



Board of Directors Meeting Minutes

Monday, June 15, 2015

Location 1: Aspire Public Schools, 1001 22nd Ave Oakland, CA 94606

Location 2: The Grange City Hotel, 8 – 14, Coopers Row in London

Meeting Conference Line: 1-719-325-2630; Passcode: 804315

I. Public Business Meeting

Call to order: The meeting was called to order at 8:02 AM. Quorum for the meeting was confirmed.

Board Members Present: Warren Felson, Jonathan Garfinkel, Steven Merrill, Leslie Hume and Jim Boyd were present in Location 1 in Oakland, CA. Jim Quigley was present by phone in Location 2 in London.

Board Members Absent: Beth Hunkapiller

Staff Present: James Willcox, Elise Darwish, Heather Kirkpatrick, Chris Padula, Shannon Nash, Emmile Brack, Delphine Sherman and Shireen Burns.

II. Changes to the Agenda: It was noted that the agenda item “A. Articles of Incorporation for PERS participation”, under the Consent Agenda would not be discussed.

III. Public Comments Not on the Agenda: There were no public comments.

IV. Chairperson and CEO Comments: There were no Chairperson or CEO comments. There were no other Board member comments.

V. Consent Agenda:

A. Changes to the Articles of Incorporation for PERS participation –*This agenda item was not discussed. No approvals were made.*

VI. Discussion, Action Items and Reports-PART I

A. Board Chair Nomination and Vote –Jonathan Garfinkel was nominated to become the Board Chair, which was moved by Steven, and seconded by Leslie; unanimously approved. Approval: Yes: 4 –Steven, Leslie, Warren and Jim B; No: 0; Abstain: 2 –Jonathan and Jim Q (out of jurisdiction).

B. Graduation Requirement Changes –Elise Darwish explained the graduation requirement changes to the Board. The Aspire Graduation Requirement Changes were moved by Jim B, and seconded by Warren; unanimously approved. Approval: Yes: 5 –Steven, Leslie, Warren, Jim B and Jonathan; No: 0; Abstain: 1 - Jim Q (out of jurisdiction).

C. Aspire U Structure, Financial Overview & Risk Analysis –Heather Kirkpatrick gave Board members an overview and summary of the Aspire U financial plan, and associated risks with the plan, as well as the overall structure of the organization. This was a discussion topic and no approvals were required.

D. Aspire U Board Composition and Membership –Shannon Nash gave a presentation to Board members on the plan for establishing Board membership for Aspire U. The resolution for Aspire U Board Appointments were approved as follows:

- Warren was nominated as an Aspire U Board member, which was moved by Jim B and seconded by Steven; unanimously approved. Approval: Yes: 4 –Steven, Leslie, Jim B and Jonathan; No: 0; Abstain: 2 –Warren and Jim Q (out of jurisdiction).
- Leslie was nominated as an Aspire U Board member, which was moved by Jim B and seconded by Warren; unanimously approved. Approval: Yes: 4 –Steven, Warren, Jim B and Jonathan; No: 0; Abstain: 2 –Leslie and Jim Q (out of jurisdiction).



College for Certain

- Leslie was nominated as Chair of Aspire U, which was moved by Jim B and seconded by Steven; unanimously approved. Approval: Yes: 4 –Steven, Warren, Jim B and Jonathan; No: 0; Abstain: 2 –Leslie and Jim Q (out of jurisdiction).
- Warren was approved as an Aspire U Board member with authorization to make decisions, which was moved by Jim B and seconded by Steven; unanimously approved. Approval: Yes: 4 –Steven, Leslie, Jim B and Jonathan; No: 0; Abstain: 2 –Warren and Jim Q (out of jurisdiction).
- Leslie was approved as an Aspire U Board member, with authorization to make decisions which was moved by Jim B and seconded by Steven; unanimously approved. Approval: Yes: 4 –Steven, Warren, Jim B and Jonathan; No: 0; Abstain: 2 –Leslie and Jim Q (out of jurisdiction).

The meeting adjourned for a break at 9:50 AM. The meeting came back into session at 10:04 AM.

E. Board Training –Brown Act Requirements –Greta Proctor, of Procopio, Cory, Hargreaves & Savitch LLP, a law firm that has expertise in public agencies and charter schools, gave the Board members Brown Act training as well as an opportunity to ask questions. No decisions were made.

VII. Adjournment to Closed Session: The meeting adjourned to Closed Session at 10:31 AM.

VIII. Closed Session:

- A. Anticipated Litigation –One Case
- B. Performance Evaluation -CFO
- C. Performance Evaluation -CEO
- D. Public /At-Will Employment –CEO

IX. Reconvene to Public Meeting: The meeting reconvened at 1:25 PM.

- A. Report out on Closed Session Items** –The Board Chair reported out that the Board discussed the following items, but took no actions:
- Anticipated Litigation
 - Performance Evaluation of the CFO
 - Performance Evaluation of the CEO

The Board approved the selection of Carolyn Hack as Aspire's next CEO and approved the terms of her employment, which will be captured in the official offer letter. The offer letter will become a matter of public document once fully executed by Aspire and Carolyn. Unanimously Approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven, Jim B; No: 0; Abstain: 1 (Jim Quigley was not in jurisdiction for the vote).

There were no other Closed Session actions taken other than what was already noted in Section VIII.

X. Discussion, Action Items and Reports –PART II

A. Consideration of Approval of CFO Compensation for 2014-15 and 2015-16: The Board discussed and approved (1) the salary for Delphine Sherman, CFO, for the 2015-16 school year, that should also be applied retroactively to the date that she was named as CFO and (2) a performance bonus for the 2014-15 school year. Moved by Warren, and seconded by Steven; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.



College for Certain

B. Consideration of Approval of CEO Compensation for 2014-15 and 2015-16: The Board discussed and approved (1) the salary for James Willcox, CEO, to be effective July 1, 2015 and (2) a performance bonus for the 2014-15 school year. Moved by Leslie and seconded by Jim B; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.

C. 2015-16 Budget Approval: Delphine presented the 2015-16 budget to the Board members. The following approvals were made:

- **The New Teacher Salary Schedule**, based on years of experience was moved by Leslie and seconded by Jim B; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.
- **The Non-Teacher Salary Bands** (with an amendment that Band 11 changes to \$250K, and that this will be renamed “salary range” instead of “pay band”), was moved by Warren and seconded by Leslie; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.
- **The Effectiveness Pay (bonus) for Non-Teachers**, for a total of \$1.7 M including SLT, and in addition to a 2% COLA increase was moved by Warren and seconded by Jim B; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.
- **The Internal Transfers for the Home Office and Regional Office** were moved by Steven and seconded by Warren; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.
- **The Strategic Investment Fund Allocation** was moved by Steven and seconded by Jim B; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.
- **The Overall Budget for 2015-16** was moved by Jim B and seconded by Steven; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.

- **D. AMLA Bridge Financing Update and Approval:** Delphine summarized the Bridge Financing status for Aspire Antonio Maria Lugo Academy, and management’s recommendation to draw \$3.5M from CSGF, instead of \$2.5M (and thereby \$1M less from Umpqua Bank) was moved by Warren and seconded by Steven; unanimously approved. Approval: Yes: 5 –Warren, Leslie, Jonathan, Steven and Jim B; No: 0; Abstain: 0.

XI. Adjournment: The meeting adjourned at 2:50 PM.

Approved this 30th Day of September, 2015 at Oakland, CA.


Shannon Nash, Interim Board Secretary