



**SPECIAL MEETING OF THE GOVERNING BOARD  
ADOPTED MINUTES**

Date: **Thursday, November 7, 2019**

Meeting Place: Horizon Charter School Board Room  
2800 Nicolaus Road, #100  
Lincoln, CA 95648

**SPECIAL MEETING  
5:00 P.M. START**

1. CALL TO ORDER – Horizon Charter Schools Board Room - 5:00 p.m.  
PLEDGE OF ALLEGIANCE

ROLL CALL

- X Education Representative: Joe Dutra
- Community Representative: Vacant
- X Parent Representative: Alexis Spiva
- X Parent Representative: Elaine Palmer
- X Parent Representative: Thomas Cascaddan

2. COMMUNICATION FROM THE PUBLIC

*In accordance with Government Code Section 54954.3, because this is a special meeting, public comment is limited to the subject(s) described in this Agenda.*

3. CLOSED SESSION – Superintendent’s Office, 2800 Nicolaus Road, #100, Lincoln, CA – 5:05 pm

- 3.01 PUBLIC EMPLOYEE PERSONNEL: Appoint, Employment, Evaluation of Performance, Discipline or Dismissal/Release of Public Employee (Government Code Section 54957)

**CONFERENCE WITH LEGAL COUNSEL- EXISTING LITIGATION**  
(Government Code Section 54956.9(d)(1))

Dale R. Kuykendall, ESQ, Jackson Lewis, P.C.  
Cynthia Wood, EdD, Superintendent/Chief Executive Officer  
Terri McGill, Assistant Superintendent, Administrative Services/Chief Operations Officer

- 3.02 PUBLIC EMPLOYEE PERSONNEL: Appoint, Employment, Evaluation of Performance, Discipline or Dismissal/Release of Public Employee (Government Code Section 54957)

Lindsay Moore, ESQ, Kingsley Bogard, LLP  
Terri McGill, Assistant Superintendent, Administrative Services/Chief Operations Officer

**6:00 P.M.**

4. ADJOURN TO OPEN SESSION – 6:00 PM

The Governing Board will disclose any action taken in Closed Session regarding the following items:

- 4.01 PUBLIC EMPLOYEE PERSONNEL: Appoint, Employment, Evaluation of Performance, Discipline or Dismissal/Release of Public Employee (Government Code Section 54957)

CONFERENCE WITH LEGAL COUNSEL- EXISTING LITIGATION  
(Government Code Section 54956.9(d)(1))

Dale R. Kuykendall, ESQ, Jackson Lewis, P.C.  
Cynthia Wood, EdD, Superintendent/Chief Executive Officer  
Terri McGill, Assistant Superintendent, Administrative Services/Chief Operations Officer

No action taken.

- 4.02 PUBLIC EMPLOYEE PERSONNEL: Appoint, Employment, Evaluation of Performance, Discipline or Dismissal/Release of Public Employee (Government Code Section 54957)

Lindsay Moore, ESQ, Kingsley Bogard, LLP  
Terri McGill, Assistant Superintendent, Administrative Services/Chief Operations Officer

No action taken.

5. STUDENT PRESENTATION

None

6. REPORTS AND COMMUNICATION

- 6.01 Communication from the Public

*In accordance with Government Code Section 54954.3, because this is a special meeting, public comment is limited to the subject(s) described in this Agenda.*

J. Morgan addressed the Governing Board regarding the Bylaws and encouraged the Board to focus on transparency.

- Charters are coming under increased scrutiny. Transparency has become even more important.

- The recent interviews for Community Representative and Education Representative were very long. The Board went through the motions and two (2) highly qualified candidates were interviewed for the open seats. No discussion amongst the Board Members ensued. The public was shocked. It was similar to a 'good ol' boys club' where people vote for their friends. It was as if there was nothing to discuss.
- It appeared that those who were appointed were already pre-determined.
- It was upsetting to see this happen, it is a wide open door for nepotism and favoritism.
- The two (2) interviewing candidates had no chance because those on the Board voted for one another.
- J. Morgan would like to see a change to this process. Is this process even legal?
- Please research this before deciding on the Bylaws .

## 7. CONSENT AGENDA

None

## 8. INFORMATION/DISCUSSION/ACTION

### 8.01 Consideration of the Horizon Charter School Bylaws

Cynthia Wood, EdD, Superintendent/Chief Executive Officer  
Mr. Paul Thompson, ESQ, Fagan, Friedman, and Fulfroost, LLC

- The front cover of the Bylaws shows a date of January 2006. C. Wood stated that two (2) different dates were in the same Bylaws . Both dates are referenced to the existing Bylaws . The amended and restated will receive the adoption date when they are finalized.
- These Bylaws were last approved in 2006.
- A. Spiva asked why there is also a date of 2008 listed on the Bylaws. C. Wood responded that was two (2) CEO's ago and she does not have a good answer for that.
- C. Wood stated that a couple of changes to the Bylaws are the Personnel Subcommittee and the Board Officers. These are the only changes that have taken place. The document in your packet replaces the newly proposed Bylaws that came out in October.
- ARTICLE I - A. Spiva asked if the Articles of Incorporation is a second document. C. Wood stated that they are a separate document. The Conflict of Interest Code was also a separate document and that both were included in the Charter Renewal.
- ARTICLE II – C. Wood stated that this gives Horizon Charter School the option to relocate the district office. We are not just a school district and a charter, we are also a corporation. A non-profit business corporation.
- A. Spiva asked why, on page 30, language was removed from the old Bylaws . The sentence about “Corporations organized for the public and charitable purpose....” C. Wood stated that this language was removed by the charter attorney, not by Mr. Thompson and offered to put it back in. The charter attorney recommended that it was not necessary language.
- E. Palmer asked who the charter attorney is. C. Wood stated Young, Minney and Corr, and she works directly with Lisa Corr. The attorney that she used is no longer there, her name was Maria Hernandez. Horizon works with a number of attorneys there for charter related issues. This set of Bylaws had two (2) sets of eyes on them.
- Mr. Thompson introduced himself and stated that he has been representing public schools for about 20 years and comes from a family of teachers and superintendents. The Governing Board introduced themselves to Mr. Thompson.
- ARTICLE III – A. Spiva and E. Palmer asked if there is anything they need to know about this non-profit, corporation law section. Please explain in laymans terms.
- Mr. Thompson stated that he was actually not familiar with that section. Much of what is in this document was from the previous attorneys and stated that it is probably just standard language and carryover. C. Wood offered to provide more information if needed. A. Spiva requested further information on this item. She wanted to know what it means.
- E. Palmer said that she thinks this section is just a repeat of the last one. C. Wood stated that it is just a restatement. That's why the previous attorney said the information in this

document is able to be adopted as Bylaws in and of itself.

- J. Dutra asked if it is just because we are a public entity that we cannot claim membership. Mr. Thompson said that is right and he believes that is why a lot of this is in there. Mr. Thompson confirmed that Horizon Charter School is a non-profit corporation and a 501c3.
- Mr. Thompson went on to explain that school districts do not have Bylaws, they have two (2) other things that are similar. They have board policies, which are focused on the board's duties and administrative regulations touch on every aspect of district business. That is how school districts set up their governance standards and rules for day to day operations. Charter schools are different because they are a non-profit corporation and that's why Horizon has Bylaws, that is a distinction between a regular K-12 school district and a charter school.
- POWERS SECTION A - E. Palmer inquired if this means that the Board would address personnel issues? This sounds like the Board would be micromanaging. Mr. Thompson said yes, on a couple of levels. First of all, with respect to teachers, is there something in the collective bargaining agreement about termination, if there is a termination and a hearing, is the governing body to decide or does it go to an arbitrator. C. Wood replied that she has been working in house with the actual bargaining agreement, the Board takes a final action on any employee that has been dismissed.
- Mr. Thompson stated that anything to do with hiring and firing must be ratified by the Board. So with respect to teachers, you cannot just walk in and fire a teacher. With respect to non-teachers and other staff, the CEO may make a recommendation to the Board about hiring and firing people and then the Board can decide if they want to comply with that recommendation or not. This is another distinction between this charter and public school districts. So although they have a limited process to their job, it's very different than a public school district. If you try to fire a cabinet member it is going to be different in public schools, here it is a bit more streamlined. Typically this would be initiated by the CEO and brought to the Board.
- A. Spiva asked if someone were to be fired, would it be brought to the Board? C. Wood replied that it would depend on the circumstances and the employee. A. Spiva asked for the consistent policy on this matter. Mr. Thompson replied that somewhere, he is not sure if it is in the Bylaws or the charter, it states that if the CEO brings a recommendation to the Board, the Board may consider it, but it would be in closed session under Employee Discipline/Dismissal/Release. In the Government Code it says that if you are hearing charges to terminate someone, and charges are defined in a very specific way, you would have to know the basis on which you are terminating them. That individual must be given a 24 hour notice of their right to have the issue heard in open session. In general, since your non-classified, non-certificated staff is at-will, it is a truncated process that you wouldn't see in a normal district. This is set forth in the charter or the bylaws.
- A. Spiva asked what the policy has been in the past, for the CEO to bring someone to the Board. C. Wood replied that procedurally, the administrative team deals with this all the time and stated, "I am not sure of the question, so I am not sure how to answer. If it is a disciplinary matter, we may bring that forward. If it is a union employee, there are different rules that go with each union contract".
- T. Cascaddan stated that it would be nice to know which categories of employees would be under the Board's direction. C. Wood stated that the administrative team runs the operation.
- A. Spiva stated that she would like to revisit this, and will flag this item for future follow-up.
- SUBSECTION I: E. Palmer asked what it means to carry out duties as approved by WPUSD. That seems very vague. Mr. Thompson answered that the charter in place from 2018 – 2023 has a section about governance structure and one of those sections is board meetings and duties so it talks about what the Board's role is and cross-references that in the charter on page 52.
- A. Spiva noted that section 2a should be changed to reflect five (5) Board members as that is what the charter states. C. Wood stated that when she did the charter renewal, achieving a seven (7) member Board was a problem, so the legal team advised that it would be fine to go to a five (5) member Board. Mr. Thompson stated that at least 4/5 of his school districts are five (5) member Boards.
- SECTION 3c - A. Spiva noticed, along with T. Cascaddan, the two (2) documents are not alike and seem to be out of order. C. Wood stated, "the content still emphasizes how the parent representatives are elected, so there is continuity. There seems to be a lack of

understanding about when someone is elected as opposed to an appointment by the Board. I have heard a number of comments about this. When it is a full term, it is filled by a ballot vote. When it is a vacated position mid-term, the Board will appoint". A. Spiva asked Mr. Thompson if this is common. Mr. Thompson stated that for charter schools, you can set this up any way that you want, this is an issue for the charter attorney. This is fairly consistent with what charter schools are doing.

- Mr. Thompson stated that there are limited portions of the Ed Code that apply to Horizon Charter School. Consistency is key.
- A. Spiva asked if WPUSD has ever been annoyed that our Bylaws are so outdated. C. Wood stated "not at all". A. Spiva noted that it says they should be updated every three (3) years. C. Wood stated that WPUSD is fine with everything we have been doing. The existing Bylaws are applicable until we adopt the new ones.
- Mr. Thompson asked for another copy of the Bylaws, he is seeing some inconsistencies with what the Board is seeing and it is causing confusion because he had added language to Section 5 that he is not seeing now. The way it reads right now is the way the old Bylaws read. C. Wood stated, "that is not good", and left the meeting to take a look at the email. E. Palmer asked if this is the proposed version or not. Mr. Thompson stated that he obviously does not have the existing Bylaws, he is not sure where items A-D came from because he did not add that. E. Palmer stated that Section 27 was new. Mr. Thompson stated that he added that part.
- C. Wood returned and stated that she just sent the last version via email. Mr. Thompson asked where A-D came from and stated that they are new. Mr. Thompson's changes applied to the fact that if the Board President is the one who is being removed, it would be the Vice President who resides over that. T. McGill brought another version of the Bylaws to C. Wood who presented them to Mr. Thompson. Mr. Thompson replied that the additional copy did not have the changes either. A. Spiva asked how common it is to have this language in the Bylaws of a charter. Mr. Thompson said that he believes that having this process makes it a bit more orderly and clear. Otherwise one Board member may remove another Board member. A. Spiva asked about the Personnel Subcommittee. Mr. Thompson stated that he advised C. Wood to appoint a Personnel Subcommittee, since it is stated in the charter, he advised that this be done at a regularly scheduled meeting. There is no penalty, but it is in the charter and the Bylaws, so it should be done. E. Palmer asked if additional language regarding the Board President is necessary, should we add Section E? Mr. Thompson replied that it is actually Section A. A. Spiva stated that it sounds like there are other things that should be added. C. Wood stated that she would have that ready for the November 21 meeting along with a couple of other items.
- ARTICLE 3 – E. Palmer asked about this portion. Mr. Thompson replied that this would apply to malfeasance, it is all based on the City of Bell situation.
- PAGE 5, SECTION 7 – A. Spiva asked if this was changed because of the new law. C. Wood replied "yes". T. Cascaddan asked if we have a location set yet. C. Wood replied that information will be part of the November 21 meeting.
- Mr. Thompson asked C. Wood if she gets news flashes from his firm. He wants to make sure that there is nothing in opposition to the new law. Mr. Thompson promised to send the news flash to C. Wood and asked what month Horizon Charter School has the organizational meeting. C. Wood replied "November".
- PAGE 5, SECTION 10 – A. Spiva noted that the Bylaws originally stated that a Special Meeting may be called by the Chairman of the Governance Committee. However, "CEO" has now been inserted there. Mr. Thompson asked if Horizon has a Governance Committee. C. Wood stated "not at this time". Mr. Thompson asked if it is defined in the Bylaws somewhere. C. Wood responded that in the past, the Board has appointed committees as there was a need. There has not been a separate, ongoing, established Governance Committee. C. Wood continued, stating, "there has not been a need to do so, that doesn't mean we can not do some of these things". Mr. Thompson stated that calling a Special Meeting is usually because something has to be dealt with rather quickly, so having some flexibility is a good idea between the Board chair and the CEO as opposed to having a committee to do that.
- Regular Meetings require 72 Hours notice and Special Meetings require 24 Hours. There is an option to call an Emergency Meeting. Emergency Meetings occur on a somewhat regular basis.
- SECTION 12 -PAGE 6 – Mr. Thompson began by stating that the Brown Act says that a

quorum is a number of seats. The Bylaws say that a quorum is a majority of the seated Board members. Horizon has two (2) choices. The safe route which is to do what the Brown Act states, decide that a quorum is three (3), or, go with how it currently reads. Mr. Thompson recommended that Horizon go with the Brown Act and make a quorum three (3). A. Spiva, E. Palmer and T. Cascaddan agreed to go with what the Brown Act states, a quorum is three (3). As a result, this section must be changed.

- SECTION E, PG 6 BOTTOM – Mr. Thompson stated that if one is to access the meeting from a hotel, etc., they would be required to post the agenda outside of the hotel room door and leave the door open for the public. If this is not done, any actions taken at that meeting would be null and void.
- SECTION 15 – The easiest way to think of this is that the Board has a right to view whatever the public can view by simply requesting a copy. However, private information must be redacted. Mr. Thompson referred to FERPA (which is for students), non-compliance can cause problems. Typically, when the Board requests information that is not readily available, they may direct the Superintendent to gather any requested information for them. J. Dutra asked if Horizon should change this section. Mr. Thompson replied that the change would be to add employee confidentiality. A. Spiva likes the way that this reads, since she cannot talk to her other Board Members outside of the meetings, she can still request information from the Superintendent to provide to the entire Board at the same time.
- PAGE 8 – Regarding the formation of a Personnel Subcommittee, if there is a desire to have it exist, make it exist. E. Palmer asked why this was in September. C. Wood said that there has not been a Personnel Subcommittee since 2012. Y. Allen stated that the Bylaws would have been a Subcommittee in the past. A few members would work on it and bring a recommendation to the Board. C. Wood stated that the entire Board has operated together to do all of these things, so a Subcommittee has not been formed. A. Spiva reiterated that even though it says September in this section, it could be done at any meeting. Mr. Thompson added that in his proposed provisions it would be one (1) Board Member and two (2) H.R. people. A. Spiva asked if it is common to have stakeholders from each department involved, and stated that would be beneficial. Mr. Thompson stated that he saw something somewhere that said it should be either a board member or employees. E. Palmer noticed that it says these are specific responsibilities as described in the Board Policy Manual.
- 17b- There are Brown Act requirements with respect to Standing Committees that meet regularly. C. Wood asked if discussion was needed regarding what kind of committee the Board would create. Mr. Thompson stated that it would make sense to have a Subcommittee to address things more specifically, for instance, for any construction projects, this committee could get the detailed information and if there is anything that they hear in that time that they feel like the entire Board needs to hear, they can bring it back, rather than making the entire Board hear a presentation. The option is there for either. A. Spiva remarked that she is not seeing how many Board Members are required to be on a Subcommittee. Mr. Thompson stated that it would be one (1) or two (2) as long as there is not a quorum. A. Spiva asked about the section which states that the Governing Board President, with a quorum, is able to dismiss any member of a Subcommittee.
- E. Palmer asked about the compensation for Governing Board Members. C. Wood stated that the Board currently receives a Stipend. Mr. Thompson stated that is in conflict with what this document says. This language must be changed. Mr. Thompson stated that in the interest of transparency, this may be added and suggested referencing it in a general sense.
- PAGE 9, SECTION 20 - A. Spiva asked why the percentage (page 4c of the Bylaws) was changed. Mr. Thompson stated that this is basically conflict of interest, there usually are not any percentages. At the end of the day, anything like this is going to be subject to a conflict of interest.
- C. Wood asked if people who have relatives at competing charters is a conflict of interest. Mr. Thompson said, “no, not at all, Government Code 1090 is more about financial interests and also some common law and political reform”.
- SECTION 21 – Standard of Care. E. Palmer asked what that means. Mr. Thompson stated that he does not think this is necessary.
- SECTION 22 – A. Spiva asked if this should be removed also. Mr. Thompson noticed that the headings on the items are not correct. Something happened with this formatting.
- SECTION 26 – A. Spiva asked what this section is supposed to be saying. Mr. Thompson stated that this is talking about the audit. Again, the formatting is incorrect.

- Mr. Thompson stated that there are bad things that happen when you violate the Government Code 1090, Conflict of Interest. He suggested leaving it in there.
- SECTION 27 - A. Spiva asked about the duty of care, duty of obedience, duty of loyalty and duty of confidentiality, etc., stating, “should these be added?” Mr. Thompson said, yes, you could add that, and stated that he only added what is in SECTION 27. A quorum of three (3) would be needed to vote in any officer.
- BOARD OFFICERS – C. Wood clarified this section is speaking to the fact that the CEO is the President of the Corporation as well as the Superintendent of the District (charter in our case). In the old Bylaws it is under SECTION 6.
- SECTION 6 - C. Wood clarified that the Chief Academic Official is also called the Chief Academic Officer.
- SECTION 7 – A. Spiva asked about the role of the Secretary. Why did this change to CEO? C. Wood stated that she discussed this with the attorney and because she signs so many documents, it is expected that the CEO sign as the Secretary to the Corporation. C. Wood continued, “because I am the key officer for the Corporation, not just the Superintendent for the charter, and that’s why we have assigned two titles, Superintendent and CEO”. A. Spiva stated that these are duties that are more Board Secretary related, as far as keeping minutes is listed, A. Spiva stated that she would think that C. Wood would have better ways to spend her time than to do the secretarial tasks. C. Wood stated that if the Board wants to discuss the duties of the Board Secretary, they can do that.
- T. Cascaddan asked for Mr. Thompsons input. Mr. Thompson stated that those administrative tasks are secretarial tasks.
- A. Spiva asked if these duties should be separated out. C. Wood stated that the critical term is Corporation Secretary, the function for the corporate process. A. Spiva reiterated that SECTION 7 should say Corporation Secretary, that would be much clearer. It is not currently clear.
- SECTION 8 – Chief Business Official in the new version is called Chief Financial Officer. C. Wood stated that the CBO serves as the CFO for the HCS Education Foundation and went on to say that because additional responsibilities are asked of the CBO as far as presentation of financial documents and materials, there is a strong tie there.
- A. Spiva asked about indemnification. Mr. Thompson stated that indemnification and insurance go hand in hand, it is basically for protection. If a claim is brought forth due to negligence or intentional disregard or willful misconduct, whoever the party is who committed the negligent action has an obligation to indemnify the person who was impacted by that. The thing about indemnification is that it means nothing without insurance, otherwise the indemnified party could not recover damages. The insurance will kick in to protect against damages or injury caused by negligence. Although you can never prevent someone from alleging wrongdoing, it would take “piercing the corporate veil”, to go after an officer individually, which they cannot do. That’s why the insurance is there, if there is a claim caused by negligence, the insurance will assign counsel and pay. A. Spiva asked if the Board Members are covered under insurance. Mr. Thompson stated that Board Members are covered (as is any district employee) and protected or shielded from anything that occurs within the scope of their term or employment, unless they have done something intentionally wrong. C. Wood stated, “that is the key, willfull misconduct”.
- SECTION 3- PAGE 17 – If someone doesn’t have the authority to bind the Corporation, it will have no practical effect. The Board should ratify anything like that anyway. C. Wood stated that Horizon has a systemic process that will not allow for that.

## 9. INFORMATION/ DISCUSSION

None

## 10. GOVERNING BOARD

10.01 BOARD MEMBER REPORTS/COMMENT

10.02 FUTURE AGENDA ITEMS

- November 21, 2019- Regular Meeting of the Governing Board

11. ADJOURNMENT – 8:46 PM

*Information for the Public*

*Members of the public wishing to comment on any items should complete a Speaker's Card. Speaker's Cards are located at the entrance to the Board Room. Speaker's Cards are to be submitted to the Board Secretary prior to the start of the meeting. Backup materials for this agenda are available at the Horizon Charter Schools Administrative Offices located at 2800 Nicolaus Road, Suite 100, Lincoln CA 95648.*

*Members of the public may submit a written request for the entire agenda packet to:*

*Horizon Charter Schools Board Secretary*

*PO Box 489000*

*Lincoln, CA 95648*

*The request must be submitted 10 working days prior to the meeting.*

*Individuals requiring disability-related accommodations or modifications including auxiliary aids and services in order to participate in the Governing Board meeting should contact the Chief Executive Officer or designee in writing, at least two days prior to meeting date. Government Code 54954.1*

This agenda is posted at least 72 hours in advance of the meeting at:  
Horizon Administration Office, 2800 Nicolaus Road Suite 100, Lincoln,  
California,

and on the Horizon Charter Schools Website: [horizoncharterschools.org](http://horizoncharterschools.org)

The Governing Board may be reached via e-mail at:

[horizonBoard@hcs.k12.ca.us](mailto:horizonBoard@hcs.k12.ca.us) Via U.S. Mail at: Horizon Governing Board,  
P.O. Box 489000, Lincoln, CA 95648 Or by leaving a message with the  
Board Secretary at: 916-408-5236

\*Please note: items on the agenda may not be addressed in the order they  
are scheduled. Board may alter the order at their discretion.