

**ANNUAL PUBLIC MEETING OF THE BOARD OF DIRECTORS  
DESERT SANDS PUBLIC CHARTER, INC.  
WHICH OPERATES  
DESERT SANDS CHARTER HIGH SCHOOL**

June 24, 2019  
11:00 a.m.

**Meeting Location**  
177 Holston Dr.  
Lancaster, CA 93535

**Remote Location via Teleconference**  
44130 20<sup>th</sup> St. West  
Lancaster, CA 93535

Conference Call: (661) 249-6805  
Conference Code: 447502

**MINUTES**

**1. OPENING**

- a. Pledge of Allegiance was led by Michael Adams.
- b. Michael R. Adams called to order the June 24, 2019, Annual Board Meeting for Desert Sands Charter High School.
- c. Roll Call

<b>Name</b>	<b>Present</b>	<b>Absent</b>
Michael R. Adams, Board President	✓	
Ruth Escarcega Newell, Board Secretary	✓	
Marvin D. Smith, Board Member	✓	
Dana Clark, Board Member		✓
James Lott, Board Member	✓	

- d. A quorum was established and the meeting was opened.

**2. TELECONFERENCE ANNOUNCEMENTS**

*Our teleconference line is open to staff from the charter school as well as members of the public who wish to participate. Staff members on the conference line may state their names and titles at this time. Any members of the public on the conference line may share their name as well, however, members of the public have the right to participate anonymously.*

**3. PUBLIC COMMENTS**

*Members of the public who wish to address the Board on any item within the subject matter jurisdiction of the Board, whether or not the item is on the Agenda, may do so now, provided that such members have signed in before the commencement of the meeting. The total time allotted for public comments will not exceed eighteen (18) minutes. The time allotted per presentation will not exceed three (3) minutes, except in the case*

where a member of the public utilizes a translator, in which case the time allotted will not exceed six (6) minutes.

Members of the public shall be seated in designated areas and may stand but will not be permitted to move about the Board Room during the meeting.

In compliance with the Americans with Disabilities Act (ADA) and upon request, the Board may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Individuals who require appropriate modification are invited to contact Soliman Villapando at (661) 272-1225 at least forty-eight (48) hours before the scheduled meeting so that the Board may make every reasonable effort to accommodate you.

There were no public comments.

#### **4. APPROVE AGENDA ITEMS**

##### **a. Approve/adopt Agenda for the June 24, 2019, Annual Public Meeting of the Board of Directors.**

There were no changes, additions or corrections to the agenda and the following action was taken to approve the agenda for the June 24, 2019, Annual Public Meeting of the Board of Directors:

Motion made by James Lott, seconded by Ruth Escarcega Newell, and all present approving by unanimous vote.

#### **5. APPROVE BOARD MEETING MINUTES**

##### **a. Approve Minutes of the February 26, 2019, Regular Public Meeting of the Board of Directors.**

It was recommended that the Board of Directors adopt, as presented, and approve the Minutes of the February 26, 2019, Regular Public Meeting of the Board of Directors.

There were no changes, additions or correction to the Minutes. The following action was taken by the Board to approve the Minutes:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present approving by unanimous vote.

#### **6. BOARD MEMBER APPOINTMENTS AND RENEWALS**

##### **a. The Board was asked to review current board member terms, extend board member terms, if applicable, or appoint new members, as necessary.**

After discussion the Board voted to recommend that Michael R. Adams be appointed to the Board of Directors of Desert Sands Charter High School, for a term of one (1) year, commencing July 1, 2019, in accordance with the Bylaws, and to so serve until his successor has been qualified and appointed.

Motion made by Ruth Escarcega Newell, seconded by James Lott, Michael R. Adams abstained, and all present in favor approving by unanimous vote.

After discussion the Board voted to recommend that Ruth Newell be appointed to the Board of Directors of Desert Sands Charter High School, for a term of one (1) year, commencing July 1, 2019, in accordance with the Bylaws, and to so serve until her successor has been qualified and appointed.

Motion made by James Lott, seconded by Marvin D. Smith, Ruth Newell abstained, and all present in favor approving by unanimous vote.

After discussion the Board voted to recommend that Marvin D. Smith be appointed to the Board of Directors of Desert Sands Charter High School, for a term of one (1) year, commencing July 1, 2019, in accordance with the Bylaws, and to so serve until his successor has been qualified and appointed.

Motion made by Ruth Escarcega Newell, seconded by James Lott, Marvin D. Smith abstained, and all present in favor approving by unanimous vote.

After discussion the Board voted to recommend that Dana Clark be appointed to the Board of Directors of Desert Sands Charter High School, for a term of one (1) year, commencing July 1, 2019, in accordance with the Bylaws, and to so serve until her successor has been qualified and appointed.

Motion made by Ruth Escarcega Newell, seconded by James Lott, Dana Clark abstained, and all present in favor approving by unanimous vote.

After discussion the Board voted to recommend that James Lott be appointed to the Board of Directors of Desert Sands Charter High School, for a term of one (1) year, commencing July 1, 2019, in accordance with the Bylaws, and to so serve until his successor has been qualified and appointed.

Motion made by Ruth Escarcega Newell, seconded by Marvin D. Smith, James Lott abstained, and all present in favor approving by unanimous vote.

## **7. SCHOOL REPORTS AND INFORMATION**

### **a. Principal Reports**

A Desert Sands Charter High School representative provided the following updates:

- A Cinco De Mayo celebration was held, sponsored by the Spanish SGI students
- Graduation was held on May 30, 2019 at the AV Fairgrounds
- Had Staff Appreciation Week
- Students participated in S.L.A.M.4Life, a youth poetry slam event, and placed 3<sup>rd</sup> in an event with nearly 40 statewide teams.
- There was an increase of 10% participation for CAASPP testing this year, at 92%.

### **b. Educational Report**

The board was presented with the following reports:

- Educational Services/School Development Update
- Trauma informed career and community schools
- Career Technical Education Update
- Counseling Team
- EL Learning Update
- Student Mentor Program

**c. Board on Track Introduction**

Board Members were directed to the notice in their packets, informing the Board that a new program will be rolled out soon that will provide all board documents electronically. Board members will be able to access important board documents, including agendas and minutes, online.

**d. Board Meeting Notice**

Board Members were directed to the notices in their packets.

**8. CONSENT AGENDA ITEMS**

*Actions proposed for the Consent Agenda are consistent with adopted policies and approved practices of the school, and are deemed routine in nature. The Board was asked to approve all of the Consent Agenda Items by single vote unless any member of the Board or the Public asked that an item be removed from the Consent Agenda and considered and discussed separately.*

- a. The Board was asked to approve the IRS Form 990 and the California return for 2017, as filed.**
- b. The Board was asked to accept the Uniform Complaints Report for the 2018-2019 school year.**
- c. The Board was asked to approve using the auditing firm Wilkinson, Hadley & King to act as independent auditors for the 2019-2021 audit.**
- d. The Board was asked to re-authorize the corporate officers and senior administration to make all reasonable and necessary business arrangements, and enter into all reasonable and necessary transactions, including but not limited to, contracts with vendors, employees, consultants and others.**
- e. The Board was asked to re-authorize the officers of the corporation to award discretionary bonuses to employees at various and sundry times.**
- f. The Board was asked to approve the reallocation of special education funds between the school and other charter schools consistent with any requirements imposed by the El Dorado SELPA.**
- g. The Board was asked to approve a multi-track, year round education 2019-2020 school calendar.**
- h. The Board was asked to approve the revised Parent/Student Handbook.**
- i. The Board was asked to approve the revised Employee Handbook.**
- j. The Board was asked to approve the revised Suspension and Expulsion Policy.**
- k. The Board was asked to approve the Policy on Selecting Team Names/Mascots.**

After hearing no requests to amend the consent agenda, the following action was taken to approve the consent agenda items:

Motion made by James Lott, seconded by Ruth Escarcega Newell, and all present approving by unanimous vote.

## 9. ACTION ITEMS

### a. **The Board was asked to approve compensation for the Superintendent and CFO/Secretary.**

The Board was presented with proposed compensation for Superintendent Caprice Young. In connection therewith, the Board was provided with an executive compensation analysis and report prepared by the law firm of Blank Rome, LLP. A copy of the report will be appended to and maintained with these minutes. Legal counsel reviewed for the Board its obligations when considering executive compensation, the laws applicable to compensation for executives of non-profit entities and other pertinent legal considerations. The Board members asked several questions regarding their role and legal obligations and, after all Board members indicated that they understood this information, discussion ensued concerning the Superintendent's position and responsibilities as well performance to date and the proposed compensation.

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

The Board was presented with proposed compensation for CFO/Secretary Jeri Vincent. In connection therewith, the Board was provided with an executive compensation analysis and report prepared by the law firm of Blank Rome, LLP. A copy of the report will be appended to and maintained with these minutes. Legal counsel reviewed for the Board its obligations when considering executive compensation, the laws applicable to compensation for executives of non-profit entities and other pertinent legal considerations. The Board members asked several questions regarding their role and legal obligations and, after all Board members indicated that they understood this information, discussion ensued concerning the CFO/Secretary's position and responsibilities as well performance to date and the proposed compensation.

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

### b. **The Board was asked to approve the Budget Overview for Parents and the Local Control Accountability Plan (LCAP).**

Lifelong Learning Administration Corporation supports the Area Superintendent and school Principal in the preparation, monitoring, and tracking of the LCAP report. They each reviewed the LCAP, including the five goals.

On behalf of the school staff, a representative from Lifelong Learning Administration Corporation informed the board that the LCAP is a 3-year strategic plan that the school follows. They are in the last year of the current 3-year plan. There was an addition made to the report this year to include various graphs and explanations for parents, which is now the first portion of the LCAP. The Board was further informed that the complete LCAP was previously presented to the students and parents for their review and input.

A representative from Lifelong Learning Administration Corporation informed the Board of the five goals listed in the LCAP, the Dashboard results, and any areas that require the greatest need. Furthermore, another change to the LCAP that was made this year was to include “Gap Analysis”, which shows the school, parents, and the Board which groups of students need additional attention. The overall goal is to close any gaps between students.

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**c. The Board was asked to approve the Local Control Funding Formula (LCFF).**

At the request of the school leader, A Lifelong Learning Administration Corporation representative informed the Board that the LCFF is the largest source of unrestricted revenue. The LCFF was reviewed with the Board and after discussion the following action was taken to approve the LCFF:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**d. The Board was asked to approve the Budget for the 2019-2020 fiscal year.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative reviewed the Budget with the Board, including current and projected ADA.

After discussion, the following action was taken to approve the 2019-2020 fiscal year Budget:

Motion made by James Lott, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

**e. The Board was asked to approve the Education Protection Account.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative reviewed the EPA report, informing the Board that all EPA funds are used on instructional services. After discussion the following action was taken to approve the EPA:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**f. The Board was asked to approve the Consolidated Application process and submission for all reports required for the 2019-2020 school year.**

Legal Counsel for the school reminded the Board that they are asked to approve the Consolidated Application each year. After discussion the following action was taken to approve the Consolidated Application process and submission for all reports required for the 2019-2020 school year:

Motion made by James Lott, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

**g. The Board was asked to reaffirm Corporate Officers to serve at the pleasure of the Board.**

Legal Counsel for the school reminded the Board that Patrick Hill is the current CEO and Jeri Vincent is the CFO and Secretary. The Board was asked to reaffirm both corporate officers, allowing them to continue to serve the corporation and school. After discussion the following action was taken to reaffirm the Corporate Officers:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**h. The Board was asked to re-authorize approved bank account signers to conduct necessary banking matters.**

Legal Counsel for the school asked the Board to re-authorize Patrick Hill, Jeri Vincent, Bill Toomey, and Caprice Young as bank account signers. After discussion the following action was taken re-authorize approved bank account signers:

Motion made by Marvin D. Smith, seconded by James Lott, and all present in favor approving by unanimous vote.

**i. The Board was asked to authorize the officers and senior administration to sign checks, drafts, and other instruments obligating the Charter School to pay money on behalf of the Charter School, including the use of an electronic signature system for checks issued by the Charter School, subject to all applicable laws, provided that no single check bearing a single signature, electronic or live, shall exceed the sum of \$25,000.00. Any purchase order greater than \$25,000.00 requires two signatures, one of whom must be a board member.**

The following action was taken to approve the officers and senior administration to sign checks, drafts, and other instruments obligating the Charter School to pay money on behalf of the Charter School, including the use of an electronic signature system for checks issued by the Charter School, subject to all applicable laws, provided that no single check bearing a single signature, electronic or live, shall exceed the sum of \$25,000.00. Any purchase order greater than \$25,000.00 requires two signatures, one of whom must be a board member:

Motion made by Ruth Escarcega Newell, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

- j. The Board was asked to authorize the selling of receivables to an experienced and reputable financier of receivables, if needed, to maintain adequate cash flow.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative informed the Board that selling receivables has been their primary financing mechanism in the past to use for short-term cash flow, if needed. After discussion, the following action was taken to authorize the selling of receivables to an experienced and reputable financier of receivables:

Motion made by James Lott, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

- k. The Board was asked to authorize the school to obtain credit from Hanmi Bank, if needed, to maintain adequate cash flow.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative informed the Board that Hanmi Bank is offering a line of credit of \$4,000,000 to be used as needed, at a lower interest rate than receivable financing. This line of credit will provide an alternative cash flow option, should it be needed. After discussion, the following action was taken to authorize the school to obtain credit from Hanmi Bank, if needed, to maintain adequate cash flow:

Motion made by Ruth Escarcega Newell, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

- l. The Board was asked to approve obtaining a loan from LLAC during the 19-20 Fiscal year, pursuant to a promissory note with interest.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative informed the Board that they are currently being asked to approve a low-interest, short-term loan with Lifelong Learning Administration Corporation, in the amount of \$3,000,000, for the term of July 1, 2019 – June 30, 2020. After discussion the following action was taken to approve the promissory note:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

- m. The Board was asked to review and approve the Educational Service Agreement.**

Legal Counsel for the school informed the Board that minor changes were made to the Educational Service Agreement, including the term of the Agreement. The term of the Agreement was changed to coincide with the term of the school's Charter. The School maintains the right to terminate services with the provider at any time during the term of the Agreement, and in accordance to the procedures provided in the Agreement. After discussion the following action was taken to approve the Educational Service Agreement:

Motion made by Marvin D. Smith, seconded by James Lott, and all present in favor approving by unanimous vote.



**n. The Board was asked to review and approve the Administrative Service Agreement.**

Legal Counsel for the school informed the Board that minor changes were made to the Administrative Service Agreement, including the term of the Agreement. The term of the Agreement was changed to coincide with the term of the school's Charter. The School maintains the right to terminate services with the provider at any time during the term of the Agreement, and in accordance to the procedures provided in the Agreement. After discussion the following action was taken to approve the Administrative Service Agreement:

Motion made by Marvin D. Smith, seconded by Ruth Escarcega Newell, and all present in favor approving by unanimous vote.

**o. The Board was asked to adopt an updated Conflict of Interest Code for Desert Sands Public Charter, Inc.**

Legal Counsel for the School informed the Board that the Conflict of Interest Code was revised to include additionally required designated positions. After discussion the following action was taken to approve the updated Conflict of Interest Code for Desert Sands Public Charter, Inc.:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**p. The Board was asked to accept contributions.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative informed the Board of recent cash contributions for the 2018/2019 school year. After discussion the following action was taken to approve accepting contributions:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

**q. The Board was asked to review and approve the Charter School Accounting Manual.**

At the request of the school leader, a Lifelong Learning Administration Corporation representative informed the Board they are being asked to approve the Charter School Accounting Manual which came from the FCMAT Audit. After discussion the following action was taken to approve the Charter School Accounting Manual:

Motion made by James Lott, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

- r. **The Board was asked to approve entering a Memorandum of Understanding with Paraclete High School to provide instruction to students.**

Legal Counsel informed the Board that they are being asked to approve an MOU to allow the School to provide instruction to students. After discussion the following action was taken to approve the Memorandum of Understanding with the Paraclete High School:

Motion made by James Lott, seconded by Marvin D. Smith, and all present in favor approving by unanimous vote.

- s. **The Board was asked to approve entering a Memorandum of Understanding with the Antelope Valley Union High School District to provide instruction to students.**

Legal Counsel informed the Board that they are being asked to approve an MOU to allow the School to provide instruction to students. After discussion the following action was taken to approve the Memorandum of Understanding with the Antelope Valley Union High School District:

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present in favor approving by unanimous vote.

## **10. LEGAL UPDATE**

The Board was provided with information regarding new legislation affecting charter schools.

## **11. ADDITIONAL CORPORATE OFFICERS AND BOARD MEMBERS' OBSERVATIONS AND COMMENTS**

Jim Lott commented that the graduation was nice. Michael Adams said they are always inspirational.

## **12. ADJOURNMENT**

There being no further business to come before the Board, the June 24, 2019, Annual Public Meeting of the Board of Directors of Desert Sands Charter High School, upon motion duly made, seconded and unanimously adopted, adjourned.

Motion made by Ruth Escarcega Newell, seconded by James Lott, and all present approving by unanimous vote.

Signed by:

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Ruth Escarcega Newell  
Board Secretary