



## Regular Board Meeting Minutes

Thursday, March 12, 2020, 5:00 p.m.

**I. CALL TO ORDER -- Board President Danelle Fisher called the meeting to order at 5:25 pm.**

**II. ROLL CALL --**

Board Members: Suzanne Madison Goldstein, Danelle Fisher, Miles Remer, Vicki Graf, Mary McCullough, Ben Tysch, Mike Abercrombie, Matthew Swanlund

Staff/Guests: Shawna Draxton, Jennie Brook, Janine Bielski, Susan Kim and Tait Anderson of ExED

Absent: None.

**III. ITEMS FOR BOARD INFORMATION AND/OR DISCUSSION, INCLUDING COMMITTEE AND SCHOOL LEADERSHIP REPORTS**

<b>Item #1:</b>	<b>Executive Director Monthly Report</b>
<b>Description:</b>	(a) Academic Achievement Report (b) School Climate and Culture (c) Human Capital
<b>Purpose:</b>	Information and Discussion
<b>Presented By:</b>	Dr. Shawna Draxton
<b>Materials:</b>	To Be Distributed
<b>Est. Time:</b>	Brief discussion of ED's monthly report; truncated in light of COVID19 emergency matters.

<b>Item #2:</b>	<b>Finance Updates</b>
<b>Description:</b>	General updates
<b>Purpose:</b>	Board Informative
<b>Presented By:</b>	Miles Remer

<b>Materials:</b>	To Be Distributed
<b>Est. Time:</b>	10 Min
<b>Minutes:</b>	ExED reviewed sequence of events for the last several months in the transition with Stephen's departure. Certain budgetary items especially around salaries/benefits were inaccurately forecast. As a result, year end numbers look different than budget. Even with enrollment at HS down, the revenue side was fairly close; personnel costs were higher. Questions from Fisher, Goldstein,, Abercrombe and Tysch, re the year end net income/loss numbers, monthly reports, etc. Paused discussion for emergency item re COVID19.

<b>Item #3:</b>	<b>Legislative and General Updates + SB 126 Informative</b>
<b>Description:</b>	General updates
<b>Purpose:</b>	Board Informative
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	N/A
<b>Est. Time:</b>	None.

<b>Item #4:</b>	<b>Development Updates</b>
<b>Description:</b>	General updates
<b>Purpose:</b>	Board Informative
<b>Presented By:</b>	Mike Abercrombie
<b>Materials:</b>	N/A
<b>Est. Time:</b>	5 Min
<b>Minutes:</b>	Mike Abercrombie provided a recap of gala. Framework for next year is set. Corporate relationships are being tracked for building upon. Priority for the last quarter is to get the mark/comm stuff ready to go.

<b>Item #5:</b>	<b>CA School Dashboard Indicators</b>
<b>Description:</b>	Discuss CA Dashboard items in yellow or below
<b>Purpose:</b>	Board Informative
<b>Presented By:</b>	Dr. Shawna Draxton
<b>Materials:</b>	CA Dashboard for WISH Community and Academy
<b>Est. Time</b>	5 Min
<b>Minutes:</b>	Dr. Draxton indicated that internal data is being used currently to do assess progress and performance with emphasis on subgroups.

<b>Item #6:</b>	<b>EL Outreach Update</b>
<b>Description:</b>	Outcomes of past outreach/new strategies to be implemented
<b>Purpose:</b>	Oversight
<b>Presented By:</b>	Dr. Shawna Draxton
<b>Materials:</b>	N/A
<b>Est. Time</b>	10 Min

<b>Minutes:</b>	In addition to outreach updates previously reported, Danelle reported some additional outreach in Del Rey area re Spanish language via family clinics.
-----------------	--

<b>Item #7:</b>	<b>LCAP</b>
<b>Description:</b>	Review CSD Feedback and discuss any necessary shifts
<b>Purpose:</b>	Oversight
<b>Presented By:</b>	Jennie Brook/Susan Kim
<b>Materials:</b>	LCAP in board folder
<b>Est. Time:</b>	10 Min
<b>Minutes:</b>	No updates from past meeting. Admin attended training for preparation. Will be presented at the May meeting

<b>Item #8:</b>	<b>Board Development</b>
<b>Description:</b>	Discuss evaluation and recruitment
<b>Purpose:</b>	Information and discussion
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	CCSA Document
<b>Est. Time:</b>	10 Min
<b>Minutes:</b>	Matrix will be recirculated.

<b>Item #9:</b>	<b>FISCAL Training</b>
<b>Description:</b>	Annual discussion of WISH's fiscal policies and procedures
<b>Purpose:</b>	Understanding oversight obligations, fiscal policies and procedures
<b>Presented By:</b>	Susan Kim/Jennie Brook
<b>Materials:</b>	Documents in board folder
<b>Est. Time:</b>	15 Min
<b>Minutes:</b>	Tabled for scheduling in future, possibly online.

<b>Item #1:</b>	<b>Distribution and Collection of Form 700</b>
<b>Description:</b>	Filing a Form 700 - Statement of Economic Interests (SEI) is a state-mandated requirement for individuals who make decisions or advise on decision making at any government agency in California. The requirement is part of the Political Reform Act enacted in 1974, which was passed by California voters to promote integrity in state and local government by helping agency decision makers avoid conflicts between their personal interests and official duties. Under the Act, these individuals are required to disclose assets and income, which may be materially affected by their official actions.
<b>Purpose:</b>	2018-19 completed forms and 2019-20 new form and instructions to be distributed and completed at the March meeting
<b>Presented By:</b>	Jennie Brook
<b>Materials:</b>	Form 700 materials in board folder
<b>Est. Time:</b>	15 Min

<b>Minutes:</b>	Will be distributed via email; original in blue ink sent out for return submission
-----------------	--

#### IV. ITEMS FOR BOARD ACTION

A. **CONSENT ITEMS:** Board Vice President referenced each item below to determine whether requested pulling item for discussion. Item 7 pulled for discussion by Mike Abercrombie. Without objection, Items 4 and 5 were tabled.

<b>Item #1:</b>	<b>Approval of Board Minutes from February 13, 2020 (written and audio)</b>
<b>Description:</b>	Review and approve February 13, 2020 meeting minutes
<b>Purpose:</b>	Vote
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	November Meeting Minutes
<b>Est. Time:</b>	2 min

<b>Item #2:</b>	<b>Approval of Revised Board Minutes from September 2019</b>
<b>Description:</b>	Clarification re matters discussed at September 2019 meeting
<b>Purpose:</b>	Vote
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	Revised September 2019 Meeting Minutes
<b>Est. Time:</b>	2 min

<b>Item #3:</b>	<b>Approval of Revised Board Minutes from December 2019</b>
<b>Description:</b>	Clarification re action recorded in December 2019 meeting minutes
<b>Purpose:</b>	Vote
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	Revised December 2019 Meeting Minutes
<b>Est. Time:</b>	2 min

<b>Item #4:</b>	<b>2019-2020 Vendor Contracts</b>
<b>Description:</b>	Review proposed agreements; discussion and vote re same
<b>Purpose:</b>	Oversight
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	Proposed 2019-2020 contracts with: <ul style="list-style-type: none"> <li>• Other</li> </ul>
<b>Est. Time:</b>	2 min

<b>Item #5:</b>	<b>Review and/or Update Non-Profit IRS Form 990 Policies</b>
<b>Description:</b>	The IRS Form 990 is the annual information return filed by non-profit charter schools. The IRS Form 990 includes a

	Governance, Management and Disclosure section. Charter Schools are required to disclose the following policies: Conflict of Interest Policy, Whistleblower Policy, Document Retention and Destruction Policy, Expense Reimbursement Policy, Gift Receiving Policy, and Compensation Approval Policy. May is the final deadline.
<b>Purpose:</b>	Board Approval Required
<b>Presented By:</b>	Jennie Brook/Susan Kim
<b>Materials:</b>	Form 990
<b>Est. Time</b>	10 min

<b>Item #6:</b>	<b>Consolidated Application (ConApp) reporting - Winter</b>
<b>Description:</b>	The ConApp documents participation in federal programs and reserves or reports funding expenditures to ensure compliance with federal program requirements. The School Site Council's (SSC) review of the spending plans is reported via the ConApp.
<b>Purpose:</b>	Due to Authorizer
<b>Presented By:</b>	Jennie Brook
<b>Materials:</b>	Fiscal and programmatic requirements
<b>Est. Time</b>	10 min

**Suzanne Madison Goldstein moved to approve the consent agenda with respect to Items 1, 2, 3 and 6; Matthew Swanlund seconded. Roll call vote as follows:**

Dr. Danelle Fisher, <i>President</i>	Y	Suzanne Madison Goldstein, <i>Vice President &amp; Secretary</i>	Y
Dr. Vicki Graf	Y	Dr. Mary McCullough	Y
Matthew Swanlund	Y	Benjamin Tysch	Y
Mike Abercrombie	Y	Miles Remer, Treasurer	Y

<b>Item #7:</b>	<b>Selection of Independent Auditor</b>
<b>Description:</b>	Discussion of requirements and recommendations re periodic change of firms. Discussion of Ide Bailey, which is related to prior firm but new partner handling.
<b>Purpose:</b>	Oversight
<b>Presented By:</b>	Miles Remer
<b>Materials:</b>	N/A
<b>Est. Time</b>	10 Min
<b>Minutes:</b>	Motion by Miles Remer to ratify selection of Ide Bailey; seconded by Mike Abercrombie. Roll call vote as follows:

Dr. Danelle Fisher, <i>President</i>	Y	Suzanne Madison Goldstein, <i>Vice President &amp; Secretary</i>	Y
--------------------------------------	---	--	---

Dr. Vicki Graf	Y	Dr. Mary McCullough	Y
Matthew Swanlund	Y	Benjamin Tysch	Y
Mike Abercrombie	Y	Miles Remer, Treasurer	Y

**EMERGENCY ITEM ADDED PURSUANT TO GOVERNMENT CODE SECTION § 54954.2(b)(1):**

<b>Item #1:</b>	<b>Board Resolution to allow Dr. Draxton the authority to close school</b>
<b>Description:</b>	To ensure WISH responds effectively to the threat and impacts of Coronavirus (COVID-19)
<b>Purpose:</b>	This board resolution gives the lead administrator the authority to close school in alignment with local, state, and federal guidance and directives.
<b>Presented By:</b>	Dr. Shawna Draxton
<b>Materials:</b>	YMC Legal Alert in Board Folder
<b>Action</b>	Following discussion, Suzanne Madison Goldstein moved to approve the resolution; Matthew Swanlund seconded. Roll call vote as follows:

Dr. Danelle Fisher, <i>President</i>	Y	Suzanne Madison Goldstein, <i>Vice President &amp; Secretary</i>	Y
Dr. Vicki Graf	Y	Dr. Mary McCullough	Y
Matthew Swanlund	Y	Benjamin Tysch	Y
Mike Abercrombie	Y	Miles Remer, Treasurer	Y

**B. ACTION ITEMS FOR DISCUSSION AND/OR VOTE:**

<b>Item #1:</b>	<b>Governing Board Bylaws</b>
<b>Description:</b>	Update to WISH, Inc. Bylaws
<b>Purpose:</b>	For Vote. Update and make compliant WISH, Inc. Bylaws
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	WISH, Inc. Bylaws
<b>Est. Time</b>	10 Min
<b>Minutes:</b>	Without objection, Board chair tabled item for future consideration. No action taken.

<b>Item #2:</b>	<b>Brown Act Training</b>
<b>Description:</b>	Annual discussion of Brown Act policies
<b>Purpose:</b>	Understanding the Brown Act's Open Meeting Requirements.
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	Powerpoint presentation
<b>Est. Time:</b>	15 Min

<b>Minutes:</b>	Moved to April in light of emergency business re COVID/school closures.
-----------------	---

<b>Item #3:</b>	<b>Second Interim Financial Report</b>
<b>Description:</b>	Charter schools are required to file two reports during a fiscal year (interim reports) on the status of the charter school's financial health. The second interim report is typically due to the charter school's authorizer prior to March 15 for the period ending January 31 including a fiscal year-end forecast. Governing boards may review the interim report after the submission date.
<b>Purpose:</b>	Board Approval required by ExED and CSD
<b>Presented By:</b>	Jennie Brook/Susan Kim
<b>Materials:</b>	Materials in board folder
<b>Est. Time:</b>	15 Min
<b>Minutes:</b>	Discussion of the second interims submitted to district on 3/2, as it dovetails with earlier fiscal discussion. Mike Abercrombie moved to receive the Second Interim Report; Suzanne Madison Goldstein seconded. Roll call vote as follows:

Dr. Danelle Fisher, <i>President</i>	Y	Suzanne Madison Goldstein, <i>Vice President &amp; Secretary</i>	Y
Dr. Vicki Graf	Y	Dr. Mary McCullough	Y
Matthew Swanlund	Y	Benjamin Tysch	Y
Mike Abercrombie	Y	Miles Remer, Treasurer	Y

**VI. PUBLIC COMMENT**

**VII. CLOSED SESSION ITEMS:**

<b>Item #1:</b>	<b>Pending Litigation and/or Conference with Legal Counsel</b>
<b>Description:</b>	<u>Purpose and Authority:</u> <u>2 pending cases; conference with legal counsel –</u> Closed session subject to: <ul style="list-style-type: none"> <li>• California Government Code section 54956.9(d)(2)</li> <li>• California Government Code section 54956.9(d)(4)</li> <li>• California Government Code section 54956.9(e)(2)</li> <li>• California Government Code section 54956.9(e)(5)</li> </ul>
<b>Purpose:</b>	Information and Discussion of Pending Litigation and/or Conference with Legal Counsel
<b>Presented By:</b>	Suzanne Madison Goldstein

<b>Materials:</b>	<ul style="list-style-type: none"> <li>• 9/20/19 LAUSD Over-allocation Letter to WISH Academy (2017-18)</li> <li>• 9/20/19 LAUSD Over-allocation Letter to WISH Academy (2018-19)</li> </ul>
<b>Est. Time</b>	15 mins.

<b>Item #2:</b>	<b>Pending Litigation and/or Conference with Legal Counsel</b>
<b>Description:</b>	<u>Purpose and Authority:</u>  <u>1 pending case; conference with legal counsel</u> – Closed session subject to: <ul style="list-style-type: none"> <li>• California Government Code section 54956.9(d)(2)</li> <li>• California Government Code section 54956.9(d)(4)</li> <li>• California Government Code section 54956.9(e)(2)</li> <li>• California Government Code section 54956.9(e)(5)</li> </ul>
<b>Purpose:</b>	Information and Discussion of Pending Litigation and/or Conference with Legal Counsel
<b>Presented By:</b>	Suzanne Madison Goldstein
<b>Materials:</b>	N/A
<b>Est. Time</b>	5 mins.

**Board President announced the commencement of closed session in compliance with the above-cited statutes at 7:10 pm to allow the board to confer telephonically with outside counsel YMC. The Board President announced the resumption of open session at 7:28 pm and reported out as follows:**

**Discussion only No action taken.**