

Minutes of the Special 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, David Cain, Dr. Trevor Wayne Garb, Kevin Olenick.

A quorum of members physically within the jurisdiction was present.

Absent: Hunter Hawkins, Carleton Lincoln, Sandra Gartland.

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 based upon the sign-in sheet (there were other members of the public, such as May Harris, present, who did not sign the sign-in sheet): 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 Rosebaum; Kym Tobias; Stephanie Frushone; Casey Murphy; Amy McCole; Jeremy Turner; Gabriel Hedrick; Ebru Cobington; 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 MdDougal; Chris Cantzler; Gordon Hess

The meeting was called to order at 9:52 p.m. by Chair, Chris Celentino, at the conclusion of the Regular Meeting of the Board of Directors. 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. There were no speaker slips turned in. Chris invited new Board members David Cain, Dr. Trevor Wayne Garb, and Kevin Olenick to join at the Board table.

The Board moved directly to the Special Agenda.

2. Action Items

- a. Resolution and Motion to add two members to the Board of Directors and Confirm and Ratify Appointment of Ryan Callan and Dr. Kenneth Morris as Board Members to the Board of Directors of Old Town Academy Public Benefit**

Corporation, effective as of May 27, 2015, and certainly not later than June 18, 2015, and in response to Notice to Cure from Webb Bordson APC dated June 11, 2015.

Chris Celentino introduced the action item by reminding Board members of the Brown Act challenge being made by Attorney Webb, on behalf of Mr. Donahue, to essentially recall Ryan Callan and Dr. Kenneth Morris from the Board, claiming that their election on May 27, 2015, was improper, and demanding that the Board refuse to ratify their appointment, and determine that Carleton Lincoln was improperly excluded from his vote on May 27, 2015 because he had allegedly been precluded from voting for his failure to indicate and post the public location from which he would be remotely attending the May 27, 2015 meeting.

One speaker slip was submitted by David Cain, who made it clear that he was shocked and appalled that there was ever a movement to eliminate parent involvement in the OTA Board, that he has known Ryan Callan and Dr. Kenneth Morris for their entire 4-year association with the school, and that they have been upstanding members of the community without whom the school would have already closed.

Anna Sick immediately moved the resolution as stated above, which was seconded by Mireille DesRosiers-Kutchuk. Chris Celentino asked for all Board Members other than himself, Anna Sick and Mireille to refrain from voting on first call, and called the question, and after opportunity to comment, there being no further comment, the vote was called, with Chris Celentino again asking specified Board members 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 2.b.

b. Motion to ratify and confirm that neither the Old Town Academy Board, nor the Old Town Academy, 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 Public Benefit Corporation, 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 was terminated and of no force and effect as of June 7, 2015, and certainly not later than June 18, 2015.

Chris Celentino introduced the action item by reminding Board members that attorney May Harris had appeared on behalf of the school in contravention of any Board appointment to intervene and denigrate the school before its charter authorizer, SDUSD, and may have had a role in the sequestration of teachers in contravention of the interests of the school during the last week of school.

Chris Celentino immediately moved the resolution as stated above, which was seconded by Anna Sick. Chris Celentino asked for all Board Members other than himself, Anna Sick and Mireille to refrain from voting on first call, and called the question, and after opportunity to comment, there being no comment, the vote was called, with Chris Celentino again asking specified Board members 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 3.

c. Resolution to authorize Anna Sick, Board Member of the Old Town Academy, to execute on behalf of the Old Town Academy, the Charter Revision Form as may be required by SDUSD relating to the TVLC/OTA MOU.

Chris Celentino introduced the issue by noting that inherent in the authorization as set forth in the action item was a ratification of the TVLC/OTA MOU dated effective as of August 2, 2014, and that the consternation between SDUSD and OTA on this issue was occasioned by the failure of a one-page form, called a Charter Revision Form, to have been submitted on behalf of OTA in support of the TVLC/OTA MOU.

Chris Celentino immediately moved the resolution as stated above, which was seconded by Mireille DesRosiers-Kutchuk. Chris Celentino asked for all Board Members other than himself, Anna Sick and Mireille to refrain from voting on first call, and called the question, and after opportunity to comment, there being no comment, the vote was called, with Chris Celentino again asking specified Board members 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.

Action Item Recall: Board Member Dr. Trevor Wayne Garb then requested a recall, roll call vote on each of the above action items, to allow sitting Board members to vote at such recall. Chris Celentino moved, Anna Sick seconded, a recall, roll-call vote of each of the above action items, and the roll-call was taken and recorded as follows:

Recall Action Item 2.a.

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Sandra Gartland – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes
Ryan Callan – abstain
Dr. Kenneth Morris – abstain
Dr. Trevor Wayne Garb – yes
David Cain – yes
Kevin Olenick – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion on recall carried by 6-0-2 of a quorum present.

Recall Action Item 2.b.

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Sandra Gartland – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes
Ryan Callan – yes
Dr. Kenneth Morris – yes
Dr. Trevor Wayne Garb – yes
David Cain – yes
Kevin Olenick – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion on recall carried by 8-0 of a quorum present.

Recall Action Item 2.c.

Hunter Hawkins – absent, no vote
Carleton Lincoln – absent, no vote
Sandra Gartland – absent, no vote
Chris Celentino – yes
Anna Sick – yes
Mireille Des Rosiers-Kutchuk – yes
Ryan Callan – yes
Dr. Kenneth Morris – yes
Dr. Trevor Wayne Garb – yes
David Cain – yes
Kevin Olenick – yes.

Chris Celentino, Chair and Presiding Officer, declared the motion on recall carried by 8-0 of a quorum present.

2. Adjournment.

There being no further business, the meeting was adjourned at 10:15 p.m.