



Oxford Preparatory Academy

Regular Meeting of the Board of Directors

February 7, 2017
MINUTES

I. PRELIMINARY

A. **CALL TO ORDER**

The meeting was called to order at 5:34 pm.

The regular meeting of the Board of Directors was held at the OPA-South Orange County campus located at 22882 Loumont Dr., Lake Forest, 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-Chino Valley campus located at 5862 C Street, Chino, California.

1. **Roll Call**

Members	Present	Absent
Andrew Vestey, Chairman	X	
Sandra Garner, Vice Chair	X	
Albert Diaz, Secretary	X	
Neveen Adly, Treasurer	X	
Debra Tarver, Member	X	

2. **Pledge of Allegiance**

The Pledge of Allegiance was led by Andrew Vestey, Chairman.

3. **Approval of Agenda**

Moved (Adly), second (Garner), motion carried by a vote of 5-0 to approve the agenda for the regular meeting of the Board of Directors for February 7, 2017 as presented. The vote was taken by roll call.

Roll Call Vote:

AYES: Andrew Vestey, Sandra Garner, Albert Diaz, Neveen Adly, Debra Tarver

NOES: 0

ABSTAIN: 0

ABSENT: 0

B. **PUBLIC ANNOUNCEMENT OF REASON FOR CLOSED SESSION**

Chairman Vestey read the reason for closed session meeting as:

*Conference with Legal Counsel-Anticipated Litigation (Gov. Code section 54956.9(d)(2)) 9 matters;
Conference with Legal Counsel-Anticipated Litigation (Gov. Code section 54956.9(d)(4)) 2 matters.*

1. **Public Comments on Closed Session Items**

There were no public comments

II. **CLOSED SESSION – FOR DISCUSSION AND POSSIBLE ACTION**

Chairman Vestey announced that the Board would be entering closed session at 5:38 pm.

III. **OPEN SESSION**

A. **PUBLIC REPORT ON ACTION TAKEN IN CLOSED SESSION**

Andrew Vestey, Chairman, reconvened the Open Meeting of the Board of Directors at 7:17 pm. The Board was in closed session from 5:38 pm to 7:17 pm. Mr. Vestey stated that the law firm of Theodora Ohringer PC had been engaged to pursue potential claims against Edlighten Learning Solutions.

B. COMMUNICATIONS

1. Comments from the Board

Albert Diaz, Debra Tarver, and Neveen Adly all commented that they were pleased to be moving forward in the direction of pursuing potential claims as stated.

Sandra Garner thanked the school sites, Carrie Birchler and Rachel Foy regarding all of the activities for School Choice Week. She commented on the videos that were created stating this was a good day for School Choice.

Andrew Vestey thanked the SOC staff for a tour and for their hospitality the previous week.

2. Comments from the Interim Executive Director

Denise Pascoe, Interim Executive Director, shared that School Choice week had been a huge success at all three campuses. She informed the Board that the State appeal for the Chino Valley renewal had been submitted on January 31st and that the hearing would take place on April 5th and the vote on May 11th. Ms. Pascoe shared that with limited seating, a sign-up was sent out to stakeholders who wanted to join us in Sacramento. Ms. Pascoe commented that the SOC Notice of Violation response had been sent out, that Oxford Admin would be attending every authorizer Board meeting from now on, and that new healthy choice vending machines had been installed on all three campuses and the proceeds would go to the Honour Societies at each campus.

C. COMMENTS FROM THE AUDIENCE ON ITEMS NOT ON THE AGENDA

There were no comments from the audience on items not on the agenda.

D. ITEMS SCHEDULED FOR CONSENT

1. Approve Regular Meeting Minutes dated 1.3.17 and Special Meeting Minutes dated 1.22.17 and 1.24.17

Moved (Garner), and Second (Adly), Motion carried 5-0 to approve the Items scheduled for consent. The vote was taken by roll call.

Roll Call Vote:

AYES: Andrew Vestey, Sandra Garner, Albert Diaz, Neveen Adly, Debra Tarver

NOES: 0

ABSTAIN: 0

ABSENT: 0

E. PRESENTATIONS

1. South Orange County Update

Nic Sessions, Dean, shared a PowerPoint presentation that included activities that had taken place on the South Orange County campus which included Open House, school tours to prospective parents, campus renovations, and Open Enrollment. Mr. Sessions pointed out that there would be 896 students in the SOC 2017-2018 lottery.

2. Financial Update

Spencer Styles presented updated financial information to the Board and pointed out that Charter Impact was still in the process of compiling information from the OPA Business Office and that robust financial statements would be provided in the future, with the level of detail being catered to the Board's needs. He reiterated that the Financial Committee will receive the completed financials one week prior to regularly scheduled meetings to review. Denise Pascoe thanked Mr. Styles for the hard work that Charter Impact has been putting in to ensure a smooth transition.

F. ITEMS SCHEDULED FOR DISCUSSION/ACTION**1. Rescission of Approval of Interim Executive Director Employment Agreement Approved at January 24, 2017 Meeting Due to Clerical Error**

Moved (Garner), Second (Adly), motion carried 5-0 to Rescind the approval of Interim Executive Director Employment Agreement approved at January 24, 2017 meeting due to clerical error. The vote was taken by roll call.

Roll Call Vote:

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

2. Approval of Employment Agreement for the Interim Executive Director

Moved (Garner), second (Tarver), motion carried 5-0 to approve the Employment Agreement for the Interim Executive Director striking the last sentence that begins with "Such services..." The vote was taken by roll call.

Roll Call Vote:

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

3. Approve Purchase of Band Instruments for Saddleback Valley Campus from JCS Charis Corp. dba: Yamaha Music School

Moved (Adly), second (Garner), motion carried 5-0 to approve the purchase of band instruments for Saddleback Valley campus from JCS Charis Corp. dba: Yamaha Music School. The vote was taken by roll call.

Roll Call Vote:

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

4. Approval of Revised Business Expense Reimbursement Policy

Moved (Adly), Second (Diaz), Motion carried 5-0 to approve the revised Business Expense Reimbursement Policy. The vote was taken by roll call.

Roll Call Vote:

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

5. Formation of Board of Directors Finance Committee

Neveen Adly, as Chairperson, and Debra Tarver, Member, were nominated to sit on the Finance Committee. The Motion was carried 5-0 to appoint Ms. Adly and Ms. Tarver to the Board of Directors Finance Committee.

6. Formation of Board of Directors Governance Committee

Sandra Garner, as Chairperson, and Albert Diaz, Member, were nominated to sit on the Governance Committee. The Motion was carried 5-0 to appoint Ms. Garner and Mr. Diaz to the Board of Directors Governance Committee.

7. Approval of Updated Uniform Policy

Moved (Diaz), Second (Tarver), Motion was carried 5-0 to approve the Updated Uniform Policy with additional wording that clarifies the shirts are "solid" colors.

Roll Call Vote:

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

8. Appointment of Director to Ad Hoc Executive Director CommitteeComments on Agenda Items:

Kim Price, parent, shared with the Board that she was impressed with how Denise Pascoe and Andrew Crowe had stepped in and handled their interim positions and she let the Board know that she feels Denise will stand out against any qualified candidates that the Board interviews.

Erika Shulte, parent, spoke regarding the Executive Director Committee. She complimented Sandra Garner and Debra Tarver and thanked the Board for their commitment to transparency. Ms. Schulte spoke in favor of Denise Pascoe, Interim Executive Director and Andrew Crowe, Interim Managing Director. She stated that Ms. Pascoe would no doubt rise to the top of any committee search that takes place.

Debra Tarver stepped down from committee. Board nominated Sandra Garner to fill the open committee position. Motion (Adly), Second (Diaz), Motion carried 5-0 to appoint Sandra Garner to the Ad Hoc Executive Director Committee.

Roll Call Vote:

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

Chairman Vestey commented that a Board Study Session would take place on February 26, 2017 from 10 am -1 pm.

IV. ADJOURNMENT

Motion (Diaz) and Second (Tarver) to adjourn the meeting. The vote was taken by roll call.

Roll Call Vote:

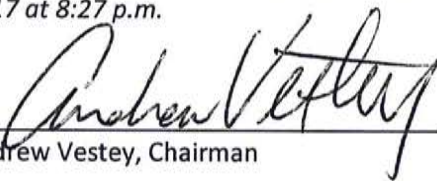
Ayes: Andrew Vestey, Albert Diaz, Neveen Adly, Debra Tarver, Sandra Garner

Noes: 0

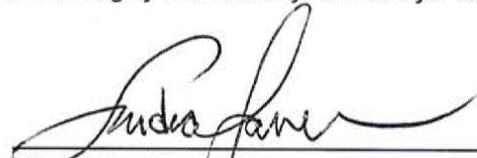
Abstain: 0

Absent: 0

Andrew Vestey, Chairman, adjourned the Regular Meeting of the Board of Directors for January 3, 2017 at 8:27 p.m.



Andrew Vestey, Chairman



Albert Diaz, Secretary
Sandra Garner, Vice-Chair