

**Special Meeting of the
High Desert “Partnership in Academic Excellence” Foundation, Inc. Board of Directors**

**Minutes
September 28, 2016**

1.0 Call to Order

Foundation Board Treasurer Kirt Mahlum called the meeting to order at 7:05 a.m.

2.0 Roll Call

Foundation Board Members David Bains, Duberly Beck, Regina Bell, Bud Biggs (by phone) Buck Goodspeed, Andrew Jaramillo, Kirt Mahlum, Jose Palafox (by phone), Kevin Porter, Tom Rosenbaum (by phone), Donna Siegel, Russell Stringham, and Rick Wolf were present.

Foundation Board Members Robert Lovingood, Scott Johnson, and Marcia Vargas were absent.

Foundation Board Member David Bains left at 8:02 a.m.

Foundation Board Member Jose Palafox left at 8:55 a.m.

Staff members Valli Andreasen, Ryan Dorcey, Darren Dowd, Teresa Dowd, Sarah Grief, Wes Kanawyer, Lisa Lamb, Stacy Newman, Rena Payne, Sherri Pearson and Jim Quinn were also present.

Angel Arrington represented the San Bernardino County Superintendent of Schools.

3.0 Public Comments: None

4.0 Foundation Board Consent Agenda

Consent Agenda Item 4.01 was pulled by David Bains.

On a motion by Kevin Porter, seconded by David Bains, vote 13 – 0, the Foundation Board of Directors approved Consent Agenda Items 4.02 – 4.04.

.02 Approve June 13, 2016 Special Meeting Minutes

.03 Approve Sale/Disposal of IT Surplus Equipment

.04 Approve Sale/Disposal of Unusable Donated Vans

Dodge – WD8PD74455782777

Ford – FDXE45S21HA31654

.01 Approve June 13, 2016 Regular Meeting Minutes – Kirt Mahlum asked if any board members had received correspondence by email from David Bains regarding this item. Many noted that they had. Kirt read the correspondence David sent out regarding revisions to Agenda Item 8.01 (a) of the June 13, 2016 Regular Meeting Meetings and asked Russ Stringham if he had helped prepare the revisions as David had noted. Russ responded that he did not help prepare them but had received them from David for review. Kirt asked Bud Biggs if he approved the revisions as David had noted, and he responded that he did not. He said he and David had discussed David’s role as looking at future projects and that the section of the minutes in question was fine as is, that he had directed Lisa to sign the solar contract during the Finance

Committee meeting, and that we need to limit considerations to what was said at the June 13 meeting. David would like the Finance Committee and Admin to meet to clarify the minutes. Kirt asked what it was the Board wanted from the Committee regarding the minutes as it is a report of what was said at the meeting. We need consensus to finalize and move on. Pat suggested having the Finance Committee discuss it and bring it back for approval. There was discussion about what had happened during the process of the solar project since December.

5.0 Discussion/Action Items

.01 Approve LCER Strategic Plan – Pat Caldwell reported that the plan includes goals and objectives that will be focused on for the year. Kevin suggested listing them on board agendas for updates or focusing staff reports on the goals. Lisa noted she will include them in her reports. Kevin also asked for line items in the budget, and he would like to see revenue and reserves. On a motion by Russ Stringham, seconded by Buck Goodspeed, vote 13-0, the Foundation Board of Directors approved the LCER Strategic Plan.

.02 Approve Personnel Committee Recommendation for the President/CEO Hiring Process – Duberly Beck reported that the Committee had met and discussed options for the CEO position, including: hiring the Interim CEO as CEO and either backfill or eliminate the CAO position, or hire a new CEO and the Interim CEO either returns to the CAO position or another position within the organization. The Committee's recommendation is to keep the Interim CEO through June 30 and to post the CEO position around February/March, with the goal of hiring by July 1. The determination of the CAO position will be made at that time. On a motion by Duberly Beck, seconded by Kevin Porter, vote 13-0, the Foundation Board of Directors approved the recommendation.

.03 Approve Personnel Committee Recommendation for the President/CEO Job Description Revision – Duberly Beck reported that the CEO and CAO positions are very similar, other than overseeing the schools and special education. The job descriptions were combined for this year as the Interim CEO is doing both positions and will be evaluated on both. Some of the CAO duties have been allocated to other staff. Buck asked why we need the CAO position. David noted that we need a business background and the job description doesn't emphasize that. We could include that in the posting. On a motion by Duberly Beck, seconded by Buck Goodspeed, vote 13-0, the Foundation Board of Directors approved the job description revision.

.04 Approve Personnel Committee Recommendation for the Interim President/CEO Evaluation Process – Duberly Beck reported that not much has changed other than there is a timeline and the evaluation should be completed before the President/CEO job position is posted. Lisa suggested that on number one feedback should also come from Principals and Director of Facilities. On a motion by Regina Bell, seconded by Kevin Porter, vote 13-0, the Foundation Board of Directors approved the evaluation process with the recommended amendment.

.05 Approve to retain the name "High Desert "Partnership in Academic Excellence" Foundation, Inc." for formal purposes only (banking, taxes, reporting, etc.), and refer to the organization by the "DBA" name Lewis Center for Educational Research, and refer to the Board as the Board of Directors of the Lewis Center for Educational Research – due to the layers of names and establishing the new Lewis Center Foundation, this Board of Directors will be referred to as the LCER Board. On a motion by Duberly Beck, seconded by Regina Bell, vote 13-0, the Foundation Board of Directors approved referring to the organization and this Board as the Lewis Center for Educational Research.

.06 Approve creating the Lewis Center Foundation as an organization operating under the auspices of and reporting to the Lewis Center Board of Directors – on a motion by Kevin

Porter, seconded by Buck Goodspeed, vote 13–0, the LCER Board of Directors approved creating the Lewis Center Foundation.

.07 Approve Changing the Name of the Fundraising Committee to the Lewis Center Foundation – the Lewis Center Foundation will still be a committee of the Board and the Chairman must be a member of the LCER Board. The committee may include community members. On a motion by Regina Bell, seconded by Kevin Porter, vote 13–0, the LCER Board approved the name change.

.08 Approve an Executive Committee, comprised of the Board officers and Committee Chairs. Such committee will have and may exercise the authority of the Board in the interim time period between full Board meetings. The committee will meet at the discretion of the Chairman of the Board or the President/CEO. Actions taken by the Executive Committee will be ratified at the next regular Board meeting – There are times that action needs to be taken between regular LCER Board meetings. Rick asked if the committee would be able to approve expenditures. Andy noted that anything not budgeted over \$50K needs Finance Committee approval. He felt we are too spread out as it is. Jose concurred. Lisa is concerned about upcoming items such as NSAA lease negotiations and charter renewal. We may need to schedule additional Special Board meetings. Duberly is in favor of the committee but would like the agenda sent to the full Board and all members could attend. Regina concurs and would want to set parameters which would be spelled out in the EC Job Description. This item was tabled until a job description is developed for approval. Input will be sought from the Board.

.09 Approve Updated Bylaws – Pat walked the Board through the changes. Kirt suggested approving with the exception of section 11.0 regarding the Executive Committee. Angel Arrington noted that in section 7.3 (B) we should be very careful allowing members from contiguous counties. Local control is very important. Jose asked if adding having a local business would meet the requirement. Angel suggested posing that question to legal counsel. We could have a provision of a single position that is organization specific to our mission. It was suggested to add “pending further action by the Board” to the end of paragraph 8.0 (A). It was suggested to change “annually” to “at the annual meeting” in section 8.1. It was suggested to remove the Executive Committee from section 11.3. On a motion by Bud Biggs, seconded by Duberly Beck, vote 13 – 0, the LCER Board of Directors approved the updated bylaws with the exception of sections 7.3 (B), 8.0 (A), 8.1, 11.0 and 11.3, which will be modified and brought back for approval.

.10 Approve BP 9100 – Board Vacancies – through this policy a nominating committee will evaluate what skills the Board is looking for in a vacant board position and review applications. On a motion by Bud Biggs, seconded by Kirt Mahlum, vote 13-0, the LCER Board of Directors approved BP 9100.

.11 Approve BP 9110 – Terms and Officers – On a motion by Kevin Porter, seconded by Regina Bell, vote 13-0, the LCER Board of Directors approved BP 9110.

.12 Approve BP 1312.3 Update – Uniform Complaint Procedures – there have been revisions by the CDE and legal counsel has reviewed the updates. We currently have 2 UCP complaints and no findings were found on the student fees complaint. An appeal was filed and it is in the hands of the CDE if they want to conduct an investigation. We are still working on the LCAP complaint. UCP is a process for complaints with specific criteria. Other complaints are handled internally. On a motion by Duberly Beck, seconded by Buck Goodspeed, vote 13-0, the LCER Board of Directors approved BP 1312.3 Update.

.13 Approve Resolution 2016-03 and Updated Conflict of Interest Code – On a motion by Kevin Porter, seconded by Duberly Beck, vote 13 – 0, the LCER Board of Directors approved Resolution 2016-03 and the updated Conflict of Interest Code.

.14 Chairman to Appoint Nominating Committee consisting of two members of the Board and the President/CEO, one of which will be the committee chair, for open Board Vacancy,

Board Terms and Officers – Bud Biggs asked for volunteers and appointed Regina Bell and Rick Wolf.

.15 Bring Forward Dr. Steve Levin, Juno Project Scientist and GAVRT Lead Scientist, as a Candidate for the Board – Ryan Dorcey reported that the Board had a priority to bring a JPL member on board and Dr. Levin has submitted his letter of intent and resume.

.16 Approve Duberly Beck as the Chair of the NSAA School Board Committee – On a motion by Kevin Porter, seconded by Andy Jaramillo, vote 13 – 0, the LCER Board of Directors approved Duberly Beck as the Chair of the NSAA School Board Committee.

.17 Approve Changing the Name of the Norton Space and Aeronautics Academy (NSAA) to the Norton Science and Language Academy (NSLA) – the school is receptive to the name change and it will also be approved through our charter renewal. On a motion by Kevin Porter, seconded by Andy Jaramillo, vote 13 – 0, the LCER Board of Directors approved the name change.

6.0 INFORMATION THAT WAS NOT INCLUDED IN LAST PACKET ON 9-12-16: *(Board members may ask questions on items for clarification.)*

.01 Lewis Center Financial Reports – Andy Jaramillo wanted to be sure we are taking into consideration STRS/PERS increases. They are in our projections and the Exec Team is looking at this as well as salaries. Jim Quinn is going to do a 5 year forecast for salaries, health care, STRS/PERS, facilities and debt. We need to be proactive and build up reserves. Angel will provide Jim what they present to their Board.

- Comparatives

.02 AAE Financial Report

.03 NSAA Financial Report

7.0 Board and Staff Comments

Lisa Lamb shared that AAE as a school and Scott Gormley as Athletic Director both received the CIF Southern Section Champions for Character Award at a ceremony on Monday.

The LCER was mentioned on CNN regarding work with Matt Huffine and Tim Shields on a Raven and Tortoise project. Lisa will send the clip to the Board.

Duberly Beck clarified that regarding the June 13, 2016 Board Minutes discussion she does not want information on staff being personally attacked removed from the meeting minutes as that was what was discussed. She also commended Lisa on attending NSAA events.

In addition to the June 13, 2016 Finance Committee report discussion, Kirt Mahlum asked for the Finance Committee meeting being scheduled to include meeting minutes from May 12, May 19 and June 10, a consultant report from Howard Jaeger including possible \$ recovery, a solar update of savings, and Jim's 5 year forecast.

8.0 Adjournment

Treasurer Kirt Mahlum adjourned the meeting at 9:48 a.m.