

Board of Directors Meeting Minutes

Thursday, March 9, 2017

Location 1: Aspire Benjamin Holt College Preparatory Academy

3201 East Morada Lane, Stockton, CA 95212

Meeting Conference Line: 1-415-655-0381; Passcode: 382-455-687#

I.	<p>Public Business Meeting Board Members Present: Jonathan Garfinkel, Leslie Hume, Jim Boyd, Beth Hunkapiller, Nisa Frank, Kay Hong and Warren Felson were present in Location 1 in Stockton, CA. Steven Merrill and Joaquin Torres were present via meeting conference line outside of jurisdiction. Steven and Joaquin did not vote. Board Members Absent: Jim Quigley Staff Present: Carolyn Hack, D'Lonra Ellis, Alejandra Chavez, Delphine Sherman, Bess Kennedy, Mary Cha-Caswell, Sara Normington, Lane Weiss, Jeff Palmquist, Jamie Barrien, Chris Orr, Liz O'Dell and Anthony Solina were present in Location 1 in Stockton, CA. Guests Present: Lourdes Torres and Erica Moore Call to Order: The meeting was called to order by Jonathan Garfinkel at 9:32 am. Quorum for the meeting was confirmed.</p>
II.	<p>Changes to the Agenda: There were no changes to the agenda.</p>
III.	<p>Public Comments Not on the Agenda: There were no public comments.</p>
IV.	<p>Chairperson and CEO Comments: Jonathan Garfinkel, Board Chair, commented that Jim Quigley and Steven Merrill would be resigning from Aspire's Board effective June 2017. Carolyn Hack, CEO, commented that we will be honoring them in June as a thank you for their service all these years. Jonathan mentioned that with this knowledge, Aspire's Board has put their recruitment efforts in full gear.</p>
V.	<p>Discussion, Action Items and Reports</p>
A.	<p>Lane Weiss, Superintendent of the Central Valley, welcomed the Board to the Central Valley and shared some facts about his region: demographics, number of schools, students and teachers, Free Reduced Lunch and Special Education numbers. He also shared some information about each Central Valley Principal. Jamie Barrien, Principal of Aspire Alexander Twilight College Prep. Academy, shared some of the Restorative Practices work she is conducting at her school. Jeff Palmquist and Anthony Solina shared their work on instructional rounds and the perspectives of it from teachers and students. Lastly, Chris Orr, Principal of Aspire Langston Hughes and Liz O'Dell, Principal of Aspire Benjamin Holt College Prep Academy introduced Lourdes Torres and Erica Moore, students from their respective schools who shared their opinions and experiences as Aspire students. Lourdes and Erica shared that they are taking college classes and that they enjoy being academically challenged and Aspire does that for them.</p>
B.	<p>D'Lonra Ellis, General Counsel and Board Secretary, explained that Aspire operates public charter schools in regions with large immigrant communities, including the Bay Area, the Central Valley, and Southern California. It serves immigrant students without regard to their or their families' immigration status, as required by the U.S. Supreme Court in <i>Plyler v. Doe</i>. She further explained that in order to assure all immigrant families that their students are welcome to attend school, many districts and charter management organization boards, including those of LAUSD, OUSD, KIPP, and Rocketship, have passed resolutions affirming their commitment to serving all students. D'Lonra asked the Board to approve a resolution affirming Aspire's commitment to serving all students without regard to their or their families' immigration status. Jim Boyd moved to approve Aspire's Commitment to Serving All Students Resolution, Leslie seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0.</p>

C.	<p>Carolyn Hack, CEO, updated the Board on Aspire's significant progress on its 5-year strategic plan. She shared that Aspire is making significant progress in developing its AspireForward 5-year Strategic Plan anchored on a 5-year Ambition Statement and the answers to the following five questions that are being worked by four working groups:</p> <ol style="list-style-type: none"> 1. How do we define and evaluate "college ready" for our students? 2. How do we design our instructional program to support readiness? 3. What "to" and "through" efforts do we invest in to support college persistence and completion? 4. How does our talent strategy support student achievement? 5. What has been our growth trajectory historically and how do we plan to grow in the future in support of our student outcomes? <p>Lastly, Carolyn asked the Board to share their thoughts on Aspire's draft 5-year ambition and to provide direction on specific issues emerging from Talent and Growth working groups.</p>
D.	Lunch
E.	Bess Kennedy, VP of Advancement, updated the Board on her team's fundraising work and progress based on the goals presented to the Board in December.
F.	Delphine Sherman, CFO, presented critical budget assumptions, such as the funding rate projections in CA and TN, and the impact those assumptions have on the budget tradeoffs we will be making in the 2017/18 budget. She also communicated that she will seek the Board's approval of the 2017/18 budget in its entirety in June. Delphine asked the Board to consider the implications of the funding environment when reviewing the budget in June.
G.	Delphine Sherman, CFO, presented Aspire's Investment Policy for discussion and approval. She also reviewed with the Board the expectations on usage of Aspire schools' cash to be invested under this policy. Delphine shared that Aspire does not currently have an Investment Policy in place and would like to formalize roles and responsibilities, and how unrestricted cash in Aspire Public Schools may be invested. Warren moved to approve Aspire's Investment Policy, Jim Boyd seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0.
H.	<p>D'Lonra Ellis, General Counsel and Board Secretary, informed the Board that to comply with Brown Act training requirements, the Board would watch two videos prepared by California Charter School Association covering the Brown Act's application to charter schools.</p> <p>D'Lonra then explained that Aspire's bylaws allow the Board to form committees to serve at the pleasure of the Board. In alignment with CMO best practices, she recommended that the Board reconstitute the Executive Committee as the Executive and Compensation Committee and that it create a Governance Committee. She also proposed a resolution clearly enumerating the authority of the Executive and Compensation Committee.</p> <ul style="list-style-type: none"> • Kay moved to approve the Resolution Creating the Governance Committee, Jim Boyd seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0. • Leslie moved to approve the Resolution Reconstituting the Executive Committee as the Executive and Compensation Committee, Kay seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0. • Leslie moved to approve the Resolution Defining the Scope of the Executive and Compensation Committee's Authority, Jim Boyd seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0.
I.	<p>Delphine Sherman, CFO, asked the Board to discuss and approve the selection of an independent audit firm for 16-17 fiscal year. Delphine explained that the Audit engagement letters include:</p> <ul style="list-style-type: none"> • Aspire Public Schools (consolidated) • Aspire Public Schools, TN LLC <p>She also asked the Board to discuss and approve engagement letter for 403(b) TN Plan for 16-17 plan year. Beth moved to approve the selection of the Independent Audit Firm and Approve the 2017/18 Engagement Letters, Kay seconded; unanimously approved. Approval: Yes: 7 – Jonathan, Leslie, Jim Boyd, Beth, Nisa, Kay and Warren; No: 0 Abstain: 0.</p>



VI.	Closed Session: The Board adjourned for closed session at 2:37 PM.
A.	D'Lonra Ellis, General Counsel and Board Secretary, updated the Board on the <i>Doe v. Aspire Public Schools</i> litigation matter (Government Code section 54954.9(b)(1)).
VII.	Reconvene to Public Meeting: The Board reconvened to public session at 2:51 PM.
A.	Jonathan communicated that there was nothing to report from the closed session.
B.	Warren Felson and Leslie Hume recused themselves for the Aspire University Update. To avoid any perceived or actual conflict of interest, both members left the room. The Board discussed Aspire U's proposal to amend its bylaws and remove Aspire Public Schools as the sole statutory member. Staff of Aspire Public Schools will review the proposal and make a recommendation to the Board.
VIII.	Adjournment: The meeting adjourned at 3:27 PM.

Approved this 13th Day of April, 2017 in Oakland, CA.

D'Lonra Ellis, Board Secretary