



A CALIFORNIA DISTINGUISHED SCHOOL

**REGULAR MEETING MINUTES
BOARD OF DIRECTORS
Tuesday, June 15, 2010
5:00 PM, STAFF CAFETERIA**

I. PRELIMINARY

A. Call to order 5:03 PM

B. Roll call

Members Present

Amy Held
James Paleno
Carole Osborne
Jason Cutler
John Callas

Julia O'Grady
Susan Frank
Karen Perkins
Patrice Fisher
John Riley (arrived late)

Absent

Alex Shuhgalter

Officers/Non-Voting Members Present:

Marcia Haskin
Greg Wood
Shanin Mohammadi

Karen Perkins spoke of the school's appreciation for Amy Held's dedication to the school and the Board, and on behalf of the Board presented her with a card.

II. APPROVAL OF MINUTES

May 11, 2010 Special Board Meeting

Carol Osborne moved to accept the Minutes as amended. Julia O'Grady seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 7 (Carol Osborne, John Callas, Julia O'Grady, Karen Perkins, Susan Frank, Patrice Fisher. James Paleno)

No – 0

Abstain – 2 (Amy Held, Jason Cutler)

May 26, 2010 Board Meeting

Carol Osborne moved to approve the 5-26-2010 Minutes as amended. Julia O'Grady seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 8 (Carol Osborne, John Callas, Julia O'Grady, Karen Perkins, Susan Frank, Patrice Fisher. Amy Held, Jason Cutler)

No – 0

Abstain – 1 (James Paleno)

(John Riley joined the Board meeting)

June 8, 2010 Special Board Meeting

*Carol Osborne moved to accept the Minutes of the Special Board Meeting on 6-8-2010.
James Paleno seconded the motion.*

BOARD ACTION: MOTION PASSED

**Yes – 9 (Carol Osborne, John Riley, Julia O’Grady, Karen Perkins, Susan Frank,
Patrice Fisher. Amy Held, Jason Cutler, James Paleno)**

No – 0

Abstain – 1 (John Callas)

III. PUBLIC COMMENT:

Non-agenda items: No individual presentation shall be for more than two (2) minutes and the total time for this purpose shall not exceed sixteen (16) minutes. Board members will not respond to presentations and no action can be taken. However, the Board may give direction to staff following a presentation. Use of names of individuals should be avoided when referring to accusations or wrongdoing (names should be presented to the Executive Director for follow-up action). Speakers may choose to speak during the public comment segment and/or at the time an agenda item is presented.

Janette Katz, parent, discussed grade appeals and student records procedures.

Sharon King, teacher, assured the Board that the ad hoc committee to explore the establishment of a long range planning committee, is awaiting clarification of some issues and expects to present its recommendation at a future board meeting.

IV. ORGANIZATIONAL REPORTS:

A. Executive Director’s report- Amy Held (see handout)

Amy Held discussed transportation, fundraising, retiree benefits trust, pool project and master plan.

The traveling student roster was presented to LAUSD. It consists of 245 upcoming seniors, 617 10th-11th graders, and 57 9th grade siblings. Discussions regarding Topanga transportation are proceeding. PCHS will contract out for late buses at a cost of \$72,000 a year to be funded through athletic and other fees. Pali Spirit award dinner, whose proceeds will be used to support the traveling program, raised approximately \$15,000.

A coordinated effort of the Pali Fund and Booster Club, and Candice Koral, the school’s professional fundraiser, were briefly discussed.

The pool opening date of July 1 has been delayed. An aquatics director has been hired.

B. Principal’s report- Marcia Haskin

Marcia Haskin welcomed Mike Smith and thanked the Board for its support of the UCLA SMP program. She presented an end of year student data report, and discussed comparing individual student’s progress over time.

C. Chief Business Officer’s report- Greg Wood

Greg Wood said that the recently approved budget would be communicated out shortly.

- D. Students' report- Azad Amanat
Azad Amanat said that this would be his last Board meeting, and he wanted to express his thanks.
- E. Faculty report- James Paleno and/or Karen Perkins
No report.
- F. Budget and Finance Committee report- Rob King
No report.
- G. Policy Committee report- Julia O'Grady
Julia O'Grady reported that there has been no change to the committee make-up.
- H. Educational Programs Committee report- Grant Smith
Grant Smith discussed a streamlined evaluation process that was initiated early in the school year which improved the budget process. A sub-committee is brainstorming programs that could generate revenue for the school.
- I. Communications Committee report- Monica Iannessa
Monica Iannessa reviewed the committee's efforts to streamline the process of disseminating news to the press, standardized forms and fonts, and models for professional communication.
- J. Operations, Facilities and Technology Committee report- Maisha-Cole Perri
No report.

V. **DISCUSSION AND/OR ACTION ITEM**

- A. Introduction of new Interim Executive Director- Michael Smith
Marcia Haskin introduced our new Interim Executive Director, Mike A. Smith. Mr. Smith said he is excited to be getting started, thanked Amy Held for working with him on the transition, and expressed that he is looking forward to working with everyone at Pali.
- B. Update on Governance Policies – Ad Hoc Policy Committee
John Callas detailed that the committee has been meeting, and expects to present the first of its governance policy recommendations at the next Board meeting.
- C. Executive Director-Interim Executive Director transition of responsibilities-
- Legal, financial and other signature requirements.
- List of critical school functions and personnel trained.
Amy Held said that she is creating a binder for Mike Smith with key contacts, timelines and calendars, and internal resources for information.
The Board tasked Susan Frank, Secretary, to review the Board Meeting Minutes and put together a list of unfinished business.
- D. Distance Learning Consulting Contract- Amy Held (see handouts)
- Approval of consulting agreement which specifies milestones, deliverables, and payments against milestones.
- Approval of consulting contract cost after review of comparison information.
Amy Held discussed the handouts, which detailed the specifics of an \$80,000 independent contractor consulting contract for Ann Davenport to select and launch a distance learning/independent study program at PCHS.

Amy Held moved the Board award a distance learning consulting contract tonight at a cost of \$80,000 and have the Interim Executive Director lay out the scope of services and re-align the schedule of payments with deliverables and timeframes with a report back to the Board at the next Regular Board Meeting. Patrice Fisher seconded the motion.

BOARD ACTION: MOTION FAILED

Yes – 5 (Amy Held, John Callas, John Riley, Julia O’Grady, Patrice Fisher)

No – 5 (Carol Osborne, James Paleno, Jason Cutler, Karen Perkins, Susan Frank)

Abstain – 0

James Paleno moved the Board award a distance learning consulting contract tonight at a cost of \$80,000 and have the Interim Executive Director lay out the scope of services and re-align the schedule of payments with deliverables and timeframes with a report back to the Board at the next Regular Board Meeting. Final installment of \$20,000 not payable unless 80 distance learners are enrolled in 2011-2012. John Callas seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 8 (Amy Held, John Callas, John Riley, Julia O’Grady, Patrice Fisher, Carol Osborne, James Paleno, Jason Cutler)

No – 2 (Karen Perkins, Susan Frank)

Abstain – 0

- E. Board discussion and action to enter into a loan agreement for up to \$1,000,000 to complete pool construction, and \$354,000 to refinance existing loan on track and field. To be repaid ultimately with Civic Center Permit Fees- Amy Held (see handouts)

Greg Wood discussed the terms of the pool loan and track and field refinancing with Bank of the West. Civic Center permit fees will ultimately pay off these loans. The track and field refinancing is a 3-year 6.1% \$354,000 amortized loan. The pool loan is a 5 ½-year loan for up to \$1 million. The first 6 months is interest only, and the rate locks after 6 months. For collateral, Bank of the West will have the first secured interest in all assets. Our banking relationship will be consolidated at Bank of the West. Rose Gilbert’s loan will be subordinate to Bank of the West’s, which Greg Wood said was approved by Ms. Gilbert’s attorney.

Required financial covenants required by Bank of the West are listed on one of the handout sheets. Greg Wood, when asked, said that we could meet these covenants for the life of the loan.

Julia O’Grady moved that the Board accept the commitment letter from Bank of the West dated 6-14-2010 for 2 loans totaling up to \$1,354,000 subject to legal review, and approve Bank of the West as an approved banking institution for Palisades Charter High School (PCHS), and authorize the Executive Director and/or Chief Business Officer to sign the loan documents.

Carol Osborne seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 10 (Amy Held, Jason Cutler, John Riley, Carol Osborne, John Callas, Julia O’Grady, Karen Perkins, Susan Frank, Patrice Fisher, James Paleno)

No – 0

Abstain – 0

- F. Salary schedule for unrepresented staff- Amy Held (see handout)

Amy Held presented an unrepresented staff salary schedule.

John Riley moved that the Board approve the salary schedule for unrepresented staff to bring their compensation in line with other groups on campus.

John Callas seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 8 (Amy Held, John Riley, Carol Osborne, John Callas, Julia O’Grady, Susan Frank, Patrice Fisher. James Paleno)

No – 2 (Jason Cutler, Karen Perkins)

Abstain – 0

- G. Approval to submit and authorization for Executive Director to sign the 2010-2011 Consolidated Application Part 1 due June 30, 2010.

Julia O’Grady moved that the Board approve the Executive Director to submit, and authorize to sign, the 2010-2011 Consolidated Application Part 1 due June 30, 2010.

Patrice Fisher seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 9 (John Riley, Carol Osborne, John Callas, Julia O’Grady, Susan Frank, Patrice Fisher. James Paleno, Karen Perkins, Jason Cutler)

No – 0

Abstain- 1 (Amy Held)

- H. Approval to update check signatories on all Palisades Charter High School bank accounts.

James Paleno moved that the Board add Monica Iannessa and Mike Smith, and delete Amy Held, as authorizers on check signatures as of July 1, 2010.

John Riley seconded the motion.

BOARD ACTION: MOTION PASSED

Yes – 9 (John Riley, Carol Osborne, John Callas, Julia O’Grady, Susan Frank, Patrice Fisher. James Paleno, Karen Perkins, Jason Cutler)

No – 0

Abstain- 1 (Amy Held)

- I. Board Grade Appeal Committee report- John Riley

John Riley expressed the need for a replacement for Alex Shuhgalter and for a review of the grade appeal process. James Paleno volunteered to replace Alex Shuhgalter and serve along with John Riley and Julia O’Grady on this Board Committee. As recommended by Mr. Riley, the committee will also evaluate the grade appeal process.

John Riley reported out grade appeal #052593M163 with no change in grade.

VI. OUTSTANDING BUSINESS

VII. NEW BUSINESS

Board chair to announce items for closed session.

(Open Session ended at 8:20 PM)

VIII. CLOSED SESSION (Began at 8:30 PM)

- A. Conference with legal counsel- anticipated litigation
Significant exposure to litigation pursuant to subdivision b of section 54956.9
(School employees, James Paleno, Karen Perkins, and Julia O'Grady left the meeting at 9:00 PM)
- B. Conference with labor negotiator: Amy Held, Executive Director
Employee organization: PESPU, UTLA

OPEN SESSION (9:19 PM)

Board Chair will report publicly on any closed session action items for which a vote occurred.

IX. ADJOURNMENT (9:20 PM)

(Meeting materials can be found on the Pali High website, www.palihigh.org, under Governance, Board of Trustees, Agendas and Minutes, Material for Board Meetings)