

# Summit Public Schools California Board Meeting - February 18, 2021

## Open Session Transcript (Audio Length: 1 hour 52 minutes 8 seconds)

**Diane:** Interested in making a public comment, there is a form to request to speak and make a public comment and so I invite you to do that if you would like to. All right, well, welcome everyone. I think we will call the meeting to order, it is noon and the meeting is called to order at that time. Valeria will you call roll, please?

**Valeria:** Of course. Steve?

**Steven:** Present.

**Valeria:** Blake?

**Blake:** Present.

**Valeria:** Dr. Munchi?

**Anisha:** Present.

**Valeria:** Bob? Bob? Okay.

**Steven:** Bob, you might be on mute.

**Valeria:** He is on mute.

**Blake:** Hey Bob, can you hear us? Bob Oster? I don't think he can hear us.

**Diane:** He's off mute now. Interesting.

**Blake:** We see him. I don't know if that counts as present. You say that about me often?

**Valeria:** We can come back to Bob. Diego?

**Diego:** I'm here.

**Valeria:** Meg?

**Robert:** You guys can't hear?

**Diane:** Oh, there you are.

**Robert:** I'm sorry about that.

**Valeria:** Bob's here. Andy?

**Andy:** Yeah.

**Valeria:** Andy's here. We have a quorum for today's meeting.

**Diane:** Thank you, Valeria, I appreciate that. All right. Next up on our agenda, agenda item number two is the approval of the agenda. Do I have a motion to approve the agenda?

**Steven:** So moved.

**Diane:** Thank you.

**Blake:** Second.

**Diane:** Thank you Blake for the second. Any discussion? All right, let's do a roll call vote. Bob?

**Robert:** Yeah, aye.

**Diane:** Diego?

**Diego:** Aye.

**Diane:** Blake?

**Diego:** Aye.

**Diane:** Steve?

**Steven:** Aye.

**Diane:** Andy? Andy's muted.

**Andy:** Aye, sorry.

**Diane:** Thank you. And Dr. Munshi.

**Anisha:** Aye.

**Diane:** Great. Good news, no one has a cat filter on yet, so we're in good shape for today everyone, it's going to be great. All right, we haven't approved agenda for our meeting and next up is item number three. This is the approval of the December 11th, 2020 SPS California Board of Directors meeting minutes. Do I have a motion to approve those minutes?

**Blake:** So moved.

**Diane:** Thank you, Blake. And do I have a second? Diego, I think I heard a second from you, is that correct?

**Diego:** Yes.

**Diane:** Great. Any discussion? Okay. One more roll call vote on this one everyone. We'll start with Bob.

**Robert:** Aye.

**Diane:** Diego.

**Diego:** Aye.

**Diane:** Blake.

**Blake:** Aye.

**Diane:** Steven.

**Steven:** Aye.

**Diane:** Andy.

**Andy:** Aye.

**Diane:** And Dr. Munshi.

**Anisha:** Aye.

**Diane:** Great. So that motion carries unanimously. We'll next move on to agenda item number four,

which is public comment. This is public comment specifically on two agenda items. Items number five, which is the Brown Act Training and Conflict of Interest Training and item number six, which is closed session. Valeria, do we have any requests to speak from the public on these two items on the agenda?

**Valeria:** At the moment we don't have any requests for public comment on close session or Brown Act and Conflict of Interest training.

**Diane:** Thank you, Valeria, I appreciate that. I know you'll continue to monitor and let us know if we receive any. Excellent. Okay, well, let's move on to agenda item number five then, which is Brown Act Training and Conflict of Interest Training. I'm going to turn it over to our legal counsel, Nnanna, as well as our outside counsel to provide this training for us.

**Nnanna:** Sure. I'd like to introduce Greta Proctor of Procopio who will be providing our annual Brown Act Training and Conflict of Interest Training for the board and anyone who's interested, including summit staff.

**Greta:** Good afternoon everyone, I'm Greta. I've met some of you. I represent lots of charter schools up and down the state of as well as other public agencies and today I'm going to give your training on Brown Act and fiduciary duties and avoiding conflicts of interest. So I am going to try to share my screen here, but I'm getting a message that I can't do it while someone else is sharing. There we go. All right. Okay.

So as I go through the presentation, please interrupt me. I want this to be useful. Just chime in, it's a little bit tough to watch the chat function while doing this. So it's better to just interrupt me and ask questions as we go. I'll try to give some hypos and examples as we go. But my goal is that this is important and useful for you. So we're going to cover these two topics. Oh, let me get in here, there we go.

First, I'm going to start by going over SB-126. This is a new law that provides context for while these laws apply to charter schools. I'm also going to talk a little bit about the new requirements under SB-126 about where you can hold your meetings, and then we'll move right into Brown Act, spend the bulk of our time talking about the Brown Act and running open-end public meetings and then we'll move into the fiduciary duties of board members and part of that is avoiding conflicts of interest. So we'll go over the various lay area of conflict of interest laws that apply to you as charter school board members and at the end, we'll wrap up with a few best practices.

So SB-126, this is the law that went into effect on January 1st, 2020, so about a year ago. This added a new provision of the ed code to make charter schools and the entities that managed charter schools subject to certain public agency transparency laws. Many of these are laws that charter schools were already complying with. Some of them charter schools were not complying with, but this law basically codified what the attorney general had recently said, which is that charter schools should be following these and the laws that issue are the Brown Act, the Public Records Act, two conflict of interest laws, the Political Reform Act and Government Code section 1090, and then this kind of one-off part of 1090, which is the incompatible offices doctrine and I'll talk about that toward the end here. For an organization that does more than just operator charter school, so if you're a non-profit that provides wraparound services to the community, or you have other programs inside of your non-profit besides a charter school.

**Valeria:** Yes, it's the one [inaudible 08:01].

**Greta:** SB-126 actually addresses that and it says that these transparency laws don't apply to the activities that you may do as a board that are unrelated to the charter school, but you have to bifurcate your meetings and separate out your non-charter school business from your charter school-related business. So when it comes to holding meetings, you only have to follow the Brown Act as to your charter school-related stuff but make sure that you're segregating, same goes to your internal public records. So be careful about that if your organization does do things other than directly related to your charter schools. SP 126 also talks about where charter schools need to hold their board meetings and this is during non COVID times. So for a board like summit that manages two or more charter schools that are not necessarily located in the same county, your board needs to hold meetings within the physical boundaries of the county in which the greatest number of pupils enrolled in your schools reside and so you have to keep an eye on where your students are coming from, because it may be very close as between two counties

Male Speaker: Say Greta, assuming it's okay to interrupt. How do we define non-COVID times? When do these guide requirements reimplement?

**Greta:** Yes, when do we have to go back to normal? The executive orders that the governor put out suspending the provisions of the Brown Act aren't clear on that, they say so long as public necessity is there basically. But we know that we're still in COVID times right now, no public agency that I know of has gone back yet to holding meetings in person. For a while there, we had some outliers like LACO that was holding in person meetings long after many had moved to teleconference only or

video conference only, but now everybody is still doing the COVID structure. So I would say for now, you're still in COVID times. I am not sure yet when that's going to end

Male Speaker: So would you or Nnanna or somebody guided, because we always want to be on the responsible end of the spectrum, that's just our culture, but also we certainly don't want to be jeopardizing anybody too soon. So who do we turn to, to have that guidance?

**Greta:** Yeah, I would say that your inhouse council. Once you've got all your schools reopened and kids are back in the classroom and staff is back on site, maybe at that point, it's time to look at this again and decide whether that might tie to what you should be doing for board meetings. But until that's the case, I think it's certainly fair to say that you're still in COVID times and you're unable to be on your campuses really, at least in the full way that you should.

Male Speaker: Correct.

Male Speaker: Greta, I've got a question on the last slide just really quick. Sorry, to go backwards; this back to back meetings in the charter school and non-charter school related business, we have some philanthropic activities that are all education-related. I think about like Marshall street and some of our credentialing programs and things of that nature that aren't directly in the confines of being our charter school, are you saying that we should have, but as a board we get updates on these activities, should we be separating those into two separate meetings or is it okay to have one continuous meeting? I'll defer to Diane, I don't think we mind keeping them together from an information flow standpoint and a transparency standpoint, but is there a segregation that we should be employing there?

**Greta:** I don't know enough about your external activities to know really whether they're related to your charter school or not, but if you've got external education activities that aren't related to your charter school, you don't have to segregate, but you can. If you do not segregate and you hold all of these as part of one meeting, then that entire meeting needs to comply with Brown Act and you should probably be consistent across the organization if you're doing all of this in one meeting, but you're saying we don't consider those records of those activities to be public records, that's not necessarily a consistent stance. So I would say, look at what your external activities are that are not related to your charter school if you have any and then make a decision, whether you're okay with roping those into the general public nature of this corporation or whether you prefer to segregate them out and there might be really good reasons to segregate them out and not treat them as subject

to all of this stuff.

Male Speaker: Thank you.

**Greta:** So going back to non-COVID times, you've gotta keep an eye on where your students come from and you have to hold your meetings in the location, in the county, where most of your students reside, you also have to have a two-way teleconference location at each of your school sites. So each of your other school sites and resource centers, if you have them, you need to record your board meetings, it can be audio or it can be video and you have to post the recording on your school's website and schools sometimes get confused about this because this does not apply to all charter schools. This requirement to record only applies to charter schools that operate across counties. So because your organization does that triggers the requirement to record the meetings and post it to the website.

These rules about where you can hold board meetings, they don't limit the other rules about board members being allowed to teleconference in, these rules also don't apply to your committees. So to the extent you have standing committees that comply with the Brown Act, those committees can meet, let's say at a home office that's not within the county where you have most of your kids residing and then there are certain exceptions that're really rare, but there are certain exceptions in the Brown Act that still apply. One of them that I have seen charter schools use is an exception that allows the school to meet at their legal counsel's office if it would save the school to do it that way, as opposed to having their lawyer fly up and come to them. So, anyway, this is the context of the new rules about where you can hold meetings and I think for you guys, I wanted to spend a little time on this because I know you do take kids from across counties.

All right, Brown Act. So overview here, this is the open meetings law for local public agencies. Generally, this requires that all of the board's actions be taken during an open meeting. Needs to be duly noticed so that members of the public can decide whether they need to come or want to come. The meeting needs to be accessible to the public and the public needs to be allowed to attend and speak on matters that are on the agenda or at a regular meeting on any matter within the jurisdiction of your board. Going back to COVID does the Brown Act apply during COVID? Yes, but the governor's orders provide some flexibility and the main one is that your meetings can be all virtual like you're doing now. I'll talk a little bit more about this on the next slide. That middle bullet point is the most important one here. That is the policy underlying the Brown Act. Any question you have about Brown Act goes back to this policy generally. When courts interpret questions about the Brown Act,

they interpret it with this policy in mind.

So boards can take action or even have discussions about school business only at meetings. What is a meeting? It's actually broader than the traditional concept of everybody sitting room or sitting in a zoom room. A meeting is anytime a majority of you congregate to talk about business of the school. It doesn't matter if you're making a decision or if you're just spitballing, getting together to talk about business of the school in a group that is larger than a majority is a board meeting under the Brown Act and so you have to be careful to avoid inadvertent meetings, this used to come up at say social gatherings, if a group of you were attending a school graduation, that's fine, you can do that. But the moment that a group of you congregated at the back of the room to talk about, oh, I think we need to do something about this facility issue, I just noticed it while I was here. Once you've got a majority talking about it, you've actually got a board meeting going on and most often this comes up by email or text. So try to avoid serial meetings. Well, you have to avoid serial meetings, try to avoid group emails, group text messages, even if they're happening in a serial fashion, board member one talks to board member two, who then talks to board member three. Once you hit a majority you've triggered an inadvertent meeting. So be really careful about that. Reply alls, I think you all know don't reply all, but be careful about this kind of serial communication too.

Limited exceptions. These are things that are not a meeting. You can all attend a conference together. You can all go to a Brown Act training together if it's open to the public, just be careful about not getting together to discuss school business as a group. You can attend community meetings, social and ceremonial occasions like graduations. You can talk to each other in small groups that are less than a quorum. So two of you could get together. How many board members do you have at the moment?

**Diane:** Seven.

**Greta:** Seven. Okay. So three of you could get together actually without triggering a meeting. And then you can always talk to your school leader one-on-one, that is not a meeting. You can get information only updates from your school leader, like a regular Friday newsletter piped out to the full board that does not trigger a meeting. Don't reply all, but the information only update flowing to the board does not trigger a meeting. From time to time you might receive updates that are sent to the full board by legal counsel. Again, that's not in an inadvertent meeting, but you have to be careful about then the discussion that might start around that. This is a new one, I think it's worth mentioning because boards have a different approach to how they use social media. It's new this cycle, this law



clarifies that public officials can communicate on social media platforms about agency business, but they can't be doing things like liking each other's posts or commenting on each other's posts or commenting on a post on which others start to comment. So be careful about this if you use social media, something as simple as a like, or a retweet or an emoji can be enough to violate this law and some board members do use their social media platforms to retweet the cool things that are going on at the school and that's okay. Just be careful when you've got multiple board members on those platforms. The old rule was that you were okay until you hit a majority. This law is a little bit stricter. It actually says that board member one should not be liking board member two's post about the school period even if you don't have a majority on there. Okay. Committees. So I'm not sure if you have standing committees, does summit use standing committees of the board?

**Diane:** Yes. Maybe.

**Greta:** Okay. If you have standing committees, those need to be complying with the Brown Act, even if they're just advisory. I'm not sure why this slide's showing up blank, but in any case, you've got two types of committees. Standing committees need to comply with the Brown Act, Adhoc committees do not need to comply with the Brown Act. An Adhoc committee has to be comprised a certain way. It is only made up of board members. It's made up of less than a quorum of board members again, so that you don't trigger the majority and it only exists for a limited period of time to address a particular issue and then it goes away. So it's not like your standing committees, your standing committees can include folks from your staff as well as your board members and they exist for an extended period of time, like a finance committee, something like that. Those need to comply with Brown Act. Other types of committees like Adhoc committees, you might have an Adhoc, I don't know, the executive director search committee, that kind of committee does not need to comply with Brown Act and there are good reasons for it not to. Sometimes committees like that need to have flexibility, move swiftly. Just be careful when you compose the committee that you're doing it in such a way that it continues to be Adhoc and it doesn't have to comply with Brown Act.

Types of meetings; there are three types, really only two are in play here, the regular and special meetings. Emergency meetings are very rare, under the Brown Act, an emergency has to be like an actual health and safety emergency or a crippling work stoppage, those are the examples given. We had some emergency meetings for the first time in my career when COVID first came up but we're back to the standard where it's either a regular or special meeting. Regular meetings require 72 hours posting of notice and special meetings require 24 hours posting of notice and that's about as short as

you get. Emergency meetings only require one hour's notice but again, those very rarely come up. Generally, the presiding officer of the organization is the one who's calling a meeting, but a majority of the board can also get together and decide that they want to call a meeting and that discussion about whether or not to call a meeting is not itself a meeting in violation of the Brown Act. I get questions sometimes about, we want to have a board retreat, we want to have a strategic planning session or a study session of the board, same rules apply there. Anytime you have a congregation of a majority of you to discuss any item of school business, especially something like strategic planning, that is a board meeting, and it needs to be agendaized that way.

So teleconferencing during normal times, the rules are pretty draconian. They really don't recognize the reality of kind of modern life, but we have to follow them, all public agencies do. Your agenda the one that needs to be posted 72 hours in advance or 24 hours in advance, that agenda has to identify the teleconference location of any board member who's planning to dial in for the meeting as opposed to attending in person. So you really have to plan ahead in order to teleconference. You also have to post that agenda if you're the board member planning to dial in, you have to post that agenda at your location where you plan to dial in from. So like literally tack it up on the door of your house or your office. The teleconference location needs to be accessible to the public, so to the extent you wanna dial in from home during non-COVID times, you have to let the school know in advance, location pops up on the agenda, you post the agenda outside your home and you open up your living room or wherever you are in your home to any member of the public who wants to come in and participate from that location. You have to do roll call votes whenever you have any board member participating by teleconference, which you all are used to. I see that you're doing roll call votes still, which is great. And you have to have a quorum of your board dialing in from within the jurisdiction when you use teleconferencing.

So no last minute, teleconferencing, no teleconferencing in from your car or from an airport. You really have to plan ahead to use it during non-COVID times. And I get questions sometimes about, well, what about my legal counsel wants to dial in from their car or my CEO wants to dial in from her car, that's actually, okay. These rules only apply to board members, they do not apply to staff or consultants or others who participate in the board meeting. So sorry, board members. Then teleconferencing during COVID, most of the stuff I just went over does not apply. You should still be doing roll call votes, which you are, you should still be providing an opportunity for public participation, which you are, and you should still be posting your agendas on your website in the appropriate timeframes, which you are. So the rest of these things do not apply during COVID. What can the

board consider at a meeting, it's really just what's on your agenda. So you can't go off-script. Your agenda should include a very brief description of what you're going to talk about and the rule of thumb here, I put 20 words or less, the rule of thumb here is actually to put enough on your agenda so that members of the public looking at it know whether it's something they might want to come and talk about or not.

I don't know if you use a consent agenda. I can't remember, but it's okay to use a consent agenda and the purpose of a consent agenda is to move through routine items quickly. Most school districts use consent agendas. I usually recommend creating a heading like information and or action, all in one. You are, sometimes some schools are required to split up agenda items between information only versus action. You're not required to do that under the Brown Act and you limit your flexibility somewhat when you do that, if you do agendize something as information only that is a signal to the public that the board will not take action on it. So the board can't take action on something if it's agenda is information only. So you can do this either way. I recommend leaving yourself flexibility, but if you do not leave yourself flexibility, just be careful that you're not taking action on anything that's on an information portion of your agenda. Then one-click rule, this was new a few years ago, but some agencies have not quite caught up. Your agenda needs to be posted on your website in a format that is accessible to anyone who visits your website in one click, it has to be searchable, word-searchable, downloadable, and it needs to be on your homepage, not through a bunch of tabs and options. So make sure that you're compliant with that one.

Adding items to the agenda, this is really limited. You can only do this if there's an emergency, almost never comes up or if you've got a two-third vote of the folks who are present or unanimous if you've got two thirds are less present that number one, there's a need to take immediate action on this item and number two that need arose subsequent to when this agenda was posted and that's a really high bar to meet. The only time I have seen it met is if you're, let's say engaged in litigation on the other side presents you a settlement offer that expires the next day. That is an example that actually meets this or your school just became aware of a grant opportunity and the grant application deadline expires. Those are the kinds of things where you can add an item to the agenda. Usually, you're not able to add an item to the agenda. But one workaround, and this is something that's used by charter schools, school districts, all kinds of public agencies, is that if you miss the 72 hour posting deadline for a regular meeting agenda, and you've got something that you wish was on that agenda, as long as you're still within 24 hours of the meeting, it's okay to double notice that meeting and what I mean by that is you would post a special meeting agenda to occur either right before or after the meeting.

So the board would move through the regular meeting, close the regular meeting, open the special and move through the special and it gives you an extra two days to put something on your agenda where you sort of forgot and you're still in compliance with the Brown Act.

Agenda packet; I spend a few minutes here now that we're in COVID times because I think it's important. There is no requirement that you post the agenda packet online but there is a requirement that folks who attend your meeting have the same access to the materials that the board has. So consider how you make your agenda materials available to the public at meetings that are happening right now and I actually saw at the beginning of the meeting you had something in the chat with a link, which is perfect. I'm actually going to recommend my other clients do that too. So that's good that you're giving folks a way to immediately access the materials while the meeting's going on. Closed sessions; the concept of closed sessions is an exception because the Brown Act default is that everything needs to happen in open session. So you can't meet in private except for certain reasons and these are the ones that are most common on this slide, there are a few more, but really it boils down to existing or anticipated litigation, public employee appointment. So if you were deciding to hire a new CEO, your CEO evaluation can and should be in closed session. Labor negotiations, it's okay to talk about those in closed session and then real property negotiations when it comes to key terms of price.

Everything else is not appropriate for closed session, unless it's one of these other very narrow exceptions. Oftentimes boards want to talk about very sticky, sensitive topics like cuts to staffing or budget discussions or strategic planning about where is this organization going, that kind of stuff seems like it should happen in closed session, but it's actually not appropriate for closed session. If none of the closed session topics apply, then the item belongs in open session. So this goes back to what is the default? The default is open session, and whenever you're preparing your agenda use the safe harbor descriptions that are in the Brown Act. So the Brown Act gives a list of what can be discussed in closed session and how to agendize it. So I highly recommend that if you're not already using those safe or descriptions when you agendize a closed session, start using them, they're called a safe harbor in the law because they actually provide you extra protection when you go into a closed session to talk about that topic. There are a bunch of special rules for executive compensation, here that's your CEO and for other personnel matters, I'm not going to spend a ton of, but it is worth highlighting a few of these because they will come up for you when you look at your CEO contract and the rules are that the board can't take action on executive compensation at a special meeting so you have to do that at a regular meeting. If you're going to approve your CEO contract, that needs to

be at a regular meeting.

Performance review that can happen in close session, that can actually be at a regular meeting or a special meeting. In that closed session performance evaluation, it is perfectly acceptable to talk about goals whether the CEO met the goals, what are the goals for next year but you can only have oblique references and I use that phrase because it's straight out of case law to compensation. The default is that executive compensation needs to happen and be talked about in open session. So usually when your CEO evaluation comes up, you've got a closed session agenda item for the evaluation, immediately followed by an open session agenda item for approval of the contract because that's where you can talk about the compensation. Then you have to do an oral report prior to approving executive compensation. So if you approve your CEO contract and it's for a salary of X dollars, it's not enough to say motion to approve contract. You actually have to say motion to approve contract for X compensation with the option for X incentive compensation and that needs to be in an oral report in the motion and it also needs to be memorialized in the minutes. So be careful about that, it will come up for you when your CEO contract comes up.

A few more topics about closed sessions, and I'm going to try to go through this quickly, but this is stuff that we could spend a long time on. Only essential persons can be present in closed session. So you can't have members of the public and you can't have any disqualified board members and you can't have any adverse parties. So meetings of boards are either fully open or fully closed, there's no in between. So you have to pay attention to who are the authorized attendees for the particular type of closed session. It is not the default that a board secretary for example, would come into a closed session. Oftentimes you can invite a consultant in, or a staff member in, but it's up to the board to decide who gets invited into a closed session. The default for who you should invite, anyone who doesn't have a role in supporting the board and the school in the topic that you're going into closed session for should not be in closed session. So I have a few hypos. Can you invite an adverse party into closed session? The answer is no. Can you invite a parent or a teacher into closed session to observe the board's workings in closed session? No. Can you invite candidates for your CEO position into closed session to interview them? Actually, yes, there's a case on this, but can you invite a teacher to sit in on those interviews? No. So any questions that you have about closed session, I'm happy to feel them, but the default is you really have to be careful about who is in closed session.

Then the second main bullet point on here, it goes straight to that point. Not only is it important to think about who is in closed session, it's really important to understand that what happens in closed

session stays in closed session. Anyone in closed session, whether you're a board member or a staff member cannot disclose confidential information that you acquired by being present there to anyone. So this often comes up when you've got parents on your board or an authorized representative on your board, which you do, those folks cannot carry closed session information to other parents, or back to the authorizer. The decision of whether to disclose confidential, closed session information, or attorney-client privileged information, it's up to the whole board acting as a unit. So the full board would need to be voting to waive privilege in order to authorize even one of you to share something that is privileged with anyone else. So be careful about this. And there are cases out there where board members have said, hey, my exclusion from closed session or the fact that I shared my opinion of what happened in closed session, I can't be penalized for that because I've got first amendment rights. The case law is pretty narrow here. It actually says that a board member's first amendment rights are limited by the confidential nature of closed sessions and the importance of the attorney-client closed session privilege. So you really have to be careful here and there are remedies for closed session leaks.

Some of them include censure, public censure, or an injunction. A board can go to court to seek an injunction against a board member who's leaking. You can refer a board member to a grand jury if they're leaking closed session information. If you've got an employee leaking closed session information, the Brown Act expressly says that it is permissible to take disciplinary action against that employee and then in rare instances, there have been boards who have been liable for civil damages. For example, there's a case out there where a board decided to fire an individual, and a board member leaked to the reasons for that and the individual was able to recover damages against the board, so be very careful. Then reporting out, I'm not going to spend a ton of time here, but there is an obligation to report out final action that is taken in closed session and the vote they're on and I see that you have an item on your agenda for a report out after closed session, that's great. I think it's important to have that as a standing item on your agenda anytime you have closed session. Oftentimes you might not have a report out, but it's still important to say no report out. Any questions about any of that?

Moving on to rights of the public; public has the right to speak before action is taken on any item, including closed session. They have the right to attend a meeting without having to sign in. So I've seen during COVID boards asking for folks to sign in because it's easier and it creates a logistical headache to be admitting folks and you don't know who they are. It's okay to ask, but you really can't require someone who doesn't want to sign in or give their real name to sign in or give their real name.

It's okay to allow folks to just observe your board meeting without having to identify themselves. Any member of the public can criticize the school, criticize the board employees, whatever it is, public comment should be time-limited make sure that you enforce this across the board. So what you don't want is a public agency that allows free public comment that's a positive, but curbs public comment that is negative, just apply the same rules across the board. Remember public comment is not a conversation, so really the only thing that a board can do and should do when it hears public comment is make a short statement. Maybe something like thank you for your comment we'll take that under consideration. That's really all that you can do that you can't engage in a back and forth dialogue with a member of the public. Then be careful about what kinds of public comment you allow, the rule under the Brown Act is that at a regular meeting, you have to allow public comment, not only on agenda items but on any item within the jurisdiction of the board.

At a special meeting, you don't have to allow extraneous public comment, you just have to allow public comment on what's on the agenda. It's okay for boards to allow public comment on any item at all the meetings, but make sure that you're consistent. Either distinguish between special and regular meetings or treat them the same across the board and make sure that you're doing that every time you have regular and special meetings. Board meeting minutes, minutes are important, this is a record of your diligence. So taking minutes is actually not easy, this is a bit easier for you because you have to record meetings. So you're going to have a pretty robust record, no matter what, but in general, you want enough detail in minutes so that there is some institutional memory if someone looks back and there's been turnover of what happened at the board meeting and in particular, the diligence that the board exercised and looking at the decisions ahead of it. These are some tips for what makes a good board meeting. I don't need to go through all of these but I will go through the middle bullet and that is to provide your board with enough background information and enough time to digest it so that you all can make informed votes. There's no rule for how much or when, but it needs to be enough that the board is well-informed enough to vote and vote in a way that they're exercising their duty of care, which we'll go into. If you are a board member and you feel like you didn't have enough time to digest, just abstain from the vote, it's better to abstain or ask the questions that you need to make an informed vote than to make an uninformed vote. Fiduciary duties, any questions about Brown Act before I move on?

Male Speaker: I have one that goes back a few slides. Is that all right?

**Greta:** Oh yes.

Male Speaker: Great. You had mentioned around when we're out of COVID times teleconferencing and all of that, there have been a few times where one of us has, has been in that situation. We didn't know within 72 hours to post where we were, in that case, I'm assuming it's still okay that we attend and even take part in conversation but I think what I'm hearing you say is we are not counted toward quorum nor can we vote, is that correct?

**Greta:** Yes, that's right. I mean, there are no hard and fast rule about, can you participate in, can you vote? But it's difficult to say that you could vote or participate if you're not dialing in from a duly noticed teleconference location. So we know that it's okay for you to listen in, for sure, just like any member of the public. Beyond that, it's a bit of a gray area and so oftentimes board members who want to dial in late are just there as observers rather than doing their regular robust discussion and voting.

Male Speaker: Cool, thank you.

**Greta:** So fiduciary duties; all board members, all directors have a fiduciary duty which basically boils down to you have to put the interest of the schools and the organization first and foremost, above your own personal interests, above the interests you may have and that you owe a duty to your employer. Really when you're sitting in this board seat, your first priority has to be the best interest of the schools and you owe these duties to the schools and to the corporation. The three basic duties are duty of care, duty of loyalty, which has a lot to do with avoiding conflicts of interest, and then duty to provide financial oversight, which gets pretty specific in the charter school realm. So before I go into those duties, I like to point out that when you sit in this seat acting as a volunteer, doing a great thing for your community, you have protections for the decisions that you make, so as long as you're following the rules. You've got broad nonprofit law immunity when you're a volunteer board member, you've also got DNO insurance directors and officers insurance to defend claims. So the immunity may not kick in until it's determined whether what you did was acceptable or not, but your DNL policy will kick in even for defense. So if I was a board member, I would want to know that my organization had a strong policy of DNO insurance, should it ever be necessary to call on it.

There are times when you can be personally liable, these are the times where your insurance is not going to apply and when the non-profit law immunity is not going to apply, this is if you're acting outside the course and scope of your duties. So if you're trying to do day-to-day management of the school, which is not really within your role as a board member, you may not have protection. Of course, if you're breaching your fiduciary duties, if you're doing things intentionally or willfully that are



wrong, you're not going to have protection for that and if you have conflicts of interest, you won't have protection. So of all of these, I would be very careful about the first and the third bullet, make sure that you're staying in your lane, your lane is big picture, you're not trying to operate the school day-to-day, and then make sure that you know enough about conflicts of interest to flag when you might have one and run it down with your legal counsel.

So duty of care boils down to doing the best you can given your background. Each of you may have different levels of familiarity with issues that are tackled by this board. Some of you may come from an education background, some of you from finance, use whatever background you have to make the best decisions you can. The standard here is that you're acting with the care of a prudent person who would be in your shoes. So this one is very straightforward, do the best you can, ask enough questions to be informed. It's okay to rely on resources, I get this question sometimes, look, if I don't have a finance background, can I rely on my back office when they provide the financial report to me? The answer, yes you can, just make sure you're asking enough questions to understand what you're voting on.

Duty of financial oversight. The big one here is the annual budget and the L-CAP. The reason I say that is because the annual budget and the L-CAP are the blueprint for how your school is going to spend the funds that it receives. It shows the revenue side of the house, and it shows the expenses side of the house and it breaks it up into line items that get pretty detailed. It sets your spending priorities and your goals and then throughout the year, you get interim reports where you look at where the school is at. As a board member, you should have your finger on the pulse of this organization's finances at all times, it doesn't mean you need to know day-to-day what the check register looks like, but you do need to know does my organization have financial reserves? How significant are the reserves? Are the reserves earmarked by school? Do we have unrestricted pots of reserves? How are we doing on our budget for each of our schools generally? So those are the kinds of questions, big picture that boards should stay apprised of. Then school financial policies and procedures you need to approve those and the reason is that it's the board's duty to make sure that there exist internal checks and balances so that school money doesn't get misused audits.

Audits, that's the other side of the house. Audits are required annually for charter schools, this validates the reported finances. So every year you hire an independent auditor to come in, or you may have a multi-year contract with your independent auditor who comes in, does a sample that is adequate to validate what the school has reported in terms of its finances and they are also used to

validate the school's internal controls and in particular, certain topics like attendance keeping or use of your federal funds. Your audit is submitted to your oversight agencies and your board should also see it and what you're looking for when you look at an audit, I mean, you should be looking at the whole audit, but you should also be focusing on any notes that the auditor has and in particular, any findings. The goal is to not have any findings, but sometimes auditors will put recommendations in notes that are not enough to constitute a finding and boards should pay attention to that and make sure that management is on top of addressing them.

The last one, duty of loyalty. I already said that this means you got to act in the best interest of the corporation first. So if you've got parents on your board, the needs of the entire school need to come before the needs of that parent's own student. Same if you had a teacher on your board, same if you have an authorized representative on your board and what goes along with that is that when you're in this position of public trust, you have an obligation to avoid conflicts of interest that could put you in a position where you can't fulfill that fiduciary duty. So if you have a personal financial interest, the assumption is that you're not able to put the school first because you got this interest that gets in the way. So we'll talk about the various levels of conflict of interest rules that apply to you next. I like to start this part of the presentation and stick with me, we're going to get through this, it's getting long, but this is really important. And I like to start with the context, this is a different presentation than I gave 10 years ago on conflicts of interest. It is changing. It is changing for charter schools in particular, and also for school districts and other public agencies.

There is more scrutiny and regulation of conflicts of interest, even the appearance of impropriety and there are really serious consequences. So this portion of the presentation is really important and you guys have a lot to deal with here. You have a lot of different layers of conflict of interest rules to comply with. You have to comply with everything you agree to comply with, start with the basics. What have you said you would do in your MOU and your charters and your bylaws and your school policies. If you have a policy on nepotism, you've put that in place and you've got to follow it, so make sure that you understand that you've got to comply first and foremost with everything you agreed to comply with. The second layer is you got to comply with the law and there are sort of three layers to what's required by the law versus the corporations code that applies to all non-profits like yours, even ones that do not operate charter schools. The second layer is the Political Reform Act, that applies to you because you operate a charter school and it also applies to other local public agencies throughout the state. Then the third layer is government code section 1090, this like the political reform act applies to you because you operate a public charter school, it also applies to other public

agencies, but it's considered the third layer because it works in tandem with the Political Reform Act, but it's more strict than the political reform act. So I'm going to go through all of those and then school staff and especially your finance team. It's important to understand what other sources of conflict of interest laws do I have to be careful about.

If you take federal funds like title funds, that's one, make sure that your finance team is aware of all of the strings that are attached to taking federal rules or taking federal funds. Federal rules on conflicts of interest, define complex a little bit differently than the California rules. So make sure that your finance is on top of that and then this last bullet about who complies, this comes up because many people assume that it's an obligation of the charter school and the entity, but actually these conflict of interest rules are your personal obligation. So when you sit in this board member seat, you have a personal obligation to fill out your form 700 to comply with government code, section 1090. The school can't do it for you, so the school has some obligation to make sure that it's training its board members on this stuff, but really it's the obligation of each board member to make sure that they're adhering to it. So I'm going to go over the various levels of legal sources for conflicts of interest rules that apply to you.

The first and the lowest level is the corporations code. This applies to the boards of all non-profit public benefit corporations in California and it says that you have to avoid self-dealing transactions. So you've got to avoid making decisions about things in which you have a material financial interest. For most non-profits, the ones that don't operate charter schools, this is it and your corporation could still enter into that transaction as long as it was fair and beneficial to the entity. If the majority of the board affirmed the fairness of it, you might have to disclose and disqualify, but your board could still enter into it and so an example here is if you had a board member who owned a property and the school wanted to rent that space to have a school prom or something. You, as the board member who owns the property is going to collect the rent from the school for that space. So you have a personal conflict, or you have a personal financial interest. If this were the only law that applied to you, all the school board would need to do would be to decide that the rent you were going to charge was fair, and that would be it, but you also have to deal with the Political Reform Act. So this is a little bit stricter. This is the middle layer, and really there are two sides to the Political Reform Act.

The first side is about disclosure, disclosure on a regular basis and what are you disclosing? You're disclosing your personal financial interests that could conflict with what you do as a board member. So does everybody here fill out form seven hundreds? I hope all of you. Okay, great. So the

obligation to fill this out, it's an annual obligation for all of the school's decision-makers. You've got to do it regularly by April 1st, but you also have to fill this out within 30 days of assuming office. So within 30 days of when you get in your seat as board member, and if you leave the board and you roll off the board, you need to file kind of a closeout form 700, the leaving office statement is what they call it within 30 days of when you leave. So it's an annual obligation for you and it's also an obligation that's triggered when you come into the role or when you leave the role. Your conflict of interest code is a document your organization has, you worked with the FPPC to get it adopted and that document says, who needs to fill out the form seven hundreds at summit and what do they disclose on the form seven hundreds. So at a minimum you're who is going to include all of you as board members, because you're the ultimate decision-makers for the school, but it's also going to include some other folks at the school who have been delegated decision-making authority over financial issues.

Then in terms of the what, the code is going to tell you, what do you need to disclose on your form 700. If you look at the form 700, it's going to have a spot for disclosing your real property interests. If you look at your conflict code, it's going to make it clear that you don't have to disclose all your real property interests. You don't have to disclose your home that you own, but you do need to disclose, for example, properties that you own that are not your personal residence that are within X miles of a school campus and your code reviewing body in this case it's the FPPC sometimes it's counties, they decide the what, they're the ones who approve the disclosure categories for what needs to be disclosed and your school puts together the who. So make sure that you all have a copy of your conflict of interest code, because that's the document that helps you fill out the form 700 every year. If you have questions about filling out your form 700, it gets a little sticky around what stocks do I need to disclose, just refer those to your legal counsel and they can answer them. So that's part one of the Political Reform Act.

Going back to our little hypothetical, the Political Reform Act also requires disclosure and disqualification from any decision that could materially affect your personal financial interests. So the hypo where you own a piece of property and you want to lease it to the school to use for an event, the Political Reform Act would require you to recuse from all parts of the decision-making process. So you would be needing to leave the room when the exec team or the board talks about this, whether it's the right space, what the cost is, all of that. So you couldn't really have a role in it at all. It's a little bit stricter than the corporation's code. It's not enough that you're charging fair rent, you really can't be involved in making that decision to lease that space at all. What is considered a financial interest is defined but be aware that it includes the interests of your spouse, sometimes interests of

dependence. So it's not necessarily just your interests, but also those that are grouped with yours.

Then the Political Reform Act applies not only to board members but other decision-makers at the school. I don't want to get too far down a rabbit hole, but there is a whole separate part of the Political Reform Act disclosure requirements that's about gifts and my general advice here is to be careful when you're sitting in a position as a public official, be careful about accepting gifts. There is a limit to the dollar value of gifts you can accept, it's pretty low. So like if a vendor wanted to give you tickets to a Lakers game, that would probably kick you over the limit right there, because of the value of those tickets, doesn't matter what they paid for them. There are civil and criminal penalties for violations here. So as a general rule, if you're going to accept gifts, be really careful about what you need to disclose and I'm not talking about gifts from your family for your birthday, but I am talking about any other types of gifts, like even a bottle of wine that you received from a vendor of the school would be something that you'd need to disclose and consider the value of it. But the Political Reform Act is not so strict that it prohibits the decision from being made. So this is the last bullet point. If we go back to our hypothetical, the agency could still enter into the contract in our hypo, as long as you disclosed your personal interest and disqualified yourself, recused yourself from the entire process.

So that leads us into the strictest, which is government code section 1090. This law specifically deals with conflicts of interest in the contract process. It does not supplant the Political Reform Act, but it kind of layers on top of it and it's more strict because in the instance I gave where a board member had a personal financial interest in a decision before the board, under 1090 it would not be enough for that board member to disclose the interest, recuse themselves from the discussion and just consider themselves disqualified. Their interest would actually disqualify the entire board. So the board just simply couldn't move forward with that kind of transaction and this can be counterintuitive because sometimes a board member wants to lease the school and event space for half of market rate, really saving the school money, it looks like a win-win or the board wants to provide, wants their wife to be able to provide discounted legal services for the school at half the rate of the market rate for legal services. It doesn't matter that that's best for the school under 1090. It just matters that there's this personal financial interest and when you've got a board member with a personal financial interest under 1090, if they've got this interest in a contract that's before the board, the whole board is disqualified. So in some instances, board members have left boards because of the potential for conflicts of interest to arise because they want the school to be able to move forward with something that's for the best interest of the school and sometimes school just can't do it while they sit on that board.

There are some exceptions to 1090. Sometimes a financial interest is not considered a disqualifying financial interest if it is like say income that you received from a government agency or a non-profit, but the exceptions are pretty narrow and so my rule of thumb here for all of these conflict of interest rules is use your gut. If you think you may have a conflict talk to legal counsel before proceeding at all, because especially under 1090, once you get a little bit down the road, you're too far down the road, you really have to stay out and avoid the conflict from the very beginning. So it's not enough to just hop off the board on the verge of the board entering into a deal like what we just talked about, the fact that you got all the way down to the road where the deal was before the board was already enough to disqualify the board from making the decision. So be careful to just flag this, use your gut and flag it and run it down before you make any progress toward a decision in which you might have a financial interest.

I think we talked about this. We did harsh penalties and remedies of all of the conflict of interest laws. This one is the one that comes with potential criminal sanctions, so be extra careful about 1090 and then I'll just spend a moment on 1099. This is the incompatible offices doctrine, it's now codified in the law and it now applies to charter schools. This says that a public officer may not simultaneously hold two public offices that are incompatible unless they're allowed to do that by some express provision of law. So how do we know if an office is incompatible with another office, it really boils down to that second bullet point and that's about whether there's a potential for a clash of duties. So this has come up before if you are a board member sitting on a charter school board, and you're also sitting on the board of a planning commission that may make a decision about charter schools zoning rules, or charter school building permits. So if you think you hold two roles that can potentially be incompatible, it doesn't matter if they are actually incompatible, if they could potentially be incompatible, you should flag that and run it down. In some instances, the law somewhere is going to say that it's okay for you to hold both of those offices. If that's the case, then that's okay but there's a lot of case law on this and it really boils down to the facts of each scenario.

Then I put these out there so that you're aware of them. There are other things to worry about in conflict of interest land. Nepotism is one, the mere appearance of impropriety can be a problem so you really want to avoid it and then I already mentioned special rules tied to funding, whether it's your federal funds or your SB740 funds, those laws and regulations define conflicts of interest a little bit differently. So that's it for conflicts of interest, we're almost done. Best practices, these are pretty obvious. These are the signs and the hallmarks of a well-functioning board. You put the schools first, you keep to your regular meeting schedule, you receive training, you at least know how to identify a

conflict so that you can run it down with your exec team. You approve your annual budget blueprint and your L-CAP spending blueprint and then you get regular updates as you go and you're generally informed on the condition of the schools, financially, academically, enrollment, across the board. It's a big picture role and recruiting a diversity of expertise and experience on your board, this is important. I urge all charter schools to try to have a hand in all of these various areas when you look at the composition of your board. Make sure that you have a system for evaluating your executive and make sure that your executive has a system for evaluating everyone who reports to her.

Then stakeholder communication. However you do this, and there is no one set way to do this. However you do it, make sure that stakeholder opinions and what's important to stakeholders, make sure that that percolates up to the board. There are lots of ways to do this by way of committees, by way of reserving a slot on the agenda for folks to comment there, in addition to public comment by way of executive meetings with stakeholders. But however you do it, make sure that your board is hearing the voices of those who serve and that is it, any questions? Okay. Hopefully, that was not too painful and I think we finished with a little extra time.

**Diane:** Yes, definitely. Thank you, Gretta. I appreciate that, it was a lot. I want to just pause for a moment. Just maybe people need to catch their breath for a second and see if there are any questions. Good educator move for wait time there.

**Greta:** Yes, I don't have that move in my box. I just go through it.

Male Speaker: I wonder Greta if toward that end, could you take us back to sort of the high level, what were the various points you covered that might spark for myself or others a question from a particular part.

**Greta:** We're going way back. There we go.

Male Speaker: I'm good. This was really helpful, thank you.

**Greta:** Okay, good. If questions come up afterward you know how to get ahold of me and thank you so much for your time here all, I'm going to sign out.

**Diane:** Thank you so much. Thanks, Greta. Appreciate it. All right. So that was agenda item number five on our agenda. Next up we have agenda item number six, which is closed session. So for the closed session, the board will exit this meeting and go to a closed session meeting. We anticipate

returning to open session at approximately 2:45, that's an approximation but our intention, so we'll re return to this meeting at that time. That will be followed by our report out of any action taken and then the second public comment period. So just a reminder, if you do want to make a public comment, please register to make a public comment during that time. Thank you everyone and we will exit the meeting now.

As the board begins to reconvene, we anticipate open session will begin in about a minute or so. I think we'll get going, Andy will be joining in just a moment. I'm sure as we've transitioned from closed into open sessions. So let me reconvene the board in open session at 2:53 PM. That's item number seven on our agenda, item number eight is a public report out on any closed session actions and so let me turn to Bob Oster for that report out.

**Robert:** In the closed session, the board summit approved initiation of litigation against the San Jose unified school district for unlawfully withholding pupil funding for summit **[inaudible 01:04:48]**.

**Diane:** Thank you, Bob. Let's move on to agenda item number nine, which is public comment on the remainder of the agenda items for today. I believe we have at least a couple of comments. Valeria, I'll turn to you to help facilitate public comment.

**Valeria:** There are two members of the public who have submitted the public form. We can begin with Miles Bennett Smith, please. correct me if I'm wrong, who would like to speak on the school's update virtual school and supporting students.

**Diane:** Miles, just right before you begin, let me just ask Valeria between the two of us let's just remind everyone a little bit about public comment. I just want to remind you all that board is not able to respond to public comments, so the board will eagerly and actively listen to public comments and thank everyone for making it and Valeria, I think that you will be timing the public comment is that accurate and everyone will have...

**Valeria:** Three minutes.

**Diane:** Three minutes. Great. Thank you so much. And again, if you want to make a public comment and have not yet signed up, please do so. And with that Miles welcome, we invite you to make your comment.

**Miles:** All right. Thank you. Can y'all hear me okay? I appreciate this space for public comment and



hope to use the platform to reiterate a couple of different things, but in particular, first, the dismay I do have about continuing to hold meetings during what are clearly normal working hours for the public to which we're accountable as a board and to a form of the organization's actions and to listen and gather their input. It is recorded and recordings are great but still I do have to say that. Also I'm digressing because I wanted to use this time to also speak to what we are doing to support students and specifically to support all students. I'm drawing attention to students in our care and their families who are English language learners. I'm a first year teacher, I was residents last year, and I know we're in an unprecedented pandemic. I've acknowledged that nothing right now is easy, there are no easy solutions, nothing's as good as we want it to be, to suggest otherwise is really unfair. But I strongly believe, and then I think the data really supports this belief that we as an organization, we're not doing an adequate job meeting the needs of this subgroup before the pandemic began and I'm concerned that this will continue to emerge when we're out of virtual school.

One of the measures of the ELL programs, a successful ELL program according to the department of education, is that the program succeeds after a legitimate trial in producing results indicating that students' language barriers are actually being overcome within a reasonable period of time and the data from multiple sources in successive years suggests that too few ELLs are on pace with their peers through a variety of metrics, internal and external. Too many are leaving our schools and for as many kind and compassionate teachers and administrators as exist at summit, the evidence from the student outcomes should not be dismissed and it says that we are not doing a good enough job to find the root causes and address them together. I believe that you all care deeply about students and all students specifically, but caring is not always, or even especially enough in this issue in particular. I will call back to the science of summit in which Diane, you wrote a preface on the pursuit of true equity and opportunity, you wrote 15 years ago, we founded summit public schools to be a place where all means all, a place intentionally designed to serve every individual child in a richly diverse community. We did so with an awareness of the forces pulling against our mission, poverty, racism, sexism, and discrimination against those with disabilities, we know about one way to improve, and that is through brutal honesty and transparency to invite feedback and collaboration. I hope we all consider these questions and be brutally honest about the answers far more frequently. Thank you very much.

**Valeria:** Thank you. Next up is Veo, I'm sorry if I'm mispronouncing that, to speak on agenda item number 13, board composition.

**Diane:** Is this speaker available and present in the meeting?

**Valeria:** It does not seem like this individual is present.

**Diane:** Thank you for that Valeria.

**Valeria:** The last public comment card.

**Diane:** Great. Will you just keep monitoring that in case that person returns to the meeting and let us know?

**Valeria:** Of course.

**Diane:** Thank you so much, Valeria. Let's move on to agenda item number 10 then, which is the consent agenda. This contains two items for approval on consent, do I have a motion to approve the consent agenda?

**Robert:** So moved.

**Steven:** Second.

**Diane:** Bob, thank you for that motion and Steve, thank you for the second. Do we have any discussion? I'm going to move forward with a roll call vote then for approval of that motion to approve the consent agenda, Bob.

**Robert:** Aye.

**Diane:** Diego.

**Diego:** Aye.

**Diane:** Blake.

**Diego:** Aye.

**Diane:** Steve.

**Steven:** Aye.

**Diane:** Andy. Has Andy rejoined yet? I think Andy had to take a break, so Andy is not in the meeting

right now and Anisha.

**Anisha:** Aye.

**Diane:** Excellent. Thank you. So that motion carries, let's move to item number 11 on the agenda, which is the school's update. So I'll be providing the school's update today. I want to focus the school's update on the reopening of school buildings. As I think we are probably all aware, this is a critical issue facing not just us, but every school and community in the country right now, it's of great concern to our entire community. So I want to provide information on the status of where we are as well as anticipated next steps and timelines. I invite you all the board to engage on this as we go through, I'm happy to walk through it and then discuss and answer any questions or as we go. I just want to remind us that from the start of the pandemic, summit has taken the position that we would make decisions about our schools and the buildings in alignment with the guidance and the requirements that are issued by our county health and education agencies, our state authorities, our federal authorities, and at sometimes that means that the guidance and requirements are conflicting or overlapping in interesting ways, but that has been our guiding principle for the decisions that we've made throughout. When we find conflict or overlapping, we tend to follow the most conservative and stringent requirements that are issued by the various agencies that help to guide us.

So as a reminder summit school buildings closed in March of 2020 and to date, they have not yet reopened. Currently, the three counties that we operate in California as of this past Tuesday, which is the reporting day for data, those three counties remain in the purple tier. Currently, if you are an intermediate or high school in a purple tier county that has not had your buildings open, you are prohibited from opening your buildings until the essentially case count is lowered further and you move into the red tier. In all three counties, the case rates continue to decline. San Mateo is the closest of those three counties to approaching the red tier. Under the current system in California, essentially the case rate per a hundred thousand needs to be about seven to trigger that reopening. Currently, San Mateo county is about 9.5. Recently, the Center for Disease Control or the CDC issued guidelines for building reopening. Their guidelines use a color-coding system as well, but it's different from California so it has caused a bit of confusion for people. Additionally, the CDCs guidelines say schools can go back with higher case rates. So essentially 25 per hundred thousand. Currently, as of this moment, California has not adopted the CDC guidelines and if they did, it's likely that our schools in San Mateo and Santa Clara would be eligible for reopening their buildings. That is not the case for the schools in Contra Costa at this time, because they still have a higher case rate.

We have been preparing for building reopening since last spring. One of the benefits and I recognize there are a number of drawbacks, but one of the benefits of being on the later end of reopening in the nation is that the guidance, the expectations, the best practices around operating a school building during this time have become clearer over the last year. At this point are essentially five core elements to a strong building reopening plan and operation during the pandemic and those five elements include personal protective equipment, contact tracing facility and air filtration systems, testing for COVID that is and handwashing, social distancing practices. So where are we on those five elements? Summit and all of our buildings have a full initial supply of PPE that is ready to go and ready to deploy and we have reliable supply chains set up for that equipment going on as long as is needed. We have a contact tracing system that is set up and ready to go and so that is all put into place. By the end of February, every summit building will have upgraded air systems or filtration systems, most of that has already occurred. There's a little bit of remaining work that is still happening but will be complete by the end of February.

In terms of testing, we have a system to test all of our adults using local partnerships. We are currently working to bring that testing inhouse which would be an added layer of control for us that is in the works and we are also currently working through details on a student testing program as well. In terms of handwashing and social distancing, and a variety of other practices, we've developed detailed protocols and procedures in a draft technical manual, and have planned out full trainings for everyone that would be appropriate for that. While there is significant discussion of vaccines as part of a plan for building reopening, vaccines are currently not deemed as one of the five essential or needed elements for building reopening. That said we are encouraging everyone in our community to get their vaccine as soon as they are able, we're asking them to sign up for updates and information to expedite access to vaccines. What we have noticed is information about vaccines is shared very differently from county to county. The dissemination of information about vaccines right now is fairly haphazard and so there are some grassroots efforts around that we're doing the best we can with the systems that exist. We are also exploring having our site be vaccine sites, some of our schools are testing sites currently. The issue with that is that they're not very large sites, and so they're not terribly attractive as vaccine sites but we are exploring that as a possibility.

In terms of the timeline, new data is released every Tuesday, and this is the data that will trigger the movement in tiers. Our expectation is when one of our counties reports data that enables building opening, it will take us two weeks to reopen the building from that time. Specifically, the state requires a submission of specific reports and documents, and then they require having five days to review

them prior to the opening of a school. We estimate that it'll take about two days for us to submit those documents once the data is announced, and we have a whole punch list of items that need to be completed once we know that we're reopening and those take approximately two weeks, those things can all happen simultaneously. We have been closely monitoring the data. Like I said earlier, San Mateo County is the closest to reaching red. As you know, we have three CA schools that operate in San Mateo county and while it seems very aggressive, we've been closely watching the trends of data and how it comes down. We think the earliest it could possibly be that San Mateo will move into the red is the first week of March and that's, again, based on an analysis, I think that is unlikely, but that would be probably the earliest that we would see that.

As a result of that and the data that that is changing, we are taking two additional important actions. So tomorrow we will officially request to begin the bargaining of reopening the building with Unite Summit. We've created an opening proposal for that bargaining and we have been in contact that with them, over the last several months, we all know that we will be bargaining this and anticipate this. We didn't want to start the bargaining too early for two main reasons. One, this is a really stressful topic and focusing on it in the theoretical and without real timeframes is challenging and we've noticed that even engaging with our school leaders in the development of these proposals and plans and whatnot, it's really hard, emotionally hard and challenging and so we have tried to confine the work and not expose everyone to it in the theoretical and the hypothetical for long extended periods of time. The second is honestly we continue to learn from those who've gone before us and every day there's new information and new evidence and new supports, and we continue to incorporate all that we're learning into our proposals and what we're doing and making them better and so we don't want to negotiate something too early, we want to have the most current best information and when we're doing this work. So those are really the two reasons why we haven't begun yet. Additionally, I would just say we have been collaborating incredibly well with Unite Summit and the bargaining team. We're very optimistic that we're going to be able to work really closely and well on this. We all have the same interest and so we we're feeling quite good about that.

The second action we're gonna take is next week, we'll be sending another survey to our families and caregivers of all of our students, as you know we have been reaching out to them throughout and asking them where they are and what their needs are, giving them opportunities to personalize their experience. So next week we'll be doing out once again with this updated information we have and asking them their current thinking on if they want their children to return to the buildings or if they want them to stay virtual or what their preferences are there and so that will happen again next week. We

anticipate that once a decision is made to reopen a building, we'll go directly to the parents and caregivers of that particular community, and then ask them for more of a committed response. This one next week is more of the temperature check to see where people are. Let me pause there, I know that was a significant amount of information and ask the board if they have any questions on any of that or comments on any of that information?

**Robert:** What are the plans to deal with students who want to continue with remote learning or don't want to go back into the building for a while?

**Diane:** We have always had a good plan for that, Bob, specifically as you know the Summit's virtual program is sort of made better in many ways by the fact that we have the personalized learning plan platform and we have consistent technology platforms and things like that. So virtual school will continue to operate at least through the end of this year and we're exploring it as an option for families who want it next year because we have families who have indicated that they think that they will still want to be virtual next year. So that will continue to be available for them, the other reality is when we get back into the buildings the social distancing requirements kind of prohibit a sort of normal traditional classroom, if you will, the requirements about keeping students in pods and things like that. So in the building experience will still be in the virtual classroom if you will, because most of our students will need to stay in pods so they won't be able to move from class to class every hour and things like that. So we will be able to serve both students as best we can, given the circumstances

**Steven:** Two quick questions, Diane, one more a generic and one specific. The generic one is it'll certainly be dynamic as you're figuring this all out and adjusting and things are **[inaudible 01:25:32]**. Do you have good methodologies in there to communicate with the families and adjust as things change because getting to red zone, but nothing's going to be linear for sure.

**Diane:** Thanks for that, Steve. We do have good communication channels with our families. So we use a combination of emails, texting systems, calling systems, and then personal outreach from the leadership team of each site. It's one of the benefits of having relatively small schools as well as a mentoring program and so the layers of those pieces have actually shown throughout the pandemic that we're able to reach the vast majority of our families, generally through email, text, or call and get their feedback. Most of them that way and then we are able to pick up the remainder through personal outreach and contact. So we feel good about that.

**Steven:** Okay. And then just a specific one, that's Bob Ray's 130 issue of those who want to stay home, another thorny issue you're going to run into, you mentioned setting up vaccination centers, have you already thought through policy about either teachers or students who would choose not to be vaccinated?

**Diane:** That is a piece; so we've definitely thought through it, we have examples of what other people have done at this point so far, we're encouraging, strongly encouraging, and because people can't actually necessarily get them yet doing anything beyond encouraging is not productive. In terms of I started having the first conversations with people about potential policies that mandate the vaccine for students, but that seems quite a ways off, and we'll certainly not be taking the lead on that one. I think other folks will take the lead on that. One of the things we will need to engage in negotiations are around teacher vaccinations. So that will be a part of that conversation.

**Blake:** And Diane, how well mapped out have you thought through not only the contact tracing, but the fallout from contact tracing as relates to false positives and actual quarantine periods, and when people can get back into school, has that been fully, I mean, I don't know, you can think through every single example, but do you have a reasonably good plan on that front?

**Diane:** Well, I don't personally Blake, fortunately, but our team I think has as good of a plan as you can have. We have a really strong network and I think we actually benefit from operating in multiple counties. Each county does very different things and I think we benefit from the wisdom and expertise from a matrix of counties actually and a very strong network of charter schools that are across the nation as well and our operations team and logistics folks meet regularly with them, have regularly shared information, a significant number of those charters have been opened or opened, and we've learned significantly from them. So I think we have in place about as good as it can get and like I said, a thoughtful sort of technical manual, if you will, for how, how we're going to do these things, and then you start doing them and of course all the stuff happens and then you have to deal with it.

**Diego:** I just want to say, thanks. I know this is a really, really hard thing to tackle. This was incredibly clear, seems incredibly grounded in strong rationale and I was on mute earlier, if not you would've heard band's class happening in the background for my little fifth grader. So I certainly know that the pieces we're trying to juggle of both being clear on safety and knowing how important it is as soon as ready to open up our buildings so that students can be back together. I had two very well, one very quick question and then one, maybe bigger question. You mentioned that there's currently a plan for testing for all adults with partnerships, is that going to be happening on some regular cadence or

what's the cadence on testing?

**Diane:** I should have had Josh come to this meeting. I know he had some conflicts. So I can definitely follow up with you. I'm not sure Kate, do you know the exact cadence? I have something in my, but I'm a worry that I'm going to say the wrong. There's definitely a plan for weekly testing, I don't think every person gets tested every week, but there is like a weekly cycle for sure.

**Diego:** Great. And then the broader question is I understand that as we're following, when a county might move into red on the California system that we would then be two weeks after that. I guess I'm wondering, are we also then considering whether some students are on campus at that point more often than others? I'm particularly thinking about seniors heading into their last couple of weeks or months at their school. I'm thinking about students who have particularly struggled remotely, who might benefit more from being on campus. I'm just wondering if you can share any more thoughts on that side.

**Diane:** It's a good question, Diego and this is a part of our work that I feel quite good about in the same way that we worked last spring to really personalize the experience for each student. That is our plan here as well. So we are not planning for any sort of like hybrid schedules where students would only be allowed out to come in mornings or two days a week or something like that. When we're able to open the buildings, we're planning for the students to be able to return fully to the building, first of all. Second, we do have a plan that is a bit of a phase in plan, what we've learned from others, it's not wise to have everyone and come back all at once. You should actually phase some groups in. There has been some thoughtfulness to that schedule, if you will, of the phase in, but it will also potentially adjust based on the data that we get from the families and who wants to return and that's the last piece I will say is we do not want to mandate and make assumptions about demographic groups of students and their desire to be in building versus not. We think that that's a precarious way to go, every family has various specific circumstances and values and choices that they're making, and we want to enable them to make those and we don't want to in any way infringe upon that. So like I said, our plan is to have the option available to everyone and support for that and to limit your access based on a particular grade or status or whatever it might be. So hopefully that answers the question.

**Diego:** It does. Thank you.

**Diane:** Any other questions from the board or discussion? All right. Well, I think we might be ready to



move on, I haven't seen Joyce pop on yet. Kate, I'm not sure if you're in communication. I know we're a couple minutes early, but next up is our CFO report.

**Valeria:** Sorry for interrupting. Our second public speaker has joined the meeting and would like to provide public comment.

**Diane:** Great. I think that should be fine. Nnanna, is that problematic for us to return to that agenda item briefly to hear that public speaker?

**Nnanna:** No, that's fine. The board's permitted to reorder portions of the schedule still adhering to the three minute requirement announced earlier.

**Diane:** Board members, I assume you are open to hearing from that public speaker?

**Diego:** Yes, certainly.

Male Speaker: Yes, absolutely.

**Diane:** Thanks for joining, Joyce. We'll be onto the CFO report in just a moment, but before that welcome, we look forward your comment.

Hilary: Hi, thank you so much for having me and I'm so sorry for being late. I was in the wrong zoom call and a few other people were there, so I wasn't sure where, but then I came here and now I'm here. So thank you again for your time. My name is Hillary Vo, I teach 10th grade English at Summit Tam. I'm new to Unite Summit as the official Tam representative and I am really looking forward to bringing my experience in collaboration with Diane and the rest of the board. As a member of many marginal communities, it is deeply important to me and the communities that I serve to see that the new board member is a person who represents these communities. Specifically, I'm hoping to see a member of the BIPOC community serve in this new role. I appreciate the potential that this new position brings and I am looking forward to seeing how the board continues to grow to represent the diverse students and teachers that it serves. So thank you for your time.

**Diane:** Thank you, Hillary.

**Valeria:** There is another request for public comment.

**Diane:** Okay.

**Valeria:** I am wondering if the board would like to hear this public comment.

**Robert:** Yes. Keep him coming.

**Valeria:** Okay. Miles.

**Miles:** Just had add a question about the school reopening plan and just specifically, like if there was going to be a place where the plan as Diane laid out as clearly, there are some plans, I was just wondering if that was going to be posted, other school districts for instance have posted where they are and kind of given what the plan is and where they are in meeting it or not and then this right, you can listen to this board meeting, but I didn't know if a document or set of documents existed. Also just wondering if there had been the state released its dashboard of school reopenings and it noted that summit each school had been receiving funds specifically targeted for reopening. I think, I guess, I was just trying to said that for instance, prep had received \$700,000 and it had three months of PPE supplies, but it's very confusing about like what that actually means. I mean, it just throws that up on a dashboard. So I didn't know if there was someplace to go for that or if the board was considering making more of that more accessible and more public to eliminate confusion. Thanks.

**Diane:** Thanks Miles. I just want to remind you that the board's not able to respond to you as a public comment. So I yes, I'm happy to outside of this meeting, Kate and I can both support you as an employee of the organization, perhaps in some of your questions, but the public comment really is reserved for members of the public to comment on an agenda item. Actually the board can't get in a dialogue of discussion with you.

**Miles:** Without dialogue, yes, I would then just rephrase it as I would love for there to be more of that made available if that's a thing. Again, because it seems like it would clear up some of the confusion that I'm not alone in, but I appreciate it. Thank you.

**Diane:** Okay. Next up we have item number 12, which is the CFO report. Welcome Joyce.

**Joyce:** Hello, sorry for the delay, I was just rearranging my screen so I had everything in front of me. It's good to see you all today and so today we have the summary report for Summit Public Schools through the end of December, 2020. And as the memo indicates, things are moving along on track, this year is unlike any other year that we've had, and it's specifically systematic because we are not actually measuring and reporting attendance, which usually is the biggest fluctuation that we have in recording our budgets. So without that piece things tend to just move along. Now, I do have one

brand new piece of information, and the headline is that the three schools we applied for growth funding from for Tahome and Denali have the approvals from the state and we'll be awarded the growth funding. We did include that ADA in our revised budgets so that is something we had already planned for and now we have the confirmation. So that's really excellent news, and we are happy to have that confirmation. Our revenues are moving along as we expected and I think the one piece we're looking forward to is the reopening plan. When we did the revised budgets in the Fall, we had anticipated reopening in January. We are not at that point yet. So the expenditures are slightly lower than we had anticipated, but things can change as we move along this spring and we'll see what happens. We are monitoring the budgets very closely and are not seeing too many surprises. We are having savings under facilities for utilities and other facility related costs like repairs and maintenance.

Another area where we're seeing some savings is in the technology end. Typically when we budget for the schools over the year, we put in an allowance for breakage with students taking their Chromebooks home and bringing them back. This year, we're seeing very little of that because students are not bringing them to school and taking them home where breakage and damage can happen. So we've been experiencing a little bit of savings in that area. We are purchasing a lot of charging cords because those apparently are being damaged and so we're replacing them for our families. So at this time of year, there's really not a lot to say, but I'm happy to answer any questions if anyone has any.

**Diane:** Thank you, Joyce. Does anyone have questions for Joyce? I should be clear anyone from the board. It doesn't mean we don't love you Joyce.

**Joyce:** No, it's my pleasure. I'm happy to be here.

**Diane:** I will say Joyce and I have had conversations that interestingly this year is probably one of the least volatile budget years ever. Everything is pretty steady. So yes, great. All right, well, thank you so much, Joyce. We appreciate it, thank you for joining us.

**Joyce:** Okay. My pleasure. Bye bye.

**Diane:** Let's move on to agenda item number 13, which is about board compositions. Specifically, we have a recommendation for the board to act to approve an Adhoc nominating committee for the board of directors. The packet included a memo related to this, explaining that essentially we have a vacancy on the board and we have an interest in filling that vacancy during this calendar year. So according to our bylaws and Nnanna please correct me if I'm misstating this at all, but according to

our bylaws the board chair has the ability to convene an Adhoc committee for the purposes of doing the work to nominate candidates to the board. So what you have before you is a resolution that essentially establishes that, states that and enables the creation of an Adhoc committee. I know as board chair, Bob, you have some thoughts about who you would like to serve on that committee, would you like to share, your thoughts?

**Robert:** Sure. Do you want to do this as two separate resolutions or just combine them? I would recommend that we have Diego Arambula and Steve Humphreys form the committee and let them take on this assignment.

**Diane:** Excellent. Thank you. Nnanna, is there anything that we should just share or with the board before we think about this resolution and Bob's proposal?

**Nnanna:** Just to indicate that it's in the board's authority to consider appointing someone and to look at a pool of nominees of anyone that they believe would that us represent the interest and goals of Summit Public Schools. To Bob's point just to confirm like, yes, two motions, one to approve the resolution and one to appoint Steve and Diego to the committee. But the authorities create the committees and the bylaws, and it would be an Adhoc temporary committee to establish a pool of candidates or just nominate one for board considerations.

**Diane:** Excellent. Thank you for that, Nnanna. Let's me see if there is a motion to approve the resolution to establish the Adhoc committee first. Would anyone like to make that motion?

**Robert:** So moved.

**Blake:** Second.

**Diane:** Thank you, Bob and thank you for seconding Blake. Any discussion on this?

Male Speaker: I know you talked about calendar year, but do we have even a rough outline of timing and process and just, I'm trying to think through expectation setting both for us internally, but also for all external stakeholders too.

**Diane:** I think that's a great. Go ahead. No, I was just going to say, I think that's the work of the committee, but Nnanna, I don't know if you have a different thought.

**Nnanna:** No, I agree with that. Just to add some context, we have informed some of our authorizers

that we expect to appoint a candidate to the board this calendar year, but obviously we want to make sure that we consider all possible qualified candidates. So I think there is the implicit understanding that the position will be filled when a sufficiently qualified individual who receives a vote of approval will be present. So to the extent that that falls into early 2022 I think that's reasonable, but the expectation is that it would happen this calendar year.

**Diane:** Great. Any other discussion on this motion? Okay, let me call for the vote then, we'll do a roll call vote. We'll begin with Bob.

**Robert:** Aye.

**Diane:** Diego.

**Robert:** Aye.

**Diane:** Blake.

**Blake:** Aye.

**Diane:** Steve.

**Steven:** Aye.

**Diane:** Andy. Andy is on the phone. That's his phone number. I think Valeria he's muted and is not able to come off mute. He is texting me that he's voting I, I'm not sure if we're able to record that, if we are great, if we're not.

**Valeria:** I just asked him to unmute.

**Diane:** Got it. And Anisha.

**Anisha:** Aye.

**Diane:** Okay. Well that motion will carry regardless of Andy's vote.

**Andy:** I think I may be unmuted now.

**Diane:** Oh, there you are. Yes. Are you voting I?

**Andy:** Aye. Good.

**Diane:** Great, thank you. Excellent. All right. Bob, I think you have a second motion that you'd like to put forward, and that is for the membership of that committee. Would you like to make that motion?

**Robert:** I move that the committee be composed of Steve Humphreys and Diego Arambula.

**Diane:** Thank you for that motion. Is there a second?

**Blake:** Second.

**Diane:** Thank you, Blake. Discussion.

**Robert:** Are they able to vote for themselves?

Male Speaker: Yes, my question.

**Diane:** Good question. Nnanna?

**Nnanna:** I think you might actually need to and apologies, I should have clarified, to split each nomination to the committee into two separate motions, and then they can vote for the other, but not vote for themselves.

**Blake:** Okay. I modify well, make my first recommendation that we appoint Diego Arambula to the committee.

**Diane:** Thank you, Blake. So Diego, you'll set this vote out. Is there any discussion on that?

Male Speaker: Can Steve vote on Diego?

**Diane:** Steve can vote however he chooses to vote. Let me call the roll call. Bob.

**Robert:** Aye.

**Diane:** Blake.

**Blake:** Aye.

**Diane:** Steven.

**Steven:** Enthusiastic I.

**Diane:** Andy.

**Andy:** Aye.

**Diane:** And Anisha.

**Anisha:** Aye.

**Diane:** Excellent. Okay, Bob, would you like to make us another motion?

**Robert:** I move that we appoint Steven Humphrey to the committee to join Diego.

Male Speaker: Second.

**Diane:** Great. Any discussion? Okay, Bob.

**Robert:** Aye.

**Diane:** Diego.

**Diego:** Aye.

**Diane:** Blake.

**Blake:** Aye.

**Diane:** Andy.

**Andy:** Aye.

**Diane:** And Anisha.

**Anisha:** Aye.

**Diane:** Great. So both of those motions carry, so we have formed an Adhoc nominating committee. We have two members on that committee. We thank you both for your willingness to be on that committee and look forward to supporting the work that you do. So thank you for that.

**Diego:** We look forward to doing that work. Well, I don't want to speak for you, Steve. I look forward to doing that work and ensuring that we continue to think about our board composition. In light of our Brown Act training today, is there a worlds in this seat, should Steve and I attempt to keep this just the two of us before we bring something back to the full board, or is there a chance to solicit input

from each of the individual board members? Nnanna or Diana, I guess I'm looking for guidance from you two.

**Nnanna:** In general, I would recommend keeping that within you two at the outset. Keeping in mind that once the communication gets to essentially two other board members, you essentially have a meeting under the Brown Act, which should be noticed in accordance with about Brown Act. So, I'd say, yes, you could go to three, but probably safer to stick to and confer with staff if necessary but manage the process between the two committee members.

**Diego:** Thank you.

**Steven:** Thanks for asking that Diego.

**Diane:** Great. Okay. With that, I think we'll move to item number 14 on our agenda, which is the adjournment of the meeting. So we've concluded the full agenda at this point. It is 3:40 PM and so I will update.

**Anisha:** Diane, I have a request before we adjourn.

**Diane:** Oh sure, please.

**Anisha:** So when I was going through the board packet and I may have missed it, but I could not find the SIPA for summit Denali. I found two for summit charter high school, one on page 37 and one on page 213. So maybe whoever uploaded these there might have been an error, but I couldn't find one for Denali unless I missed it.

**Diane:** Excellent. Thank you for bringing that to our attention. Kate, Valeria and I will on that immediately and make sure that we either help you find that or get it to you. It certainly exists. So thank you for pointing that up. Appreciate that.

**Anisha:** Thank you.

**Diane:** Great. Anything else before I adjourn the meeting? Okay. With that, we will adjourn at 3:41 PM. Thank you so much, everyone.