



# Oxford Preparatory Academy

## Special Meeting of the Board of Directors

April 27, 2017

### MINUTES

#### I. PRELIMINARY

##### A. CALL TO ORDER

*The meeting was called to order at 5:32 pm.*

*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, Chairman	X	
Sandra Garner, Vice Chair	X	
Albert Diaz, Secretary	X	
Neveen Adly, Treasurer	X	
Sandra Garner, Member	X	

##### 2. Pledge of Allegiance

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

##### 3. Approval of Agenda

*Moved (Tarver), second (Diaz), motion carried by a vote of 5-0 to approve the agenda for the Special Meeting of the Board of Directors for April 27, 2017 as presented. The vote was taken by roll call.*

##### Roll Call Vote:

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

*NOES: 0*

*ABSTAIN: 0*

*ABSENT: 0*

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

*Chairman Vestey announced the reason for the closed session as:*

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

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

*There were no public comments.*

#### II. CLOSED SESSION

*Andrew Vestey, Chairman, announced the Board would begin closed session at 5:35 pm.*

#### III. OPEN SESSION

##### A. PUBLIC REPORT OF ACTION TAKEN IN CLOSED SESSION

Andrew Vestey, Chairman, reconvened the Open meeting of the Board of Directors at 6:56 pm. The Board was in closed session from 5:35 pm to 6:56 pm. Mr. Vestey stated that no action was taken in closed session that required reporting out.

## **B. ITEMS SCHEDULED FOR INFORMATION**

### **1. Gilbert Associates Monthly Review**

Andrew Crowe shared that Gilbert Associates had been hired to perform monthly reviews of Oxford Prep's finances and policies and that the contract was through the end of the 2017-2018 school year. Mr. Crowe shared that the review for February 2017 included a suggestion to move from CASBO to a new Attendance Policy, which will be brought to the Board for approval at this meeting, as well as an updated Payroll Processing Policy, outlining the current system in use, which is also on the agenda for this meeting. The final recommendation from Gilbert Associates was an updated disbursement policy that aligns with Oxford's back office procedures with Charter Impact. Mr. Crowe shared that an update to the Fiscal Policy Manual would be brought to the Board for approval at the May 9, 2017 meeting. Mr. Crowe thanked the Board for moving swiftly on these action items. Mr. Crowe also added that a request had been made to Gilbert Associates to send a representative to the State Board of Education meeting on May 11, 2017 to speak on Oxford's behalf.

### **2. Christy White Engagement Letter**

Andrew Crowe shared that Christy White Associates had been contracted at the recommendation of the Advisory Commission on Charter Schools to have a third party verifier provide an independent audit of Oxford's response to the FCMAT report. Oxford reached out to FCMAT and School Services and neither were available to provide this review in the timeframe that we needed it completed. School Services provided a list of recommended firms and Christy White Associates was the only firm that was available to complete the review immediately. Their representative completed a review of Oxford's fiscal policies, conducted interviews with Mr. Vestey, Ms. Adly, Ms. Pascoe, Charter Impact personnel, and myself. Mr. Crowe added that the representative of Christy White Associates would be contacting all three of Oxford's authorizers. Mr. Crowe explained that Christy White Associates would be reviewing the seven areas of concern from the FCMAT report and would rank Oxford's efforts to make organizational changes. The draft will be available by May 5, 2017 and Oxford has asked a representative from Christy White Associates to attend the State hearing at the California Board of Education. The final report will be issued to the State by no later than May 11, 2017. The Gilbert Associates report will be updated with the policies that are being approved at this board meeting and will be shared, along with the Christy White Associates engagement letter, with the State Board by May 5th at noon. Ms. Garner commended Andrew Crowe for working with these two auditing companies to ensure their swift action and then expediting Oxford's responses to their recommendations.

## **C. ITEMS SCHEDULED FOR DISCUSSION/ACTION**

### **1. Approval of Attendance Accounting Policy**

Andrew Crowe reviewed the policy in detail with the Board. He also shared that FCMAT had audited 150 attendance files and found that Oxford Prep kept accurate attendance records. Mr. Crowe reiterated that this policy was being presented to the Board based on the Gilbert Associates February 2017 review and recommendation for more current attendance accounting practices.

Motion to approve (Tarver), second (Adly), motion carried by a unanimous vote of 5-0 to approve the Attendance Accounting Policy as presented.

### **2. Approval of Resolution 2017-002 Prohibiting Future Use of Scrip**

Andrew Crowe reiterated to the Board, that under the current Board and current Administration, Oxford Prep has not been purchasing Scrip for use by employees, Board Members, or school programs. This resolution only solidifies Oxford's commitment to refrain from this practice. Ms. Garner requested clarification regarding parents and parents who are staff members use of scrip and Jennifer Laddaga,

*Honour Society Co-President, explained that purchases made by individuals was allowed and that this resolution only addressed Oxford Prep not purchasing Scrip for corporate use.*

*Motion to approve (Diaz), second (Adly), motion carried by unanimous vote of 5-0 to approve Resolution 2017-002 prohibiting future use of Scrip.*

### **3. Approval of Payroll Processing Policy and Protocol**

*Andrew Crowe reviewed the Payroll Policy and Protocol, highlighting the changes in Oxford protocols that would become effective immediately. Time sheet and Non-Exempt employees will be paid on the 1<sup>st</sup> and 16<sup>th</sup> of each month. Salary or Exempt employees will be paid on the 25<sup>th</sup> of each month. Mr. Crowe also shared that all payroll requires approval from the Managing Director or Executive Director and that all payroll is paid through Charter Impact.*

*Motion (Tarver), Second (Diaz), motion carried by a unanimous vote of 5-0 to approve the Payroll Processing Policy and Protocol as presented.*

### **4. Recognition of School Advisory Council Formation at Chino Valley, South Orange County, and Saddleback Valley Campuses**

*Sandra Garner shared that the Governance Committee had met on April 18, 2017 and along with stakeholders from all three schools, had put together Advisory Council Bylaws to provide a starting point for the committees. Ms. Garner clarified that the Advisory Councils are not Board committees but that they belong to the parents and each site will have their own council. Nominations will open on Monday, May 1, 2017 and elections will take place a few weeks later. Mr. Vestey clarified that the Advisory Council would not be in place of adding additional Board members to the Board of Directors, which was still the intent of the Board, but would create an organized forum on each campus for Oxford parents to weigh in on school issues and make recommendations to the Board of Directors as well as to Site Administration on site specific issues.*

*Motion (Garner), Second (Diaz), motion carries by a unanimous vote of 5-0 to Recognize the School Advisory Council formation at the Chino Valley, South Orange County, and Saddleback Valley campuses.*

### **5. Repayment of Line of Credit for Chino Valley and Saddleback Valley Campuses**

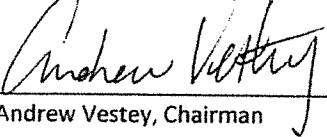
*Andrew Crowe explained that Oxford Preparatory Academy applied for and received a One-Million dollar line of credit and there was no delineation to each school. The one million dollar maximum was not per school, but the total amount available to borrow from. Each school shows the amount that they have borrowed from the line of credit on their financials. Currently, the Chino Valley campus shows \$408,000 and the Saddleback Valley campus shows \$352,000. Mr. Crowe reiterated that the monies are never co-mingled. Mr. Crowe explained that Charter Impact had been projecting repayment of these amounts and that there would be no significant impact on either school's reserves by the end of the school year if the amounts were paid back at this time.*


*Neveen Adly stated that in consideration of the current cash flow and reserves she made a motion to pay off both the Chino Valley and Saddleback valley line of credit amounts. Debra Tarver seconded and the motion carried by a unanimous vote of 5-0 to approve repayment of the line of credit for Chino Valley and Saddleback Valley campuses.*

**IV. ADJOURNMENT**

*Motion (Adly) and Second (Diaz) to adjourn the Special Meeting. The motion was carried by a unanimous 5-0 vote to adjourn the April 27, 2017 meeting.*

*Mr. Vestey, Chairman, adjourned the Special Meeting of the Board of Directors for April 27, 2017 at 7:32 pm.*

  
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Andrew Vestey, Chairman

  
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Albert Diaz, Secretary