

**Special Meeting of the
Lewis Center for Educational Research Board of Directors**

**Minutes
April 10, 2017**

1.0 Call to Order

Chairman Bud Biggs called the meeting to order at 8:07 a.m.

2.0 Roll Call

LCER Board Members Duberly Beck, Regina Bell, Bud Biggs, Buck Goodspeed, Robert Lovingood, Jose Palafox (by phone – left at 10:30), Kevin Porter, Peter Torres (arrived at 8:50), Rick Wolf and Marcia Vargas were present.

LCER Board Members David Bains, Andrew Jaramillo, Scott Johnson, Kirt Mahlum, Russell Stringham were absent.

Staff members Ryan Dorcey, Teresa Dowd, Lisa Lamb, Stacy Newman, and Paul Rosell were also present.

3.0 Public Comments: None

4.0 Discussion/Action Items

.01 Review Board of Directors Agreement/Job Description: Bud asked Dr. Pat Caldwell, Board Consultant, to lead this discussion and focus on the staff/board working environment. The agreement was reviewed and responsibilities were discussed. Examples of instances where staff felt members of the Board were not following the agreement were brought up, such as: individual members directing staff and/or questioning staff decisions, speaking negatively about the organization in public, following the Brown Act, attendance, etc. No members have authority as an individual. They should bring any concerns to the Board Chair, who will decide what follow-up is needed.

The Board's responsibility for staffing is as an advisor. The only ultimate decision the Board has on hiring staff is the President/CEO. The President/CEO has the ultimate decision for all other positions, including Directors. Board members may participate on a panel and provide input. Staff lists included in the HR report are informational only.

It was noted that Board members are not visible at school events and are to visit each site twice per year. Regina noted that information regarding events is not received in a timely manner. Staff will be sure that Board members are signed up for Parent Square announcements and an upcoming calendar of events will be included with the quarterly packets.

For members who were unable to attend the Brown Act training, we can provide a module, or if members have been trained elsewhere, they may submit certification of that training. Buck noted that members may need clarification of how many involved in a discussion violates the act. For committees, if 3 or more members are discussing business, it is a meeting and the topic should be agendaized for discussion in open session. This includes 2 members discussing a topic, and then one of them discussing it with a 3rd member. For the LCER Board, it is more than 7 members.

All forms of communication are included: phone, text, email, or in person. Members should also not email all or some of the members their opinion regarding a topic before a meeting – it should wait for the meeting for discussion in open session.

Duberly noted that the Board has gone from asking no questions to extreme micromanagement. There needs to be a balance. Staff needs to be trusted. Regina noted that the Board's responsibility is to develop policy, not manage the organization. Somehow this has gotten off track. Staff should redirect questions to the Board Chair to decide what follow-up is needed. Buck noted that this past year has been outstanding. Jose would like the Board to go back to the reason they're here – for the students. Bud agreed and was glad we are discussing how to handle these matters so they do not continue.

Bud was directed to speak to an individual Board member regarding attendance and commitment to the Board.

The Personnel Committee was directed to update the Board of Directors Agreement/Job Description, including the Code of Conduct to provide clarity. They are also to develop accountability procedures for not following the agreement or code as well as an evaluation process for individual Board members and the Board as a whole.

.02 Review/Possible Revision of Bylaws: sections of the Bylaws were reviewed regarding member removal and/or suspension, as well as terms.

Kevin would like the Chair to contact members if there is consideration of some form of action regarding their conduct to allow the opportunity for the member to address the concern. He would also like counsel to assist Bud with next steps regarding follow-up of current concerns, as we do not have a structure in place for this. On a motion by Kevin Porter, seconded by Duberly Beck, vote 10 -0, the LCER Board of Directors authorized Bud Biggs to seek legal counsel and to take whatever action counsel recommends.

Regina would like to address the concerns in a way that resolves them. She can sense it has had a profound impact on staff. Our infrastructure needs to be healthy and clear, and we need to hold each other accountable. The Board needs to be the support that staff needs to serve our students. Duberly noted that we could lose staff if the Board isn't held accountable. Marcia felt caught off-guard and would like procedures established so things don't get out of hand. Robert would like the Exec Team to adhere to the same standards. Trust issues are a 2-way street. He wants to be sure we move forward correctly. Rick noted that a lot of responsibility is put on the Chair. We need long term procedures for when we don't have Bud as Chair. He also suggested that if there was a school issue, the School Board Chair should be contacted.

5.0 Closed Session

.01 Public Employment: President/CEO

The Board of Directors convened into closed session at 10:08 a.m. They reconvened into open session at 10:34 a.m. Chairman Biggs reported that no action was taken in closed session.

6.0 Adjournment

Chairman Biggs adjourned the meeting at 10:35 a.m.