**Board of Directors Special Meeting Minutes**

October 6, 2021

5:00-6:00 PM

Zoom Video Conference

<https://zoom.us/j/7564585437>

**Pin**: 155911

Board members present: J. Kinoshita, A. Pariano, B. Lowry

Board members absent: N/A

Soleil Academy team present: B. Gutierrez

1. **Welcome and call to order** 
   1. Board Chair J. Kinoshita called the governance meeting of the Board of Directors of Soleil Academy to order on Wednesday, October 6, 2021 at 5:03 PM. Quorum was reached at 5:03 PM. Board chair provided a brief overview of the agenda for the meeting.

Board Finding: (VOTE)

(A) The legislative body has reconsidered the circumstances of the emergency; and

(B) Either of the following circumstances exists:

(1) the state of emergency continues to directly impact the ability of board members to meet safely in person, or

(2) State or local officials continue to impose or recommend social distancing measures.

Roll Call Vote-

Yes- Lowry, Kinoshita, Pariano

No-

Voted to continue to meet via teleconference.

1. **Public Comment**
   1. N/A
2. **Closed Session**
   1. No closed session was held.
3. **Approval of the consent agenda** 
   1. N/A
4. **Management Update**

1. **Governance Committee Updates**
   * 1. Potential Board Member: B. Infanzon

The team discussed onboarding B. Infanzon to the board. There was a unanimous decision to present her to the board for approval as a new Board Director.

* + 1. Brown Act Training – Jan 14

The team discussed the timing of the formal Brown Act training. It is slated to occur on January 13, 2022.

* + 1. Board Ontrack Transition

Management has been working with the board to start utilizing the Board Ontrack platform. We are set to launch it this week.

* + 1. Bonus Structure Discussion

The board discussed the change in metrics for the Executive Director’s bonus based on key priorities outlined for Soleil Academy. A proposed structure will be discussed during the next Governance Meeting.

1. **Meeting Adjourned** 
   1. With no further business to conduct, Board Chair J. Kinoshita adjourned the meeting of the Governance Committee at 5:30 PM.