

Minutes of the Regular Meeting of the OTA Board of Directors / OTA Site Council
August 11, 2015, 6 p.m.
Old Town Academy, 2120 San Diego Avenue, San Diego, CA 92110

Board Members Present in Person: David Cain, Ryan Callan, Chris Celentino,
Dr. Kenneth Morris, Kevin Olenick, Anna Sick (arrived 6:20 p.m.),

Board Members Present Via Noticed Video Conference: Mireille DesRosiers-Kutchuk.

A quorum of members physically within the jurisdiction was present.

Absent: Dr. Trevor Wayne Garb Sandra Gartland

The following members of the public were present based upon the sign-in sheet (there may have been other members of the public present, who did not sign the sign-in sheet):

Cathie Berlin, Kym Tobias, Robert Hamm, RoseAnn Denton, Casey Murphy, Laura Studebaker, Caren Kamanski, Paul M. Bowers, Elena Stonehouse, Chris Cole, Erin Parente, Ilana Shupper, Ernie Delost, Eliot Feldstein, Jennifer Senn, Corey Senn, Kathleen Inoue, Eric Beste, Ehru Covington, Jian Chan

Item 1 – Call to Order – Pledge of Allegiance

The meeting was called to order at 6:15 p.m. by Chair, Chris Celentino. Upon call to order, Board Member David Cain led the community with the pledge of allegiance.

Mr. Celentino, Chair and Presiding Officer, 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; and reminded everyone that sign-in was voluntary, as noted on the sign-in sheet. Mr. Celentino requested attendees to submit speaker slips for any item on the Agenda. Several speaker slips were turned in as noted below.

The Board moved directly to the Regular Agenda.

Item 2. Public Comment: Public Comments/Correspondence

Former Office Manager Caren Kamanski submitted a speaker slip and commented that she believed that teachers who worked for the school through the end of the 2014-2015 school year who believed they were to be paid through August 31, 2015 for services rendered through June 30, 2015, had not received their July and August paychecks.

Item 3. Board Member / Site Council Comments / Correspondence

Dr. Ken Morris thanked all parents who served on the Board Ad Hoc committees, commented that he was glad to have parents and teachers present at the Board meeting and hoped that level of participation would continue throughout the school year. Dr. Morris also noted that, as the Board works its way through the policies up for approval, that counsel is asked upon confirmation to review carefully the notion of “disinterestedness” versus “interestedness” and that all items should be conformed to the correct legal definition of those terms. Celentino noted that he would ensure that modifications are made consistent with the legal definitions of same.

Mireille DesRosiers-Kutchuk thanked everyone for accommodating her participation from a remote location and noted that preparation of minutes for the last several board meetings were a “good job.”

There being no further comment, the Board moved to the next item on the Agenda.

Item 4. Consent Agenda -- Approval of Minutes – July 27, 2015

There being no further public comment, the Chair then asked for Board member comment. There being no further comment, the Chair called the question of the consent agenda, requesting a roll-call vote for approval of the minutes.

Minutes of Regular Meeting, July 27, 2015 – Motion to Approve by Chris Celentino, Second by Dr. Morris. Roll-call vote.

Cain	Approve
Callan	Approve
Celentino	Approve
Mireille	Approve
Garb	Absent
Gartland	Absent
Dr. Morris	Approve
Olenick	Abstain
Sick	Approve

The Chair and Presiding Officer declared the motion passed by a 6-0 vote.

The Board moved to the next item on the Agenda.

Item 5. Closed Session: Legal Report re: Wage Complaint of Former Employees ; Recommendation for Response to SDUSD Site Visit Report of June 29, 2015

The Board met in closed session.

Item 6. Report from Closed Session

David Cain reported that the Board had met in closed session with counsel to discuss the position asserted by certain staff that they were unpaid for earned wages for the 2014-2015 school year; the Board believes that the claims are not likely legally grounded, but the Board recognized that this was not necessarily a legal issue. We provided direction to counsel to reach out to all parties and attempt to heal the community, and has authorized outside counsel to represent the school in such asserted claims. The Board also authorized counsel to prepare and submit a response to the SDUSD Site Visit Report of June 29, 2015, based upon the school Site Visit of May 7, 2015.

Item 7: Public Comment: Public Comments regarding Report from Closed Session -- Speaker Slips Required

Chris Cole submitted a speaker slip and requested that the Board inform the community of the action taken with respect to the teacher salary issue, inasmuch as the parents have an interest in the ultimate result and analysis, to the extent such report is not precluded by and does not impinge upon privacy concerns.

Item 8: Discussion Items

a. Update on Potential Expansion – additional K and possible 1st classrooms

Chris Celentino reported that despite the Board vote in June 2014 to add a second K class, such a decision would be deferred and not acted upon until later in the 2015-2016 school year. In particular, Chris noted that it was possible, perhaps likely, that OTA would re-configure to contemplate a pre-K class added in January 2016, which could lead to 2 K classes in 2016-2017 school year, and that consideration of this issue would come up at a future Board meeting.

b. Update on Teacher Retentions/Hiring – Jon Centofranchi

Principal Jon Centofranchi updated on teacher hires, and preparations for the first day of school.

c. Update on Status of OTA website, blogs and digital communication with parents

Chris Celentino reported that the blog was functioning, that parents should again subscribe to the website to ensure that parents will receive regular school updates.

d. Report on Litigation – Celentino/Lemmo/Austin

Chris Celentino reported that the initial litigation brought by May Harris against TVLC and Chris had been dismissed with prejudice by the Court. Regarding the OTA v. Donahue case, Chris reported that the Court had indicated that the injunction against Tom Donahue would remain in force and effect, likely until trial; that Tom Donahue had filed a cross-complaint for damages against OTA and TVLC for wrongful termination; and that a status conference was upcoming in the matter.

e. OTA Parent Foundation Report – Monika/Celentino

Monika Hanft presented an upbeat report concerning plans for the OTA Parent Foundation, volunteer opportunities for parents, New Parent Night on 8/26, Coffee with the Principal on 8/28, back to school night on 9/16 and lots of positive new developments, encouraging folks to attend the next OTA Parent Foundation meeting on DATE. Chris reported that the legal paperwork for the independence of the OTA Parent Foundation was in the works.

Item 9: Action Items

a. Resolution to Approve School Year Calendar

Casey Murphy submitted a speaker slip and pointed out that the “colored shading” on the OTA Calendar as posted for the 2015-2016 school year is incomplete as the 1/2 day of October 23, 2015 is not properly shaded to reflect a ½ day. After consideration of same, there being no public or Board comment, Chris Celentino so moved, second by Kevin Olenick, and upon the call of the question, roll call vote, the following votes were recorded:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

--	--	--	--	--

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

b. Report and Resolution to Approve Ad Hoc Sub-committee Reports, and Proposed Documents, as distributed

i. OTA/TVLC Task Force – Dr. Garb

Dr. Garb was absent, so Chris Celentino made the oral report for him, based upon the written report (attached). The OTA Parent FB page continued to be up and running as an informal information tool for the OTA parent community. All formal questions concerning the TVLC / OTA transaction have been answered, and some parents continue to use the page improperly to “soapbox” negative commentary rather than seek to ask legitimate questions for receipt of answers; nevertheless, for the short term and until further notice, the FB page will remain up, and Dr. Garb has “volunteered” to remain the Board Member representative to the monitor and participate with the FB page. There being no public comment, upon motion by Chris Celentino, second by David Cain, and upon the call of the question, roll call vote, it was resolved to retain Dr. Trevor Wayne Garb as the Board liaison to the FB site, and to keep the site active upon the recommendation and discretion of Dr. Garb, and the following votes were recorded:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick			x	
Sick	x			

The Chair and presiding officer reported that the motion passed by a 6-0 vote.

ii. Board Composition/Election – Cain

Board member David Cain submitted the report (as attached) of the Board Composition/Election Committee and discussed its highlights. There being no further comment upon the policy as recommended, upon motion by David Cain to approve and adopt same as policy of the school, second by Anna Sick, upon roll-call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

iii. Bylaws – Murphy/Celentino

Casey Murphy presented a draft of the proposed Bylaws for consideration, which draft when initially circulated had several open-ended legal questions concerning certain provisions; prior to the meeting, proposed answers to the questions were submitted to Board members by Chris Celentino after consultation with counsel, and same answers were distributed to members of the public for consideration. Upon such consideration, Chris Celentino moved that the Bylaws should be adopted as revised and amended with the answers as provided to the Board and the public upon the following conditions: first, that all proposed revisions are ultimately approved by the school’s legal counsel; second that the proposed Bylaws as so revised be circulated to all Board members within 72 hours and said adoption of same as approved at this meeting will be accepted unless any one Board member requests a special 24-hour notice meeting to discuss any such provision; and further that ratification of such approval be added to the Agenda at the next regular board meeting; said motion seconded by Ryan Callan, upon roll-call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			

Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

iv. Student/Parent Handbook –Dr. Morris

Dr. Morris introduced the Student / Parent Handbook, copies of which were made available to all persons at the meeting, and which had been circulated to Board Members in advance of the meeting. Dr. Morris discussed highlights of the handbook, and included detailed comments about the uniform policy, indicating that the essence of the uniform policy has not changed, but that the key element of change will be the enforcement of same throughout the school year.

Casey Murphy submitted a speaker slip and indicated that she opposed the requirement that uniforms be monogrammed, and requested that the monogram requirement be eliminated from the uniform policy embedded in the Student/Parent handbook.

Eric Beste submitted a speaker slip and indicated that he was not clear on the reasoning behind the uniform policy.

Natalie Holford submitted a speaker slip and indicated that she was in strong support of the uniform policy including the required logo, that it allowed for additional school pride, and that it was well-received by her family.

Heidi Weaver submitted a speaker slip and commented that there was an oversight in the Uniform Policy as to how the policy will exactly be enforced? Chris Celentino commented that students will be given a loaner and Mr. C will have final determination on consequences for not abiding by the policy, including possible suspension or dismissal.

Rose Ann Denton submitted a speaker slip and commented that she doesn't understand why people are reacting to the uniform policy because it's always been expected to wear the logo and her daughter Emma has worn the logo for the last 4 years.

Cathie Berlin submitted a speaker slip and spoke in favor of the uniform policy, and noted that the school was able to secure a fantastic deal on embroidery so that, for parents who did not want to obtain their shirts through the uniform store, logos on conforming shirts could be monogrammed for \$5 each.

Casey Murphy, having retained some of her allotted time, indicated that she believed logos of any kind were elitist and snobbish and repeated that she opposed the mandatory logo requirement.

Anna Sick- Commented after Casey Murphy and stated just as her sons wear their club soccer jersey with pride so too should students feel prideful in their OTA uniform either on or off campus. Ms. Sick also stated it created an even playing field and helped children to focus on their character vs. what they wear. She made it clear that her vote would be in favor of the policy as drafted.

There being no further public comment, the matter turned to the Board for Board comment.

Chris Celentino reported that the rationale for being a uniform school was several fold – first, as reported in the Charter, the decision was made by the Founders that OTA would adhere to a strict uniform policy. Second, that many studies support that the uniform environment supports ingenuity and creativity of brain, and in virtually all regions of the world, children with the same teaching perform better in a uniform environment because of the focus on distinction from brain power, as opposed to look and accessories. Chris further reported that the uniform policy – and in particular the logo policy – is designed to be consistent with the school mission to be an ELITE but not an ELITIST academy where every child who works hard has every bit a chance of success as everyone else, and logos support school pride and camaraderie, all of which are a necessary part of community building for our school which includes children from many different San Diego neighborhoods.

David Cain reported that the school uniform and logo policy promotes distinction as does a military uniform, and that the pride and community that comes from such policy is what he and his family are looking for in their elite academy. While he understood that some logos are not community building, but class distinguishing which is counter-productive to the OTA mission of equity and excellence, he was very supportive of the OTA logo policy, and would be casting his vote in favor.

Anna Sick commented that the policy is freeing to parents and families and that she was thrilled to have the Principal enforce the policy, noting that it was basically the same policy that was initially approved by the Board in 2011, with less restriction on the shoe choices.

There being no further comment upon the policy as recommended, upon motion by Dr. Kenneth Morris to approve and adopt the Student/Parent handbook as drafted, subject to legal counsel review, and a second by Kevin Olenick, upon roll-call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

v. Teacher Handbook – Sick

Anna Sick thanked her Ad Hoc Committee which included teacher Sarah Rock Cook, Casey Murphy, Cat Coleman, Laura Studebaker. She submitted the report (as attached) and discussed its highlights.

Laura Studebaker submitted a speaker slip and noted that the Student/Parent Handbook and Teacher Handbook both indicated that all teachers would have weekly office hours, and encouraged Mr. C and the school to post those hours as soon as practicable.

Chris Celentino reported that he had several changes to propose to page 60 of the Handbook regarding schedules to clarify, but not change the intent of, the report; copies of the proposed revisions were circulated to all Board members in advance, and made available to all persons at the meeting (as attached).

There being no further comment upon the policy as recommended, upon motion by Anna Sick to approve and adopt same as policy of the school with Chris Celentino’s proposed corrections, and subject to legal counsel review, with a second by David Cain, upon roll-call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

vi. Policies and Procedures – Callan

Ryan Callan thanked his Ad Hoc Committee which included Cathie Berlin, Ryan Callan, Bob Hamm, David Cain, Chris Celentino, Kym Tobias and Bridget Celentino. He submitted the voluminous Policies and Procedures (and financial policies incorporated therein) (“P&P”) (as attached) and discussed its highlights. He indicated that every effort had been made for the P&P to be consistent with all aspect of the previous items, and that one final review is expected.

David Cain reported that a couple of typos and inconsistencies had been caught, and that legal counsel would still need to review.

Ryan Callan made a motion for approval of the Policies and Procedures subject to the following conditions; first, that legal counsel review and approve; second, that David Cain review and revise the noted internal inconsistencies and conform same; and third, that the revised P&P be circulated to all Board members on or before Sunday night, August 13, and said adoption of same as approved at this meeting will be accepted unless any one Board member requests a special 24-hour notice meeting to discuss any such modified provision; and further that ratification of such approval be added to the Agenda at the next regular board meeting; said motion seconded by Mireille DesRosiers-Kutchuk, the question was called and upon roll-call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x

Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

c. Approval of Warrants, July 5, 2015 to August 6, 2015.

Chris Celentino moved for the approval of warrants (as attached) as were distributed to the Board in advance and made available to everyone at the meeting; second by David Cain. Board Member Ryan Callan asked two questions – one about the payment to legal counsel Procopio Cory (for the defense of the legal actions) and the second pertained to the payment to CRI Oldtown LP (which was noted as the landlord); Chris Celentino commented that the expense for Busy Bees Locks & Keys and the Busalacchi Investigative Agency were directly connected to Mr. Donahue’s unauthorized “lock-down” of the building in June 2015; there being no further public comment, and no further Board Member comment, the question was called by roll call vote, the votes recorded as follows:

Name	Approve	Reject	Abstain	Absent
Cain	x			
Callan	x			
Celentino	x			
Mireille	x			
Dr. Garb				x
Gartland				x
Dr. Morris	x			
Olenick	x			
Sick	x			

The Chair and presiding officer reported that the motion passed by a 7-0 vote.

The Board moved to the next item on the Agenda.

Item 10. Adjournment. There being no further business, the meeting was adjourned at 8:50 p.m.