there be a requirement for two signatures for over amounts over five thousand dollars (\$5,000). During the discussion that followed Mr. Ruiz de ~~Velasco~~ suggested Velasco suggested that CSCE approach Wells Fargo for a grant when the account is opened.

Ms. Evitts moved it be resolved as follows:

Resolved, that the CFO and Treasurer, individually or jointly, are hereby instructed to close or cause to be closed any bank accounts in the name of Community School for Creative Education.

Resolved further, that the CFO and Treasurer, individually or jointly, are hereby authorized to open a new bank account in the name of Community School for Creative Education.

Resolved further, the Board hereby adopts any standard banking resolution(s) required to open up such account and that the CFO, Treasurer or Secretary is hereby authorized to execute or certify any such resolution(s).

Resolved finally, that the CFO and Treasurer shall be the designated signators of such bank account and that any checks or withdrawals of five thousand dollars (\$5,000.) or more will require the signatures of both the CFO and the Treasurer.

Mr. Hollis second the motion.

Final vote 6 ayes.

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4.6 Back Office Services Recommendations

Ms. Evitts reviewed the proposal for back office services detailed in the Board package. Mr. Hollis inquired as to the relationship of these services and student assessments. Ms. Evitts indicated the services are mainly financial services, not intended for student assessment.

Ms. Evitts moved that it be resolved as follows:

Resolved, that the Board hereby approves CSCE entering into a back office service agreement with Edtech, Inc. for the services and deliverables at the price and under the key terms presented by Ms. Evitts and Mr. Lundell (the “**Services Agreement**”)

Resolved further, that the Board authorizes Ms. Evitts and Mr. Lundell to take all reasonable and necessary actions to negotiate and finalize the Services Agreement in accordance with the foregoing resolution and general commercial business terms and conditions.

Resolved further, that either the President or CFO is hereby authorized to execute the Services Agreement on behalf of CSCE.

Mr. Hollis second the motion.

Final vote, 6 ayes.

4.7 OUSD Site Update and Response

Dr. Oberman reviewed with the Board the provisional offer form Oakland Unified School District (“**OUSD**”) for part of Garfield elementary and the status thereof, noting that a response letter OUSD had been drafted; . OUSD has found that portables are missing; and that OUSD is looking into offering an alternate site. After a discussion on availability of other portables and contiguous space Ms. Evitts moved that it be resolved as follows:

Resolved, that the Board hereby approves the proposed letter of response to the Garfield School site offered CSCE by the Oakland Unified School District in response to CSCE’s Proposition 39 request with that the space designated for CSCE be contiguous.

Resolved further, that the President of CSCE is hereby authorized to execute CSCE’s letter of response.

Ms. Wong second the motion.

Final vote, 6 ayes.

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4.8 Finance Committee

Ms. Evitts recommend that the Board create a Finance Committee comprised of Mr. Lundell and her. After a brief discussion, Mr. Ruiz de Velasco moved that it be resolved as follows:

Resolved, that the Board hereby creates a finance committee to be comprised of two (2) Board members.

Resolved further, that the Board hereby appoints Mr. Lundell and Ms. Evitts to the finance committee with Mr. Lundell serving as the committee chair.

Ms. Wong second the motion.

Final vote 6 ayes.

4.9 Scheduling of Board's Brown Act Training

It was agreed that Ms. McGrath would endeavor to schedule Brown Act training, to be conducted by Paul Minney, for March 12 or April 2 or April 23.

5. BOARD MEMBER COMMENTS ON ITEMS NOT ON AGENDA: *Board members may make a brief announcement (including recognitions) or make a brief report on his or her own activities*

None

6. ADJOURNMENT TO CLOSED SESSION POSTED PURSUANT TO THE RALPH M. BROWN ACT CALIFORNIA GOVERNMENT CODE SECTION 54956

None

7. REOPENING IN OPEN SESSION

It was agreed that the Board's regular meetings will be held on the fourth Wednesday of the month from 7:00pm to 8:30pm. The Board agreed to reserve March 9th as a place holder should an additional meeting be required in the month of March. Happy birthday was then sung Ruiz de Velasco.

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8. VERSE

*The healthy social life is found
When in the mirror of each human being
The whole community finds its reflection,
And when in the community
The virtue of each one is living.*

*La vida socialmente saludable es encontrada
Cuando en el espejo de cada ser humano
La comunidad entera se encuentra reflejada
Y en la comunidad la virtud de cada uno esta viviendo*

*尋找到健康之社交生活,
就是當每個人對著鏡子
能從整個社區的影像中找到自己的反映,
這樣在社區內每人都能活出精彩。*

8. MEETING ADJOURNMENT

Ms. Evitts moved to adjourn the meeting.

Mr. Lundell second the motion.

Final vote, 6 ayes