



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

Date: **Thursday, December 12, 2019**

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

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

1. CALL TO ORDER – Horizon Charter Schools Board Room
PLEDGE OF ALLEGIANCE

ROLL CALL

- X Education Representative: Joe Dutra *–arrived 5:10 p.m.*
- Community Representative: Vacant
- X Parent Representative: Alexis Spiva
- X Parent Representative: Thomas Cascaddan
- X Parent Representative: Elaine Palmer

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.

- V. Garmay, Vendor, addressed the Governing Board regarding the issues with the Buzz VLI interface. There were issues with five (5) different exams uploaded for Algebra 1. Students are able to log in. However, the student experience with these issues eats up the time with their ST trying to distinguish between the old and new tests. One student had 120 questions and another, with the same exam had 30 questions.
3. CLOSED SESSION – Superintendent’s Office, 2800 Nicolaus Road, #100, Lincoln, CA – 5:10 p.m.

- 3.01 POLICY 3.4: MONITORING CEO PERFORMANCE (Government Code Section 54957)

Horizon Charter Schools Governing Board
Cynthia Wood, EdD, Superintendent/ Chief Executive Officer

6:00 P.M.

4. ADJOURN TO OPEN SESSION

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

4.01 POLICY 3.4: MONITORING CEO PERFORMANCE (Government Code Section 54957)

Horizon Charter Schools Governing Board
Cynthia Wood, EdD, Superintendent/ Chief Executive Officer

Direction given to the Superintendent.

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.

7. CONSENT AGENDA

NOTICE TO THE PUBLIC

All items on the Consent Agenda will be approved with one motion, which is not debatable and requires a unanimous vote for passage. If any member of the Board, Superintendent, or the public so request, items may be removed from this section and placed in the regular order of business following the approval of the consent agenda.

7.01 Consideration and approval of the Microsoft Licensing Annual Renewal in the amount of \$7,061.28 – Yvonne Allen, Director of Business Services/Interim Chief Business Official; Sergio Herrera, IT Administrative Advisor

7.02 Consideration and approval of the Amplified IT Annual Subscription in the amount of \$6,500. – Yvonne Allen, Director of Business Services/Interim Chief Business Official; Sergio Herrera, IT Administrative Advisor

Motion by: A. Spiva to approve the Consent Agenda.

2nd by: T. Cascaddan

	Aye	No	Abstain	Absent
Alexis Spiva:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Elaine Palmer:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Joe Dutra:	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Thomas Cascaddan	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Motion carried.

8. INFORMATION/DISCUSSION/ACTION

8.01 Information/Discussion/Action

Consideration and approval of the Horizon Charter School Bylaws

Cynthia Wood, EdD, Superintendent/Chief Executive Officer

Paul Thompson, ESQ, Fagan, Friedman, and Fulfroost, LLC

J. Morgan addressed the Governing Board.

- Reiterated that it is important that everything we do as a school is completely transparent and in accordance with what other districts are doing.
- Charter schools are scrutinized for receiving public school dollars while not having to abide by the same public school rules and regulations.
- Since we know that charter schools are being scrutinized for going by their own rules, we should strive to make our bylaws more like traditional schools, rather than a business or corporation.
- Several items in the bylaws stood out as red flags as they give the appearance of nepotism and favoritism:
 - ARTICLE 4, SECTION 5 – Board members who are elected by the Stakeholders can be removed by the rest of the Board. This takes power away from the Stakeholders. If a Board member must be removed, they should be removed by the same body that put them in office. For the Parent Representatives, that would be the Stakeholders.
 - ARTICLE 4, SECTION 3 B & D – Board members should be voted in by the Stakeholders. What is the purpose of appointing the Education and Community Reps instead of an election? This gives the incumbent a huge advantage to be re-elected over someone who may be far more qualified, but not currently on the Board.
 - In the new version of the bylaws it is confusing the Cabinet with Board Officer positions.
 - ARTICLE 9, The old bylaws are clearly talking about Board Officer positions. Is there no longer a Vice President position on the Board?
 - SECTION 7, The CEO duties listed under the Secretary should be moved up to SECTION 5. The Secretary is clearly not the same person as the CEO. A CEO of a Corporation does not have the time to do the duties listed under the Secretary's description.
 - The overall question is, "Why are you eliminating the Board Secretary position?" It seems that this was changed to solve a temporary problem, but as we can see, the bylaws can stick around for decades.
- A. Spiva, asked about PAGE 2 of bylaws. Mr. Thompson stated that this means that if the Board is going to be hearing any charges against an individual, meaning the basis for their removal, that individual has the right to a 24-hour notice of their right to have the matter heard in Open Session.
- A. Spiva asked if this is for contracts. Mr. Thompson stated that this is only for discipline, dismissal or release.
- A. Spiva asked why the Community and Education Representatives are appointed by the Board and asked if it has to be left that way. Mr. Thompson stated that it does not have to be left that way, but it would have to be compared with the charter to make sure there is nothing inconsistent.
- A. Spiva asked for the Stakeholders to have more of a say in the election of the Community and Education Representative positions.
- E. Palmer asked how the public would know about the candidates and thinks it would be better if those positions continued to be appointed by the Board. A. Spiva thinks it would open it up for other people to have a chance.
- T. Cascaddan brought attention to the items that J. Morgan brought up and asked if those items could be addressed by Mr. Thompson.
- J. Morgan explained that there were two (2) very knowledgeable candidates who served on other Boards and were very familiar with Horizon, having worked at Horizon and having children in Horizon. They were voted on by two (2) Board members (one who was an incumbent and one who had already served as a Parent Representative and was now running for Education Representative) who were also running. There was no discussion after these brilliant candidates

were interviewed at length. They never had a chance, it was decided before they ever sat down. There was an obvious sign of favoritism. A. Spiva asked if this could be changed.

- J. Dutra stated that it would have to be a decision for the entire Board and stated that it was probably a conflict of interest that he was the Education Representative that was chosen over the other two (2) candidates. There is a benefit that an incumbent has over new candidates. Obviously it is not just knowledge but how one governs with the team. There are many other factors besides straight qualifications. It was not a “dog and pony show” where conclusions were previously made and stated that he had no clue who was going to nominate and believes there would be balance taken away if these two positions become balloted.
- Mr. Thompson stated that in traditional districts, there is always an election. There is no appointment of Board members with the exception of vacancies. There may be a temporary appointment until the vacancy is filled.
- A. Spiva requested that this item be reviewed further in the charter before allowing it to stay in.
- Non-chartered districts run elections. There is no appointment in traditional school districts. Other charters are all over the place.
- T. Cascaddan thinks this should be looked into further. A. Spiva requested to add this item to the charter renewal.
- P. Thompson stated that this one section is not up for a vote. You would either accept all of the bylaws or not.
- A. Spiva asked if the Community Rep still needs to be from Placer County, when our meetings and largest enrollment is in Sacramento County. C. Wood stated that she would need to have a conversation with the sponsoring school district. It is in the charter, so there is nothing you can do unless there was a charter amendment.
- E. Palmer concurred that it should be the county of highest enrollment that the Community Representative comes from.
- A. Spiva asked why the V.P. is not listed in the Officers list. It was in the current, but she does not see it in the proposed. A. Spiva requested that the Vice President be listed. Mr. Thompson stated that it could be added in SECTION 1.
- C. Wood asked if V.P. would be an automatic move to President. If the President is removed does it come back to the Board for a vote? Mr. Thompson stated that question is not answered by anything in this document right now.
- A. Spiva believes it would be good to have a V.P. Mr. Thompson stated that there are other reasons to have a V.P. and this might be a good idea. If the President misses a Board meeting, the V.P. is able to step into that role. He has not seen a single Board in California without a V.P.
- J. Dutra stated that this is a blurring between the 5013C and the charter.
- A. Spiva asked how common it is to have charters with this removal language. Mr. Thompson stated that the genesis of a lot of these things (since he was not our charter attorney, he does not know what the basis for this was) is that it is not uncommon.
- A. Spiva asked why there is language to remove a Board member in the bylaws, but not the same language to remove a CEO. C. Wood stated that is already in the Cabinet Contracts.
- E. Palmer asked how long the Officer terms are. Mr. Thompson stated that these are yearly terms. That is what the organizational meetings (in November) are for.
- ARTICLE 5, SECTION 2 (page 12). Mr. Thompson stated that this is unique – there is some inconsistent language. In this case you could have the same President for decades. He suggested this portion be changed to say one-year. This section needs to be changed, to show office to be held for a calendar year.
- A. Spiva reiterated what J. Morgan stated earlier, the Board member should only be removed by the same body that voted them in.
- J. Dutra stated that the only inconsistency is that there are many things said in closed session that the public does not know. The public will never see some of those communications. This would have to be done in a public way. It is a drastic move and would have to be done in Closed Session, although it would be reported out in Open Session.
- J. Dutra stated that if a majority of the Board thinks that a member is not able to fulfill their duty, and it is a perpetual thing, they should be able to remove them. He believes the majority of the Board should be able to remove a Board member for atrocious actions, whether the Stakeholders have voted in that Board member or not.

- T. Cascaddan asked if there was a way to include both. A way for Stakeholders and the Governing Board to both have a say. This is one of the reasons to have a Subcommittee.
- Mr. Thompson said his concern is that some of the things that happen in Closed Session, which are the basis of your decision, no one else has a right to know about it. That could be problematic.
- E. Palmer stated that there is usually a process before the person is let go. A. Spiva asked what the process would be. Would this be based on a code of conduct? E. Palmer and A. Spiva requested a measure or standard for the bylaws to reference the criteria for this kind of a removal.
- Mr. Thompson stated that in Ed Code there are many offenses. If you try to say ‘this is everything’, then you are in trouble if you inadvertently leave something out.
- SECTION 27 - Change to “Including, but not limited to the Governance Standards”.
- SECTION 10- must be changed.
- Rights of Inspection. FERPA language was added to this section. FERPA is a federal statute that protects student confidentiality rights. Violating FERPA could mean having your federal funding taken away.
- PAGE 7 - T. Cascaddan brought up the fact that the Board could elect a committee to fill in for the vacant Community Representative position. This needs to be worded differently. Mr. Thompson stated that the concept of giving authority of the Board to a committee is not wise. The wording should be changed in A-H. He will change the wording to make it clear.
- A. Spiva asked about the members of the subcommittee. She thought this would include stakeholders from different departments. Mr. Thompson stated that having members of the public and the staff together could be a problem. Maybe change to two (2) confidential district employees.
- E. Palmer stated that this may be good to leave it in and see how it goes.
- C. Wood asked if there is any circumstance when the Board would not make the choice and have a committee make the choice. Mr. Thompson stated ‘no’. Committees do things that will ultimately be the action of the Board. C. Wood wants it to be clear that the Board has the final say and a subcommittee would only be making a recommendation to the Board.
- SECTION 16 – Mr. Thompson will add language to this section.
- SECTION 18 – Mr. Thompson will change this language to say stipends. This refers to the ‘me too’. C. Wood stated that S. Leaman says that the stipulation in Ed Code is to only give a \$240 stipend.
- SECTION 21- Mr. Thompson decided to leave this in. It is common for Corporate bylaws.
- Governance Standards- these were not changed.
- E. Palmer stated that if these are the CEO responsibilities, this entire SECTION 7 should be moved up under SECTION 5. It makes it confusing that the CEO is also the Corporation Secretary. Mr. Thompson stated that it does make sense to move this to SECTION 5 and then explain somewhere that the CEO is also the Corporation Secretary.
- J. Dutra asked if this is just a matter of the Corporation Secretary delegating duties to the Board Secretary. Mr. Thompson asked C. Wood if she gives notice of meetings and stated that it is better to have the items that are specifically Board Secretary responsibilities pulled from this section and the things that are specifically what the CEO does should go up in SECTION 5. T. Cascaddan stated that this is getting a little murky with all of it in the same section, since there are items that are done specifically by the Board Secretary and certain items that are done specifically by the CEO.
- A. Spiva reiterated J. Morgan’s earlier comments regarding the current bylaws and the designation of Officers. Mr. Thompson stated that he has never seen that. C. Wood stated that it is two (2) separate entities, she is Superintendent and Chief Executive Officer and the Assistant Superintendents are also Chief Academic Officer, etc. This should tie together under ARTICLE 5 which should say Corporate Officers. The President of the Governing Board is not an Officer or the President of the Corporation.
- SECTION 4 may be removed entirely.
- J. Dutra asked to remove SECTION 4 and A. Spiva stated that SECTION 3 should be removed as well, Mr. Thompson stated that would necessitate revising SECTION 1 too.
- Mr. Thompson stated that the President of the Governing Board will be removed from the list of

Corporate Officers. As listed, all they do is run the meetings.

- Remove Secretary and Superintendent and leave in Chief Executive Officer (CEO).
- Mr. Thompson asked if we would like him to take the notes and bring the redline copy (which will show all that has been changed tonight) of the bylaws to the December 19, 2019 Regular Meeting for adoption. The Board agreed.
- V. Garmy addressed the Governing Board:
 - Regarding the H.R. portion. No one brought up, during this discussion about Board member removal, the issue of holding the Governing Board accountable.
 - The 33% math scores are a big problem as the goal is to get to 40%. The charter is in danger if these math scores are not improved. Good teachers will bail. This affects every part of your organization.
 - There are 3.5 years left before the charter is renewed, she does not know of any business that has turned around that kind of performance in that amount of time.
 - Hear your teachers when they communicate that they don't know if the people that are sitting on the Board are the people that they want to see on the Board.
 - Governing Board terms are 2 years, how is the Board going to keep themselves accountable?

9. INFORMATION/ DISCUSSION

9.01 Information/Discussion

Consideration of the Current Projects and Timelines of the E.A.s to the Superintendent/Chief Executive Officer – Cynthia Wood, EdD, Superintendent/Chief Executive Officer

- J. Morgan addressed the Governing Board:
 - She recalls when the Board Secretary was also serving as the Executive Assistant. (E.A.), and there was a long period when there was no E.A., then the at-home (Offsite) E.A. was hired and then an Onsite E.A. was hired in addition.
 - Happy to see that the Board is questioning every financial decision being made, and she appreciates that, especially when we see the budget and the declining reserves, as well as the shocking fact that in two (2) years, our reserves will go down by \$9Million.
 - For a school of 2,000 students, there is a lot of overhead. To have a duplicate of the same position seems unnecessary.
 - What I hear people asking for, if all that the Offsite E.A. is doing is projects, is a list of those projects.
 - Is the Offsite E.A. a 40 hour a week job or a part time job?
 - Is there an end date to this position?
 - What are the different duties and why is it necessary to have two (2) of the same position?
 - Just knowing what an E.A. does (taking minutes, typing, etc.), it is still very unclear what the Offsite is actually doing.
 - Duplications of the same position should not be. We should have a list of what that job truly consists of.
- C. Wood addressed the Onsite E.A. duties:
 - Stated that they do the minutes to the meetings and many day to day support things. She shares this person with Human Resources.
 - The Offsite E.A. is working on the outside projects. The ongoing duties and tasks are the Horizon Learning Center, Architects and support people for the funding of the project.
 - The Offsite also does the lease agreements and negotiations in that regard and is also working on the Reallocation of Expense Plan which will go to the Board and the public. This E.A. also has an insurance license which she finds beneficial.
 - She would like to continue with the shared E.A.
 - Stated that the Offsite E.A. is so heavily involved that to remove them will break continuity and she does not want to do that.

- Recommended leaving this as is and believes that removing one of the E.A.s will make a change in what she can do.
- Stated that she cannot share about this because it is confidential and promised the Board that they will see this in Closed Session. If the Board changes this, she will need to utilize somebody for her outside support for these projects and says it will affect her performance and the overall charter.
- A. Spiva asked:
 - Why, if the Offsite E.A. is so crucial, were they not hired full-time and required to be in the office like everyone else?
 - Why does the Onsite have such a huge office? Why can't that office be utilized for the both of them? If they are so important, why aren't they in the office?
 - Are other employees given the same opportunity to work from home? C. Wood stated "No".
 - C. Wood was asked how the Board approved the addition of another E.A..
 - A list of projects that HR has the Onsite E.A. doing was requested to be presented in Closed Session.
 - C. Wood stated that there are so many things that H.R. does that cannot be shared and asked T. McGill to elaborate. T. McGill stated that they use the Onsite to do research and compile data.
 - E. Palmer asked how many hours the Offsite E.A. works and reiterated what A. Spiva said about wanting to know how much this person is working. If the Offsite is only working part time, could they come in here and assist the Onsite E.A.. E. Palmer would like to know what percentage these E.A.s work.
 - T. Cascaddan would like to be able to tell staff the basics – the transparency will go a long way.
 - A. Spiva stated that looking at the financial state of our school and having multiple E.A.s and not even being told what hours they are working is something that needs clarification.
 - The Board requested transparency with regard to these two (2) positions. If this must be done in Closed Session, that is fine.
 - J. Dutra stated that to put a halt on the Offsite E.A. would be detrimental.
 - T. Cascaddan stated that as long as there is not transparency, people will continue to question.
 - J. Dutra suggested putting an end date so that the hours are shrinking as jobs are getting done. Then have an Onsite E.A. full time for the CEO and hire another for Human Resources.
 - C. Wood stated that we are getting lost in the weeds with this one temporary position and stated, "As you look at the whole picture, you will see".
 - A. Spiva asked the rest of the Board what they want as a time frame. She suggested reevaluating the temporary Offsite E.A. in June.
 - E. Palmer requested a progress report from the Offsite E.A. Allow them to finish the projects they are on and then let them go.
 - E. Palmer wants updates on this. A. Spiva and T. Cascaddan agreed and requested progress reports from the Offsite E.A. in February for the past six (6) months. Reevaluation in June. Some of these things should be completed in the coming months.
 - E. Palmer stated that they are not seeing anything from the Offsite E.A.
 - A. Spiva requested that the Offsite E.A. should be required to come in to the office, even if just for a few hours a week. It isn't fair for the temp to have privileges that full time employees don't even have.
 - J. Dutra stated that demanding the Offsite to come in may make her go elsewhere and stated, "We don't like making agreements with people and then changing".
 - T. Cascaddan asked for more information to allow the Board to have an idea on what this person is doing. There must be transparency. Staff does not know what is going on. It would be nice to be able to tell the staff what they need to know in order to understand. At least this would be an attempt to communicate with staff. If it is not transparent, staff will continue to ask questions.
 - A. Spiva requested that in the future, we don't hire temporary employees to work from home.

- C. Wood stated that if you want the person to come into the office and work, you won't see them much because their work is Offsite. She does not know what this person will think about this.
- E. Palmer stated that she understands some of the work must be done Offsite, but as of this evening we aren't even told how many hours they are working.
- E. Palmer wants the information of how many hours a week the Offsite works in the update next month. T. Cascaddan asked for a copy of the timesheets in Closed Session.
- E. Palmer stated that people may not know what truly goes in to other people's jobs. She suggested keeping an open mind.
- A. Spiva asked for a list of things that the Onsite E.A. is doing for the CEO and HR.
- C. Wood stated that if this is done with the Onsite E.A., it would have to be done for everyone. It is not fair to ask H.R. to share what the E.A. is doing
- A. Spiva stated that it is appropriate to understand the whole scope of this.
- J. Dutra stated that he does not see a problem with giving someone with this type of experience these kinds of accommodations, especially since this is just a temporary situation.
- Suggested allowing the Offsite E.A. to finish current projects and then moving the Onsite to absorb that position and letting the Offsite go.

9.02 Information/Discussion

Consideration of the Salary Comparable Study – Terri McGill, Assistant Superintendent, Administrative Services/Chief Operations Officer; Roxanne Regules, Human Resources Support

- J. Morgan handed out information from the Board of Education website:
 - Stated that it was passed out the night that the CEO's salary was approved. During the Brown Act training, Mr. Gant stated that the salary should have been discussed in Open Session.
 - J. Morgan requested the referenced study but she was not given it.
- T. McGill and R. Regules presented the process that they followed when doing the salary study last year.
- They first categorized the employee groups. Negotiated with the Union, which districts would be used for the study.
- There are five (5) classification groups. Within those groups, you have classifications.
- In some cases it was apples to apples. When the jobs were unique, they used similar.
- They pulled salary schedules and benefits. Then they compared days worked and the beginning and ending ranges on the salary schedule. This is like a per diem.
- Then they made spreadsheets of every job. Every group chose the districts that they wanted to use as comparisons.
- From this, they had the low and high salary from each district and then determined what the average was. That was when the 60% rate came in, and the 'target of fairness'.
- T. McGill stated that as jobs opened, they would create the job descriptions.
- R. Regules stated that there was an extensive amount of research that went into this.
- C. Wood stated that the intent was to correct salary schedules so that our people were competitively paid.
- T. Cascaddan asked if this information was ever shared with staff. T. McGill stated that it was shared with Directors.
- T. Cascaddan stated that now that has been done, it should be much easier next time.
- R. Regules stated that they worked with 28 school districts and utilized legal to assist in this process.

10. GOVERNING BOARD

10.01 BOARD MEMBER REPORTS/COMMENT

- A. Spiva requested information on accessing the CSDC website, on behalf of the Governing Board. It would be free to our Board, since we are members of CSDC.

10.02 FUTURE AGENDA ITEMS

- December 19, 2019- Regular Meeting of the Governing Board

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

3.01 POLICY 3.4: MONITORING CEO PERFORMANCE (Government Code Section 54957)

Horizon Charter Schools Governing Board
Cynthia Wood, EdD, Superintendent/ Chief Executive Officer

4. ADJOURN TO OPEN SESSION

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

10 PM

11. ADJOURNMENT – 11:10 P.M.

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