EMPIRE SPRINGS CHARTER SCHOOL BOARD OF DIRECTORS

43466 BUSINESS PARK DRIVE • TEMECULA, CA 92590

BOARD RETREAT
MINUTES

September 26, 2013
8:30a.m. – 4:30p.m.
43448 Business Park Drive / Temecula, CA 92590

I. PRELIMINARY

1. **Call to Order & Pledge of Allegiance**
   a. Executive Director, Dr. Kathleen Hermsmeyer, called the meeting to order at 8:30a.m.

PRESENT:

1. Robin Mammoth, Board Chairman (Empire) & Board Secretary (River) 2. Heidi Chan, Board Vice Chairman (Empire) 3. Marlene Darrow, Board Secretary (Empire) & Board Chairman (River) 4. Beth Burt, Board Treasurer (Empire) 5. Tracey Vela, Board Director (Empire) 6. Pamela Ellard, Board Chairman (Harbor) & Board Parliamentarian (River) 7. Steaven Chan, Board Vice Chairman (Harbor) 8. Rachel Couch, Board Secretary (Harbor) 9. Jennifer Mejares Pham, Board Treasurer (Harbor) & Board Vice Chairman (River) 10. Charlene Ponzio, Board Treasurer (River) 11. Sheila Ryle, Board Director (River)	12. Lisa Corr, Esq., Young, Minney & Corr 13. Linda Rhoads Parks, Esq. 14. Kathleen Hermsmeyer, Executive Director 15. Kyla Shofner, Director of Charter Relations

2. **Approval of Agenda**
   a. **Ms. Mammoth moved to approve the agenda.**
   b. **Ms. Vela seconded.**
   c. Discussion: None
   d. **5 AYES (Mammoth, Vela, Burt, Chan, Darrow); 0 NOES; 0 ABSENT. Motion adopted.**

II. COMMUNITY RELATIONS

This is an opportunity for community members to speak to any item on the agenda or regarding subjects or concerns that do not appear on the agenda. Any person wishing to speak is requested to complete the "Request to Speak" form found at the entrance to the meeting and to bring it forward to the Board Secretary. Presentations are limited to three minutes. Government Code Section 54954.2 and Education Code Section 35145.5 prohibit the Board from discussing or acting upon matters not on the agenda.

3. *Information*: **PUBLIC COMMENTS**
   a. None

4. *Information:* **BOARD COMMENTS**
   a. None

III. RETREAT

5. *Presentation/Discussion*: **Governance Models**

a. *See attached PowerPoint Presentation by Young, Minney & Corr, LLP for agenda items 5 through 12.*

b. Lisa Corr, Esq. led the group in introductions and then discussed the governance model.

6. *Activity:* **Ten Unified Core Board Values**

a. Ms. Corr led the group in brainstorming ideas for a unified set of core Board values. The Boards then narrowed the list to the top picks and, finally, each Board member voted on their top six picks.

integrity (11)	accountability	respect
inspiration (9)	nurture	confidence
exemplary (8)	role model	self worth
passion (7)	inclusive	independence
innovation (7)	enthusiasm	academic excellence
student-centered	credibility	excellence
trust	resourcefulness (3)	rigor
honesty	responsibility	child-focused (3)
transparency	focus	student-focused
creativity (4)	goal-oriented	student led
risk-taking	communication	student focused & led
growth (4)	empowering learners	teamwork (3)
expansion	empower student	inclusive community (1)
expanding minds	individualization (1)	choice
diversity (4)	21st century relevance (5)	personalized learning
	versatility (2)	

b. The Boards then voted for a second time on the overall favorites.

1) Integrity
2) Inspiration
3) Exemplary "exemplorous"
4) Passion
5) Innovation
6) Student-centered
7) Team-oriented
8) Diversity
9) Creativity
10) Growth

c. It was agreed that staff would create an expanded description for each of the 10 Core Board Values and present to the Board at the October 17th shared board meeting for Board discussion and approval.

7. *Training:* **Brown Act & Conflict of Interest**

a. Ms. Corr led a Brown Act Training, highlighting case studies and answering board member questions.

b. The concept behind the Brown Act was to foster broad public access. The Brown Act allows for limited confidentiality. However, transparency does not mean chaos, i.e., a public "free for all."

Members of the public are not allowed to ask questions of staff throughout the meeting in the same manner as board members.

c. Basic definition of a meeting: When any congregation of a majority of the members of the body meet to hear, discuss, deliberate, or take action on any item of school business.
   i. Exceptions: attendance by majority at public conferences of general interest, attendance of majority at other body's public meeting, attendance of majority at purely social or ceremonial gatherings – so long as your specific school's business is not discussed.
   ii. Even at gatherings as mentioned in the exceptions, many boards will not congregate at all with one another to avoid the perception of a serial meeting.

d. Committees are covered by covered by the Brown Act unless they are advisory committees, composed solely of the members of the board that are less than a quorum unless it is a standing committee. Any time a community member (anyone outside of the board) serves on a board committee, the Brown Act is triggered.

e. Serial meetings occur when a majority of the members outside a meeting use a series of communications of any kind (email, for example), directly or through intermediaries to discuss, deliberate, or take action on any item of school business that is within the subject matter jurisdiction of the body. Tip: if you want to communicate with your board members via email, add to your subject line ONE WAY COMMUNICATION: DO NOT REPLY.

f. Neither board nor staff members (outside intermediaries) can communicate the comments or position of any other member or members of the Board.

g. Location of posting: in a 24/7 publicly accessible location for entire posting; must be posted on website (if the school maintains a website)

h. Closed session: use safe harbor language; minutes not taken in closed session, but the chair must provide oral notice in advance of closed session (allowing for public comment) and must make a public report of action taken in closed session and give a roll call vote or abstention of every member, if any.

i. New Law: School cannot approve educational executive contract at a special meeting

j. Teleconference: Each teleconference location shall be identified in the notice and agenda of the meeting. A quorum of the Board must also participate within the School's "jurisdiction" (which is not clearly defined). Agenda must be posted at all teleconference locations which must be accessible to the public. Members of the public shall have the right to address the board directly at each teleconference location. All votes taken shall be by roll call.

The board took a brief lunch break from 12:15 – 12:25p.m.

k. Confidentiality requirement of closed session: No board member, staff member, or invitee may disclose information from closed session without the authorization of the board.

8. *Presentation/Discussion:* **The Role of the Board & Effective Governance vs. Management**

a. Ms. Corr led a Governance vs. Management Training, highlighting case studies and answering board member questions.

9. *Activity/Discussion:* **Board Job Descriptions**

a. *See attached board job descriptions and role of corporate officers which Young, Minney & Corr created by reviewing the school's charter, the Governing Board Bylaws, and the Corporations Code.*

b. The Boards spent some time discussing the job descriptions, particularly how to incorporate the work of the Harbor Springs Board Committee regarding director responsibilities, but no action was taken.

c. The board directed staff to combine the work of the Harbor Springs Board Committee with the board job descriptions and present to all boards for approval at

the October 17, 2013 shared meetings. There was some discussion about placing the policies on the consent agenda but no consensus was reached.

10. *Discussion:* **Board Governance Policies**
- **a.** *See attached Board Governance Policies 7004.1 through 7007.1.*
- **b.** The Boards acted on each policy directly after discussion (agenda items #15 through #18).

11. *Activity/Discussion:* **Board Evaluation Procedure & Instrument**

12. *Activity/Discussion:* **Five Objective Board Goals for 2013/14**

IV. GOVERNANCE

13. *Action:* **Approval of Board of Directors' Unified Core Values**
- **a. Ms. Burt moved to approve the Board of Directors' Unified Core Values directing staff to write the core value statements and revisit at a future board meeting to be revisited annually:**
  - **i. Integrity**
  - **ii. Inspiration**
  - **iii. Exemplary "exemplorous"**
  - **iv. Passion**
  - **v. Innovation**
  - **vi. Student-centered**
  - **vii. Team-oriented**
  - **viii. Diversity**
  - **ix. Creativity**
  - **x. Growth**
- **b. Ms. Vela seconded.**
- **c.** Discussion: None
- **d. 5 AYES (Burt, Vela, Chan, Darrow, Mammoth); 0 NOES; 0 ABSENT. Motion adopted.**

14. *Action:* **Approval of Board Job Descriptions:**
- **a.** No vote was taken; see agenda item 9c.

15. *Action:* **Approval of Board Policy 7004.1 – Role of the Board of Directors & the Role of the Executive Director**
- **a. Ms. Burt moved to approve Board Policy 7004.1 – Role of the Board of Directors & the Role of the Executive Director.**
- **b. Ms. Chan seconded.**
- **c.** Discussion: None
- **d. 5 AYES (Burt, Chan, Darrow, Mammoth, Vela); 0 NOES; 0 ABSENT. Motion adopted.**

16. *Action:* **Approval of Board Policy 7005.1 – Board Meeting Agendas & Supporting Information**
- **a. Ms. Vela moved to approve Board Policy 7005.1 – Board Meeting Agendas & Supporting Information.**
- **b. Ms. Chan seconded.**
- **c.** Discussion: None
- **d. 5 AYES (Vela, Chan, Burt, Darrow, Mammoth); 0 NOES; 0 ABSENT. Motion adopted.**

17. *Action:* **Approval of Board Policy 7006.1 – Board Oath of Office for Board Members**

- **a. Ms. Burt moved to approve Board Policy 7006.1 – Board Oath of Office for Board Members as amended.**
- **b. Ms. Chan seconded.**
- **c.** Discussion:
    - i. The board agreed to add the following statement: I will honor the mission statement and uphold the board's core values.
- **d. 5 AYES (Burt, Chan, Darrow, Mammoth, Vela); 0 NOES; 0 ABSENT. Motion adopted.**

18. *Action:* **Approval of Board Policy 7007.1 – Board Regular & Special Board Meetings**

- **a. Ms. Vela moved to approve Board Policy 7007.1 – Board Regular & Special Board Meetings as amended.**
- **b. Ms. Burt seconded.**
- **c.** Discussion:
    - i. Ms. Corr: We can add under sections B and C (under Meetings Open to the Public): The Board Chair may alter the amount of time allotted to public speakers as needed.
- **d. 5 AYES (Vela, Burt, Chan, Darrow, Mammoth); 0 NOES; 0 ABSENT. Motion adopted.**

19. *Action:* **Approval of Board Evaluation Procedure & Instrument**

- **a. Ms. Vela moved to approve the Board Evaluation Procedure & Instrument, the first annual board evaluation to be administered by staff (through an electronic survey tool) and the meeting evaluation to be administered by staff quarterly.**
- **b. Ms. Burt seconded.**
- **c.** Discussion:
- **d. 4 AYES (Vela, Burt, Chan, Darrow); 0 NOES; 1 ABSENT (Mammoth). Motion adopted.**

20. *Action:* **Approval of 2013/14 Empire Springs Board of Directors' Goals**

- **a.** The Board brainstormed some initial ideas for Board goals:
    - i. Community as the classroom
    - ii. External politics
    - iii. Fundraising
    - iv. Board member recruitment
    - v. Public relations
    - vi. Community engagement
    - vii. Face recognition of board members
    - viii. Fulfillment of board expectations
    - ix. Trademarking of Springs
- **b.** The Board agreed to revisit this agenda item in December; staff will set aside some study time.

21. *Action:* **Approval of Meeting Minutes – September 12, 2013**

- **a. Ms. Burt moved to approve the September 12, 2013 meeting minutes.**
- **b. Ms. Vela seconded.**
- **c.** Discussion:
- **d. 4 AYES (Burt, Vela, Chan, Darrow); 0 NOES; 1 ABSENT (Mammoth). Motion adopted.**

22. *Action:* **Approval of Board Policy 6004.1 – School Vehicle Fleet**

- **a. Ms. Vela moved to approve Board Policy 6004.1 – School Vehicle Fleet.**
- **b. Ms. Darrow seconded.**
- **c.** Discussion:

i. Ms. Burt requested background information on this agenda item.
ii. Dr. Hermsmeyer: We are widening our geographic reach, and we have some high mileage drivers who receive more than $10k/year in mileage reimbursements. We want our staff to be visiting our student centers. If we provide these high mileage drivers with school vehicles, we would be able to ensure the vehicles are being well-maintained while also ensuring we continue to visit our geographically spread-out student center locations. Housing a motor pool in Temecula isn't always convenient. We are getting quotes from several dealerships as well as Enterprise.
iii. Ms. Chan: This policy does not clearly articulate how the vehicles will be housed or tracked.
iv. Dr. Hermsmeyer: This is only board policy; the details – the procedures – will differ according to the vendor we choose (Ford, Chevrolet, Enterprise, etc.). We will be providing more information to the board next month after we have finalized our research.
v. Ms. Parks: The board approves the policy; the staff will approve the procedure.
vi. Dr. Hermsmeyer: We will have the contract ready for the board's review next month, at which time the board will be presented with the financial impact.

d. 4 AYES (Vela, Darrow, Burt, Chan); 0 NOES; 1 ABSENT (Mammoth). Motion adopted.

V. ADJOURNMENT

23. *Action:* **Motion to Adjourn the Meeting**

a. Ms. Burt moved and Ms. Vela seconded to adjourn the meeting at 4:02p.m.
b. 4 AYES (Burt, Vela, Chan, Darrow); 0 NOES; 1 ABSENT (Mammoth). Motion adopted.

VI. NEXT REGULAR MEETING

Thursday, October 17, 2013, 10:00a.m. – 5:00p.m.
Pechanga Resort – 45000 Pechanga Parkway – Temecula, CA 92592

Marlene Darrow, Board Secretary

12/12/13
Date

In compliance with the Americans with Disabilities Act (AB3035; CH 300, Statutes of 2000), if you need special assistance, disability-related modifications or accommodations, including auxiliary aids or services, in order to participate in the public meetings of the District's governing board, please contact the Administrative Office at (951) 252-8891. Notification by noon on Monday prior to the board meeting (48 hours) will enable the school to make reasonable arrangements to assure accessibility to this meeting. Upon request, the school shall also make available this agenda and all other public records associated with this meeting in appropriate alternative formats for persons with a disability.

EMPIRE Springs CHARTER SCHOOL