

Minutes of the Meeting of the OTA Board of Directors / OTA Site Council  
May 27, 2015

7<sup>th</sup> Grade Classroom, 2120 San Diego Avenue, San Diego, CA 92110

Board Members Present: Chris Celentino, Anna Sick, Hunter Hawkins, Mirielle DesRosiers-Kutchuk, Carelton Lincoln (via video conference\*).

\*A physical quorum was present without the presence of Carleton Lincoln. Executive Director, Tom Donahue, was instructed by TVLC/OTA legal counsel, Derek Austin, prior to the meeting that Mr. Lincoln was not allowed to vote because his video conference location was not listed on the agenda. Mr. Lincoln abstained from any voting whatsoever, or in circumstances where he voted his vote was not determinative of the outcome and, therefore, the Brown Act violation related to video conference posting requirements was moot.

TVLC and OTA staff also present: Bill Batchelor, TVLC CEO; Tom Donahue, OTA Executive Director; Caren Kamanski, OTA Office Manager; Diana Han Pham, 3rd Grade Teacher

The following members of the public were present: Lynn DiFilippo; Thomas Gabrielli; Julie Gabrielli; Cindy Stulich; Sandra Gartland; Sara Rosenbaum; Trevor Garb; Stephanie Garb; Ilana Shupper; Steve Shupper; Jenny Ciampa; Goli Henderson; Martin Henderson; James Gartland; Won Chae Matthews; Martha Matthews; Reid Warrick; Heidi Weaver; Erin Parente; Martin Lopez; Elena Stonehouse; Sonia Mahmud; Cathy Coleman; Julie Vogelzang; Diane Bogle; Kenneth Morris; Meredith Lurie; Ryan Callan; Kuan Collins; Jose Carolos Delgado; Rose Ann Denton; Alexandra Carter; Cathie Berlin; Desiree M. Wilson; Kristine Afansev; Amy McCole; Viveca Hess; Laura Studebaker; Otto Sorensen; David Cain; Crystal Gray; Kym Tobias; Stephanie Frushone; Todd Tobias; Deja Correia; Lanz Correia; Scott Hawkins; Jody Hawkins; Lillian Levy Keller; Kevin Olenick; Samantha Olenick; Natalie Holford; Lydia Tyrado; Monika Hanft; Kristen James-Fortune; Rebecca James-Fortune; Steve Purdum; Lisa Purdum; Reid Warrick; Jennifer Senn.

The meeting was called to order at 7:15 p.m. by OTA Board Chair, Chris Celentino. Bill Batchelor led the community with the pledge of allegiance/flag salute.

Mr. Celentino welcomed everyone, and described the responsibility of the Board, the meeting procedures, and provisions of the Brown Act. Mr. Celentino asked everyone to sign in, and to indicate, if a parent, the number of children enrolled at the school. As Chair, Mr. Celentino suspended the formal "speaker slip" obligations of the meeting because he did not believe a significant number of persons intended to speak.

## 2. Public Comments/Correspondence

Laura Studebaker spoke about the lack of communication from the school administration on both routine and important matters, and deferred her time to determine if others would raise the issues that concerned her most. (When she was later recognized, she acknowledged that her concerns were expressed by others, and reminded that she had asked for the future Board meetings to be videotaped)

Kevin Olenick thanked the school for doing a fine job in the education department, and commented that the stakeholder community of the Old Town Academy was well-educated, interested, had raised nearly \$750,000 for the school in the past 4 years, and asked the members of the OTA Board who were not vested with children at the school and who do not attend the school regularly to see what it's day-to-day operations are to step aside, and allow the stakeholders voice to fully and finally be heard at this school.

Julie Vogelzang thanked the school and its leaders for taking strong steps to move the school in the right direction, but cautioned that the school should be open, transparent and honest with its community. She expressed concern that we have lost momentum and that doing what you say you will do, and doing it when you say you will do it, is critical. It concerned her that momentum was lost but no reasons provided for failing to take the actions that were represented and agreed to. In her experience representing boards, she wanted to make sure that the leadership of the school would do what they said they would do, including adding two parent board members and starting a search committee for a new principal so that Tom could focus on curriculum. She also stated she attended the December board meeting when Carleton Lincoln was nominated to the OTA Board as a "package" deal along with the two parents. She asked that that action item be completed as well, as it was originally presented at the December meeting and endorsed at that time as a "package deal" by Tom Donahue. She urged Tom and Board to the honor a commitment previously made by implementing what was presented. She noted we are now at the end of the second quarter and none of these items had been accomplished. She thanked the Board and administrative leadership for their commitment to the school.

Deja Cruz presented that she was frustrated by the school's non-responsiveness to parent concerns and issues, and that she had many emails and phone calls into the office and the Principal to set a meeting concerning discipline issues with her child, and that the school has been silent and refused communication for more than 2.5 weeks. [Chris noted that would be part of the closed session agenda later in the evening].

James Gartland presented that he was glad to have finally had a chance to review the MOU; that he was disappointed that he had attempted many times to secure a copy from the school, from the office, until he was able to receive it directly from Tri-Valley within the last few weeks before the meeting. He urged the community to recognize the strengths in being part of a larger, professionally-run organization, and urged the school administration to work harder to regain the trust lost by the school community with their constant refusal to timely and responsively communicate with the stakeholders; and he urged Tri-Valley in its engagement with the school under the MOU to devote resources necessary to confirm that the OTA

administration's secretive ways and untimely and sometimes complete non-responsiveness to stakeholders be corrected. James concluded his remarks by asking the school and its E.D. to address what steps he was undertaking to get the school in compliance with the MOU.

There being no further comment, the meeting proceeded with the Agenda.

### **3. Board Member / Site Council Members Comments/Correspondence**

There was no discussion on this item of the Agenda.

#### **5.a. Discussion Item 5.a. was moved to be taken next, and without objection, the meeting proceeded with Item 5.a.**

- a. TVLC CEO's Report (10 minutes) -- Bill Batchelor: Discuss the role of the OTA Board/Site Council, and update on the transition, including other key aspects of the MOU (copy of executed MOU attached).

Bill Batchelor, CEO of Tri-Valley, introduced himself and Tri-Valley, and a synopsis of who they were, with 5 charter schools including OTA, 3,000 students, 2 K-8, K-5 middle, HS, and additional schools planned, several to be near OTA as "OTA satellite" schools. He noted that he was impressed with Tom and the school and its leaders, and that Tom was innovative. He indicated that Tri-Valley had taken a back seat with parents and parent communication to date to allow the school and its Principal to go through the growing pains of communicating the future to the teachers and stakeholders. He discussed in detail the MOU (the signed MOU was posted at pages 51 to 56 of the Agenda), the OTA Board's Sub-Committee visit (by Board Members Anna Sick and Mirielle DesRosiers-Kutchuk) to the Tri-Valley Campuses, the circumstances leading up to its negotiation and execution in summer 2014, the steps Tri-Valley and OTA had both taken to implement and complete the terms of the MOU (all former OTA employees became Tri-Valley employees in August 2014; all benefits to such employees are provided by Tri-Valley; control and access to the OTA bank accounts was delivered by the E.D. to Tri-Valley; the E.D. notified SDUSD to add Tri-Valley's CFO as an authorized person for disbursements made to Old Town Academy through the San Diego County monetary reimbursement system; accounting systems were being synchronized; Tri-Valley had assumed financial responsibility for Old Town Academy's financial obligations; TVLC legal counsel, Derek Austin, communicated with SDUSD legal staff regarding Proposition 39; and TVLC Business Development Manager, Julie Lassig, obtained seven (7) grants in 2014-15 for the benefit of OTA in the amount of approximately \$218,000; among other items). Bill had advised that he has spent time with all OTA Board Members, that they take their role seriously, and that doesn't mean they always agree, that's what Boards are about. Bill advised that

the role of the OTA Board/Site Council, and the fact that it was elected by the stakeholders, was to defer to the local stakeholders to gather information important to the school community and to be in a position to regularly report that local information and needs to Tri-Valley. Bill confirmed that the OTA Board/Site Council will retain control, under the Carver Model of Governance, over the policies and procedures that will be adopted for OTA, and that Tri-Valley's mission was not to wrest control of the local good will from the OTA stakeholders. Bill informed the community that under the MOU, Tom Donahue was receiving a promotion to become the Director of Curriculum for all of the Tri-Valley schools, including OTA, and that he would be scaling the OTA curriculum to encompass the 3,000 Tri-Valley students, not just the 250+ at OTA. Bill acknowledged that Tom was a truly innovative curriculum guru, and that aspects of the OTA curriculum were amazing, and that Tri-Valley was very excited to be able to bring that curriculum to its students while offering Tom the opportunity in his new role to further develop and refine the curriculum. Bill congratulated Tom and the Board for the fine academic shape that OTA was in. Bill indicated that Tri-Valley and OTA share the same mission -- to provide a top-notch education to students in a nurturing, safe environment; and further that the Tri-Valley model is built upon input from and accountability to school stakeholders. Bill indicated that he and Tri-Valley felt that OTA was a very good school, and that the resources brought to bear by Tri-Valley over the coming year would allow OTA to become an exceptional school, and to grow and prosper in the future.

Chris then apologized to the parents that the specific MOU was not immediately distributed to parents last fall. He indicated that he was apologetic on behalf of anyone who had a hand in preventing its widespread distribution.

**PUBLIC DISCUSSION OF OTA/TVLC MOU** Some parents indicated that they were comfortable with the curriculum at OTA and were glad to hear that the part of the MOU offered a promotion to Tom Donahue to remain involved in the curriculum at not just OTA, but Tri-Valley as a whole. Tom Donahue remarked that going through with the MOU was akin to trusting Tri-Valley not to "screw" our good little school. Bill Batchelor commented that Tom had recently visited the other Tri-Valley campuses, met with personnel that he would be supervising and working with, and had expressed his great excitement to move on into that role. Board member Hunter Hawkins commented that he did not like that Tri-Valley requires 100% of its Board Members and Site Councils to be parents, and argued that he disagreed with the make-up of 100% parents, noting that it is important for Boards and Site Councils to attract skill sets and independent thinkers, not just parents and stakeholders, to make sure that there is an ideal balance between representation by stakeholders and outside persons, cautioning against the development of a "common wisdom" that does not seek the input of outsiders who approach matters with less emotion but more pragmatic thought, and wanted to ensure parents elected third parties to the Site Council/Board, and wanted to see the MOU concerning parental input modified or changed. Chris

Celentino corrected Hunter's mischaracterization of the Tri-Valley formula, because Tri-Valley does not require that 100% -- or even any % -- of its Board Members and Site Council members be parents; but only that a majority of the members, whether parents or outsiders, are elected by persons who indeed have students enrolled at the school, the stakeholders.

Bridget Celentino asked why there was any question about the terms of the MOU now if it was signed last August? And asked Tom if he could honor his word, or at least his signature?

Laura Studebaker asked how the fall election will be run.

Bill Batchelor commented that all Site Councils are different and have different compositions, that as OTA moves toward the Board/Site Council elections for the fall, Tri-Valley will be sharing with OTA some "best practices" for the development of Board/Site Council composition and the handling of the parent election process; that there are always seats reserved for disinterested members; that certain positions are reserved for certain skill sets; that there is a goal to strive for diversity; that Tri-Valley has no interest in and will not modify the MOU and that the MOU gave us the legal framework and foundation for a great and positive combination; that Tri-Valley has been through this before and that growing pains and uncertainty are not uncommon but that this isn't the first time that Tri-Valley has worked through this process.

Derek Austin on behalf of Tri-Valley made it clear that Tri-Valley will work with OTA to develop best practices for the stakeholder election in the fall.

Anna Sick explained to parents why she then, and now, believed that Tri-Valley and OTA executed MOU was positive.

Bill indicated that Tri-Valley would not be turning away from OTA.

Tom indicated that he had perhaps misunderstood the MOU in that it used the word "transition" and that he believed that OTA had an entire year to decide whether or not to effectuate the merger with Tri-Valley. Tom indicated that the reasons he supported the MOU with Tri-Valley last summer have dissipated somewhat – that the school is almost out of debt, and that the most important thing is that Tom is “not going anywhere.”

Bill indicated that it was indeed the goal and expectation that Tom become the Director of Curriculum for all of Tri-Valley.

James Gartland commented that he was familiar with MOU's like the one here, and that this one stated on its face that it was effective when signed.

Bill Batchelor reported that it was Tri-Valley's view that the MOU was effective as signed by Tom, and he, and that the "transition" mentioned in the MOU was specifically calling out the retention with OTA Board approval of a "School Site Administrator" to handle some of Tom's day-to-day affairs during the current school year while he "transitioned" into the role of Director of Curriculum and the school undertook a comprehensive principal search. Tom complained that he did not understand the enforceable legal effect of the MOU. Bill Batchelor commented that it wasn't appropriate to think as "enforceable" as negative, but frankly that the MOU states that it can be modified only by mutual agreement of the parties and that Tri-Valley was not inclined to make any changes or modifications in the MOU, and that Tri-Valley was not going to abandon OTA or the MOU.

After that discussion, without objection, the meeting moved back to Discussion/Action Items set forth in the Agenda.

#### **4. Discussion/Action Items**

- a. Trailing Motion from February 2015 Meeting to Appoint Two OTA Parents to Board/Site Council: Ken Morris (former OTA Foundation President) and Ryan Callan (former OTA Treasurer and TVLC/OTA Merger Sub-committee Member)

Chris introduced the trailing motion by referring parties back to the public comment made by Julie Vogelzang at the beginning of the meeting, and asking Board Members to focus on the circumstances under which Dr. Lincoln was nominated and approved for Board Membership in December, and that it was Mr. Celentino's motion, seconded by Anna, that made it clear in Chris' mind that the nomination with Dr. Lincoln was for him to serve on the Board until and so long as Ryan Callan and Ken Morris were also added to the Board, and that in December, Tom had agreed to that nomination process and indicated that he would add the addition of those parents to the agenda at the next meeting. Mr. Donahue never added the nomination of Ryan Callan or Ken Morris to the agenda after the December OTA meeting, and as reflected in the February minutes, even indicated that he had just "forgot" to do so until it was included in the Agenda for the May 27, 2015 Board meeting; Even though Chris as Board Chair asked Tom to do so on several occasions, Chris was concerned that Carleton's nomination to the Board was tainted by a potentially false representation by the E.D. to lure Board Members into the vote to add Carleton to the OTA Board. Chris presented the notion that since he also believed that the nomination of Carleton was a package deal that it was his preference to permit Carleton to continue to participate and that he wanted to have Carleton to participate on the OTA Board untainted by a potentially false or misleading representation of the E.D. who supported Carleton's nomination and introduced OTA to Carleton. Mr. Celentino stated that to avoid any appearance of impropriety, and to avoid the possibility that the Board would have to revisit at a later date the nomination of Carleton, and whether such nomination and election was made and induced under

false pretenses, Chris moved that the Board approve the appointment of Ryan Callan and Kenneth Morris to the Board.

Chris was asked if he understood that his motion to appoint was also a motion to remove Carleton Lincoln in the event the motion did not pass, and he indicated it was not. It was a motion to appoint Ryan Callan and Kenneth Morris, on its face. And it was made so that the OTA Board would not have to revisit the appointment of Carelton Lincoln at the next meeting.

Anna Sick seconded the motion as presented, and discussion ensued.

Mireille commented that she thought it was a good idea that she doesn't have children at the school, and that she noted that she knew that the two parents nominated were parents that help and participate.

Julie Vogelzang commented that it was her view that parents strongly agree that parents want more representation on the OTA Board, and that she believed Tom had agreed in December to ensure Ken and Ryan were appointed to the OTA Board.

Tom Donahue indicated that he was of the belief that a disinterested Board had a much better chance of running the school; that he did not want additional parents on the Board; and that he challenged anyone in the room to name a parent-run school that was any good. Tom further indicated that he did not remember that he ever agreed to additional OTA Board Members and that he specifically believed and stated that he did not want any increase in the size of the OTA Board.

Chris Celentino responded that Tom Donahue is remembering correctly his statements from the February meeting that he did not want parents on the Board, although he preceded those comments earlier in that same February meeting that the posting of the motion to appoint Ryan Callan and Ken Morris was left off the agenda because he simply "forgot" and not that he was proposed, and further that Tom is incorrectly remembering his commitment at the time of the support for the appointment of Dr. Lincoln in December to indeed make sure the agenda for the next meeting included the motion to appoint Ryan Callan and Ken Morris to the Board.

Tom responded that he did not remember ever having agreed to post such a motion to the agenda, in December or otherwise.

Third Grade Teacher Diana Han Pham indicated that the first responders at the school are the parents, and that a lot of the school's current success is a result of the school's collaboration with parents.

Tom Donahue responded to Ms. Pham by indicating that parents ruin schools, which is why her last charter failed and closed, and that the only way to protect OTA was to keep parents away, that our charter indicated that we would only have one parent on

the Board, and that the SDUSD had demanded that we not have any teacher representative on the Board.

Reid Warrick indicated that he agreed that that the Board should be diverse and small.

Mireille indicated that she remembered something about the addition of Ryan Callan and Ken Morris to the Board, but that she believed that Tom Donahue had indicated that he was opposed to adding additional persons to the Board.

Chris Celentino responded that Mireille's memory was correct, except that the opposition to adding Ryan Callan and Ken Morris was only registered by Tom Donahue in the February meeting after Tom Donahue had supported it in the December meeting, and that Chris' motion, as seconded by Anna Sick, as presented to add Ryan Callan and Ken Morris to the Board, were it to pass, would avoid a revisit at a later date of the validity of the election of Carleton Lincoln under potentially suspicious circumstances, and that Chris did not want to feel pressured to pursue such a revisitation, and that the circumstances were as they were because the E.D., who controls the posting of Board Agendas on the website, had previously omitted posting the full December, February and other agendas as had been requested by the Board Chair pursuant to the Carver model of board governance.

Tom stated again that he did not remember any such conversation about adding parents to the Board, and that if Chris could demonstrate that such request for an agenda item to add "all three" had ever been made of Tom in writing, that Tom would drop the issue.

Hunter Hawkins then indicated that he had no recollection of any discussion or request at or prior to the December meeting regarding the addition of Ryan Callan or Ken Morris to the Board.

Anna Sick indicated that she was 100% sure that Chris' understanding was correct; that Tom Donahue was asked to post the agenda item of adding Carleton Lincoln, Ryan Callan and Ken Morris to the OTA Board at the same time for the December 2014 meeting; that Tom Donahue had indicated he supported the addition of all three persons, but that he had mistakenly omitted them from the December agenda, and that she would not have supported the motion to appoint Carleton Lincoln at the December meeting if not for Tom Donahue's representation that he supported all three additions to the OTA Board and that he promised in December that he would rectify the matter by adding their appointment to the agenda for the next meeting, and that she was disappointed that he did not post the addition on the February agenda.

Tom Donahue reiterated that he had "no recollection" of any of those conversations and again that if anyone could demonstrate that such a request to place the appointments of "all three" to the Board was made in writing prior to the December meeting, he would agree, but that Chris Celentino was just a "liar" and that no such request had ever been made of him in writing.

Chris then produced from his notebook a paper that he represented was a print out of an email that he represented was sent on November 30, 2014 at 11:17 p.m. that he represented was sent to “Anna Sick, Hunter Hawkins, Mireille Des Rosiers-Kutchuk, Thomas E. Donahue, Caren Kamanski, Derek Austin and Bill Batchelor,” with a re: line of 12/4 Board Agenda, 7 p.m. meeting, which Chris represented listed as proposed agenda item number 2 “Approve Additions to Board for 2014-2015 Term, effective January 1, 2015 – Dr. Lincoln, Ken Morris, Ryan Callan.”

Tom Donahue then claimed that the email was a made up.

Bridget Celentino then commented that Tom Donahue should take responsibility for his comments and actions.

Anna Sick then commented that she could not understand what all the opposition was given that the two nominees were among the most outstanding persons in the room, were highly educated, had significant non-profit board experience, and were trustworthy, independent and vested members of the OTA community.

Chris Celentino then called the question by roll call vote, and Anna Sick seconded the calling of the question. Chris reiterated that the motion was to appoint Ryan Callan and Ken Morris to the OTA Board.

Chris proceeded to take a roll call vote in the order persons were seated from left to right (from the perspective of facing the audience).

Hunter Hawkins: No.  
Anna Sick: Yes.

Tom interrupted the vote and demanded an opportunity to introduce the Board Members to the audience; starting with Hunter Hawkins and describing his software and financial background; Anna Sick as a parent and realtor; Mireille as a brilliant artist whose shows are standing room only and whose artwork is brilliant, and who located the auctioneer that was paid to conduct the auction at the gala which auction was the primary reason for the gala fundraising; Carleton Lincoln (appearing on video conference) was an educator in Los Angeles with the Children of Promise charter school, was a brilliant administrator and leader, and that the school was lucky to have his expertise; Chris a parent and co-founder.

Chris then asked for no more interruptions since the Motion had been called, and the proper procedure was to take the roll call vote.

Turning to Mireille, Chris asked for her vote. She said “yes” in a soft voice at which point Tom Donahue interrupted the meeting in a loud voice and said something to the effect that if indeed the vote went in favor of the Motion, that he would “resign

tomorrow” and that he would not agree to have additional parental representation on the Board.

Martin Lopez then spoke to Tom Donahue and stated that he did not understand the position that Tom was taking; that Tom had first said the he did not remember that he was ever asked to add Ryan Callan and Ken Morris to the December agenda; that he did not remember that he agreed to do so as part of the discussion concerning Carleton Lincoln; then that it was more than he didn't remember the discussion but now that the discussion “never” happened, and that he would step down if anyone could show that he was asked in writing before December to put such a motion on the agenda; that when the email asking for such a motion to be added to the agenda was read, then Tom claimed that the email was a fake. Mr. Lopez noted that the progression of his dialogue on the issue over the course of the discussion was absurd, and his threat to resign was childish.

Chris Celentino asked for order, asked for attendees to stop interrupting the vote on this important issue.

Kevin Olenick expressed that he was shocked by Tom Donahue's threat to quit if the vote did not go his way.

Chris Celentino again asked for order.

Chris Celentino turned for Mireille for her vote, and Mireille indicated that she did not know what to do in light of Tom Donahue's threat to resign, and that she felt pressured by such a threat.

Lydia Tirado then asked for comment from Carleton Lincoln, who had been silent all night long, and indicated she wanted to hear what he thought.

Carleton Lincoln stated that it was his view that if parents were given too much stake or influence in a school, it could result in personalities fighting amongst themselves for areas of interest to themselves which may not be of interest to the school as a whole, and that a charter school is fragile and that the kind of infighting that was taking place at that moment between the OTA Board and the E.D. was the type of issue that could put the school out of balance.

Chris Celentino then called for order and the roll call vote was then taken again.

Hunter Hawkins: No

Anna Sick: Yes.

Mireille Des Rosiers-Kutchuk: Abstention

Carleton Lincoln: Abstention

Chris Celentino: Yes.

Chris Celentino noted that the motion passed by a 2-1 vote, with two abstentions, and welcomed Ryan Callan and Ken Morris to join the OTA Board at the OTA Board table.

Tom Donahue then stated that he remembered that the request was made for the February meeting and he had just forgotten to post it; Hunter Hawkins stated he remembered it that way, now, too.

While Ryan Callan and Ken Morris were making their way to the OTA Board table, Chris Celentino indicated that he strongly requested that Tom Donahue remain OTA E.D. , and that his involvement as TVLC Director of Curriculum was supported.

Trevor Garb then asked Bill Batchelor, in light of Tom Donahue's threat to resign what is Tri-Valley's stance on the school, and is Tri-Valley still supportive of the MOU.

Bill Batchelor then indicated that he hoped that Tom Donahue's statement to resign would not come to pass and that when his emotions died down, Tom Donahue would realize that he would still be welcome as the Director of Curriculum at Tri-Valley.

The meeting continued with the next Discussion/Action Item, number 4.b.

4.b. Setting and Posting of OTA Board Meeting Schedule for end of school year meeting:

June 25, 2015, 7 p.m.

Other Board meetings previously approved are suspended.

Motion moved by Hunter Hawkins, second by Anna Sick, vote passed unanimous.

The meeting continued with the next Discussion/Action Item, number 4.c.

4.c. Formation of Principal Search Committee ("PSC") -- Formation and Timetable (MOU May 1, 2015 date pushed to July 1, 2015) -- Appointment (two parents, two teachers, one Board/Site Council Member) and delegation as Committee. Bill Batchelor / Derek Austin to present search outline/best practices materials, proposed advertisements, and develop weekly meeting schedule for PSC. Copy of executed MOU attached.

Chris Celentino introduced the Action Item by indicating that the formation of the PSC is an important next step in the evolution of OTA from a great to exceptional school, and that, in his opinion as OTA Board Chair, it was important for members of the PSC to be diligent and determined to meet with constituencies to get input on traits, characteristics and skillsets of persons who would become candidates for the role of the next Principal of OTA.

Bill Batchelor indicated that Tri-Valley had handled similar processes in the past, and that it had significant experience in developing a search outline, and best practice materials for the selection of a Principal

Kuan Collins nominated Ryan Callan and James Gartland as the two parents to serve on the PSC.

David Cain nominated Diana Han Pham as a teacher to serve on the PSC.

Samantha Olenick nominated Turner Watts as a teacher to serve on the PSC.

James Gartland indicated that he had been in these types of roles before, that he has an accounting background, that he is trustworthy and works for a non-profit, is active in the community, often speaks at City Council, teaches kids about school safety, has reviewed thousands of resumes and has been involved in hiring decisions on multiple occasions and has that experience, that he would be diligent in reaching out to stakeholders, that he shares the vision of an exceptional future for OTA and he would appreciate the opportunity to serve.

Ken Morris nominated Chris Celentino to be a member of the Site Council, representing the OTA Board.

Chris Celentino asked the community as a whole if the community had any additional nominations.

Tom Donahue indicated that he thought there were several important factors to be considered by the PSC personnel in their selection of a new Principal: someone who would follow stated board governance; someone who would prefer and ensure that the Board composition would stay small; someone who would remember that the Public Benefit Corporation was for the school's benefit; someone who would support a strong personnel policy, and that Tom strongly preferred a hire within policy, and asked the PSC to give preference for hiring from within the current OTA faculty.

Chris Celentino asked the Board if any of the Board members had any nominations.

Hunter Hawkins addressed the PSC indicating that he believed that the PSC needed to select Tom Donahue as the new Principal, and that the person who is selected "should be" Tom Donahue or someone with Tom Donahue's exact characteristics.

Chris Celentino indicated that he again thought community involvement was important, that there was a need for responsiveness, that there be no personal agenda only an interest for the school as a whole to get stakeholder input and to use independent judgment; whether the best candidate merges from within or not, it was important to get the best and right candidate for the job.

Derek Austin suggested that perhaps it would be a good idea to present proposed teacher nominations to the teachers, and let the teachers decide.

Chris Celentino then asked the audience and the Board members if anyone else had any nominations.

There being no further nominations for anyone else to be considered.

Chris Celentino moved the appointment of the following persons to the PSC, which motion was seconded by Anna Sick and Kenneth Morris:

Parent Ryan Callan  
Parent James Gartland  
Teacher Diana Han Pham  
Teacher Turner Watts  
Board/Site Council Representative Chris Celentino.

Chris Celentino called the motion, and Anna Sick seconded the motion.  
Chris Celentino took a roll call vote, this time starting from the right to left from the perspective of the audience:

Kenneth Morris: Yes  
Chris Celentino: Yes, except an abstention as to himself.  
Mireille: Yes  
Anna Sick: Yes  
Ryan Callan: Yes, except an abstention as to himself.  
Hunter Hawkins: Yes  
Carelton Lincoln: Yes (although there was an issue with Carelton Lincoln's vote because his attendance location was not noted on the agenda although he was informed of a requirement to so advise of that location several days before the meeting took place).

Chris reported that, as a result of the Motion, the appointment of the PSC was confirmed as follows:

Parent Ryan Callan (Vote 6-0, with one abstention)\*  
Parent James Gartland (Vote 7-0)\*  
Teacher Diana Han Pham (Vote 7-0)\*  
Teacher Turner Watts (Vote 7-0)\*  
Board/Site Council Representative Chris Celentino (Vote 6-0, with one abstention).\*

The meeting continued with the next Agenda Discussion/Action Item, number 4.d.

4.d. OTA Site Council - Discuss the role of the future OTA Site Council, and update on the transition, including other key aspects of the MOU (copy of execute MOU attached).

Chris Celentino indicated that this discussion was included in Bill Batchelor's report under item 5.a., and by consensus, no further discussion or action occurred.

The meeting continued with the next Agenda Discussion/Action Item, number 4.e.

4.e. Appointment of OTA Board/Site Council Member as OTA Representative to TriValley Board -- subject to TVLC Board confirmation at TVLC Board Meeting on May 28, 2015.

Chris Celentino indicated that, pursuant to the operations of Tri-Valley, OTA was entitled to appoint a representative from the Old Town Academy Board to the Tri-Valley Board. Chris noted that the Tri-Valley Board meetings would occur in Livermore, CA, and that he was unsure whether participation required personal attendance, and at what expense.

Derek Austin indicated that, to the extent a personal attendance was requested, Tri-Valley would reimburse for reasonable travel expenses, and that attendance would also be arranged by video conference in compliance with the Brown Act, which required posting of the location of the video conference attendance on the Agenda, and that the place so posted was a public place.

Chris Celentino asked if there were any nominations from the parents, or for any interested persons among the Board who wished to serve in this role, to please inform of the interest to serve in this role.

Hunter Hawkins indicated that he would want to serve in that role.

Kristine Afansev indicated that she would like Ken Morris to serve in that role, and Ken Morris agreed that he would so serve.

Chris Celentino asked if there was any further nominations or interest.

Hearing none, he indicated that he thought it would be appropriate to move for the candidates to be elected in the same order as nominated, as a fair way to see how the vote would go.

Chris Celentino moved for Hunter Hawkins to be named the OTA representative to the Tri-Valley Board, which motion was seconded by Anna Sick, and the question was called.

Chris Celentino took a roll call vote in the order of left to right from the perspective of the audience:

Hunter Hawkins: Abstain

Ryan Callan: No

Anna Sick: No

Mireille: Yes

Carleton Lincoln: Yes\* (although there was an issue with Carleton Lincoln's vote because his attendance location was not noted on the agenda although he was informed of a requirement to so advise of that location several days before the meeting took place).

Chris Celentino: No.

Ken Morris: Abstain.

As a result of the roll call vote, the motion failed with 2 yes\*, 3 no, and 2 abstention.

Chris Celentino then moved for Ken Morris to be named the OTA representative to the Tri-Valley Board, which motion was seconded by Anna Sick, and the question was called.

Chris Celentino took a roll call vote in the order of left to right from the perspective of the audience:

Hunter Hawkins: Abstain  
Ryan Callan: Yes  
Anna Sick: Yes  
Mireille: Abstain  
Carleton Lincoln: Abstain  
Chris Celentino: Yes  
Ken Morris: Abstain.

As a result of the roll call vote, the motion passed, with 3 yes, 0 no, and 4 abstentions.

Bill Batchelor then indicated to the community at large that the Tri-Valley Board is a diverse group, and that there was always room for additional disinterested persons to submit for “at large” positions on the Tri-Valley Board, and he indicated that if Hunter Hawkins was interested, he would send such an application to Hunter. Chris Celentino encouraged Hunter to submit the application. Hunter indicated that he would indeed be interested, and requested the Application.

The meeting continued with the next Agenda Discussion/Action Item, number 4.f.

4.f. Approval and Adoption of LCAP report (as distributed in advance, and attached).

Chris Celentino opened the discussion of the LCAP report which Tom Donahue was requested to circulate in advance, and noted that the report was not circulated. Tom Donahue indicated that it was not done, and would have to be dealt with at the June 25, 2015 meeting. Chris Celentino asked if there was enough time to approve and submit by the District deadline, and Tom indicated there was time, that he was almost done with it, and that he would circulate the draft as soon as possible. Chris Celentino indicated that, in light of the circumstances, there could be no approval of a report that was not finished or circulated.

The meeting continued with the next Agenda Discussion Item, number 5.b.

5.b. Exec Director's Report (10 minutes) -- Tom Donahue.

- Academic and Testing Update. Tom indicated that we were working to better define questions for testing, that MAP testing was underway, and that results would be shared with parents when available.

- SDUSD Audit Review and Dissemination/Discussion of Report. Tom indicated that the SDUSD site visit went great, and that there were no issues or important comments from the District to report. He did not distribute or discuss that there was any written correspondence or communication from or to the District.

- LCAP Report. Tom Donahue indicated that he was still working on it.

- Prop Z Update. Tom Donahue indicated that the school was originally turned down on its Prop Z proposal from the relevant committee, and that after having been turned down, upon a second review, the relevant committee had a change of heart and has recommended approval of an approximately \$23M Prop Z grant. And that the proposal would go before the “big board” in the future, and that he would inform Tri-Valley, the Board and the school community, of that date in advance so that attendance could be encouraged. Tom Reported that Ray Rodriquez was very helpful to the school, and that the director of facilities was Gene Fuller.

- Campus Renovations. Tom indicated that the new asphalt was completed at an expense of \$19,000, and that it would be painted over the summer. He indicated that the old freezer in the science lab had been “de-molded” and that even though Tom is very allergic to mold, he is not having any problems so the treatment appears to have worked. He indicated that the school was working on its prop 39 updates, and that the school had secured a permit to go to a 12 foot fence around the perimeter, and that we just needed to get bids and go forward should that be the decision.

- Staff Salaries. Tom indicated that collectively the staff should get raises, and that the typical OTA staff person puts in \$3,000 value of additional work because of the extra curriculum days built into the school.

- Possible New/Additional Campus. Tom reported that there was a hope with Tri-Valley that a new campus would open in SE San Diego, and that there would be a K-3 school there to begin in the fall if it could come together.

An unidentified audience member asked Tom is he was aware that a member of his staff had posted on their personal facebook page that there was already a commitment to the campus and was advertising for possible teachers. Tom indicated that he did facebook for a short period of time, that he was inundated by it and quit it, that he didn't think it would “catch on.” He then noted that he couldn't control what members of his staff did with their personal face book. He then noted that if the action were to happen it was important to begin to collect resumes now in any event.

- SDUSD Charter Petition Renewal Timeline - and staffing to accomplish same. Tom Donahue reported that the process to start renewal was beginning, as OTA would be

up for renewal next year, as we are in year 4 of our Charter, and it renews in year 5. He indicated his belief that renewal was nearly assured, but that he understood that the requirements had been stepped up and noted that the Charter we originally submitted had 29 important pages, the one ultimately approved had 80+ pages, and then, turning to Bill Batchelor, asked Bill if he was aware that the submission might be 200+ pages? To which Bill responded that he would employ the best persons and begin that process, as he had been discussing with Tom, immediately and planned to submit a draft to the District well in advance as he and Tom had discussed.

- Staffing Update(s), if any. Tom Donahue indicated no staffing updates.

Tom Donahue indicated that the school was full, and that we had a significant (over 400) waiting list, and that one family had recently come back, and another family that had departed had recently asked to come back. An unidentified audience member asked if families coming back received any kind of priority, and Tom reported that they did not, they went in line without priority.

Tom Donahue reported on a high school that it was his hope that, with Tri-Valley's continued support, perhaps a high school charter petition could be submitted in a year or two.

That was the end of the E.D.'s report.

The meeting continued with the next Agenda Discussion Item, number 5.c.

5.c. Treasurer's Report: -- 5 minutes. Treasurer to present for final approval the TriValley/OTA budget that was initially approved last June 2014, distributed in advance

Chris Celentino, Treasurer, reported that the OTA budget was conditionally approved last June 30, and that a final approval was needed. He asked if anyone had any questions about the final 2014-2015 budget. Hearing none, Chris Celentino moved, with a second from Hunter Hawkins, to approve the final OTA 2014-2015 budget. On a voice vote, all were yes except Carleton Lincoln, who was opposed, and Ryan Callan and Ken Morris, who abstained, so the motion carried 4-1-2.

The meeting continued with the next Agenda Discussion Item, number 5.d.

d. OTA Foundation / Gala Report - Kuan Collins, OTA Foundation.

Kuan Collins reported that the Gala raised \$123,000, and there was a strong round of applause.

The meeting continued with the next Agenda Item, the Consent Calendar, item 6.

## **6. Consent Calendar**

a. Approval of Minutes

1. Minutes from prior Board / Site Council meetings.

Chris Celentino introduced that the consent calendar can be by voice vote unless anyone requested a roll call vote. Chris Celentino asked all Board Members if they had time to review the minutes, and indicated that he would afford additional time if anyone needed to review the minutes. He indicated that the minutes of the Board are very important, and that everyone should take sufficient time to review them, and that the approval of the minutes is very important, and that a vote on the minutes is akin to an understanding that the minutes as presented are accurate.

a. February 12, 2015 Minutes (w/no attachments).

Again, asking the Board Members to confirm that they had read the minutes and had time to read the minutes and ask questions regarding the minutes or expressing they did not understand the minutes, and with no comment or question, Mireille moved for approval of the February 12, 2015 minutes, second by Hunter Hawkins, yes (aye) vote was unanimous except for abstention by Ryan, Ken and Carleton, so the minutes were approved 4-0-3.

b. June 30, 2014 Board Minutes w/ three attachments: 2014-2015 Initial Budget, LCAP report and TVLC Sub-committee resolution (all attached)

Again, asking the Board Members to confirm that they had read the minutes and had time to read the minutes and ask questions regarding the minutes or expressing they did not understand the minutes, and with no comment or question, Mireille moved for approval of the June 30, 2014 minutes, second by Hunter Hawkins, yes (aye) vote was unanimous except for abstention by Ryan and Ken, so the minutes were approved 5-0-2.

c. Warrants 2-11-15 to 4-22-15 (attached).

Chris Celentino reminded Board Members that it was the policy of the OTA Board to approve all of the checks and warrants issued by and on behalf of the school for the periods in between Board meetings, and the list of warrants had been circulated in advance\*. Chris Celentino reminded Board Members that the approval was important, asked if anyone had any questions or comments and hearing none, Chris Celentino moved with a second by Anna Sick, yes (aye) vote was unanimous, with Ryan Callan and Ken Morris abstaining, so the warrants were approved 5-0-2.

\*All checks and warrants were provided by TVLC Director of Finance, John Zukoski.

d. Ratification of 2013-2014 Director, Officer and Management Actions

Chris Celentino indicated that it was customary for the Board to approve the actions of Directors, Officers and Management to the extent that those actions are disclosed to the Board and are consistent with the duties and obligations of the relevant person taking such actions and making such disclosure. Chris Celentino reminded Board Members that the approval was important, asked if anyone had any questions or comments and hearing none, Chris Celentino moved with a second by Hunter Hawkins, yes (aye) vote was unanimous, with Ryan Callan and Ken Morris abstaining, so the disclosed actions were approved 5-0-2.

## **7. Adjournment**

There being no further business, the meeting was Adjourned, members of the public were dismissed, and the meeting continued in Closed Session as provided in the Agenda.