

**San Jose Conservation Corps + Charter School
Board of Directors – Executive Committee Meeting MINUTES
Tuesday, March 28, 2023**

CALL TO ORDER (Time: 12:06 pm)

ROLL CALL (as noted below)

Board Members:		Staff:	
P	Liz Hunt (President)	P	Dorsey Moore (Executive Director)
P	Ramon Zaragoza (Vice-President)	P	Kim Nguyen (Controller)
	<i>Vacant</i> (Treasurer)	P	Rahul Sharma (Charter School Principal)
P	Brenda Burks-Herrmann (Secretary)	P	Jaime Croteau (VP Community Impact)
	<i>Vacant</i> (Past President)	P	Andrea Maes (Ed Development Consultant)

As per the rules outlined by AB 2449, Ramon attended the meeting virtually using Zoom, having good cause circumstances that prevented him from meeting in person.

I. FOR APPROVAL: AGENDA

On a motion made by Brenda and seconded by Liz, the Committee voted to approve the agenda with the following changes: the minutes should have been listed as February 14; the approved financials in section E should be for only January; and a closed session was added at the end. Vote: Aye – Liz, Brenda

II. PUBLIC COMMENT

There were no public comments on any items not on the agenda.

III. FOR APPROVAL: MEETING MINUTES

On a motion made by Brenda and seconded by Liz, the Committee voted to approve the February 14, 2022 Executive Committee meeting minutes. Vote: Aye – Liz, Brenda

IV. PUBLIC COMMENT

There were no public comments on any items on the agenda.

V. BOARD COMMITTEE UPDATES

A. Executive Committee

1. **Board Members** - Sandra Murillo has resigned from the Board; the current size is now 12. Bedriye has resigned as Treasurer but would like to remain on the board if possible; Liz will be talking to her.
2. **Board Meetings** – The Brown Act has been reinstated as of 3/1/23 so we need to follow Brown Act requirements which had been relaxed during the pandemic.
 - The Brown Act has restrictions on Board members attending meetings electronically; however, a new bill AB 2449 that is effective 1/1/23 was passed that allows Board members to attend meetings electronically for emergency or good cause. Under this new law a Board member needs to announce ahead of time that they need to attend electronically; the Board President needs to announce who is attending virtually; it needs to be noted in the minutes; and if anyone attends electronically then all votes need to be done by roll call. Board members can use these new rules to attend Board meetings electronically only twice a year.
 - If there are Charter School items that need Board approval between Board meetings, a special Board meeting must be called; votes cannot be done by email.
 - The Governance committee recommends going back to two separate meetings – one for the Charter School and one for the Corps, where only the Charter School has to follow Brown Act (as long as no Charter School business is discussed at the Corps Board meeting).
 - **Recommend for Approval by Board: New Board Meeting Structure:** On a motion made by Brenda and seconded by Ramon, the Committee voted to recommend to the Board that Board meetings be split into two separate Board meetings where only the Charter School Board meeting will follow the Brown Act. Vote: Aye – Liz, Ramon, Brenda

B. Governance Committee

1. **New Board Members** – We are waiting for the application from potential candidate Stephanie Orosco. Jaime and Liz will be attending the Silicon Valley Hispanic Foundation’s Board Match night on 3/29. Liz is going to follow up with BoardLead to see if they have anyone with accounting/finance background for the Board since Bedriye is stepping back and Sandra has resigned. Dorsey will reach out to Sofia Jaquez who is a recent corpsmember graduate and would be an excellent addition to the Board.
2. **Committee Membership** - Liz has joined the Finance Committee officially because Sandra has left. We will need to find a new Treasurer since the President is not allowed to also be Treasurer.

3. **Board Committee Meetings** – Committee meetings are also impacted by the reinstatement of the Brown Act requirements as of 3/1/23.
 - Any committee that directly discusses Charter School business has to follow the Brown Act – Executive, Finance, & Charter School are already doing this. Need to have Audit Committee also follow BA because it reviews the CS audit. Other committees do not have to follow the Brown Act unless they directly discuss CS business.
 - Exec Comm meeting format should stay as following Brown Act because for now because Charter School Committee members are Executive Committee members.
 - The Finance Committee will determine how it should be structured. Most school boards do not review school financial reports on a monthly basis.
 4. **By-laws Update** – The Governance Committee had approved the bylaws but would like to include the following new changes because of recent developments. The Committee will bring these changes back for Board approval:
 - Increase Board member term limits from 3 to 4; otherwise too many board members would be termed out in 2024.
 - Designate who will be a Charter School board member rather than just being the Executive Committee members as it is now.
 - Dorsey requested that we provide a stipend for new Board members who have lived experience as corpmembers.
 5. **Board Training** – The Governance committee recommends that newer board members take Mary Hiland’s online Board Orientation training. It also recommends that the rest of the board members review Nancy Ragey’s governance training from 1/6/22. Liz will send both out to the board. The Fund Development committee is also looking at scheduling fund development training for Board members.
 6. **Annual Commitment Form** – This will be given out to the Board members at the first Board meeting of the 23-24 fiscal year.
 7. **Form 700** – All board members will have to complete Form 700 this year by 4/1 and should send it to Liz. At the time of the Executive Committee meeting, 6 board members had completed the form.
- C. Charter School Committee**
1. *Recommend for Approval by Board:* **Dashboard Alternative School Status (DASS):** Rahul explained the benefits and reasons behind receiving DASS status. To obtain DASS status 70% of students must be homeless, foster youth, or high need; 90.7% of our student population meets this criteria. On a motion made by Brenda and seconded by Ramon, the Committee recommended approval by the board of the DASS application. Vote: Aye – Liz, Ramon, Brenda
 2. **Principal’s Report** - Rahul reported that ADA was 129.46, attendance was at 82%, and there are already 64 graduates. The school received a Community Schools planning grant. The meeting with the WASC reviewers went well. Hiring for several positions is open for next year; the Assistant Principal will start on 7/1. He invited Board members to the last community meeting of the school year which will be on 4/19 and to graduation which will be on 6/2 at 11 am at Overfelt High School. The admin team has had their first meeting with ESUHSD to discuss the charter renewal and the team will continue to update the Board on the final timeline and proposals for a new charter application.
 3. **Head of School Report** – Dorsey reported that with the charter renewal underway, they were also beginning to search for a possible new site for the school. The admin team had a good visit at MetroEd in order to look for more ways to partner with them. The hold harmless funding for the previous school year is in process of being paid.
- D. Human Resources Committee**
1. **Diversity, equity, and inclusion (DEI) work** – There was no update.
 2. *Recommend for Approval by Board:* **Changes to Masking Requirements** – Jasmine Fuentes and Janeth Beltran presented the results of a staff survey about changing COVID mitigation procedures. The recommendation is to have masking be recommended but not required; and to keep the COVID vaccine as a requirement for staff and corpmembers, but not for Charter School students. On a motion by Brenda and seconded by Ramon, the Committee voted to recommend the Board approve these changes. Vote: Aye – Liz, Ramon, Brenda
- E. Finance Committee** - Kim Nguyen
1. *Recommend for Approval by Board:* **Charter School January 2023 Financial Report** – Kim presented the Charter School financials for January 2023. On a motion made by Brenda and seconded by Ramon, the Committee voted to recommend approval by the Board of the January 2023 Charter School financials. Vote: Aye – Liz, Ramon, Brenda
 2. *Recommend for Approval by Board:* **SJCC January 2023 Financial Report** – Kim presented the Corps financials for January 2023 and noted she will have year-end projections at the next meeting. On a motion made by Brenda and seconded by Ramon, the Committee voted to recommend approval by the Board of the January 2023 Corps financials. Vote: Aye – Liz, Ramon, Brenda

F. Audit Committee – There has still been no update from the audit firm about when we will receive the final report.

G. New Business Development Committee – The committee will begin meeting again in April.

- VI. EXECUTIVE DIRECTOR REPORT** - Dorsey reported the following: the overall cash position of the Corps is influenced by the Resilience Corps contracts where one is ending and one is starting. They may need to tap the line of credit as the new contracts come online. The Corps has put in a request for help from Representative Anna Eshoo regarding the Employee Retention Credit payment which has been significantly delayed. The City of San Jose audit showed no financial findings for the Corps; there were a few recommendations but nothing significant. The audit will be presented to the City in April. The City is also looking to honor Rosaline Lopez, the Corps Network's Corpmember of the year. The AmeriCorps program complied with an audit from the Office of the Inspector General, which was auditing YouthBuild and its sub-grantees; there will be an onsite visit in May. Board members were asked to save the date for May 25th for the first All-Corps Graduation Party.
- VII. CLOSED SESSION** - The Board President reported that Board members would review the process for the CEO's annual evaluation.
- VIII. OPEN SESSION** - The Board President reported that no action was taken during the Closed Session.
- IX. NEXT EXECUTIVE COMMITTEE MEETING** - Tuesday, April 25, 2023, 12:00 - 1:30 pm.

ADJOURNMENT: (Time: 1:34 pm)