



**SPECIAL SESSION/ WORKSHOP OF THE GOVERNING BOARD  
ADOPTED MINUTES**

Date: Thursday, November 5, 2015  
Meeting Place: Horizon Charter Schools Board Room  
2800 Nicolaus Road #100  
Lincoln, CA 95648

**REGULAR BUSINESS MEETING  
4:00 P.M. START**

1. CALL TO ORDER – Horizon Charter Schools Board Room- **4:07 pm**

2. PLEDGE OF ALLEGIANCE

3. ROLL CALL

- X Parent Representative: Michelle Johnson (President)
- Education/Community Representative: Vacant
- X Parent Representative: Sara Infante
- X Parent Representative: Andrea Rynberk
- X Parent Representative: Karen Vicari
- X Parent Representative: Kimberly Dahlstrom
- X Community Representative: Bob Collins

4. INFORMATION/DISCUSSION/ACTION

***“ACTION”:*** Indicates items the Board has seen previously

***“Action”:*** Indicates items the Board is seeing for the first time

*Members of the public wishing to comment on any items should complete a Speakers Card located on the table at the entrance to the Board Room. Speakers Cards are to be submitted to the Board Secretary before each item is discussed.*

4.01 Information/Discussion/Action

Consideration and Approval of Apex Learning- Additional Subscriptions - Kelly Collins, Interim Assistant Superintendent Educational Services/ Chief Academic Office

Motion by A. Rynberk to accept Apex Learning- Additional Subscriptions

Second by S. Infante

	Aye	No	Abstain	Absent
Michelle Johnson:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kim Dahlstrom:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sara Infante:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Andrea Rynberk:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Karen Vicari:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bob Collins:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Motion Carried**

5. INFORMATION/DISCUSSION

5.01 GOVERNING BOARD TRAINING

Paul G. Thompson, Fagen, Friedman & Fulfroost, LLP

Terilyn Finders, Fagen, Friedman & Fulfroost, LLP

Cynthia Wood, EdD, Superintendent/ Chief Executive Officer

a. Introduction

C. Wood introduces Paul Thompson and Terilyn Finders and asks the Governing Board to introduce themselves.

b. Roles and Responsibilities

P. Thompson introduces his firm and his colleague, T. Finders who began by giving a brief history of her experience and function. She continued by asking the Governing Board to give a brief introduction of themselves and their function as a Trustee and what they hope to accomplish.

T. Finders notes that the Board's role and responsibility is to set direction. Only the Board gives direction and it is done as a body which supervises the Organization.

K. Vicari asked if the individuals on the Board can give opinions to the Superintendent/ CEO.

C. Wood responded that she hopes to foster the individual Board members desire to converse with her.

P. Thompson suggested that open lines of communication are important. When it reaches the point of policy, it needs to be discussed by the Board in open session.

T. Finders stated that the Board of Trustees is the "What and Why". This includes reviewing and setting direction for policies and budget. High functioning Boards average 65% of their time on policy. She continued by saying that the Administrative Team

responsibility is the “How and When”. She advised, “Don’t get stuck on policies, they should be broad enough to set direction but not so detailed that you get stuck in them. Listen your Superintendent/ CEO when she says you are getting too detailed in policy. You don’t want to set policy that is overly prescriptive”.

P. Thompson addressed the difference between Administrative Regulations (AR’s) and policies, stating that AR’s are more detailed on specific process and procedure in a sequential manner and board policies are broader.

K. Vicari asks if AR’s go before the Board or does the Administrative Team put them together?

P. Thompson responds that the usual course of events is to have the Board take a look at AR’s. It is better for the Administrative Team if the Board has looked at them first.

c. Key Areas of Focus

T. Finders: What process do you use, as Trustees, to get something on the agenda for discussion?

A. Rynberk: We would talk to Cynthia.

T. Finders: What if Cynthia doesn’t think it belongs on the agenda?

B. Collins: I would raise the point in closed session. I would speak to the other board members and if there was a consensus, then we would request that it be added to the agenda.

T. Finders: It is a violation of the Brown Act to do that in closed session.

B. Collins: May I query them in closed session, and then ask it again in open session, would that make it legal, if it were discussed in the same format that it was in closed session?

P. Thompson: To be in closed session in the first place, you have to be under the Brown Act government code. You are only allowed to talk about whatever it was that allowed you to be in closed session. Closed session is very narrow.

T. Finders: The Board’s work must be done in public. The Brown Act is referred to as The Sunshine Act because everything should be done in the light of day. I think you are looking for a very respectful and efficient way to do it, but you really have to do your work in public.

B. Collins: I am still confused, as to whether or not I can bring up the concern in closed session and then bring up the same topic in open session.

P. Thompson: If it were a concern that allows you to go into closed session, then you would be having that conversation in closed session.

B. Collins: Are you saying that the only way, as a Board member, that I can broach a question, would be in open session in front of everybody?

P. Thompson: One way to do it, whether it be through the Superintendent/ CEO or the President of the Board, would be to put an information item on the agenda and let the Board know your concerns. Then, the Board can have a dialogue about it.

B. Collins: It would have to be on the agenda before the meeting. If something came up, a critical issue, you still have to wait until the next month to put it on the agenda to discuss it?

P. Thompson: Another way to do it would be to bring it up under Board member comments on the agenda. If it is something that comes up in the meeting, it more than likely is part of an agenda item anyway.

T. Finders: First let's talk about the process you use to set the agenda, which guides your meeting. You can only talk about items which are on the agenda. You have many new members here. Michelle, maybe you can speak to the process you use to get an item on the agenda.

M. Johnson: Cynthia and I meet once a month, a few days before the Board meeting, to review the agenda. I have invited one additional board member to these meetings. We look it over at this time.

B. Collins: As a Trustee, assigned with the oversight, I find the process potentially ponderous.

C. Wood: Can we explore that a little further? I want to make sure that we are satisfying each Board member's needs. Much of the agenda is set on what's happening in the organization. Right now, the Board President meets routinely with the Superintendent/ CEO. Am I hearing that you want each Board member to have more say in the development of the agenda, rather than relying on the Superintendent/CEO and the Board President to complete the task.

B. Collins: I'm not saying I want more input into the agenda. I want the opportunity to converse with my fellow Board members about what we believe is of concern. Then we can act on it instead of waiting another month.

C. Wood: I want Board members to be able to pick up the phone and tell me about their concerns. If I believe the whole Board should be aware of the issue, I will put that in my update to the Board or make it an agenda item. I watch and listen to your needs all the time, if I fall short of that, please let me know.

B. Collins: If I may say, my concerns are not with the Superintendent/ CEO. I have the utmost respect. My concern is with my inability to communicate with the other Board members regarding potential concerns and to come to a general understanding of where we stand on certain issues. This enables us to be better prepared to deal with open and closed session.

A. Rynberk: Since we are limited to the agenda in open and closed session, when we have an issue, my understanding is that we can call one other Board member and discuss the issue. We can't give the Superintendent/ CEO direction, because we speak as one voice. We can talk to the Superintendent/ CEO if we need an item put on the agenda. She goes above and

beyond, if we think there is a problem. She is on it. She has more information than we do. She can then provide this information to us and sometimes that settles it.

T. Finders: You don't want to be accused of violating the Brown Act. You can have work study sessions, you could pick broad themes to discuss in these sessions. You should start with your Superintendent/ CEO.

M. Johnson: Are our work study sessions agendaized?

T. Finders: Yes.

M. Johnson: Can you tag a work study session on the end of a regularly agendaized meeting?

T. Finders: Yes.

B. Collins: That could be the answer.

T. Finders: You want to make sure you aren't adding more meetings to your staff, so that all they are doing is preparing for meetings.

B. Collins: How often does your firm's staff meet?

P. Thompson: On a minimum, weekly. But we don't have the same constraints.

T. Finders: The Brown Act is what has made education challenging. You have to agree as a whole on the themes that will work for you. You have a Superintendent/ CEO who is very accessible to you, which is quite a privilege.

Adjourn for Dinner - 5:15pm

Return from Break - 5:35pm

T. Finders: As Superintendent, what would you say are the critical organizational themes the Board should be looking at?

C. Wood: I know there are going to be a lot of questions and discussion regarding our current policies and administrative regulations.

T. Finders: You must agree that you are going to discuss, debate, deliberate and give direction and then respect the process and support the direction that the Board has given. I suggest, moving forward, that you apply those work study sessions specifically to the subject of policy. This will provide a place whereby you may have very broad conversation, share different points of view, and disagree with one another. Dissenting opinion is very healthy. There are times that Boards accelerate their evaluation process. As a Trustee, if you aren't comfortable with the information you are getting, you need to go to your Superintendent/ CEO, first and foremost. The only person the Board evaluates is the Superintendent/ CEO. Directing employees and evaluating curriculum is not the job of the Board. You must be careful not to use your position on the Board to influence operational items. You should only be looking at broader policy.

M. Johnson: Sometimes I have a concern that we are not public enough. The public may not know that the item was addressed. I see that it has been resolved, but the public is not aware. The thought process that got us to the new policy was never openly aired.

C. Wood: Are you referring to when the public brings an issue to the board?

M. Johnson: There seem to be systemic complaints regarding the Administration and the Board about what we do and why. The public is disconnected from what was requested and the resolution.

C. Wood: Sometimes the public will bring their issue directly to the Board, without bringing it to Administration first to resolve.

T. Finders: What process do you currently use if a parent comes to you? One of the mistakes that Trustees make is unintentionally making yourself the complaint department. You are setting goals and direction. You are a fiduciary. We are elected by people who don't understand what our job is. Most of the time, you need to ask if they have first spoken with their teacher/administrator about their issue. Make sure there is a process in place to manage comments and ideas.

S. Infante: What if they have talked to the Superintendent/ CEO, etc.?

C. Wood: It helps if they come to us, first, because we are able to act on their issue, immediately. This is an organizational chart (referring to the document in her hand), that we have developed. It clarifies who should be contacted in lieu of the Board.

T. Finders: You always want to strive to move the question or concern to the person closest to that topic. We don't want to create the notion that you are handling all of these things. Your job as a Board is to set the process. Not be the complaint department.

T. Finders: As a board member, you want to build confidence in the organization.  
(To C. Wood): Are you good with them calling you?

C. Wood: I want to be as responsive as possible to your concerns. I welcome calls from the Board.

T. Finders: A weekly meeting with Trustees helps to build an established time with the Superintendent/ CEO.

A. Rynberk: She already does that, we can always call her if we need to, anytime we have an issue, she is on it. I don't think there is a need for more meetings, her schedule is already so packed. Because we are parents, we see the implementation and how it has ripples. We, as a Board, have a window of opportunity to communicate why things are implemented. Although we aren't giving direction to the Superintendent/ CEO, we can give her feedback.

T. Finders (to C. Wood): How do you want your board to provide you feedback?

C. Wood: I am open to suggestions. Right now they call or come by informally.

T. Finders: Does it make its way into your Friday letter?

C. Wood: If there is an issue that they have a particular concern about - I put it in my update. However, I am open to other ways, whatever meets the needs of the Board.

B. Collins: At what point, if any, would we as a Board be able to discuss it?

T. Finders: If you want a full conversation, as a group, you must agenzize it.

C. Wood: If the public or staff feel they can bring their issue directly to the Board and the Board will solve it, then the concerns haven't been shared and worked on yet, by Horizon Charter School staff.

M. Johnson: It has caused ripples. I worry about perception too much. But perception has frowned on the level of communication. They love to take a pot-shot at administration. I see on this side, all that is being done and thought through, however, it is not being communicated. We've been criticized greatly for how we communicate.

T. Finders: I would say that as long as the situation is managed for an individual, I don't know that you would want a formalized communication to everyone. Depending on how public it is, the Superintendent/ CEO must make a judgement call.

C. Wood: We are putting together communication for accurate representation of information.

T. Finders: This will entail a more consistent delivery to the full Board and less one on one, even though that's good when you have a concern. It is so important for the educational professionals that they get to address the issue first, before bringing it here. Try not to let people think they are going to get action by coming to you.

C. Wood: I am envisioning that the Board will set direction through the development of policies. The policies will assist and guide the governance of the Board and the Board will guide the governance of the policy. I'm seeing that they will become actively involved in the foundational structure of our organization.

T. Finders: That is right. The goals, not the operational implementation. I have brought a governance handbook from a school district that we work with. It breaks communication into very specific categories. Are there other areas of interest that you would like to address?

c. Communications Protocols

C. Wood: I want to bring this up to the group. What if there was a situation where you didn't like how I handled something? For the most part, this Board is not bashful and they tell me. But, if at any point, you felt that you weren't satisfied with my performance, what would you do to address that? I'd like to have a conversation about that, so I know where things stand at any given time. If this Board has a concern, it's my concern. My intent is to satisfy and serve this organization to the best of my ability at all times.

T. Finders: You are a very humble leader for even asking that question.

B. Collins: I commend you for asking that question. Some people won't ask that question because they don't want to hear the answer.

T. Finders: An evaluation, should never be a surprise.

M. Johnson: I hope we can somehow put in place, at every board meeting, a benchmark evaluation. It seems unfair to only evaluate what is happening at evaluation time.

T. Finders: You need to be keeping individual lists of the accomplishments and accolades of your Superintendent/ CEO, so that when evaluation time comes, you are not basing the evaluation only on what's currently happening. You want to make sure you keep that document confidential.

A. Rynberk: Our agenda is set, so that we are monitoring everything, however there are things that are unexpected.

K. Vicari: In terms of our goals, we haven't set any goals.

C. Wood: Thank you for bringing that up. The organizational goals will follow WASC and LCAP.

T. Finders: The Board of Trustees should be setting those broad based goals and allowing the Superintendent/ CEO to come up with a plan.

C. Wood: Before we actually get into the policy discussion, I am looking forward to hosting a conversation about the organization and our desires for it as a whole. That is where we will have opportunity to define why we are here and what we represent as a Board and Administration, as well as what we want to for the students of Horizon Charter Schools. That must happen prior to us talking about the policies.

K. Vicari: The reason we have not had any time to discuss goals and directions as a Board is because there is so much coming through the Board for approval now.

C. Wood: In the past, Horizon was using the Carver Model, and little was brought to the Board for approval. Brown Act Governance is now in place. Now, we have contracts coming to the Board, but they are under consent. The Board will continue to see all contracts/MOU's.

6:45 p.m. – A. Rynberk left Board meeting.

K. Vicari: My question arose because of your comment that good Boards spend 65% of their time on policy. Do we have to add 65% more time to our meetings?

T. Finders: It's really a mindset about policy. As Trustees, we have to stay out of operations.

C. Wood: Many times we give you information, not because you need to make a decision or evaluate what's happening with our implementation, but because we want you to be aware. That way, when you get a question from a teacher, you have an understanding.

d. Wrap Up

T. Finders: Wrapping up, do you have any last questions?

C. Wood: This is the beginning of more conversation to come. I would hope that we may be able to have another special session after the turn of the calendar year. We are going to bring some of these discussions, as well as our WASC, our directional goal conversation and policy into the November and December meetings. If we can get everybody's common calendar after the turn of the year, we may plan another session.

5.02 WASC 2015 Follow-Up Action Item/ Board ENDS Review/ Annual Development 2015-2016 School Year –Kelly Collins, Interim Assistant Superintendent Educational Services/ Chief Academic Officer

Moved to November 19 meeting

5.03 Organizational Goals and Direction - Cynthia Wood, EdD, Superintendent/ Chief Executive Officer

Moved to November 19 meeting

6. ADJOURNMENT – 7:01 p.m.

*Information for the Public*

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