



Oxford Preparatory Academy

Regular Meeting of the Board of Directors

May 1, 2018

MINUTES

I. PRELIMINARY

A. CALL TO ORDER

The Regular Meeting of the Board of Directors was held at Oxford Preparatory Academy - Saddleback Valley located at 22882 Loumont Drive, Lake Forest, CA 92630. The teleconference took place at Oxford Preparatory Academy – South Orange County located at 23000 Via Santa Maria, Mission Viejo, CA 92691.

1. Roll Call

Members	Present	Absent
Joseph Haney, Chairman	x	
Raymond Jackson, Vice-Chair	x	
Priscilla Trichet, Secretary	x	
Joshua Teeple, Treasurer	x	
Mary Campos, Member	x	

2. Pledge of Allegiance

The Pledge of Allegiance was led by Isabella Galasso, an OPA - Saddleback Valley student.

3. Student Performance

The OPA-Saddleback Valley Choir, "Cantiamo" performed two songs for the Board of Directors.

4. Approval of Agenda

Kathleen Daugherty, Interim Executive Director, requested the Board Chairman pull the Admission and Enrollment Policy and the Civility Policy from the agenda and requested that item #11, Approve Legal Services Contract, be moved to the beginning of the Discussion/Action items. Moved (Jackson), second (Campos), motion carried 5-0 to approve an amended agenda for the Regular Meeting of the Board of Directors for May 1, 2018.

B. PUBLIC ANNOUNCEMENT OF REASON FOR CLOSED SESSION

Board Chairman, Joseph Haney, announced the reason for Closed Session as:

- *Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(2)) – 2 matters*
- *Conference with Legal Counsel – Anticipated Litigation (Gov. Code section 54956.9(d)(4)) – 1 matter*
- *Conference with Legal Counsel – Ongoing Litigation (Gov. Code section 54956.9(d)(1))*
 1. *Oxford Preparatory Academy v. Edlighten Learning Solutions*
 2. *Oxford Preparatory Academy v. Chino Valley Unified School District*

1. *There were no comments on Closed Session items.*

II. CLOSED SESSION – FOR DISCUSSION AND POSSIBLE ACTION

Mr. Haney stated that Closed Session would begin at 6:19 pm.

III. OPEN SESSION

A. PUBLIC REPORT OF ACTION TAKEN IN CLOSED SESSION

The Board of Directors reconvened in Open Session at 7:21 pm. The Board was in Closed Session from

6:19 pm to 7:21 pm. Chairman Haney shared that the Board had not completed their discussions and would be returning to Closed Session at the end of the meeting.

B. PRESENTATIONS, REPORTS, AND CORRESPONDENCE

1. Site Updates

- a. Garrett Bridges, Dean, updated the Board on activities that had taken place on the OPA-Saddleback Valley campus, including a "Helping Hands" food packing event, Living Museum, Kinder Circus, 4th Grade Sacramento trip, and Cum Laude.
- b. Nic Sessions and MK Boucher, Deans, and Michele Schuetz, Interim Chancellor, updated the Board on activities that had taken place on the OPA-South Orange County campus including a book fair, clothes drive for "Laura's House", Kinder Circus, CAASPP testing, MI integrated Open House, public lottery, new thermostats and LED lights, and talent show to support Katarina's Club.

2. Advisory Council Updates

- a. Preston Trebas, OPA-SV Advisory Council representative, shared that the Advisory Council members have been reviewing LCAP questions and will be discussing the Civility and Admissions Policies at their next meeting on May 10, 2018. He also shared that 24 Mimeo boards and 20 xylophones had been purchased for the classrooms with Academy Fund monies. Mr. Trebas also gave a hands on demonstration of the Mimeo boards for the Board.
- b. Hadley Fukuda, OPA-SOC Advisory Council representative, shared that SOC had two Advisory Council Board vacancies, voting had taken place and winners would be announced soon. She also shared that their last two meetings had been focused on the Admission and Civility policies brought before them.

3. Honour Society Updates

- a. Nicole Anaya, OPA-SV Honour Society, shared the jog-a-thon shirts and sweatshirts design for this year, reviewed past and upcoming events including the San Clemente Beach cleanup day, Science Night, Gala Fundraiser bringing in \$17,000, upcoming HS Board elections and results of jog-a-thon fundraiser having raised over \$40,000.
- b. Caren Leeds, OPA-SOC Honour Society, shared that the SOC "May the Fourth be with you" Golf Tournament and Golf Ball Drop were coming soon and the ball drop was taking place on campus this year.

4. Dr. Hall shared the April 12, 2018 letter received from Orange County Department of Education which outlined how well OPA-SV did in their recent annual review.

5. Kathleen Daugherty reviewed the updates to the STRS audit and the monies that will have to be paid back due to errors in the past. She stated that the audit would be completed within the next two weeks. Joshua Teeple asked for a bottom line number for the STRS payments in a different presentation format. Mary Campos requested a line item summary of the STRS repayments be brought back to the Board and Ms. Daugherty confirmed that final numbers would be available at the next meeting.

C. COMMUNICATIONS

1. Comments from the Board of Directors

Josh Teeple had no comments.

Priscilla Trichet asked that parents remember the mission of OPA and she read the Mission Statement to the audience. She encouraged everyone to trust the Board and remember the reason why everyone is here....to serve the children.

Mary Campos agreed with Ms. Trichet's comments and stated that the Board is in this with the community to make things better for the children.

Raymond Jackson thanked the parents and teachers for their support and shared his appreciation to the other Board members.

Joseph Haney commented that there were several of the items on the agenda that, if approved, are going to be significant foundational items that put the schools and organization in a good place.

2. **Kathleen Daugherty**, Interim Executive Director, stated that there were 11 good candidates for the OPA-SOC Chancellor position and that interviews are taking place on the 16th. She shared that a productive meeting took place with our legal counsel and the Capistrano representatives and OPA received great direction from them on how to respond to the items in the NOV. She shared that Capo representatives did share that they wanted to finish the NOV and have OPA's renewal before them very soon. Ms. Daugherty shared that OPA is issuing a RFP (request for proposal) for a new back office provider. Ms. Daugherty also stated that OPA's relationship with Procopio ended on April 15, 2018. Finally, she commented that the Kinder Circus was very impressive and the talent show was very inspiring. Ms. Daugherty thanked parents for keeping our children first.

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

Denise Etlinger, parent, shared that she is thrilled to be a part of OPA and she stated that if parents have concerns that they should come to the Board Meetings to express their concerns, not use social media to talk about teachers or other parents. She shared her daughter's story of success at OPA compared to her previous school and thanked the Board for their dedication to students.

Brianna Walker, Honour Society Treasurer, spoke regarding parents who are speaking out about the Honour Society on social media instead of to the Board Members themselves. She shared that trust is being destroyed which could ultimately affect fundraising and the kids. She asked others to look at people's motivation before believing what is being said.

E. ITEMS FOR INFORMATION

1. Gilbert Associates
Dr. Lisa Hall shared that Gilbert Associates completed audits in September, October, November and December 2017 and there were no significant findings in any of the reports.
2. Salary Study Update
Kathleen Daugherty shared the updated Certificated Salary Schedule and Stipend Schedule. Ms. Daugherty informed the Board the Administrative and Classified schedules would be presented at the next meeting.
3. Compensation Study for Executive Director and Chief Business Officer
Ms. Daugherty reviewed the compensation studies for Executive Director and Chief Business Officer and compared them to the contracts being presented to the Board for approval.
4. March 2018 Financial Update
Andy Stern, Charter Impact, reviewed the March 2018 financials and answered questions from the Board. Mr. Stern informed the Board that he would provide the explanation of cash deficiency and year end projections to the Board.

F. ITEMS SCHEDULED FOR CONSENT

Board Chairman Haney pulled Item #1 from the Consent Calendar and asked for a motion on the remaining two items.

Motion (Jackson), second (Teeples), motion carried 5-0 to approve Consent Calendar Items #2 and #3.

2. Warrant Reports March 2018
3. Personnel Report

Board Chairman Haney asked for motions on the minutes that had composed item #1 of the Consent Calendar.

Motion (Jackson), Second (Teeples), to approve Meeting Minutes from 3/13/18, 4/4/18, and 4/14/18, motion carried 5-0 to approve as presented.

Motion (Jackson), Second (Campos), to approve Meeting Minutes from 4/17/18 and 4/20/18, motion carried 4 –yes, 0-no, and 1-abstention.

G. ITEMS FOR DISCUSSION/ACTION

1. Approval of Legal Services Agreement
Motion (Teeples), second (Campos), motion carried 5-0 to approve the contract with Connor, Fletcher, and Hedenkamp LLC for ongoing litigation representation.
2. Appointment of Joshua Arnold as Executive Director and Approval of Employment Contract
Motion (Trichet), second (Jackson), motion carried 5-0 to appoint Joshua Arnold as Executive Director and Approve the Employment Contract, which includes 225 positive work days, \$210,000 annual salary, all benefits afforded by Oxford Prep, as well as a \$1500. ACSA stipend.
3. Appointment of Oswaldo Diaz as Chief Business Officer and Approval of Employment Contract
Motion (Teeples), second (Trichet), motion carried 5-0 to appoint Oswaldo Diaz as Chief Business Officer and Approve the Employment Contract, which includes 225 positive work days, 12 sick days per year, all benefits afforded by Oxford Prep, CASBO membership, and \$130,000 salary.
4. Approve Updated Organization Structure for Oxford Preparatory Academy
Motion (Jackson), second (Campos), motion carried 5-0 to approve the Updated Organization Structure for Oxford Preparatory Academy as presented.
5. Approve Salary Schedule for Certificated Staff Including Stipend Chart
*Suzanne Lynch, professor, spoke to the Board regarding appreciation for the Board acting on the Professor's compensation increases.
Motion (Jackson), second (Campos), motion carried 5-0 to approve the Salary Schedule for Certificated Staff including Stipend Chart as presented.*
6. Approve Contract between Oxford Preparatory Academy and Bertelli Public Affairs
Motion (Trichet), second (Jackson), to approve contract without the indemnification wording. Vote carried 5-0 to approve the contract with Bertelli Public Affairs with indemnification wording removed from the contract.
7. Approve Contract between Oxford Preparatory Academy and Charter Tech
Motion (Jackson), second (Campos), to approve contract after removing item #9 language regarding limiting damages. Vote carried 5-0 to approve the contract without item #9 regarding limiting damages.
8. Approve Proposal for Before and After School Programs to Replace Oxford Prep's Champion Village Program on both School Sites
*The Board discussed the similarities and differences in the three proposals and ultimately agreed to table the item till the next Regular Meeting so additional information, including rates, could be obtained from Think Together.
Motion (Teeples), second (Campos), motion to table this item was approved 5-0.*
9. Approve New Admission and Enrollment Policy
Tabled by Kathleen Daugherty at beginning of meeting.
10. Approve Updated Civility Policy
Tabled by Kathleen Daugherty at beginning of meeting.
11. Accept Donation of Funds from Pacific Life Foundation under Three T's of Education Grant
Motion (Teeples), second (Trichet), motion carried 5-0 to accept donation of funds from Pacific Life Foundation under Three T's of Education Grant.

IV. CLOSED SESSION

Board Chairman Haney reconvened the Closed Session to complete their discussions regarding agenzized topics at 10:33 pm.

V. OPEN SESSION

Chairman Haney announced that the Board was returning to Open Session at 11:21 pm. The Board was in Closed Session from 10:33 pm to 11:21 pm. Chairman Haney shared two items that the Board took action on in Closed Session.

- 1. The Board voted to replace existing legal counsel for litigation services with Connor, Fletcher and Hedenkamp, LLC.*

The Board voted 5- 0 to approve and Roll call ballots were announced.

Roll Call

Ayes Haney, Jackson, Teeple, Trichet, Campos

Nays 0

Abstain 0

Absent 0

- 2. The Board voted for an addendum to the agreement with CCSA to fund OPA's lawsuit with Chino Valley Unified School District.*

The Board voted 5- 0 to approve and Roll call ballots were announced.

Roll Call

Ayes Haney, Jackson, Teeple, Trichet, Campos

Nos

Abstain

Absent

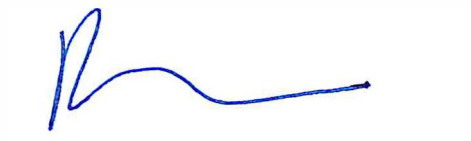
VI. ADJOURNMENT

Motion (Jackson), second (Campos), motion carried 5-0 to adjourn the Regular Meeting of the Board of Directors.

Joseph Haney, Chairman, closed the Regular Meeting of the Board of Directors for May 1, 2018 at 11:22 pm.



Joseph Haney, Board Chairman



Priscilla Trichet, Board Secretary