



Oxford Preparatory Academy

Special Meeting of the Board of Directors

December 11, 2016
MINUTES

I. PRELIMINARY

A. CALL TO ORDER

The meeting was called to order at 9:21 a.m.

The special meeting of the Board of Directors was held at the OPA-Chino Valley campus located at 5862 C Street, Chino, California. The teleconference of the Board of Directors was held at the OPA-South Orange County (SOC) campus located at 23000 Via Santa Maria, Mission Viejo, California and the OPA-Saddleback Valley campus located at 22882 Loumont Dr., Lake Forest, California.

1. Roll Call

Members	Present	Absent
Andrew Vestey, Vice-Chairman	X	
Neveen Adly, Treasurer	X	
Albert Diaz, Secretary	X	
Debra Tarver, Member	X	
Vacant		

2. Pledge of Allegiance

Chairman Vestey led the Pledge of Allegiance.

3. Approval of Agenda

Moved (Diaz), second (Adly), motion carried by a vote of 4-0 to approve the agenda for the special meeting of the Board of Directors for December 11, 2016 as presented. The vote was taken by roll call.

Roll Call Vote:

AYES: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
NOES: 0
ABSTAIN: 0
ABSENT: 0

II. OPEN SESSION

A. ITEMS SCHEDULED FOR DISCUSSION/ACTION

1. Back Office Services

Gina Schuman, SOC parent and accountant, shared that she was encouraged that OPA was looking into a back office provider and wanted to share a few questions for the Board to consider. Ms. Schuman asked if the CFO was using the audit management letters to assist in beefing up internal controls. She also asked if the Board intended to create an audit committee moving forward, to assist staff that may not have financial backgrounds. Finally, Ms. Schuman asked if the new back office provider would be providing OPA with best practices.

Monica Power, Managing Director, introduced Spencer from Charter Impact and Karl Yoder from DMS who both provided live presentations to the Board regarding their package of services.

Monica Power fielded questions from the Board and recommended that additional time be allotted for a committee to review the back office candidates. Andrew Vestey, Chairman requested an overview of the references that were checked. The Board requested from Administrative staff that a committee be formed to complete the back office search within the next week. Juliette Ugartechea, CFO, and Monica Power, Managing Director, Denise Pascoe, Interim Executive Director, will be the committee and they will review their findings with Neveen Adly, Treasurer, and Debra Tarver, Member.

The vote on this item was tabled by Chairman Vestey to a future meeting.

2. Approval of 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-Chino Valley

Karl Yoder, DMS, reviewed the First Interim Financial Report, as presented, and the Board of Directors requested that DMS do an in-depth review of the financials to determine if an updated budget is necessary.

Moved (Tarver), second (Adly), motion carried by a vote of 4-0 to approve the 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-Chino Valley. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

3. Approval of 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-South Orange County

Moved (Diaz), second (Tarver), motion carried by a vote of 4-0 to approve the 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-South Orange County, as presented. The Board of Directors requested that DMS do an in-depth review of the financials to determine if an updated budget is necessary. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

4. Approval of 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-Saddleback Valley

Moved (Adly), second (Diaz), motion carried by a vote of 4-0 to approve the 2016-2017 First Interim Financial Report for Oxford Preparatory Academy-Saddleback Valley, as presented. The Board of Directors requested that DMS do an in-depth review of the financials to determine if an updated budget is necessary. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

5. Approval of 2016-2017 OPA Financial Audit

Karl Yoder, DMS, presented an overview of the audit. Mr. Yoder recommended that the Board take the recommendations listed in the audit seriously. He also shared that it is important that the audit needs to show next year, that OPA has responded to all of the recommendations.

Moved (Adly), second (Tarver), motion carried by a vote of 4-0 to approve the 2016-2017 OPA Financial Audit. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

6. Approval of Updated Authorized Signature List

Moved (Diaz), second (Adly), motion carried by a vote of 4-0 to approve the Updated Authorized Signature List. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

7. Approve Lease of New Office Space for Oxford Preparatory Academy Business and Executive Administrative Offices

Moved (Adly), second (Tarver), motion carried by a vote of 4-0 to approve the lease of new office space for Oxford Preparatory Academy Business and Executive Administrative Offices. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

8. Interim Executive Director Communication Protocols with Governing Board

Discussion took place regarding communication processes and it was determined that email would be the primary communication process with phone calls being used for time sensitive and emergent issues.

9. Business Expense Reimbursement Policy

Moved (Diaz), second (Adly), motion carried by a vote of 4-0 to approve the Business Expense Reimbursement Policy as presented. The Board discussed bringing this policy back in the future to alter items that staff or Board members would like clarification on. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

10. Approval to Post Recordings of Oxford Preparatory Academy Board of Directors Meetings on Website

Moved (Tarver), second (Diaz), motion carried by a vote of 4-0 to approve posting recordings of Oxford Preparatory Academy Board of Directors meetings on website. The vote was taken by roll call.

Roll Call Vote:

*Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
Noes: 0
Abstain: 0
Absent: 0*

B. PUBLIC ANNOUNCEMENT OF REASON FOR CLOSED SESSION

1. Public Comments on Closed Session Items

Erica Shulte, parent at SOC, spoke regarding changes to the Board agendas, closed session always be prior to open session with a hard stop time to increase participation, and agendas having a contact person for each item. She also stated her concerns regarding the CFO not leading the charge in the search for a back office provider, and the continued employment of Monica Power and Jared McLeod who were part of the toxic culture that Wayne Joseph referred to when denying Chino Valley’s renewal and were named by whistleblowers and the FCMAT report.

III. CLOSED SESSION – FOR DISCUSSION AND POSSIBLE ACTION

A. Chairman Vestey read the closed session description of:

- *Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(2)) (2 matters); and*
- *Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(4)) (1 matter)*

Chairman Vestey announced the Board entered closed session at 10:37 a.m.

IV. OPEN SESSION

A. Public Report of Action Taken in Closed Session

Chairman Vestey reconvened the Board Meeting back in to open session at 12:14 p.m. The Board was in closed session from 10:37 a.m. to 12:14 p.m. There was no action taken in closed session that required reporting out.

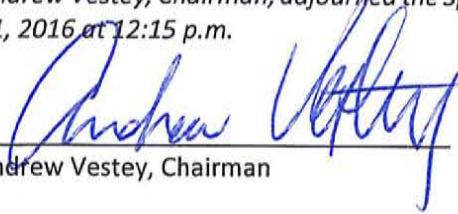
V. ADJOURNMENT

Moved (Diaz), Second (Adly), motion carried by a vote of 4-0 to adjourn the special meeting for December 11, 2016. The vote was taken by roll call.

Roll Call Vote:

*AYES: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver
NOES: 0
ABSTAIN: 0
ABSENT: 0*

Andrew Vestey, Chairman, adjourned the Special meeting of the Board of Directors for December 11, 2016 at 12:15 p.m.



Andrew Vestey, Chairman



Albert Diaz, Secretary