

Orange County Workforce Innovation High School

Minutes

Operated by Western Educational Corporation

A California Non-Profit Public Benefit Corporation

Date and Time

Tuesday October 20, 2020 at 12:00 PM

Location

Conference Line: (661) 249-6805 Code:525676

MEETING LOGISTICS

On March 17, 2020, Governor Newsom issued Executive Order N-29-20 related to the COVID-19 pandemic. The Executive Order allows state bodies covered by the Brown Act to hold public meetings via teleconferencing. The public is encouraged to participate in the meeting telephonically by dialing the conference line listed above and may submit written comments for prior consideration to the board members. Comments can be submitted to vmendoza@workforcehs.org. Public comment on the day of the meeting can also be given during the "Public Comment" section of the meeting agenda.

REASONABLE ACCOMMODATION WILL BE PROVIDED FOR ANY INDIVIDUAL WITH A DISABILITY

Please see the "Accommodations" notice below.

REMINDER

As required by state law (SB 126), this meeting will be audio recorded and posted on the charter school's website.

Directors Present

Claudette Beck (remote), Frank Lukacs (remote), Michael R Adams (remote)

Directors Absent

None

I. Opening Items

A. Call the Meeting to Order

Michael R Adams called a meeting of the board of directors of Orange County Workforce Innovation High School to order on Tuesday Oct 20, 2020 @ 12:00 PM.

Board President Adams read aloud the notices regarding meeting logistics, accommodations, and audio recording.

B. Roll Call and Establishment of Quorum

C. Pledge of Allegiance

Board Member Lukacska led the pledge of allegiance.

D. Staff Introductions

Jeff Brown, CEO
Jeri Vincent, Corporate CFO/Secretary
Julie Parra, Area Superintendent
Jeff Martineau, V.P. of Charter Relations
Gregory Bordo, Legal Counsel
Bill Thompson, Legal Counsel
Guita Sharifi, CFO, LLAC
Michelle Lopez, Legal Counsel, LLAC

E. Approve Agenda for the October 20, 2020, Regular Public Meeting of the Board of Directors

Frank Lukacska made a motion to approve the agenda for the October 20, 2020, Regular Public Meeting of the Board of Directors.
Claudette Beck seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

Michael R Adams Aye
Frank Lukacska Aye
Claudette Beck Aye

F. Approve Minutes of the September 21, 2020, Regular Public Meeting of the Board of Directors

Frank Lukacska made a motion to approve the minutes from the September 21, 2020, Regular Public Meeting of the Board of Directors Operated by Western Educational Corporation on 09-21-20.
Claudette Beck seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

Frank Lukacska Aye
Michael R Adams Aye
Claudette Beck Aye

II. Public Comment

A. Public Comment

Board President Adams read the following announcement for members of the public:

At this time, members of the public may address the Board on any item within the subject matter jurisdiction of the Board, whether or not the item is on the agenda. If you would like to participate in public comment, you must have signed in before the commencement of the meeting. Also, our teleconference line is open to members of the public who wish to participate in public comment. The time allotted per presentation will not exceed three (3) minutes, except in the case where a member of the public utilizes a translator, in which case the time allotted will not exceed six (6) minutes. The total time allotted for public comments will not exceed eighteen (18) minutes per agenda item, or ten (10) minutes for non-agenda items. In accordance with the Brown Act, no action may occur at this time but it is the Board's prerogative to hold a brief discussion, provide information to the public, provide direction to staff, or schedule the matter for a future meeting.

Board President Adams asked if there were any members of the public who wished to offer public comment. There were no members of the public who offered public comment or submitted written comment.

III. School Reports and Information

A. Area Superintendent Update

Julie Parra informed the board that the school has begun in-person instruction two days per week and has followed all pre-opening guidelines and county and school safety protocols to ensure the safety of staff and students. Ms. Parra also updated the board on the school's staff training regarding student testing, the updated NWEA tracking system, and data review process. Ms. Parra reported that the school submitted requests for a material revision of the school's charter and the charter renewal petition to the Orange County Board of Education (OCBE) on October 7. The school will present to the OCBE on November 4 with the vote for both petitions to be held at the January 6, 2021, OCBE board meeting.

B. WIOA Update

Julie Parra informed the board of the school's upcoming WIOA staff training to update all staff on current WIOA services provided by each WIOA partner and updates to the school's Student Information System for student tracking. The training will also be available online for staff reference and new teacher training. Ms. Parra then discussed student activity with three WIOA partners - Santa Ana Workforce, Access and Orange County Youth Center.

Board Secretary Beck requested Ms. Parra to update the board on the school's WIOA training during the next regular board meeting.

C. Finance Update

Jeri Vincent informed the board that Guita Sharifi will provide a finance update during the line of credit action item noted later on the agenda.

D. Current Vendor List

Jeri Vincent directed the board to the vendor list, which includes a summary of services provided and informed the board this will be an annual informational report and encourage the board to review and request for any additional information if needed.

E. Update on Area Superintendent Evaluation Policy

Jeri Vincent directed the board to the draft Area Superintendent Evaluation Policy and Procedures for the board's review and input. Ms. Vincent recommended the board take action for approval during the next regular board meeting. The draft policy describes an annual evaluation process based on specified criteria to be based on the school's goals and success indicators agreed upon by the board, Corporate Officers and the Area Superintendent, and the development of a specific written instrument to be used in the final evaluation

F. The Board will receive a report on a comparative market study completed by outside legal counsel concerning the fees charged by Lifelong Learning Administration Corporation (dba Sequoia Administrative Resources (SAR)/ Scholastic Education Resources (SER))

Julie Parra explained the school has requested Greg Bordo, outside legal counsel, to perform a comparative market study for educational and administrative services received by the school and related fees paid, and introduced Mr. Bordo to present the study.

Greg Bordo of Blank Rome, LLP, provided a report to the board regarding a study completed concerning the fees charged by LLAC to the school for administrative and educational services. Mr. Bordo explained that in order to test the reasonableness of the fees charged,

counsel undertook an extensive study of fees charged by providers of educational and administrative services to charter schools at the local, state and national level. The information needed to undertake the study is not readily available. Thus, the study consisted of a review of Form 740 submissions by California independent study charter schools, minutes and submissions in connection with board meetings held by other charter schools regarding the approval of management and service agreements, as well as other publicly available information. Mr. Bordo summarized the information in his report and attachments provided to the board in advance of the meeting and reported his conclusions to the board that are based upon the market data and the types and scope of services provided. Mr. Bordo explained that this information demonstrates that the fees charged by LLAC are reasonably commensurate with the market rate for these services. Mr. Bordo also reminded the board it is important to note the school is also receiving many services that are specific to both the goals and mission of the school and to the at-risk student population the school serves, which are tailored to the Learn4Life educational model. Board Member Lukacs and Mr. Bordo further discussed the LLAC fees and services, and the comparative fees analysis.

Board Secretary Beck thanked Mr. Bordo for his comprehensive report.

Board President Adams also thanked Mr. Bordo for his thorough research and report.

IV. Action Items

A. The Board will be asked to approve a temporary line of credit limit increase due to the State apportionment deferral period starting in February 2021

Julie Parra explained that due to the state apportionment deferrals beginning February 2021, the school will need to temporarily increase its line of credit with Hanmi Bank to maintain minimum levels of cash during the deferrals of apportionment payments. The increase would be on a temporary basis beginning February 2021 with a projected repayment by November 2021. Ms. Parra introduced Guita Sharifi to provide additional information.

Ms. Sharifi informed the board the payment deferrals will amount to 39% of the school's annual revenue with deferred payments ranging from 50% to 100% being deferred 2-5 months. She noted this school is recommending the board take action to temporarily increase the line of credit to maintain adequate cash flow and discussed the maximum amount temporarily needed by the school. Ms. Sharifi also reported the school is reviewing additional short term borrowing options and will update the board during the next regular board meeting. Ms. Sharifi informed the board the school is currently preparing the first interim report and the annual audit report, which will be presented to the board for approval at the next regular board meeting.

Frank Lukacs made a motion to approve a temporary line of credit limit increase due to the State apportionment deferral period starting in February 2021.

Claudette Beck seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Michael R Adams Aye

Frank Lukacs Aye

Claudette Beck Aye

B. The Board will be asked to approve the revised salary ranges for the Area Superintendent

Jeri Vincent informed the board that due to the expansion of the roles and responsibilities of the Area Superintendent, an updated compensation study was requested to be performed by outside legal counsel, Greg Bordo of Blank Rome LLP. Ms. Vincent introduced Mr. Bordo to present the study.

Mr. Bordo reviewed for the Board its obligations when considering compensation, the laws applicable to compensation for executives of non-profit entities, and other pertinent legal considerations. Mr. Bordo discussed the research and analysis performed in determining the prevailing ranges for public and charter school superintendent compensation in California, including comparing factors such as district size (ADA), geographic location, and student demographics. Mr. Bordo then explained that the proposed new range for the area superintendent salary is within the range of reasonableness based upon the market data obtained.

Frank Lukacs made a motion to approve the revised salary ranges for the Area Superintendent.

Claudette Beck seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Claudette Beck Aye

Frank Lukacs Aye

Michael R Adams Aye

V. ADDITIONAL CORPORATE OFFICERS AND BOARD MEMBERS' OBSERVATIONS AND COMMENTS

A. Observations and Comments

Jeff Brown congratulated Ms. Parra on the school's charter renewal submission and provided his support on the upcoming charter renewal public hearing on November 4. Mr. Brown also thanked the finance department for their support services.

Jeri Vincent expressed her gratitude for Ms. Parra's diligence in monitoring the students' academic needs and in-person instruction. Ms. Vincent thanked Mr. Bordo for his comprehensive reports and presentations to the board.

Board Secretary Beck and Board Member Lukacs thanked Ms. Sharifi for carefully monitoring the school's financial position and the ongoing changes in the state's apportionment payments.

VI. Closing Items

A. Adjourn Meeting

Frank Lukacs made a motion to adjourn the meeting.

Claudette Beck seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Claudette Beck Aye

Michael R Adams Aye

Frank Lukacs Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 12:40 PM.

Respectfully Submitted,
Claudette Beck

Accommodations. Requests for disability-related modifications or accommodations, or translation services, in order to enable all individuals to participate in the Charter School's open and public meetings shall be made by contacting Soliman Villapando at (661) 272-1225 at least twenty four (24) hours before the scheduled meeting.

Non-Discrimination. The Charter School prohibits discrimination, harassment, intimidation, and bullying based on the actual or perceived characteristics of disability, gender, gender identity, gender

expression, nationality, national origin, ancestry, race or ethnicity, color, religion, sex, sexual orientation, immigration status, potential or actual parental, family or marital status, age, or association with an individual who has any of the aforementioned characteristics, or any other basis protected by federal, state or local law.

Public Documents. To request documents provided to a majority of the governing board regarding an open session item on this agenda, please send an email request to vmendoza@workforcehs.org.