



# Pacific Coast Academy

## Regular Scheduled Board Meeting

### New Member Orientation and Annual Board Training

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#### Date and Time

Thursday July 29, 2021 at 6:00 PM PDT

#### Location

13915 Danielson St. #103, Poway, CA 92064

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#### Meeting In Person

PCA Office

13915 Danielson St. #103, Poway, CA 92064

#### Meeting via Teleconference

Zoom Link

<https://zoom.us/j/97289610097>

Meeting ID: 972 8961 0097

Join by Phone

(669) 900-6833

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#### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>6:00 PM</b>
<b>A.</b> Call the Meeting to Order		Kelly Durso	1 m
<b>B.</b> Roll Call of Board Members		Kelly Durso	1 m

	<b>Purpose</b>	<b>Presenter</b>	<b>Time</b>
<b>C. Approval of Agenda</b>	Vote	Kelly Durso	1 m
<b>D. Public Comments</b>			5 m
<b>II. New Board Member Orientation</b>			<b>6:08 PM</b>
<b>A. Introductions of Key Staff Members</b>	FYI	Krystin Demofonte	5 m
<b>B. PCA's Mission, Vision and Values</b>	FYI	Krystin Demofonte	5 m
<b>C. Overview of Legislative Updates</b>	FYI	Krystin Demofonte	5 m
<b>III. Annual Board Training</b>			<b>6:23 PM</b>
<b>A. Brown Act Training</b>	FYI	Jennifer McQuarrie	60 m
<b>IV. Other Business</b>			<b>7:23 PM</b>
<b>A. Resolution for Meals Provided for Professional Development and Meetings</b>	Vote	Krystin Demofonte	5 m
<b>B. Overview of Board on Track</b>	FYI	Jenn Faber	15 m
<b>C. Election of Officers</b>	Vote	Kelly Durso	10 m
<b>D. Review of Board Expectations and Conflict of Interest Policy</b>	FYI	Kelly Durso	5 m
<b>E. Additional Resources and Expectations</b>	FYI	Kelly Durso	5 m
<b>V. Closing Items</b>			<b>8:03 PM</b>
<b>A. Announcement of Next Scheduled Meeting August 28th</b>	FYI	Kelly Durso	1 m
<b>B. Adjourn Meeting</b>	Vote		

Prepared By:  
Jennifer Faber

Noted By:

## Board Secretary

Public comment rules: Members of the public may address the Board on agenda or non-agenda items through the teleconference platform, zoom. Zoom does not require the members of the public to have an account or login. Please either utilize the chat option to communicate with the administrative team your desire to address the board or simply communicate orally your desire to address the board when the board asks for public comments. Speakers may be called in the order that requests are received. We ask that comments are limited to 2 minutes each, with no more than 15 minutes per single topic so that as many people as possible may be heard. If a member of the public utilizes a translator to address the board, those individuals are allotted 4 minutes each. If the board utilizes simultaneous translation equipment in a manner that allows the board to hear the translated public testimony simultaneously, those individuals are allotted 2 minutes each. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to school staff or calendar the issue for future discussion.

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# Cover Sheet

## PCA's Mission, Vision and Values

<b>Section:</b>	II. New Board Member Orientation
<b>Item:</b>	B. PCA's Mission, Vision and Values
<b>Purpose:</b>	FYI
<b>Submitted by:</b>	
<b>Related Material:</b>	PCA Slides 7_29 Board Meeting.pptx



# PCA 2021/2022

Everything You Need to Know

# Agenda



01

**Introductions**

Who's Who?

02

**Mission/Vision**

What are we about?

03

**PCA Values**

What's important to us?

04

**Legislation**

What's happening?

# Introductions

**Krystin Demofonte-** Executive Director

- Instructional Program, Head of School, Superintendent

**Shari Erlendson-** Deputy Executive Director

- Operational, Finance, Facilities

**Jennifer Faber-** Senior Director/Director of Governance

- Logistics of Board Meetings, Agendas and Packets, BOT

# Mission of PCA

The mission of Pacific Coast Academy is to develop the individual gifts of students in San Diego County and adjacent counties to become critical thinkers, responsible citizens and innovative leaders prepared for academic and real-life achievement in the 21st Century. The mission will be accomplished through quality, personalized, standards-based education which could include online coursework, offline textbook work, project-based learning, and unique hands-on and experiential learning experiences facilitated in partnership with students, parents, staff, and community.

# PCA Values

PCA believes that each student learns in their own way and at their own pace. We believe in partnering with parents and listening to the individual needs of students in order to create an individualized, meaningful educational experience.

Educating Students

Listening to Parents

Respecting Each Other

# Outcomes

At Pacific Coast Academy, we have goals for our students that are known as Schoolwide Learner Outcomes (SLOs). SLOs are a part of our school culture: they reflect our school vision, the College and Career Readiness standards, and the education of the whole child.

## Pacific Coast Students Are:

- **Inquisitive Learners** - Inquisitive learners are investigative, inquiring, ask probing questions, and desire to learn more.
- **Navigators of the Digital World** - Navigators of the digital world who are proficient in the use of technology, media, and online resources.
- **Self-Directed** - Self-directed and motivated students who are able to set attainable goals to achieve academic success.
- **Personalized Learners** - Personalized learners who are able to thrive in the style of education that best fits their individual needs.
- **Independent Critical Thinkers** - Independent critical thinkers who have the ability to problem solve, take ownership, and apply their knowledge to a variety of problems.
- **Responsible Citizens** - Responsible citizens who demonstrate integrity and respect while actively seeking knowledge of local and global issues.
- **Effective Communicators** - Effective communicators who can thoughtfully articulate their thinking with confidence while collaborating with peers.



# Legislation- Budget Trailer Bill

## No Growth Cap

- Budget does not include any caps on growth funding: target enrollment is **4,700**
- Pending litigation challenging prior growth caps pending
  - Preliminary ruling by judge not favorable to charter schools
  - Final ruling anticipated within days

# Legislation

Grade Span	Live Interaction	Synchronous Instruction
TK-3	n/a	Daily
4-8	Daily	Weekly
9-12	n/a	Weekly



## MA's

All students will need a new MA. New MA must be signed by Sept 16



## AWRs?

Trailer bill also mandates LEAs to “maintain written or computer-based evidence of pupil engagement that includes, but is not limited to, a grade book or summary document that, for each class, list all assignments, assessments, and associated grades.”



## Interacti on

“A plan to provide opportunities for” varying levels of “live interaction” and “daily synchronous instruction:”



## Renewal Extension

All charter schools whose term expires on or between January 1, 2022, and June 30, 2025, shall have their term extended by two years.





# **Thank you!**

**We are looking forward  
to a great year!**

# Sound therapy



## Mars

Despite being red,  
Mars it's a cold place



## Saturn

Saturn is the ringed  
one and a gas giant



# Who

This could be the part of the  
presentation where you introduce  
yourself



# Sound perception

20  
%

## Saturn

Saturn is the  
ringed one

30  
%

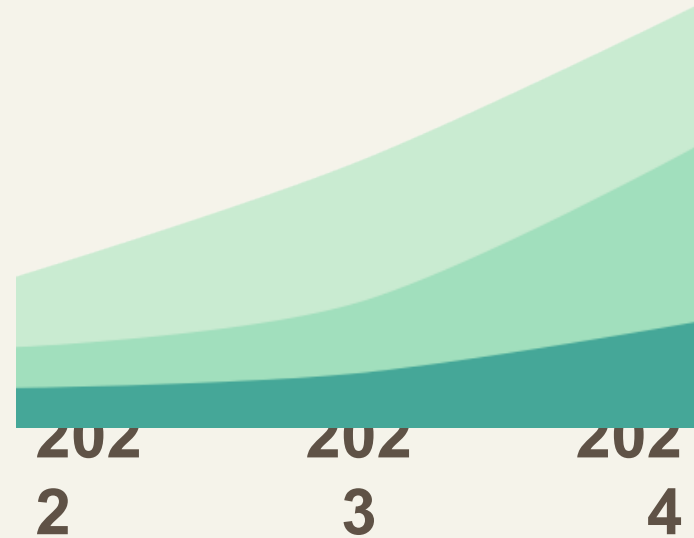
## Mars

Mars is a cold  
place, not hot

70  
%

## Venus

Venus has a  
pretty name



To modify this graph, click on it, follow  
the link, change the data and paste the  
new graph here

# This is a table

	Mass (earths)	Diameter (earths)	Surface gravity (earths)
Venus	0,06	0,38	0,38
Mars	0,11	0,53	0,38
Saturn	1,16	9,4	1,16

# Awesome words



Key words are great for catching your audience's attention



# Ocean sound exposure



01



## Mars

Mars is a cold place, not hot

02



## Saturn

Saturn is the ringed one

03



## Jupiter

Jupiter is the biggest planet



# This is a map

## Mars

Mars is a cold place, not hot

## Saturn

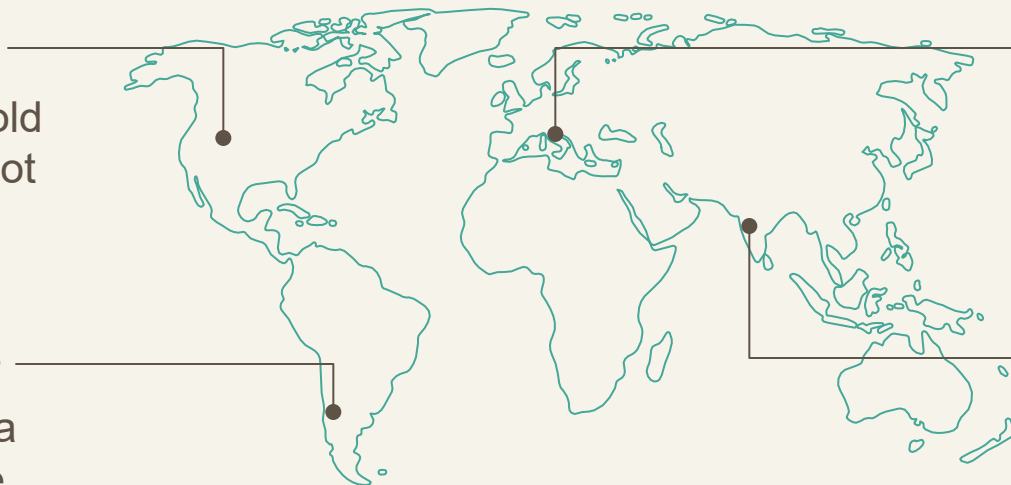
Saturn is the ringed one

## Venus

Venus has a pretty name

## Jupiter

Jupiter is the biggest planet







«This is a quote. Words full  
of wisdom that someone  
important said and can  
make the reader get  
inspired»  
—**Someone**  
**famous**

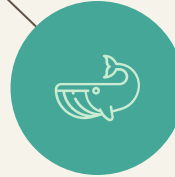
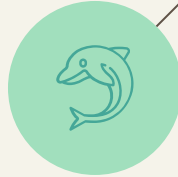
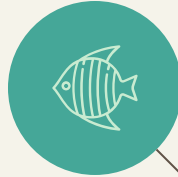


# Ocean wave frequency bands



**$\geq 80$  Hz**  
**Higher  
frequency**

Venus is very hot  
and it's second  
from the Sun



**$\leq 20$  Hz**  
**Lower  
frequency**

Despite being red,  
Mars is a very cold  
place

# 4,333,000,00



# 0

Big numbers catch your audience's attention

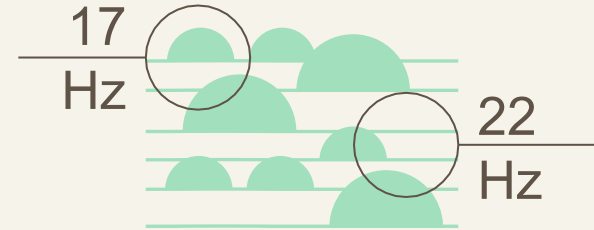




# Wavelength

## h 1

Saturn is the ringed one. It is a gas giant in the Solar System

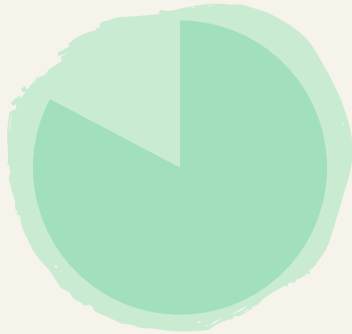


# Wavelength

## h 2

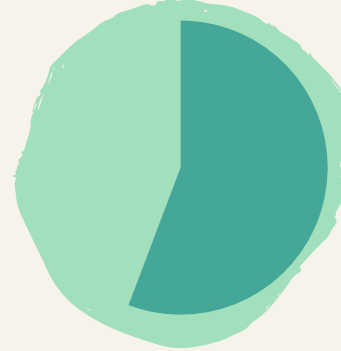
Mercury is the closest to the Sun. It was named after a Roman god

# Success rates



**80%**  
**Venus**

Venus is second  
from the Sun



**55%**  
**Earth**

Earth is third  
from the Sun



# 333,000

earths is the Sun's mass

# 1h 37m

is Jupiter's rotation period  

# 23s

# 386,000

is the distance between Earth and the Moon

# Sleep cycle improvement

Stage 1

**Light  
sleep**

Mars is a cold  
place, not hot

Stage 5

**REM**

Venus has a  
pretty name



Stage 2

**Deep  
sleep**

Saturn is the  
ringed one

Stage 3-4

**Deeper  
sleep**

Jupiter is the  
biggest planet

# Review your concepts



## Mars

Mars is very cold,  
not hot



## Venus

Venus has a  
beautiful name



## Saturn

Saturn is the  
ringed one



## Mercury

It was named after  
a god



## Neptune

Neptune is the  
farthest planet



## Jupiter

Jupiter is a gas  
giant too



# Psychoacoustics

## Venus

Venus has a nice  
name

## Mars

Mars is a cold  
place, not hot

## Jupiter

Jupiter is the  
biggest planet

## Saturn

Saturn is the  
ringed one

# A timeline always works fine



## Step 1

Venus has a nice name



## Step 2

Mars is a very cold place




## Step 3

Jupiter is the biggest one



## Step 4

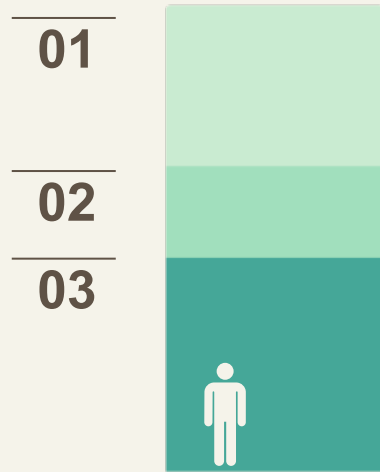
Saturn is the ringed one



# A picture always reinforce s the concept

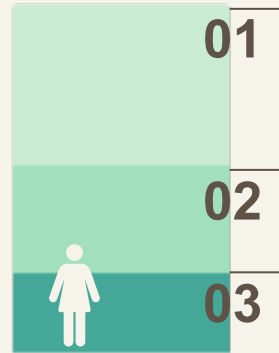
Images reveal large amounts of data, so use an image instead of long texts

# Profile of mood states



**65%**

Venus is very hot



**41%**

Neptune is far away

## 01 Mars

Mars is a cold place, not hot

**02**

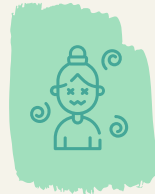
## Saturn

Saturn is the ringed one

**03**

## Jupiter

Jupiter is the biggest planet



# Soundscapes



## Mars

Mars is very cold, not hot

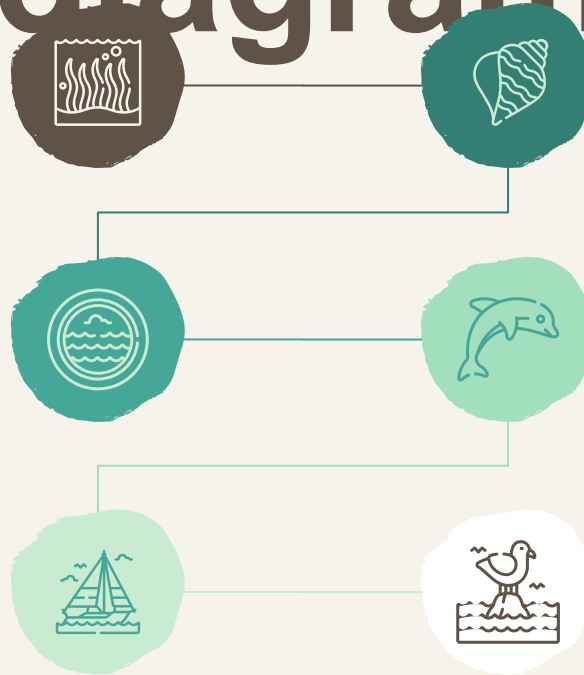
## Neptune

Neptune is the farthest

## Mercury

It was named after a god

## diagram



## Venus

Venus has a nice name

## Saturn

Saturn is the ringed one

## Jupiter

Jupiter is a gas giant too

# A picture is worth a thousand words





# This is another graph

30%

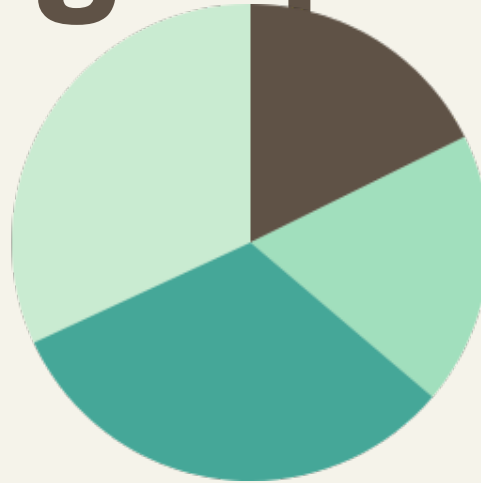
**Mars**

Mars is full of iron  
oxide dust

25%

**Jupiter**

Jupiter is the  
biggest planet



To modify this graph, click on it,  
follow the link, change the data and  
paste the new graph here

28%

**Uranus**

Uranus is the  
coldest one

22%

**Venus**

Venus has a  
beautiful name

# Our team



**Alan  
Brokens  
hire**

Mars is a cold  
place, not hot



**Nicholas  
Bristow**

Saturn is the  
ringed one



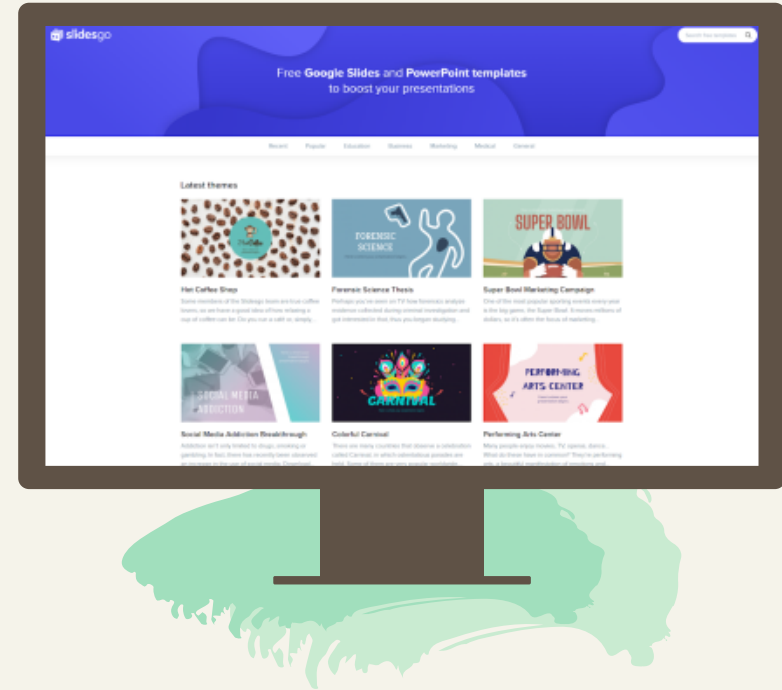
**Felicity  
Bruce**

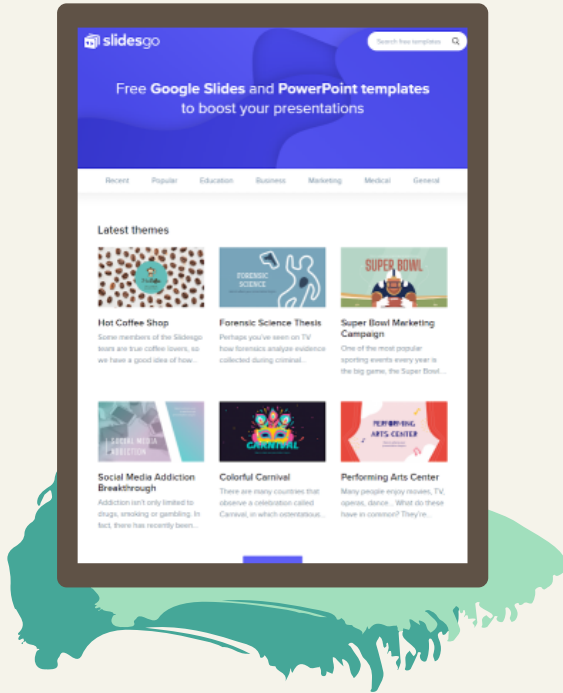
Jupiter is the  
biggest one



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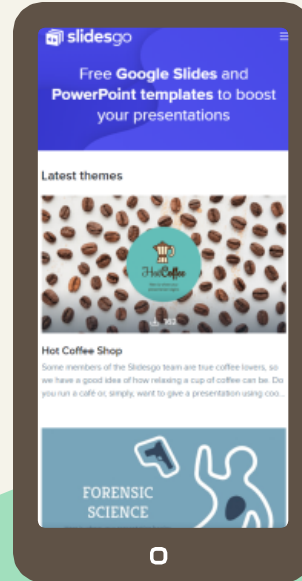


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- [Front view waves at sunset](#)
- [Ocean landscape with wave](#)
- [Natural landscape with sea wave](#)
- [Sea landscape with wave and blue sky](#)
- [Woman meditating on the beach with copy space](#)
- [Man on his surfboard swimming long shot](#)
- [Front view of woman enjoying an excursion at the beach](#)
- [Frothy waves and sandy beach from above](#)
- [Beach and ocean in summertime](#)

## Vectors

- [Ink brush stroke collection](#)
- [Therapy Icon Pack](#)
- [Pack blue waves patterns](#)

# Resources

## Photos

- [Blue underwater background](#)
- [Front view of male swimmer swimming in the ocean](#)
- [Woman lying on surfboard in water](#)
- [Sea landscape with wave](#)
- [Close-up man swimming](#)
- [Man showing shaka hand sign in blue water](#)
- [View of the ocean shore with rocks](#)
- [Man standing with surfboard in blue water](#)
- [Woman swimming underwater](#)
- [Sea landscape with wave](#)
- [Male swimmer swimming in ocean](#)
- [Woman taking a walk on the beach sand](#)
- [Back view man relaxing on the beach outside with copy space](#)

## Vectors

- [Ink brush stroke collection](#)
- [Ornamental waves patterns set](#)
- [Time to Sleep Icon Pack](#)
- [Ocean Icon Pack](#)
- [Therapy Icon Pack](#)

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Pana



Amico



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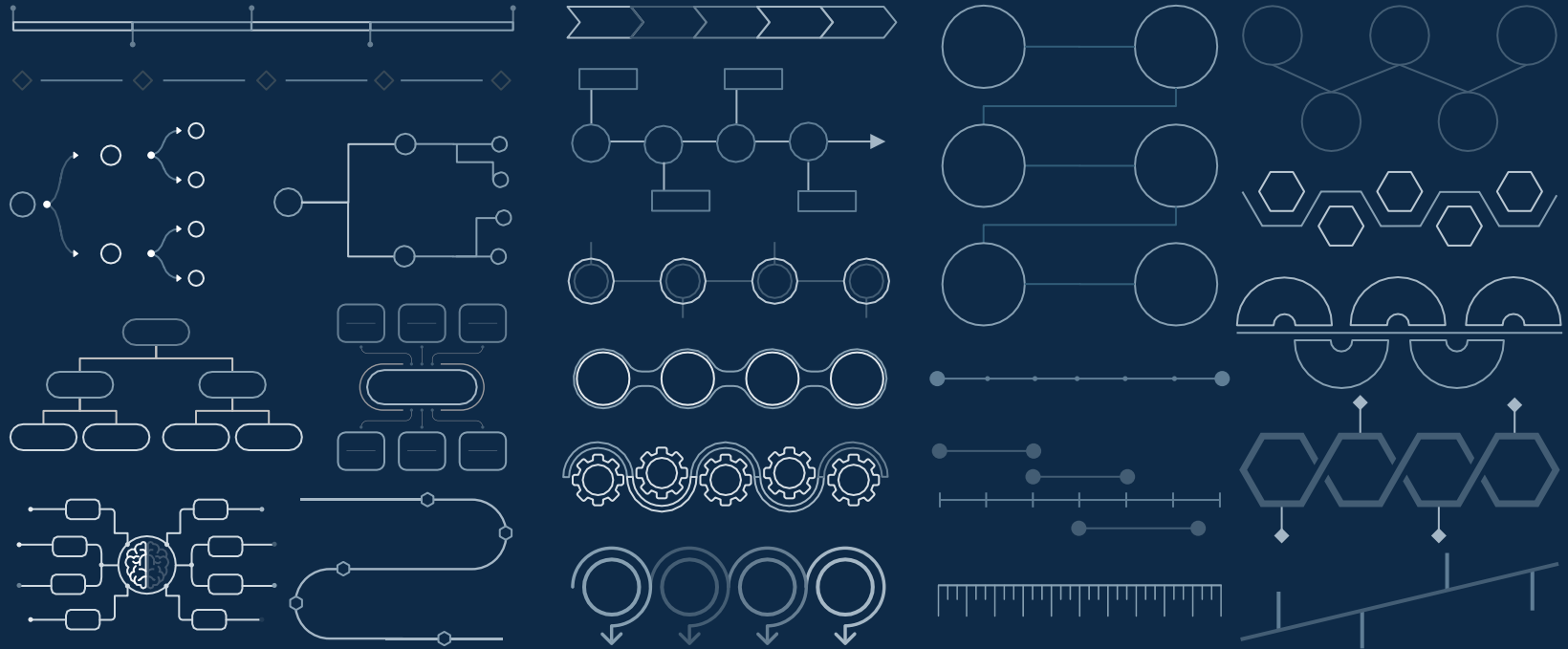
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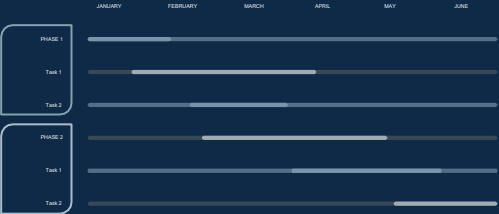


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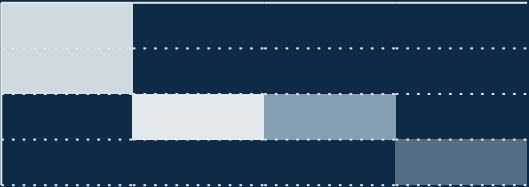
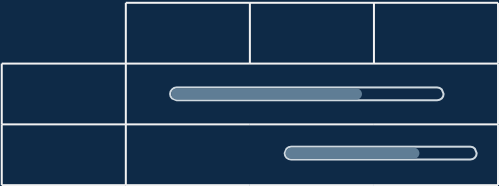




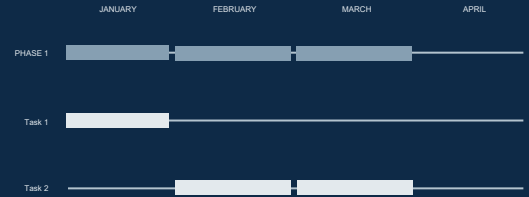


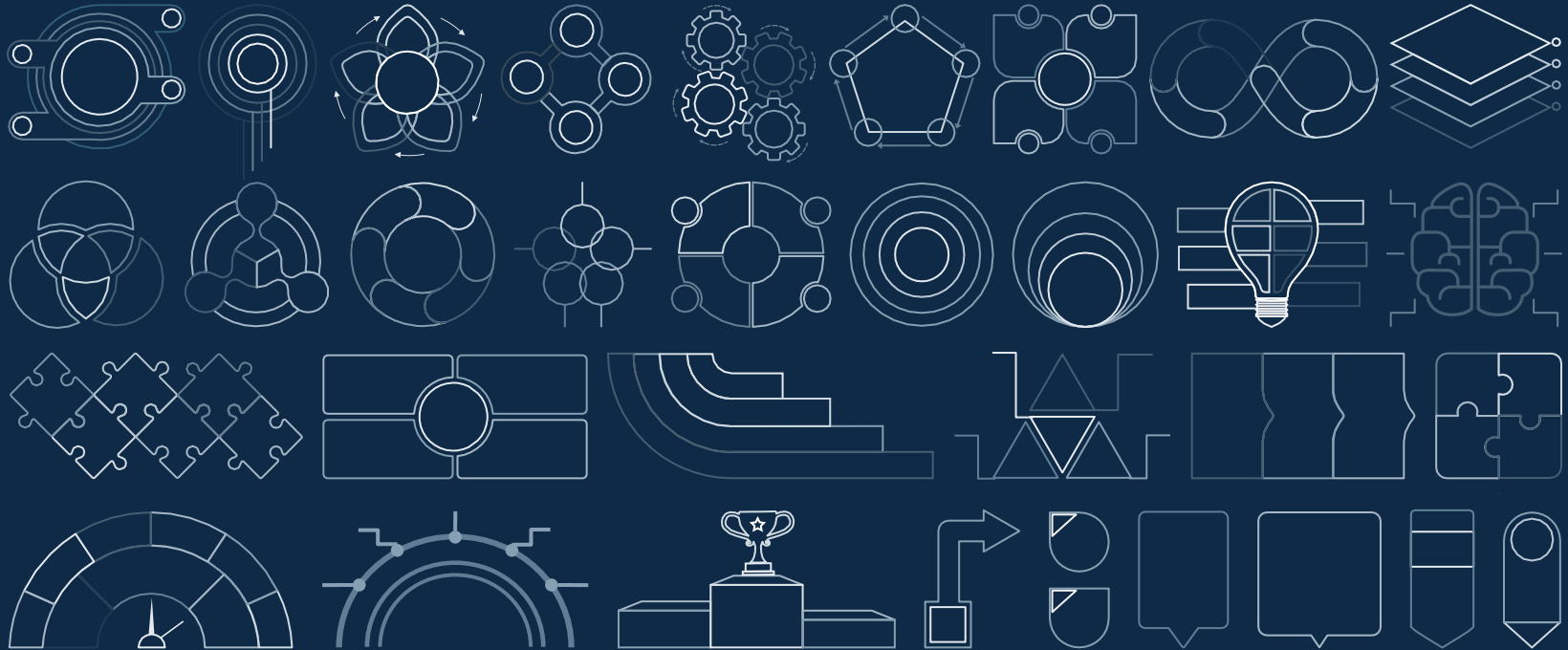



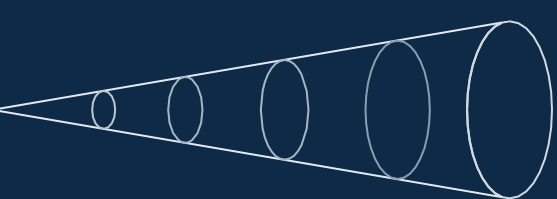
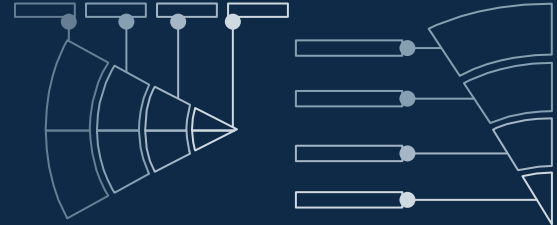
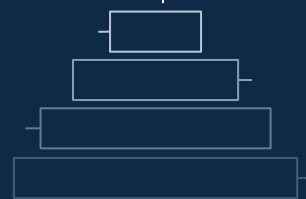
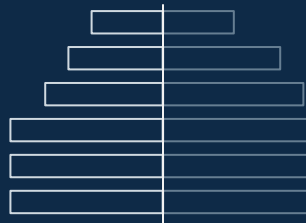
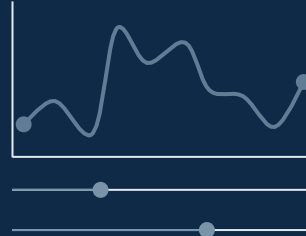
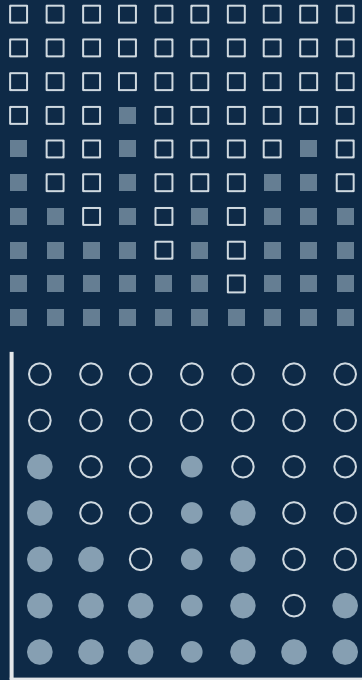














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## Medical Icons



## Business Icons



## Teamwork Icons



# Help & Support Icons



# Avatar Icons



# Creative Process Icons



# Performing Arts Icons

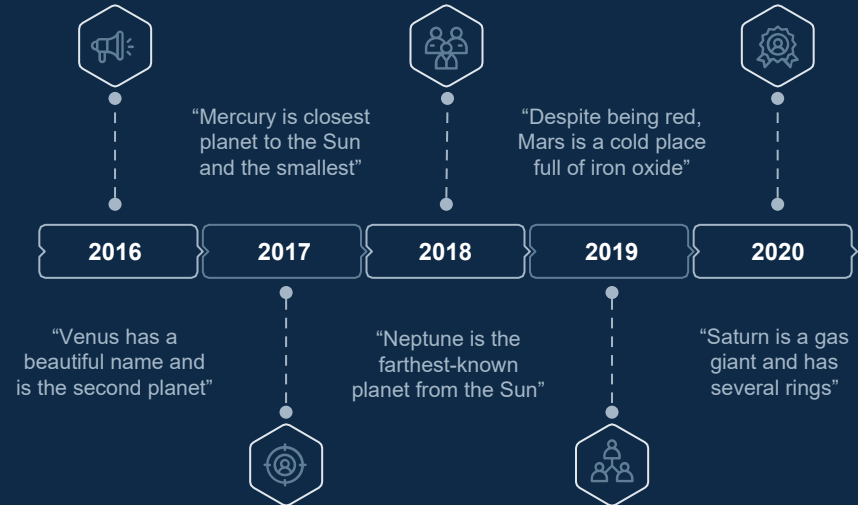


## Nature Icons



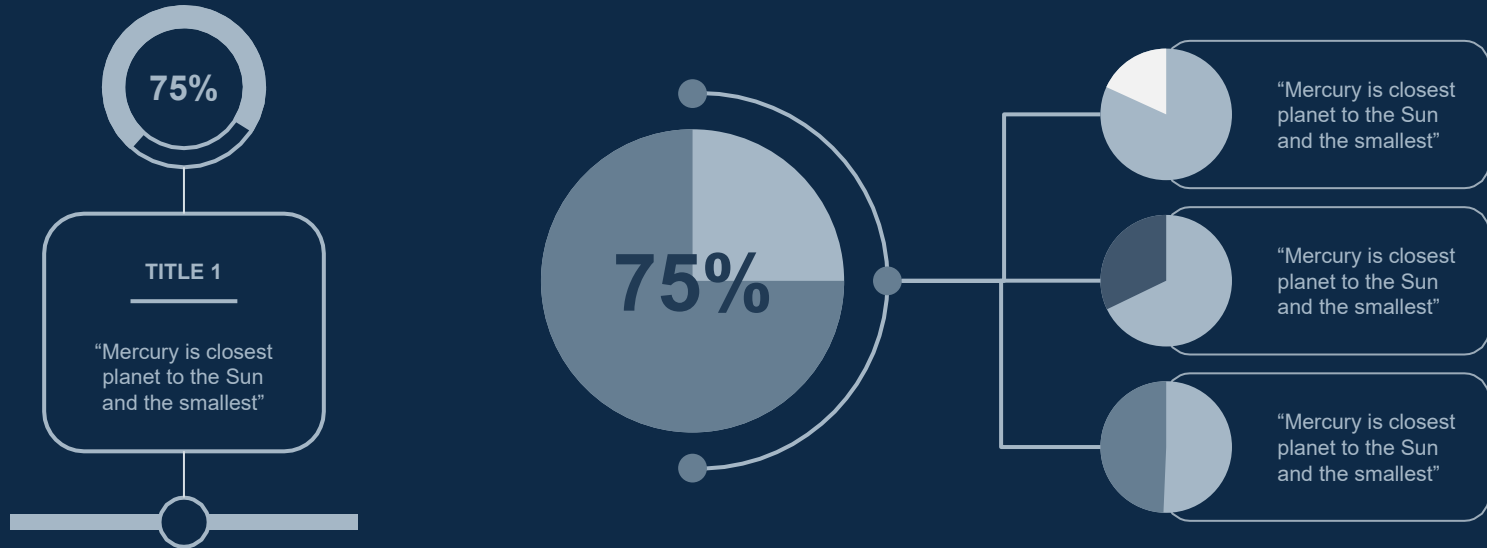
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# Premium infographics...





## Premium infographics...



# Premium Icons



# Premium Icons



## Premium Icons



# Premium Icons

# Premium Icons





# Cover Sheet

## Brown Act Training

<b>Section:</b>	III. Annual Board Training
<b>Item:</b>	A. Brown Act Training
<b>Purpose:</b>	FYI
<b>Submitted by:</b>	
<b>Related Material:</b>	Brown Act 2021.ppt



# Brown Act Training

1

**PRESENTED BY: JENNIFER MCQUARRIE**  
**THE LAW OFFICES OF JENNIFER MCQUARRIE**  
**[MCQUARRIELAW@GMAIL.COM](mailto:MCQUARRIELAW@GMAIL.COM)**  
**805-252-1080**



# Workshop Goals

2

## ✧ Gain an understanding of the Brown Act

- What is the Brown Act?
- Brown Act triggers
- Brown Act compliance



# What is the Brown Act?

3

- ❧ **Ralph M. Brown Act (CA Gov. Code sections 54950, et seq.)**
- ❧ **Open meeting requirement for local legislative bodies**
- ❧ **Includes, among other things:**
  - **Notice**
  - **Agenda**
  - **Public comment**
  - **Many other rules**



# Competing Policy Interests

4

- **Brown Act**
  - Encourage public participation in local government decisions
  - Deter secret legislation by public bodies
- **Charter School**
  - Confidential information re students/employees
  - Candor in decision-making and debate
  - Efficient decision-making



# Brown Act Triggers

5

- ❧ **Who: Local agencies and legislative bodies**
  - **Charter School Board of Directors**
- ❧ **What: “Meetings”**



# Who Must Comply

6

## ✧ Legislative body means:

- **Committee, commission, etc., of the charter school governing board**
  - ✓ Permanent or temporary
  - ✓ Decision-making or advisory
  - ✓ Created by formal action of a legislative body
- **Standing committees of charter school governing board:**
  - ✓ Continuing subject matter jurisdiction or
  - ✓ Meeting schedule fixed by formal action
- **Not included:**
  - ✓ Advisory committees whose entire membership are board members (but cannot be a standing committee)
  - ✓ Less than quorum of board

# What is a Meeting?

7

## Broadly defined

- **Congregation of board majority at the same time and place to hear, discuss or deliberate upon any item within its subject matter jurisdiction**
- **Includes collective acquisition and exchange of facts before making a decision**
- **Includes informal and inadvertent meetings**



# What is a Meeting?

8

- **Serial meetings prohibited**
  - **Board majority uses**
    - ✓ **direct communication**
    - ✓ **personal intermediaries**
    - ✓ **technology and social media**
  - **To discuss, deliberate or take action or develop collective concurrence for an item to be decided by the board**
  - **Prohibition does not prevent employee/official from engaging in separate conversations or communications with board members to answer questions/provide information**
    - ✓ **So long as does not communicate to members the comments or position of other board members**





# Social Media

9

- **Board members are not prevented from engaging in separate conversations or communications on an internet-based social media platform to answer questions, provide information to the public, or to solicit information from the public**
  - Majority of members do not use the social media platform to discuss among themselves business of a specific nature that is within the subject matter jurisdiction
  - Board member shall not respond directly to any communication on social media within smj that is made, posted or shared by another board member



# What is a Meeting?

10

- **Exceptions:**
  - **Individual conversations between a board member and another individual**
  - **Attendance of a majority members at:**
    - ✓ **Open conferences (or similar meetings)**
    - ✓ **Open meetings of other organizations**
    - ✓ **Open meetings of other legislative bodies**
    - ✓ **Purely social or ceremonial gatherings**



# What is a Meeting?

11

- **Exceptions continued:**
  - **Provided they don't discuss amongst selves school business, other than as part of a program**



# Compliance - Notice

12

## ☞ Three types of meetings:

- **Regular meetings**

- ✓ Usually designated by resolution or bylaws
- ✓ 72-hours notice

- **Special meetings**

- ✓ Called at any time (presiding officer or board majority)
- ✓ 24-hours notice

- **Emergency meetings**

- ✓ Very rare
- ✓ 1-hour notice to media outlets that previously requested notice



# Compliance - Agenda

13

- **Regular and Special Meetings: Content**
  - **Time/location, including any teleconference locations (not during COVID-19)**
  - **Brief general description of each item of business to be transacted or discussed**
    - ✓ **Including closed session matters (further discussion later in slides)**
    - ✓ **Need not exceed 20 words**
  - **Rules on how to access the agenda and meeting if needing an accommodation under the ADA**
  - **Public comment rules**

**If it's not on the agenda, the board cannot discuss the item**



# Compliance - Agenda

14

## ❧ **Cannot discuss items not appearing on the agenda, exceptions:**

- **Member, on own initiative or in response to a question, may ask for clarification, may make a brief announcement or report on his/her own activities**
- **Make a reference to staff or other resources for factual information, request a report back at a subsequent meeting or direct staff to place an item on the agenda**
- **2/3rds vote of members or unanimous vote if less than 2/3rds present that there is a need to take immediate action**
  - ✍ **Came to the attention of the of the school subsequent to the agenda being posted**
- **Majority vote that an emergency exists**



# Compliance – Limits at Special Meetings

15

- ❧ **Salaries, salary schedules, compensation in the form of fringe benefits of high level employees may not be discussed in special meetings**
  - **Does not preclude discussion of the budget in a special meeting**
  - **At regular meetings, must orally announce summary of salary recommendations for high level employees**



# Compliance - Posting

16

- ❧ **Post in a location that is freely accessible to the public 24-hours a day and compliant with ADA**
  - Cannot be behind locked gates
- ❧ **Website**
  - Post to homepage through prominent direct link in a certain format
  - Integrated agenda management platform ok
- ❧ **If teleconference participation, at each teleconference location (not during COVID-19)**





# Minutes

17

- ❧ **No specific mention of minutes, but must record how each board member voted, including any recusals**
- ❧ **Corporations code requires minutes for nonprofits**
- ❧ **Many authorizers require that the school post on the website, but not required by law**



# Meeting Locations

18

- **Nonclassroom based programs without a facility or that operate one or more resource centers**
  - **County where the greatest number of students enrolled reside**
- **During COVID-19, not required to meet physically**



# Compliance - Teleconferencing

19

- ❧ **Votes taken by roll call**
- ❧ **Agendas posted at each teleconferenced location (not during COVID-19)**
- ❧ **Each location must meet the ADA**
- ❧ **Quorum must be located within geographical boundaries of school (not during COVID-19)**
- ❧ **Public may participate from each location**



# Compliance – Public Participation

20

- **Regular meetings:**
  - **Options**
    - ✓ One public comment period for items not on the agenda; public comment before each item
    - ✓ One public comment period for all public comment at one time in the beginning of the meeting, including agenda items and non-agenda items
- **Special meetings**
  - **Testimony only for items described in the agenda**
  - **Before or during consideration of the item**
  - **Including before closed session**



# Compliance – Rights of the Public

21

- ❧ **Participate at each teleconferenced location**
- ❧ **Reasonable accommodations per ADA**
  - **For the agenda as well as at the meeting**
  - **Agenda must identify how to request accommodations**
- ❧ **Cannot be required to sign in (unless speaking)**
- ❧ **May record or broadcast meetings**
- ❧ **May have access to board materials (with limited exceptions)**
- ❧ **May not be censored**
- ❧ **If no simultaneous translation provided, provide at least twice the allotted time for persons utilizing a translator**



# Compliance – Closed Session

22

## ❧ Closed Sessions Generally

- Sessions must be expressly authorized by statute
- Narrowly construed
- Strong bias in favor of open meetings
  - ✓ Sensitive, embarrassing or controversial content does not justify application unless expressly allowed
- Semi-closed meetings not allowed

## ❧ Confidentiality of Closed Sessions

- Person attending may not disclose to a non-attendee



# Compliance – Closed Session

23

## 🌀 Agenda detail

- **Government Code section 54954.5 provides agenda descriptions for all permissible closed session meetings, except for student discipline**
- **Before convening into closed session, announce what will be discussed – only read the agenda description**
- **After returning from closed session, may be required to report out action taken**



# Compliance – Permissible Closed Session

24

- ☐ **Personnel**
- ☐ **Litigation**
- ☐ **Real property negotiations**
- ☐ **Labor negotiations**
- ☐ **Public security**
- ☐ **Student discipline**
- ☐ **Others likely not applicable**





## Cover Sheet

### Resolution for Meals Provided for Professional Development and Meetings

**Section:** IV. Other Business  
**Item:** A. Resolution for Meals Provided for Professional Development  
and Meetings  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:**  
Resolution for Meals Provided for Professional Development and Meetings.pdf



## **Pacific Coast Academy**

13915 Danielson St. #103, Poway, CA 92064

Ph (619) 404-3190

### **RESOLUTION OF THE BOARD OF DIRECTORS OF PACIFIC COAST ACADEMY**

Board Resolution 2021 – 5

The Board of Directors hereby determines that providing meals or light snacks during working board meetings and working staff meetings, as determined in the discretion of the Executive Director, serve the public purposes of Pacific Coast Academy. Board members and staff members who are fed during working meetings will further the mission and goals of Pacific Coast Academy in educating children. To that end, the Board of Directors authorizes the head of the school to organize meals and light snacks during board meetings and working staff meetings.

### SECRETARY'S CERTIFICATE

I, \_\_\_\_\_, Secretary of the Board of Directors of Pacific Coast Academy a California nonprofit public benefit corporation, County of \_\_\_\_\_, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a meeting of the Board of Directors of Pacific Coast Academy which was duly and regularly held on (date), at which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present; and at such meeting such resolutions were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand on \_\_\_\_\_, 2021.

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Secretary of the Board of Directors of

Pacific Coast Academy

# Cover Sheet

## Election of Officers

<b>Section:</b>	IV. Other Business
<b>Item:</b>	C. Election of Officers
<b>Purpose:</b>	Vote
<b>Submitted by:</b>	Kelly Durso
<b>Related Material:</b>	PCA Officer Descriptions_FINAL.pdf

### BACKGROUND:

At the June board meeting, two officers were nominated and elected: JD Luckesen as CFO (Treasurer/Master of Coin) and Kelly Durso as President. The position of secretary must be elected at this meeting, with the possibility of a Vice President election.



## Pacific Coast Academy Board of Directors Officer Descriptions

Currently, Pacific Coast Academy's bylaws and charter petition define term length as one year for each officer, with no term limit. The descriptions below were taken from Board on Track and edited to reflect the descriptions in PCA's bylaws. The office of Vice President is not listed here, as the PCA Board of Directors has not had one in its brief history, but the bylaws allow for a Vice President and Chairman of the Board, should those positions ever be needed.

### President

1. Works with the Executive Director, other board officers, and committee chairs to develop the agendas for Board of Trustees meetings and presides at these meetings.
2. In consultation with other board officers, appoints volunteers to key leadership positions, including positions as chair of board committees and task forces, and cultivates leadership succession.
3. Works with the Board of Trustees and paid and volunteer leadership, in accordance with the organization's bylaws and mission, to establish and maintain systems for:
  - Planning the organization's human and financial resources and setting priorities for future development.
  - Reviewing operational effectiveness and setting priorities for future development.
  - Ensuring the legal and ethical standard
  - Hiring and evaluating the Executive Director
  - Developing and maintaining an effective board culture
  - Developing an effective pipeline of future leaders of the board
4. In conjunction with the Governance Committee, manages the development of the Board in order to help it work more effectively and efficiently.
5. Works with the Executive Director and other board officers to develop both immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
6. Communicates effectively with and supports the Executive Director in his/her job as manager of the organization. In this capacity, focuses on ensuring that the board governs rather than manages.
7. Works with the Committee Chairs and the Executive Director to keep apprised of committee work and to ensure that committees have the resources needed to do their job. Also, works to ensure effective and efficient communications between the committees and the Board.
8. Creates a safe environment for decision-making by inviting participation, encouraging varying points of view and stimulating a frank exchange of ideas in an effort to provide shared decision-making.
9. Communicates with the Board effectively so the board information system focuses on decision-making, stimulates participation and supports an appropriate balance of responsibility between board and staff.

**Secretary (Note: many of these responsibilities are shared with the Director of Governance, a paid staff position at PCA)**

1. Keep at the principal office of the corporation or at such a place as the Board may determine a book of minutes of all meetings of the Trustees and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.
2. Present for approval by the Board copies of all minutes of meetings of the board.
3. Ensure that all notices are duly given in accordance with the provisions of the by-laws or as required by law.
4. In general, serves as the protocol officer of the board, ensuring that the keeping and posting of meeting minutes, meeting notifications, adherence to open meeting laws, and other procedural requirements are followed legally and ethically.
5. In general, perform all duties incident to the Office of the Clerk and such other duties as may be required by law, by the Articles of Incorporation or by-laws, or which may be assigned to him or her from time to time by the Board of Trustees.

#### **CFO (Treasurer)**

1. Chair of the Finance Committee.
2. Provides direction for the oversight of the organization's record keeping and accounting policies.
3. Ensures the presentation of timely and meaningful financial reports to the board.
4. Ensures the development of an annual budget and its submission to the Board for its approval. Leads the monitoring of budget implementation.
5. Oversees development and board review of financial policies and procedures. With the Finance Committee, monitors the adherence to financial policies and procedures adopted by the Board.
6. Develops and monitors any investment policies adopted by the Board.
7. Ensures that assets are protected and invested according to board policy.
8. Leads the board in assuring compliance with federal, state and other financial reporting requirements.
9. Presents the recommendation of the auditor to the Board for their approval. With the Finance Committee reviews the results of the audit including the management letter, develops a plan for remediation, if necessary, and presents the results to the Board.
10. Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

## Cover Sheet

### Review of Board Expectations and Conflict of Interest Policy

<b>Section:</b>	IV. Other Business
<b>Item:</b>	D. Review of Board Expectations and Conflict of Interest Policy
<b>Purpose:</b>	FYI
<b>Submitted by:</b>	
<b>Related Material:</b>	PCA Board Expectations Agreement_final.pdf Conflict_of_Interest_Code_-_PCA.pdf PCA Conflict of Interest Policy.pdf

**BACKGROUND:**

All board members are expected to sign the Expectation and Understanding of Conflict of Interest Policy

## **PACIFIC COAST ACADEMY**

### **CONFLICT OF INTEREST CODE**

The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission (FPPC) has adopted a regulation (2 California Code of Regulations §18730) that contains the terms of a standard conflict of interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act.

Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby adopted and incorporated by reference. This regulation and the attached Appendices, designating positions and establishing disclosure categories, shall constitute the conflict of interest code for Pacific Coast Academy. This code shall take effect when approved by the San Diego County Board of Supervisors, and shall thereupon supersede any and all prior such codes adopted by Pacific Coast Academy, but shall supplement any conflict of interest policies adopted in compliance with the laws governing nonprofit corporations.

Individuals holding designated positions shall file statements of economic interests with the Secretary of Pacific Coast Academy. Upon receipt of the statements of the members of the Board of Directors, the Secretary shall make and retain copies and forward the originals of these statements to the Clerk of the San Diego County Board of Supervisors. Original statements for all other designated employees shall be retained by the Secretary. All retained statements shall be available for public inspection and reproduction. (Government Code § 81008.)



**APPENDIX A**

<u>Designated Positions</u>	<u>Disclosure Category</u>
Members of the Governing Board	1, 2
President/CEO	1, 2
Principal/Superintendent	1,2
Assistant Director(s)	3
Verification Specialists	3
Teachers	3
Regional Coordinators	3
Senior Director of Special Education	3
Regional Director of Special Education	3
Assistant Director of Special Education	3

The Principal or designee may determine in writing that a particular consultant or newly created position as set forth in 2 Cal. Code Regs. § 18219, that makes or participates in the making of decisions that may foreseeably have a material effect on any financial interest is hired to perform a range of duties that is limited in scope and thus the broadest disclosure is not necessary. Such written determination shall include a description of the consultant's or new position's duties and, based upon that description, a statement of the extent of disclosure requirements. The Principal or designee's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code (Government Code § 81008).

## **APPENDIX B**

### **Disclosure Categories**

#### **Category 1 Reporting:**

Designated positions assigned to this category must report:

Interests in real property located in whole or in part within two (2) miles of any facility owned or leased by Pacific Coast Academy.

#### **Category 2 Reporting:**

Designated positions assigned to this category must report:

Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) from sources that are contractors engaged in the performance of work or services, or sources that manufacture, sell, repair, rent, or distribute school supplies, books, materials, school furnishings, or equipment of the type to be utilized by Pacific Coast Academy.

#### **Category 3 Reporting:**

Designated positions assigned to this category must report:

Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) from sources that are engaged in the performance of work or services, or sources that manufacture, sell, repair, rent, or distribute school supplies, books, materials, school furnishings, or equipment of the type to be utilized by the designated person's department, including, for example, vendors providing such goods and services to be utilized in the instruction of students.



## Pacific Coast Academy Board Member Expectations Agreement

During my term as a board member, I commit to the following:

1. I will read and abide by the bylaws of the organization.
2. I will read, annually affirm, and abide by the organization's conflict of interest policy, which includes completing the Form 700 when assuming office, leaving office, and annually.
3. I will perform all fiduciary duties and responsibilities to the best of my ability.
4. I will promote, value, and protect the mission of the organization.
5. While mindful of the past, I will help build a vision for the future and help develop and execute plans to achieve it.
6. I will adequately prepare for and attend a minimum of 80% of board of directors' meetings, plus special board meetings, attend annual board training and any additional trainings to further the objectives of the organization.
7. I will serve on at least one assigned board committee such as Finance, CEO Evaluation, or Governance.
8. I will help to recruit, mentor, and retain members of the board of directors and board committees.
9. I will respect the confidentiality of deliberations made at board and committee meetings and contribute to a climate of mutual trust and support between the board and executive director.
10. I will abide by Brown Act requirements in my interactions with other board members and the public.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, monthly financial statements, board meeting packets, and an update of organizational activities that allow me to meet the "prudent person" section of the law.
2. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
3. Board members and the Executive Director will respond in a straightforward fashion to questions I have that are necessary to carry out my board and committee-related responsibilities to this organization.
4. Board members and the Executive Director will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board President and Executive Director to discuss these responsibilities.

I have read the Expectations Agreement and agree to commit my time and expertise to help further the mission of Pacific Coast Academy.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Print Name \_\_\_\_\_

Executive Director Signature \_\_\_\_\_ Date \_\_\_\_\_

## **REVISED NONPROFIT CONFLICT OF INTEREST POLICY OF PACIFIC COAST ACADEMY**

### **Article I Purpose**

**Section 1.1. This Revised Nonprofit Conflict of Interest Policy** (this “Policy”) has been adopted and approved by the Board of Directors of Pacific Coast Academy (the “Corporation”) for the purposes of (1) protecting the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person (as defined hereinafter) or might result in a possible excess benefit transaction; and (2) establishing policies and procedures to be adhered to and implemented by the Corporation whenever it is contemplating entering into such transactions or arrangements, and whenever determining appropriate levels of compensation, direct and indirect, including benefits and perquisites for any Interested Person. The Corporation and each director, officer, member of a committee with Board-delegated powers, and key employee intends to comply with this Policy in such a manner so as to avoid any “excess benefit transaction” that would be subject to intermediate sanctions and excise taxes under section 4958 of the Internal Revenue Code of 1986, as amended (the “Code”). This Policy also is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations, and the Corporation shall comply with the requirements of each such federal or state law in addition to the requirements of this Policy.

**Section 1.2.** The Corporation is a nonprofit corporation duly organized and existing under the laws of the state of California, which shall apply for a determination by the Internal Revenue Service that the Corporation is exempt from income tax under section 501(c)(3) of the Code, and as such is organized and operated exclusively for charitable, educational, and scientific purposes, not for pecuniary profit, and no part of the net earnings of the Corporation shall inure to the benefit of any person or non-exempt entity.

### **Article II Definitions**

#### **Section 2.1. Interested Person**

Any director, officer, member of a committee with Board-delegated powers, or key employee, as defined below, who has a direct or indirect financial interest, as defined below, is an interested person (“Interested Person”).

#### **Section 2.2. Financial Interest**

A person has a “financial interest” if the person has, directly or indirectly, through business, investment or family, any of the following:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial, benefits, perquisites, reimbursements for personal expenses, or entitlements relating to personal uses of property or service rights of the Corporation.

A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 2.3. Key Employee**

A person is a “key employee” if he or she meets the three tests set forth for that term in the Glossary to the Instructions to Form 990 Return of Organization Exempt from Income Tax. Those tests generally provide that a key employee is an employee who has (i) reportable compensation from the Corporation and all related organizations, for the calendar year, in excess of \$150,000; (ii) responsibilities similar to officers and directors or manages a discrete segment of the Corporation that represents at least 10% of its activities, assets, income, expenses, or capital budget; and (iii) is one of the 20 employees with the highest reportable compensation from the organization and related organizations for the calendar year.

## **Article III Conflict Procedures**

### **Section 3.1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her financial interest and all material facts to the Board of Directors of the Corporation (the “Board”) or to any special committees with Board-delegated powers (e.g., conflicts or compensation committees) considering the proposed transaction or arrangement.

### **Section 3.2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall excuse himself/herself from the Board or committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Board or committee members shall determine whether a conflict of interest exists.

### **Section 3.3. Procedures for Addressing the Conflict of Interest**

- a. An Interested Person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the possible conflict of interest.
- b. The Board or the committee shall undertake, or appoint a disinterested person or committee to undertake, an appropriate due diligence investigation, including an

analysis of all material facts related to the possible conflict of interest, collection of data on comparable arrangements or transactions, and the development and investigation of alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and charitable, educational, and scientific purposes and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determinations.

e. Compliance with California Corporations Code section 5233 regarding self-dealing transactions in applicable circumstances shall constitute compliance with the requirements of this policy.

#### **Section 3.4. Violations of the Conflict of Interest Policy**

a. If the Board or committee has reasonable cause to believe that a director, officer, or key employee has failed to disclose an actual or possible conflict of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

b. After hearing the response of such person and making such further investigation as may be warranted under the circumstances, if the Board or committee determines that the director, officer, or key employee is an Interested Person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Prompt corrective action must be required in order to avoid the second-tier penalty tax under section 4958 of the Code and other additional liability and must include full restitution to the Corporation.

### **Article IV Records of Proceedings**

**Section 4.1.** The minutes of the Board and any special committee with Board-delegated powers shall contain the following:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee as to whether a conflict of interest exists.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## **Article V Compensation Procedures**

**Section 5.1.** No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly from the Corporation. No Interested Person, however, is prohibited from providing information to the Board or a committee regarding compensation, including factual data on comparable compensation for comparable services or the reasonableness of the proposed compensation.

**Section 5.2.** The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances. The Corporation shall consider and give due weight to studies published by third parties regarding rates of compensation whenever and, to the extent that, such studies are reliable, comparable and available.

## **Article VI Annual Statements**

**Section 6.1.** Each director, officer, member of a committee with Board-delegated powers, and key employee shall annually sign a statement which affirms that such person:

- a. has received a copy of this Policy of the Corporation,
- b. has read and understands this Policy,
- c. has agreed to comply with this Policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its stated charitable, educational, and scientific purposes and do not result in private inurement or unreasonable or excessive economic benefit to private individuals or entities.

## **Article VII Periodic Reviews**

**Section 7.1.** To ensure that the Corporation operates in a manner consistent with its charitable, educational, and scientific purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation shall conduct periodic reviews of its compensation arrangements and any other transactions or arrangements that may provide a financial interest to any Interested Person. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements are reasonable, based on competent survey information, and the result of arms-length bargaining,
- b. Whether transactions of the Corporation result in private inurement or impermissible private benefit,

c. Whether transactions and arrangements with third parties conform to written policies, including this Policy, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable, educational, and scientific purposes, and do not result in private inurement, impermissible private benefit or in an excess benefit transaction, and

d. Whether the Corporation's expense reimbursement procedures are adequate in terms of required documentation, whether persons seeking reimbursement are complying with these procedures, and whether such expenses relate to furthering the Corporation's charitable, educational, and scientific purposes and do not result in private inurement or impermissible private benefit.

## **Article VIII Use of Outside Experts**

**Section 8.1.** In determining whether a conflict of interest exists, determining compensation or conducting the periodic reviews required by this Policy, the Corporation may, but need not, use outside advisors and consultants. If outside experts are used, their use shall be documented, but shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted in accordance with this Policy.

## **Article IX California Government Code section 1090**

**Section 9.1.** To the extent required by law, the Corporation shall comply with Article 4 (commencing with section 1090) of Chapter 1 of Division 4 of Title 1 of the California Government Code as applicable and with regard to its charter school operations.

## **Article X**

**Section 10.1.** This policy shall supersede the prior conflict of interest policy adopted by the Corporation, but shall supplement any Conflict of Interest Code adopted by the Corporation in compliance with the Political Reform Act of 1974 (Title 9 (commencing with section 81000) of the California Government Code).

Adopted by the Board of Directors of Pacific Coast Academy, on \_\_\_\_\_, 2019, effective immediately.



**AGREEMENT TO COMPLY  
WITH  
REVISED NONPROFIT CONFLICT OF INTEREST POLICY**

I, a director, officer, member of a committee with Board-delegated powers, or key employee, hereby state that I have received a copy of the Revised Nonprofit Conflict of Interest Policy of Pacific Coast Academy, have read it and understand it, and hereby agree to comply with this Policy. I understand that I will engage only in activities to further the charitable, educational, and scientific purposes of this Corporation, which will not result in private inurement, unreasonable private benefit, or acts of self-dealing.

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_

# Cover Sheet

## Additional Resources and Expectations

**Section:** IV. Other Business  
**Item:** E. Additional Resources and Expectations  
**Purpose:** FYI  
**Submitted by:**

### BACKGROUND:

Homework for the board member is to view the complete recording of the Brown Act training from Board on Track and the Legislative Updates training from Precopio by the next meeting on August 28th. These will be emailed to you from Jenn Faber.