

Minutes of the Special Meeting of the OTA Board of Directors / OTA Site Council
June 7, 2015
Old Town Academy, 2120 San Diego Avenue, San Diego, CA 92110

Board Members Present in Person: Chris Celentino, Anna Sick, Ryan Callan, Dr. Kenneth Morris. A quorum of members physically within the jurisdiction was present. Absent: Hunter Hawkins, Mirielle DesRosiers-Kutchuk, Carleton Lincoln.

Also Present: Diana Han Pham, 3rd Grade Teacher

The following members of the public were present: Bill Batchelor, CEO of Tri-Valley Learning Corporation; 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; Jennifer Senn.]

The meeting was called to order at 7:20 p.m. by Chair, Chris Celentino, specifically to allow all in attendance to review the voluminous minutes of the Regular Meeting held on May 27, 2015. Bill Batchelor led the community with the pledge of allegiance/flag salute – because the community was “locked out” of the school by the then E.D. Thomas Donahue, the meeting was held on the public steps of the school. San Diego Police were present to prevent a breach of the peace.

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. Mr. Celentino requested parents to submit speaker slips for any item on the Agenda, and several were turned in, as noted below.

2. Public Comments/Correspondence

The following persons submitted speaker slips and made the following comments:

Brian Bogle asked for an explanation of Tom Donahue’s actions from 2014-2015, including the exclusion of parents from the school location, and how anyone could “lock out” Board members and a founder of the school.

Bill Batchelor spoke about the strong support of TVLC for OTA, that TVLC has fully or at least substantially performed its obligations under the TVLC/OTA MOU dated August 2, 2014, that all OTA employees became TVLC employees in September 2014 including Mr. Donahue, that he was at a loss to explain the erratic behavior of Mr. Donahue, especially in light of Mr. Donahue's strong expression of support for his new role at TVLC as recently as May 21, 2015 – and the fact that Mr. Donahue had spent at least half of his 2014-2015 school year on TVLC activities.

Dr. Kenneth Morris then submitted a slip and deferred to Bill Batchelor. Bill Batchelor indicated that he had begun the process of reaching out to stakeholders, that he had been through similar situations before and that none of the issues facing OTA, even those at the SDUSD level, are insurmountable, and that he has every reason to expect OTA to open in the fall, and make the transition from good to exceptional.

James Gartland expressed support for getting the MOU publicized, expressed strong dissatisfaction with the “hide the ball” of the OTA administration, and strong support for moving the ball forward for the benefit of the school, and not individual agendas.

Martin Lopez expressed parental concerns with the actions of the E.D., the erratic behavior, and the fear-mongering that the E.D.'s actions may have brought the charter at risk with SDUSD.

Monika Hanft spoke, indicated that she was thrilled to have seen Tom Donahue and Bill Batchelor appear arm-in-arm at the Art with a Heart event on May 21, 2015, in which Mr. Donahue introduced Bill Batchelor as the “savior” of OTA, and that TVLC would be building OTA a high school; and that she was distressed to have learned from Tom in a private meeting the next day that he had been working all year to “stack” the Board so that the Board would support him on the issues of no parental involvement in the school and therefore no TVLC.

Won Chae Matthews spoke, asked if the forpurposelaw.com firm was engaged on behalf of the OTA Board, and if so, how?

Michael Rosenbaum expressed dismay at the state of the school, disappointment that parents and Board Members were locked out of the school, and demanded a return to normalcy for the sake of the children and parents at the school.

Terri Cox spoke about her displeasure with the E.D. and his actions, that she was tired of being told that there was a waiting list every time she had a concern she wished to be addressed, and that she was comfortable that the school was moving in the right direction under the TVLC MOU which she understood had been implemented.

Carlos Delgado asked for an explanation of the current status of the school, asked the E.D. to stand up for the children, asked the E.D. why the children had been denied access to their blog, their homework, their content, asked when the student and teacher content would be returned to the school.

Marisa Calderon expressed that she was very supportive of the OTA Board in their embracing of TVLC, that the school is good but not great, and that anything that moves the school toward exceptional is supported by her and her family. She loves OTA, and expects continued greatness.

Gordon Hess expressed reservations with the TVLC MOU, with the current status of affairs at the school, and expressed concern that such continued activity could lead to problems between the school and SDUSD and urged the parties to act in a manner consistent with the school's best interests.

Sandra Gartland spoke to support the professionalism and support given the school by TVLC, thanked Mr. Batchelor and his team for their integrity during this time when the E.D. had locked parents out of the school, and asked for OTA parents and teachers to come together to support the best interests of the school and not the personal agenda of one person.

Julie Vogelzang expressed that she had raised issues earlier of the E.D.'s potential misrepresentations to the Board concerning his motivations for the selection and promotion of particular out-of-town Board members, that she demanded transparency and accountability, and that she could not possibly imagine a situation where a charter school principal had locked parents and Board members out of the school because of his own professed anxiety at having parents serve the interests of the school.

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.

4. Consent Agenda – Approval of Minutes – May 27, 2015

Chris Celentino noted that he had delayed the start of the meeting to allow everyone extra time to review the Minutes from the May 27, 2015 Regular Board Meeting. Chris polled the Board Members in attendance to affirm that adequate time was provided to allow for thorough review. Having confirmed, approval of the minutes was moved by Anna Sick, with a second by Chris Celentino, and the Minutes were unanimously approved.

5. Adjournment to Closed Session.

Upon the approval of item 4, the Board Adjourned to Closed Session, Item 5, a. – c. The Board met in closed session.

6. Report Action Items out of Closed Session.

Upon return from closed session, the Board made the following report on each of the Closed Session Items, 5.a, 5.b and 5.c., as follows:

Report Item 5.a. Public Employee Discipline/Dismissal/Release pursuant to Government Code Section 54957

After a closed session meeting, the Board indicated that it had unanimously voted to immediately terminate for cause the at-will employment of a public employee in any capacity on behalf of Old Town Academy, including but not limited to any role as Executive Director, Principal, President, Officer or agent of the Old Town Academy Charter school.

Report Item 5.b. Conference with Legal Counsel - Anticipated Litigation pursuant to Government Code Section 54956.9(b)

After a closed session meeting, the Board indicated that it had unanimously voted to immediately retain the firm of Procopio Cory, the firm that was initially retained by the school to advise on the preparation of the Charter petition, to represent the interests of the school relative to anticipated litigation with May Harris, forpurposelaw.com, and potentially Mr. Donahue and persons aligned with or working in concert with Mr. Donahue to the detriment of the school, as well as assist the school in repairing its relationship with SDUSD.

Report Item 5.c. Public Employment Title: Interim Principal pursuant to Government Code Section 54957

After a closed session meeting, the Board indicated that it had unanimously voted to immediately retain, in the following order, the following persons to serve as Interim Principal, subject to very specific guidelines and conditions and subject to personal acceptance, until such time as a new Principal could be retained for OTA as such search was underway through the Principal Search Committee: Jeff Major, Robert Hamm, Mei Christensen, Sarah Rock Cook.

Item 7 – Public Comment on Closed Session

Only one person commented that Mr. Donahue should be asked to do the honorable thing and step aside, without causing further damage or disruption to the peaceful operations of the school.

8. Discussion/Action Items

8.a. Serial Meeting, Potential Board Member Misconduct

Chris Celentino indicated that a law firm known as forpurposelaw.com and attorney May Harris had indicated in writing that she had been retained by a majority of the Board to represent the interest of the school in anticipated litigation. Chris Celentino questioned whether Anna Sick, Ryan Callan or Dr. Morris had been so contacted or attended any meeting at which other members were present, as he had not; and the answer was a “no” raising the specter that a serial meeting may have taken place. Dr. Morris raised the idea that one or more Board Members may have made contact with SDUSD without informing other Board Members, an issue that may warrant further investigation.

The meeting continued with the next Discussion/Action Item, number 8.b.

8.b. Update on Celentino conversation with San Diego Unified School District re: Material Revision to Old Town Charter

Chris Celentino reported that he had been contacted by Susan Park of SDUSD who informed him that Mr. Donahue and lawyers from forpurposelaw.com had been in contact with SDUSD claiming that TVLC was a mere “back office vendor” that had wrongfully claimed to have an executed MOU with OTA, and that Mr. Donahue and Ms. Harris, with the support of Board Member Hunter Hawkins, had denied the existence of a signed MOU. Chris explained that he sent a copy of the MOU to SDUSD. SDUSD indicated that it had been asking Mr. Donahue for “awhile” to identify the written contract, if any, between TVLC and OTA, and that the MOU was first provided by Chris. SDUSD said that, on the basis of the MOU, a Charter Revision Form (“CRF”) would have to be submitted to SDUSD. Chris indicated that such issues would be dealt with at the Board level in due course.

Gordon Hess submitted a speaker slip and implored the persons involved with the school to set aside differences and to whatever it takes to avoid negative action against the school’s Charter by SDUSD.

The meeting continued with the next Discussion/Action Item, number 8.c.

8.c. Clarification and determination of Old Town Academy governance structure

Chris Celentino explained that the TVLC/OTA MOU contemplated that, upon closing of the merger, the OTA Board would become the OTA Site Council; but that, because all but the CRF had been completed, it appeared that until the CRF was finalized and approved by

SDUSD, the OTA Board could and would continue to function as the Board, even though composition of the Site Council is identical.

There being no comment, the meeting continued with the next Agenda Discussion/Action Item, number 8.d.

8.d. Discussion of Old Town Academy's tax exempt status and corporate compliance with the various governmental agencies overseeing its operations.

Chris reported that Federal Tax Returns for OTA were delinquent when filed by Mr. Donahue, causing first a suspension and then loss of the school's tax exempt status. Chris reported that the OTA Foundation had retained its own professionals to correct the infirmity, and Mr. Batchelor reported that, since OTA is now a TVLC school, OTA receipts would be corrected to reflect the TVLC tax exempt status until such time as the OTA Foundation's counsel could remedy the situation caused by the delinquent tax returns.

There being no comment, the meeting continued with the next Agenda Discussion/Action Item, number 8.e.

8.e. Clarification and determination of the present relationship between Tri-Valley Learning Corporation and the Old Town Academy

Bill Batchelor indicated that he considered the TVLC/OTA merger to be substantially complete in every respect, that all OTA employees had become TVLC employees in the fall, that all work at OTA was being performed by those TVLC employees, and that, except for the CRF and the final report of the Principal Search Committee, there was no distinction in identity between OTA and TVLC.

Chris Celentino reported that the OTA Board had approved /ratified the MOU at the May 27, 2015 meeting by voting, unanimously, to appoint the Principal Search Committee, a move that confirmed and ratified the TVLC/OTA MOU.

There being no public comment, the meeting continued with the next Agenda Discussion/Action Item, number 8.f.

8.f. Clarification and determination of the future relationship between Tri-Valley Learning Corporation and Old Town Academy

Chris Celentino indicated that, despite all of the hullabaloo created by Mr. Donahue's insistence on the exclusion of parents from the OTA Board and from having transparency in the operations of the school, Chris had never once been told a single reason by Mr. Donahue, Mr. Hunter or anyone else why the TVLC merger was not awesome for OTA.

Bill Batchelor reported that he had not heard any contrary dialogue from Mr. Donahue or anyone, and that Mr. Donahue had expressed clearly to Mr. Batchelor on May 21, 2015 that Mr. Donahue was 100% behind the TVLC/OTA combination, and that Mr. Donahue was looking forward to his new role as Director of Curriculum of TVLC, for which OTA would be one of his supervised schools. Anna Sick reported that the merger with TVLC was a personal request of Mr. Donahue, that he was adamant that he did not want to serve as Principal at OTA after July 1, 2014, and that Mr. Donahue had not expressed at any time any concern with TVLC or its operations of OTA.

There being no public comment, the meeting continued with the next Agenda Action Item, number 9.

9. Action Item: Motion to Confirm that neither the Old Town Academy Board, nor the TVLC / OTA Site Council, has retained May Harris or forpurposelaw.com or any attorney or person affiliated therewith to represent the Old Town Academy, acknowledging that any contention that such persons or attorneys represent the school is false and misleading and causing clear and irreparable damage to the school, and in any event, any such representation to the extent undertaken is immediately terminated and of no force and effect.

Chris Celentino noted that, as a result of his communication with SDUSD, and in light of written communication received from May Harris and forpurposelaw.com, it appeared that persons instructing Ms. Harris were embarked on a mission the end result of which could only put OTA's charter in jeopardy. Won Chae Matthews asked if the resolution also applied to the firm's alleged retention on behalf of the OTA Board, and Mr. Celentino accepted as clarification that terminating the representation by such firm of the school or the OTA Board was included within the motion. Inasmuch as the hiring of Ms. Harris and her firm had never been presented to the Board as required by the Brown Act and the OTA Charter and Bylaws, it was moved by Chris Celentino, with a second by Anna Sick, to clarify that there was no agency or other attorney-client or other relationship between OTA and the OTA Board, on the one hand, and Ms. Harris and her firm, on the other. There being no public discussion, upon a call of the question, the motion was approved unanimously.

The meeting continued with the next Agenda Discussion Item, number 9.b.

9.b. Action Item: Next Meeting: Move from June 25, 2015 @ 7 p.m. to July 22, 2015 @ 7 p.m.

Chris Celentino moved to reschedule the Regular (72 hour) Notice June meeting from June 25, 2015 to July 22, 2015. There was no second to that motion, and the motion did not advance.

Anna Sick moved to reschedule the meeting to June 18, 2015 at 7:00 p.m. and Chris Celentino seconded the motion. Upon call of the question, the motion passed unanimously, and the Regular Notice (72 hour) June meeting was set for June 18, 2015 at 7:00 p.m.

10. Adjournment

There being no further business, the meeting was adjourned at 8:20 p.m.