

Minutes of the Regular Meeting of the OTA Board of Directors / OTA Site Council
June 18, 2015
Old Town Academy, 2120 San Diego Avenue, San Diego, CA 92110

Board Members Present in Person: Chris Celentino, Anna Sick, Mirielle DesRosiers-Kutchuk, Ryan Callan, Dr. Kenneth Morris.

A quorum of members physically within the jurisdiction was present.

Absent: Hunter Hawkins, Carleton Lincoln (except as noted).

Also Present: Bill Batchelor, CEO of Tri-Valley Learning Corporation; Derek Austin, counsel, Tri-Valley Learning Corporation

The following members of the public were present: David Cain; Ismael Depaz; Eliot Feldstein; Yvette Lopez; Desirée M. Wilson; Marisa Calderon; Zoe Feher; Jenny Ciampa; Ryan Anning; Maria Anning; Terri Cox; Tricia Ornelas; Kristine Afansev; Bridget Celentino; Ernie DeLost; Cathy Coleman; Ilana Shupper; Laura Studebaker; Kuan Collins; Samantha Olenick; Kevin Olenick; Trevor Garb; Sonia Mahmud; Jian Chan; Sara Rosenbaum; Kym Tobias; Stephanie Frushone; Casey Murphy; Amy McCole; Jeremy Turner; Gabriel Hedrick; Ebru Covington; Libby Winter; Renee Parada; James Gartland; Lanz Correia; Deja Correia; Michael Shinkle; David Bleakley; Reid Warrick; Lynn DiFilippo; Jennifer Senn; Julie Vogelzang; Heidi Weaver; Viveca Hess; Cathie Berlin; Topher McDougal; Chris Cantzler; Gordon Hess

The meeting was called to order at 8:00 p.m. by Chair, Chris Celentino, specifically to allow all in attendance to finish the stakeholder town hall meeting held beginning at 5:30 p.m. just prior to the Board meeting. Upon call to order, 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. 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

There being no general public comment, the meeting proceeded with the Agenda.

3. Board Member / Site Council Members Comments/Correspondence

Dr. Kenneth Morris, parent and Board Member, spoke to the audience for about 10 minutes, highlighting issues facing the school; expressing concern and displeasure with the legal

wrangling that had recently gripped the school and the posturing by all parties in that litigation; expressing confidence in the administration of our merger partner, TVLC, to continue to do “the right thing” by the school; expressed extreme displeasure in the instigating tactics of May Harris and Hunter Hawkins, who implored the Board to meet and confer, only to derail any real settlement or communication process by derailing discussions that had been committed to by Board Members Celentino, Callan, DesRosiers-Kutchuk and Morris; denouncing a web of “deceit and treachery” perpetuated against the school by its former E.D. and Mr. Hawkins; and asked the school community to put aside their personality loyalties and start acting in the best interest of the students, parents and teachers.

Chris Celentino addressed the community with a heavy heart, expressing his disappointment for the status of the legal situation; expressing that he had been in constant, nearly daily, communication with SDUSD to inform them of events at the school, an information exchange described by the district as refreshing; expressed dismay and extreme disappointment that anyone would belittle his own commitment to the school and its potential greatness by trivializing the current dispute as a “personal” dispute of any kind, and asking the parents and teachers to stand tall and do what is in the best interest of the students, parents and teachers.

4. Consent Agenda – Approval of Special Meeting Minutes of June 7, 2015 – Deferred to Next Meeting

5. Discussion Items Only – No Action to be Taken

5.a. Report on Restraining Order denied and Restraining Order granted in pending litigation

Chris Celentino reported that, on June 8, 2015, attorneys purporting to represent the Old Town Academy who were hired by Tom Donahue without Board consent had filed an action against TVLC and Chris Celentino, seeking among other things the reinstatement of Mr. Donahue as Principal; the termination of the Board positions of Ryan Callan and Dr. Ken Morris, and the “turnover” of OTA funds to the control of Mr. Donahue, and that an emergency hearing was held before Judge Meyer on June 9, 2015; Mr. Celentino reported that Judge Meyer denied any affirmative relief to Mr. Donahue, denied to reinstate him, refused to terminate the Board positions of Mr. Callan and Dr. Morris, and ordered Tri-Valley to continue to account for and use school monies – which have at all times remained in school accounts although Mr. Donahue’s access to spend those funds was termination upon his resignation and termination – only for school purposes.

Chris Celentino reported that, in a separate action brought by the Old Town Academy, and TVLC, against Mr. Donahue, Judge Meyer on June 11, 2015, issued a Restraining Order upholding the termination of Mr. Donahue; enjoining him from acting or pretending to act in any capacity on behalf of the Old Town Academy; and ordering turnover of passcodes and related information for OTA websites, student and

teacher blog content, and the like. Mr. Celentino clarified that there is no “gag” order issued restraining Mr. Donahue from speaking his mind on any issue, or acting in any way as another parent who has a child enrolled at OTA, just that his statements, if made, do not have the color or accountability on behalf of the school.

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

5.b. Receipt of Notice to Cure from attorney for Tom Donahue and attorney May Harris re: Alleged Brown Act Violation – response due date July 11, 2015.

Chris Celentino reported that the Board had received a Notice to Cure from attorneys representing Mr. Donahue’s interests asking the Board to revisit its May 27, 2105 election of Ryan Callan and Dr. Kenneth Morris to the Board, seeking the removal of those Board members, and seeking a determination that the participation at that meeting by Carleton Lincoln should have been permitted despite Mr. Lincoln’s failure to himself comply – despite multiple opportunities – with the provisions of the Brown Act which require him to post the agenda for his telephonic appearance at OTA Board meetings in the public location from which he intends to attend such meetings. Mr. Celentino reported that the Board had retained counsel to advise the Board, and that the due date of July 11, 2015 would be adhered to.

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

5.c. Discussion of Old Town Academy’s Tax Exempt Status

Chris reported that the past three years’ 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 5.d.

5.d. Clarification of the 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 (all of whom

were formerly OTA employees), and that 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, 2105 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 5.e.

5.e. OTA Foundation Report

Kuan Collins, President of the OTA Foundation, made the following abbreviated report. First, Kuan reported that the OTA Foundation had developed a retention bonus plan for retained teachers from parent contributions to provide for payment of a \$2,000 retention bonus for full-time teachers, a \$500 bonus for part-time, and an as yet unspecified amount for interns and staff, with a specific overall plan limitation, to be paid in the second week of school in fall for all retained teachers and staff. Second, Kuan reported that the OTA Foundation had set aside a monthly stipend for July and August 2015 for a proposed art teacher to develop a core-knowledge based art curriculum for OTA, and that TVLC had budgeted for a part-time art teacher during the academic year 2015-2016.

Casey Murphy submitted a speaker slip and asked for an investigation in the expenditure of funds from the 2014 Gala, because it was her recollection that a target was set for fundraising to allow the school to purchase one iPad for each student, and that there was still sharing going on – she wanted an audit and accounting of amounts raised and expended for the “fund an iPad” event.

The meeting continued with the next Discussion/Action Item, number 5.f.

5.f. Stakeholders to request items for July Regular Meeting

Chris Celentino asked all stakeholders to request specific agenda items for the July meeting by sending email requests to: celentinoc@ballardspahr.com and ota@trivalleylearning.org.

Heidi Weaver submitted a speaker slip and asked for greater parental participation in the OTA Foundation and participation in future Board meetings.

James Gartland asked for the Board to ensure that it provide continuous updates to the community and SDUSD concerning the activities affecting the school’s Charter.

The meeting continued with the next Action Item, number 6.a.

6.a. Action Item: Consistent with the Charter Law and the will of the OTA parent community, to add at least 4 additional Board Members, at least 3 of which are parents of children enrolled in OTA in fall 2015 for 2015-2016 school year; and confirming that the number of sitting board members, which was once 5, be adjusted upward from its current 7 to 11; term to be through fall 2015 elections at a date to be determined. This means that the number of parent seats on the Old Town Academy Board will be 7 of the 11, of a total of 30 which are authorized by the Bylaws.

Chris Celentino introduced the fact that OTA was understaffed at the Board level, and in light of recent developments, with persons with their own personal agendas working against the OTA community, the real challenge in meeting the fall school opening deadline was not the pending litigation or the perceived “issues” with SDUSD, but the fact that tons of deferred work to get the school and its policies and procedures in shape had been delayed by inactivity at the administrative level. Chris indicated that the Board needed to form at least the following Sub-committees to produce actionable reports before the school year begins: 1) OTA / TVLC Task Force Sub-committee, to investigate and report on parental concerns and claims made about TVLC; 2) Parent/Student Handbook Sub-committee; 3) Teacher handbook Sub-committee; 4) OTA policies and procedures Sub-committee; 5) Fall OTA Board Composition/Election Procedures Sub-committee; 6) OTA Bylaws revision Sub-committee; 7) Principal Search Sub-committee. For that purpose, Chris indicated that, based upon his discussions with SDUSD, there was a real need for expansion of the number of Board positions to 11, which is a far cry from the 30 authorized in the Charter; that SDUSD recommended a Board that included far more than 5 or 7 members; that SDUSD did not prefer, and indeed discouraged “out-of-town” Board members; that SDUSD encouraged teacher involvement in board meetings and Board functions; and that SDUSD welcomed more teacher participation in school Boards.

The following persons were nominated from the floor (and unless noted, each agreed to serve) to be considered for such additional Board positions should indeed the Board vote to increase the authorized number of positions to 11.

Sandra Gartland
Dr. Trevor Wayne Garb
Kevin Olenick
David Cain
Paul Bowers (Paul later withdrew from consideration)
Mark Burgess (already a member of the high school advisory Board)

At that point, Carleton Lincoln phoned in to have his voice heard during the call, and Derek Austin, counsel, was able to elicit confirmation from Carleton that indeed he was calling in from the location from which the agenda posted his call-in, although

the background noise was loud and boisterous. Mr. Lincoln indicated that he did not believe that the number of Board members should be expanded, and further that Board members should not be elected until he personally had had a chance to review the “dossier” of each proposed Board member.

Chris Celentino moved for increase in the number of Board members to 11. Anna Sick seconded the motion.

Chris Celentino also moved for appointment of David Cain, Dr. Trevor Wayne Garb, Sandra Gartland and Kevin Olenick to the Board, and Anna Sick seconded the motion.

Carleton Lincoln moved to defer the addition of any Board members indefinitely, and at least until he had a chance to review their dossiers.

Although there was some confusion at first over exactly the context of Mr. Lincoln’s motion, said motion never received a second, and a question on the unlimited deferral proposed by Mr. Lincoln was never set for vote.

Members of the public submitting speaker slips on this topic discussed the pending motion.

David Cain indicated a willingness to serve, and expressed that the school was in rough territory, and any suggestion that deferral for dossiers was appropriate while the walls were burning demonstrated a position that was out-of-touch with the school’s reality, and urged Mr. Lincoln to withdraw his inappropriate request.

Marisa Calderon submitted a speaker slip for item 6.a. and registered her support for increased parent involvement in the school, increased parental involvement on the Board, and requesting the Board be immediately expanded to address all the deferred work that was necessary to get the school open on time in the fall.

Eliot Feldstein submitted a speaker slip for item 6.a. and took offense to the notion that deferral could even be contemplated, and suggested that the four persons nominated had been in the trenches for the school for 4 years, had helped the school remain alive by raising \$750,000 for school operations at a time when the school operated at a roughly equal deficit, and that OTA owed its existence to the nominated persons, who Mr. Feldstein expressed unqualified support for the notion that those persons would do what was best for the school, because they had done so for each of the last 4 years without being asked to do so.

Trevor Garb indicated why he would be good in the position, that he had the interest of the school at heart, that he had investigated the positions of the various parties that had led the school to its current litigation predicament, that he did not believe the position of the former E.D. had merit, and that his commitment was to do what was right for the school, and that it would be a tragedy to have asked other parents to step

forward without showing the commitment himself to step forward to move the school out of its current crisis.

Cathie Berlin offered to assist the Board in any way possible as a volunteer to get the matters at hand addressed, indicating that her original introduction to the school was through Mr. Donahue, but that she was pleased to see the school making so much progress on moving forward in such a short time.

Amy McCole requested that the Board continue to seek out parent participation, especially from parents with children in the lower grades, so that their involvement could theoretically span many years from a continuity perspective.

Laura Studebaker indicated that she supported the expansion of the number of Board members and asked if the expanded number would be the same for the fall election.

Kevin Olenick discussed his bonafides as a candidate, that he had specific qualifications to address the school's sub-standard special education situation, and that he would commit his full effort to move the school out of its current situation and back into stability and success.

David Cain submitted another slip and indicated that he was very concerned that any delay while awaiting "dossiers" would deprive the school of momentum it had just gained in the last few days, a loss of momentum that could be crippling.

James Gartland took the floor for his wife Sandra, who had to leave before the vote, to remind everyone of her commitment for 4 years as a key member of the OTA Foundation and the Gala committee, and the fact that the school would have shut long ago if not for the success of the Gala and Foundation, and urged everyone to take his wife's candidacy seriously.

Sara Rosenbaum indicated that she supported the reasoning for the expansion, she loved the school, she wanted it to continue its fine tradition, and truly hoped that things were moving from great to exceptional and that parents shouldering the burden would likely prove to be the difference between failure and success.

At that point, Chris called the questions.

First, it was clarified that there was no second to Carleton Lincoln's request to "defer" both items until such time as Carleton could review "dossiers" of the proposed candidates.

Next, the question was called regarding Chris Celentino's motion, seconded by Anna Sick, to increase the number of OTA Board members to 11. At the request of Chris Celentino, Ryan Callan and Dr. Kenneth Morris agreed not to vote. Upon roll call, the following vote was turned in:

Hunter Hawkins – absent, no vote
Carleton Lincoln – no
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-1 of a quorum present.

Next the question was called regarding Chris Celentino's motion, seconded by Anna Sick, to appoint David Cain, Dr. Trevor Wayne Garb, Sandra Gartland and Kevin Olenick to the Board of Directors of OTA.

Upon roll call, the following vote was turned in:

Hunter Hawkins – absent, no vote
Carleton Lincoln – no
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-1 of a quorum present.

Chris Celentino then welcomed David Cain, Dr. Trevor Wayne Garb, Sandra Gartland and Kevin Olenick to the Board of Directors of OTA, to a thunderous round of applause from the audience.

The meeting continued with the next Action Item, number 6.b.

**6.b. Set next regular (72 hour notice) meeting for July 2015 as follows:
July 9, 2015 @ 7 p.m.**

Chris Celentino requested that the parties agree to a date for the next 72 hour notice Regular Meeting of the OTA Board of Directors is set for July 9, 2015 at 7 p.m. Chris noted that, at that meeting, a year-long agenda would be proposed.

Chris Celentino moved, Anna Sick seconded, to set the next 72 hour notice Regular Meeting of the OTA Board of Directors be set for July 9, 2015 at 7 p.m.

Chris Celentino called the question, and after opportunity to comment, there being no comment, the vote was called, with Chris Celentino asking Ryan Callan and Dr. Kenneth Morris to refrain from voting: Upon roll-call, the following vote was recorded:

Hunter Hawkins – absent, no vote
Carleton Lincoln – no
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-1 of a quorum present.

The meeting continued with the next Action Item, number 6.c.

6.c. Approve draft LCAP report for submission to SDUSD by July 1, 2015 deadline

Chris Celentino had circulated copies of the LCAP report to all persons in attendance, including Board members, and asked if all parties had a chance to review the LCAP report. Board member Ryan Callan made two comments concerning sentences that appeared on pages 27 and 28 of the report, directing that he would support the report if (a) the Board confirmed that indeed the school only hired and continued to hire properly credentialed teachers for all jobs, and requesting a review of the credentials of all teachers; and (b) the elimination of a question on page 28 of the draft report.

With such directions, Anna Sick moved, and Chris Celentino seconded, that the LCAP report be approved as so modified, and be authorized to be submitted to SDUSD when so modified, and after opportunity to comment, there being no comment, the vote was called, with Chris Celentino asking Ryan Callan and Dr. Kenneth Morris to refrain from voting: Upon roll-call, the following vote was recorded:

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

At that point, realizing that Carleton Lincoln had disconnected his phone line, a pause in the meeting occurred to determine if Carleton Lincoln could be re-connected to the call. After several opportunities to connect, several of which went straight to voicemail, and several of which led to no answer, Chris Celentino directed (upon audience suggestion) to use a different phone to attempt to connect Carleton Lincoln. After several attempts on a different phone, no contact was established.

Upon recall, roll-call vote, the following votes were cast:

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote

Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-0 of a quorum present.

The meeting continued with the next Action Item, number 6.d.

6.d. Action Item: Resolution to approve 2015-2016 Budget for submission to SDUSD by July 1, 2015 deadline

Chris Celentino had circulated copies of the Preliminary 2015-2016 draft OTA Budget report to all persons in attendance, including Board members, and asked if all parties had a chance to review the proposed budget.

Chris Celentino moved, and Anna Sick seconded, that the Preliminary 2015-2016 draft OTA Budget be approved and be authorized to be submitted to SDUSD, and after opportunity to comment, there being no comment, the vote was called, with Chris Celentino asking Ryan Callan and Dr. Kenneth Morris to refrain from voting: Upon roll-call, the following vote was recorded:

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-0 of a quorum present.

The meeting continued with the next Action Item, number 6.e.

6. e. Action Item: Authorize founding Board Members Anna Sick and Chris Celentino to be the only OTA Board members authorized to meet with SDUSD on behalf of OTA

Chris Celentino introduced the notion that, prior to Spring 2014, it had been the policy of the Board of Directors that each and every Board member was advised in advance of the SDUSD site visit to OTA, so that each Board member had an opportunity to participate. This spring, 2015, proved an exception to the rule, as the former E.D. had informed only one Board Member in advance of the scheduled site visit, and only that Board member, Hunter Hawkins, met with SDUSD. Chris Celentino polled all sitting Board members to confirm that neither he, nor Mireille, nor Anna, had been informed in advance of the May 7, 2015 site visit. Chris reported

that, as a result, SDUSD had requested a clear guidance of who would be authorized by the Board to speak for the Board at the upcoming meetings with SDUSD.

James Gartland submitted a speaker slip and commented that he believed that the lines of communication with SDUSD should be wide open, that the school needed to become transparent in its communication, and that continued disagreement about who might be authorized to speak for the school with the school's interests at heart, and whether prior communications embodied personal and not school interests.

Chris noted that the key was not to prevent SDUSD from reaching out to any Board member for any purpose, but that when SDUSD requested attendance by Board members at a meeting, it made sense to have a resolution authorizing Board members to attend such a meeting when called, which could be called on short notice.

Upon motion of Mireille, seconded by Chris, it was moved that founding Board Members Anna Sick and Chris Celentino be the only OTA Board members designated without further meeting of the Board as authorized to meet with SDUSD on behalf of OTA, absent a reach-out by SDUSD to any particular Board member for any purpose.

After opportunity to comment, there being no comment, the vote was called, with Chris Celentino asking Ryan Callan and Dr. Kenneth Morris to refrain from voting: Upon roll-call, the following vote was recorded:

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion carried by 3-0 of a quorum present.

10. Adjournment

There being no further business, the meeting was adjourned at 9:45 p.m.