



Navigator Schools

Board Meeting

Date and Time

Tuesday November 15, 2022 at 4:30 PM PST

This meeting will take place via teleconference pursuant to Executive Orders N-25-20 and N-29-20.

The Board of Directors and employees of Navigator Schools shall meet via Zoom. Members of the public who wish to access this board meeting may do so online at <https://zoom.us/join> or via telephone by calling [\(669\) 900-6833](tel:6699006833) or [\(646\) 876-9923](tel:6468769923). The meeting ID is: **974 8448 8073**. The meeting passcode is: **675568**.

Members of the public attending online who wish to comment during the board meeting will use the online “raise hand” tool in Zoom when the chairperson elicits public comments. Members of the public planning to attend by phone are requested to confirm their intent to comment up to one hour prior to the meeting via [e-mail](#).

Individual comments will be limited to three minutes. If an interpreter is needed, comments will be translated into English and the time limit shall be six minutes. At its discretion, the board may limit the total time allotted to public comments and set new time limits for individual comments. The board reserves the right to mute and remove a participant from the meeting if the participant unreasonably disrupts the meeting.

Requests for disability-related modifications or accommodations to participate in this public meeting should be submitted forty-eight hours prior to the meeting via [e-mail](#). All efforts will be made for reasonable accommodations. The agenda and public documents will be modified upon request as required by Section 202 of the Americans with Disabilities Act.

Esta reunión se celebrará por teleconferencia de conformidad con las Órdenes Ejecutivas N-25-20 y N-29-20.

El Consejo de Administración y los empleados de Navigator Schools se reunirán a través de Zoom. Los miembros del público que deseen acceder a esta reunión del consejo pueden hacerlo en línea en

<https://zoom.us/join> o por teléfono llamando al (669) 900-6833 o al (646) 876-9923. El número de identificación de la reunión es: **974 8448 8073**. El código de acceso a la reunión es: **675568**.

Los miembros del público que asistan por Internet y deseen hacer comentarios durante la reunión de la junta directiva utilizarán la herramienta "levantar la mano" en Zoom cuando el presidente solicite los comentarios del público. Los miembros del público que tengan previsto asistir por teléfono deberán confirmar su intención de hacer comentarios una hora antes de la reunión por correo electrónico.

Los comentarios individuales se limitarán a tres minutos. Si se necesita un intérprete, los comentarios se traducirán al inglés y el límite de tiempo será de seis minutos. A su discreción, la mesa directiva puede limitar el tiempo total asignado a los comentarios del público y establecer nuevos límites de tiempo para los comentarios individuales. La mesa directiva se reserva el derecho de silenciar y expulsar a un participante de la reunión si éste interrumpe injustificadamente la reunión.

Las solicitudes de modificaciones o adaptaciones relacionadas con una discapacidad para participar en esta reunión pública deberán presentarse cuarenta y ocho horas antes de la reunión por correo electrónico. Se hará todo lo posible por realizar adaptaciones razonables. El orden del día y los documentos públicos se modificarán si se solicita, tal y como exige el artículo 202 de la Ley de Estadounidenses con Discapacidades.

Agenda

	Purpose	Presenter	Time
I. Opening Items			4:30 PM
Opening Items			
A. Record Attendance and Guests		Board Chair	1 m
The chairperson will direct S. Martin to confirm attendance via roll call.			
B. Call the Meeting to Order		Board Chair	1 m
C. Public Comments		Board Chair	2 m
The board will receive public comments regarding non-agenda items, if any, following expectations and time limits reviewed by the chairperson.			
D. Board Chair's Opening Remarks		Board Chair	2 m
The chairperson will provide introductory remarks.			
E. Approve Minutes from Previous Meeting	Approve Minutes	Board Chair	1 m

	Purpose	Presenter	Time
Members will vote on the approval of minutes from the board meeting on October 25, 2022.			

Approve minutes for Board Meeting on October 25, 2022

II. Topical Items 4:37 PM

- | | | | | |
|-----------|--|------|-------------|-----|
| A. | Resolution Renewing the Authorization to Continue Virtual Meetings | Vote | Board Chair | 2 m |
|-----------|--|------|-------------|-----|

Members will vote on the approval of Board Resolution 2023-07: Resolution Recognizing a State of Emergency and Re-Authorizing Teleconferenced Meetings Pursuant to AB 361.

- | | | | | |
|-----------|-----------------------------|------|-----------|-----|
| B. | Independent Audit Extension | Vote | Ami Ortiz | 5 m |
|-----------|-----------------------------|------|-----------|-----|

The board will vote on the approval of extending the due date of the independent audit from December 15, 2022 to March 31, 2023.

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|-----------|------------------------------|---------|-------------|-----|
| C. | Future Board Meeting Formats | Discuss | Board Chair | 5 m |
|-----------|------------------------------|---------|-------------|-----|

The board chair will lead a discussion of potential formats (in-person and/or virtual), attendance, and locations of future board meetings.

III. Closed Session 4:49 PM

- | | | | | |
|-----------|---|------|-------------|-----|
| A. | Announcement and Vote to Enter Closed Session | Vote | Board Chair | 1 m |
|-----------|---|------|-------------|-----|

1. The chairperson will announce the reason for the closed session: Conference with Legal Counsel - Anticipated Litigation Gov't Code 54956.9(b), Significant Exposure to Litigation (One Case).
2. The board will vote on the approval to enter closed session via roll call.

- | | | | | |
|-----------|---|---------|-------------|-----|
| B. | Closed Session: Conference with Legal Counsel - Anticipated Litigation Gov't Code 54956.9(b), Significant Exposure to Litigation (One Case) | Discuss | Board Chair | 8 m |
|-----------|---|---------|-------------|-----|

The board will meet with legal counsel in closed session.

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|-----------|--|-----|-------------|-----|
| C. | Announcement of Action Taken During Closed Session | FYI | Board Chair | 1 m |
|-----------|--|-----|-------------|-----|

Purpose	Presenter	Time
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Upon returning to open session, the chairperson will announce action taken during closed session, if any.

IV. Closing Items

4:59 PM

A.	Adjourn Meeting	Vote	Board Chair	1 m
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Board members will vote to adjourn the meeting. Votes will be recorded via roll call.

Coversheet

Approve Minutes from Previous Meeting

Section:	I. Opening Items
Item:	E. Approve Minutes from Previous Meeting
Purpose:	Approve Minutes
Submitted by:	
Related Material:	Minutes for Board Meeting on October 25, 2022

APPROVED



Navigator Schools

Minutes

Board Meeting

Date and Time

Tuesday October 25, 2022 at 6:00 PM

This meeting will take place via teleconference pursuant to Executive Orders N-25-20 and N-29-20.

The Board of Directors and employees of Navigator Schools shall meet via Zoom. Members of the public who wish to access this board meeting may do so online at <https://zoom.us/join> or via telephone by calling [\(669\) 900-6833](tel:6699006833) or [\(646\) 876-9923](tel:6468769923). The meeting ID is: **917 7775 9668**. The meeting passcode is: **144770**.

Members of the public attending online who wish to comment during the board meeting will use the online "raise hand" tool in Zoom when the chairperson elicits public comments. Members of the public planning to attend by phone are requested to confirm their intent to comment up to one hour prior to the meeting via [e-mail](#).

The Public Comments period included in the agenda is reserved for comments on items that are not listed on the agenda. Public comments on agenda items will be elicited by the the board chair as items arise following the order of the agenda.

Individual comments will be limited to three minutes. If an interpreter is needed, comments will be translated into English and the time limit shall be six minutes. At its discretion, the board may limit the total time allotted to public comments and set new time limits for individual comments. The board reserves the right to mute and remove a participant from the meeting if the participant unreasonably disrupts the meeting.

Requests for disability-related modifications or accommodations to participate in this public meeting should be submitted forty-eight hours prior to the meeting via [e-mail](#). All efforts will be made for reasonable accommodations. The agenda and public documents will be modified upon request as required by Section 202 of the Americans with Disabilities Act.

Esta reunión se celebrará por teleconferencia de conformidad con las Órdenes Ejecutivas N-25-20 y N-29-20.

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El período de comentarios públicos incluido en la agenda está reservado para comentarios sobre temas que no están incluidos en la agenda. Los comentarios públicos sobre los temas de la agenda serán obtenidos por el presidente de la junta a medida que surjan los temas siguiendo el orden de la agenda.

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Las solicitudes de modificaciones o adaptaciones relacionadas con una discapacidad para participar en esta reunión pública deberán presentarse cuarenta y ocho horas antes de la reunión por [correo electrónico](#). Se hará todo lo posible por realizar adaptaciones razonables. El orden del día y los documentos públicos se modificarán si se solicita, tal y como exige el artículo 202 de la Ley de Estadounidenses con Discapacidades.

Directors Present

Chuck Daggs (remote), Claire Grissom (remote), Ian Connell (remote), JP Anderson (remote), Jaime Quiroga (remote), John Flaherty (remote), Shara Hegde (remote), Victor Paredes-Colonia (remote)

Directors Absent

Alfred Morikang

Guests Present

Sean Martin (remote)

I. Opening Items

A. Record Attendance and Guests

List of attending board members by full name: Chuck Daggs, Claire Grissom, Ian Connell, JP Anderson, Jaime Quiroga, John Flaherty, Shara Hegde, Victor Paredes-Colonia.

B. Call the Meeting to Order

John Flaherty called a meeting of the board of directors of Navigator Schools to order on Tuesday Oct 25, 2022 at 6:04 PM.

C. Board Chair's Opening Remarks

The board chair welcomed participants.

D. Public Comments

There were no public comments.

E. Resolution 2023-05: Renewing the Authorization to Continue Virtual Meetings

JP Anderson made a motion to approve Resolution 2023-05.

Claire Grissom seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Ian Connell	Aye
Shara Hegde	Aye
Chuck Daggs	Aye
Jaime Quiroga	Aye
Alfred Morikang	Absent
Claire Grissom	Aye
John Flaherty	Aye
Victor Paredes-Colonia	Aye
JP Anderson	Aye

F. Approve Minutes from Previous Meeting

The board voted to delay the approval of prior minutes (Items F-I) until a future board meeting due to some members encountering technical difficulties when attempting to

access the files online. J. Flaherty made the motion and C. Daggs seconded the motion. The motion was approved unanimously.

G. Approve Minutes from September 16 Study Session (Afternoon)

H. Approve Minutes from September 16 Study Session (Morning)

I. Approve Minutes from August 30 Board Meeting

J. CEO Report

K. Sved shared news concerning the recent award of a facilities grant to Gilroy Prep School and explained related, positive implications. He provided a brief update concerning a future Finance Committee meeting. K. Carr and K. Sved reviewed recent federal audits and next steps pertaining to audit findings. K. Sved and J. Dent explained changes to the Hayward Collegiate leadership team, support activities, and next steps. They also provided a brief summary of recent student assessment results. Board members asked clarifying questions.

II. Committee Reports and Actions

A. Academic Success Committee Report

C. Grissom reviewed the committee's discussion of student performance in academic programs versus academic performance on annual, summative assessments. She also shared the committee's consideration of extended learning opportunity partnerships with the Boys and Girls Club. J. Flaherty thanked C. Grissom for assuming the new role of committee chair.

B. Boys and Girls Club Proposal

K. Sved outlined the development of a proposal for extended learning services to be provided by the Boys and Girls Club at two Navigator Schools campuses. Board members shared insights. K. Sved thanked staff members, committee members, and general counsel for contributing to the project.

Claire Grissom made a motion to approve the Boys and Girls Club proposal.

Chuck Daggs seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Alfred Morikang	Absent
Shara Hegde	Aye
Claire Grissom	Aye
Ian Connell	Aye
JP Anderson	Aye
Jaime Quiroga	Aye
Victor Paredes-Colonia	Aye

Roll Call

John Flaherty	Aye
Chuck Daggs	Aye

C. Finance Committee Report

V. Paredes Colonia shared recent committee topics, including increased revenues due to state funding, increased expenditures due the CEO search, and an upcoming meeting focusing on facilities.

D. Proposed Budget Revisions (2022-23)

A. Ortiz reviews proposed budget revisions, including those related to state funding and cost of living adjustments (COLA). She answered clarifying questions posed by board members.

Ian Connell made a motion to approve the proposed budget revisions.

Victor Paredes-Colonia seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Victor Paredes-Colonia	Aye
Chuck Daggs	Aye
Shara Hegde	Aye
Ian Connell	Aye
Jaime Quiroga	Aye
JP Anderson	Aye
Alfred Morikang	Absent
Claire Grissom	Aye
John Flaherty	Aye

E. Unaudited Actuals (June 30, 2022)

A. Ortiz explained the actuals and noted that this was the first instance of the actuals in which Hayward Collegiate was included with the other three school sites as a result of its recent merger with Navigator Schools.

F. Governance Committee Report

The board chair thanked members for committee participation and assuming committee leadership positions. He shared the committee's considerations of the Watsonville Prep School Compliance Review, leadership and support of Hayward Collegiate, and the main components and next steps of the onboarding/re-boarding process.

G. Watsonville Prep School Compliance Review

K. Carr presented and explained compliance review materials for Watsonville Prep School. The board chair thanked her for her efforts.

Shara Hegde made a motion to to approve the Watsonville Prep School Compliance Review materials for submission to the California State Board of Education.

JP Anderson seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Alfred Morikang	Absent
JP Anderson	Aye
Claire Grissom	Aye
Ian Connell	Aye
Jaime Quiroga	Aye
Shara Hegde	Aye
John Flaherty	Aye
Victor Paredes-Colonia	Aye
Chuck Daggs	Aye

H. General Counsel Agreement

J. Flaherty shared information pertaining to the development of an agreement for general counsel services, including the completion of research of comparable fees at similar schools, a recommendation on the part of the Governance Committee that the agreement move forward, and a summary of the valuable and effective skills of the current general counsel. Board members shared comments of support.

John Flaherty made a motion to approve the General Counsel Agreement.

Victor Paredes-Colonia seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Ian Connell	Aye
Jaime Quiroga	Aye
Claire Grissom	Aye
Victor Paredes-Colonia	Aye
Chuck Daggs	Aye
John Flaherty	Aye
Shara Hegde	Aye
Alfred Morikang	Absent
JP Anderson	Aye

T. Peraic thanked the board for its consideration and confidence.

I. CEO Compensation, Cost of Living Adjustment 2022-23

J. Flaherty explained the origin, purpose, and chronology of key steps relating to proposed board approval of a cost of living adjustment (COLA) for CEO compensation. He reported that the Governance Committee was unanimous in its recommendation to approve the adjustment, and the adjustment would be retroactive from July 1, 2022.

John Flaherty made a motion to approve a cost of living adjustment (COLA) for CEO compensation.

Shara Hegde seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

Claire Grissom	Aye
Jaime Quiroga	Aye
Alfred Morikang	Absent
Shara Hegde	Aye
Ian Connell	Aye
JP Anderson	Aye
John Flaherty	Aye
Chuck Daggs	Aye
Victor Paredes-Colonia	Aye

Members expressed gratitude for the work of the CEO and K. Sved thanked the board for its support.

J. Ad Hoc Committee on Organizational Success Report

J. Flaherty summarized the recent work of the committee which was previously alluded to during the Governance Committee report (Item II.F.). He reviewed five key points of focus and highlighted an upcoming review of the evaluation process for chiefs and senior leadership staff.

K. CEO Search

K. Sved reviewed the process by which potential CEO search firms were identified, researched, and interviewed. He also provided a summary of the broader search process and the role of the CEO search committee. Members expressed positive impressions of interviewed firms and shared insights about the search process. S. Hegde and the board chair expressed gratitude for everyone who participated in the interviews.

Shara Hegde made a motion to to approve a recommendation that Leveled Talent lead the CEO search for Navigator Schools.

Chuck Daggs seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Alfred Morikang	Absent
John Flaherty	Aye
Claire Grissom	Aye
Jaime Quiroga	Aye
Chuck Daggs	Aye
JP Anderson	Aye
Shara Hegde	Aye
Victor Paredes-Colonia	Aye
Ian Connell	Aye

III. Closing Items

A. Adjourn Meeting

JP Anderson made a motion to adjourn.

Jaime Quiroga seconded the motion.

The chair commended S. Hegde for her work as an active citizen per upcoming elections.

He thanked committees and members for being prepared to such a degree that the meeting was able to end early.

The board **VOTED** unanimously to approve the motion.

Roll Call

Victor Paredes-Colonia	Aye
Shara Hegde	Aye
JP Anderson	Aye
Jaime Quiroga	Aye
Alfred Morikang	Absent
John Flaherty	Aye
Chuck Daggs	Aye
Ian Connell	Aye
Claire Grissom	Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:23 PM.

Respectfully Submitted,
Sean Martin

Coversheet

Resolution Renewing the Authorization to Continue Virtual Meetings

Section:	II. Topical Items
Item:	A. Resolution Renewing the Authorization to Continue Virtual Meetings
Purpose:	Vote
Submitted by:	
Related Material:	BR 2023_07 AB361 Renew.pdf

BOARD RESOLUTION 2023-07

November 15, 2022

RESOLUTION RECOGNIZING A STATE OF EMERGENCY AND RE-AUTHORIZING TELECONFERENCED MEETINGS PURSUANT TO AB 361

The Navigator Schools Board of Directors met at its regularly scheduled board meeting on November 15, 2022, established a quorum, and considered the issues and matters as set forth below and in the associated resolution as follows.

WHEREAS, on March 4, 2020, the Governor issued a Proclamation of State of Emergency in response to the COVID-19 pandemic and in accordance with Government Code section 8625;

WHEREAS, on March 17, 2020, the Governor issued Executive Order N-29-20 that suspended the teleconferencing rules set forth in the Brown Act (Government Code section 54950 et seq.), provided certain requirements were met and followed, thus enabling legislative bodies to meet remotely;

WHEREAS, on June 11, 2021, the Governor issued Executive Order N-08-21 that provided that the teleconferencing rules would remain suspended through September 30, 2021;

WHEREAS, on September 16, 2021, the Governor signed AB 361 authorizing a legislative body subject to the Brown Act to continue to meet remotely using teleconference without compliance with the Brown Act teleconference rules if certain conditions are followed including (1) initially the existence of a proclaimed state of emergency and (2) requirements or recommended measures from state or local officials to promote social distancing;

WHEREAS, on December 29, 2021, the Board of Directors of Navigator Schools met at its regularly scheduled board meeting and passed Resolution BR 2021-14 authorizing virtual board meetings pursuant to AB 361; and

WHEREAS, as of the date of this Resolution, the Proclamation of State of Emergency issued by the Governor on March 4, 2020, remains in place;

WHEREAS, Navigator Schools has an important interest in protecting the public health, safety, and welfare of those who participate in meetings of the various legislative bodies during COVID-19 and ensuring that all members of the public can participate safely in meetings of legislative bodies;

NOW THEREFORE, BE IT RESOLVED, that the recitals set forth above are true and correct and fully incorporated into this Resolution by reference.

BE IT FURTHER RESOLVED, that the Board of Directors of Navigator Schools considered the State of Emergency in the State of California at this special board meeting and finds that one continues to exist due to the COVID-19 pandemic.

BE IT FURTHER RESOLVED, that the Board of Directors of Navigator Schools considered the circumstances of the State of Emergency and finds that COVID-19 continues to pose an imminent threat to the health and safety of the community and directly impacts the ability of the members to meet safely in person.

BE IT FURTHER RESOLVED, the Board of Directors of Navigator Schools considered the continued use of teleconferencing for all meetings in accordance with Government Code section 54953(e) and all other applicable provisions of the Brown Act and hereby authorizes such use.

This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Directors of Navigator Schools at its regular meeting held on November 15, 2022, via teleconference per COVID-19 regulations.

The Board President or Secretary of the Corporation certifies the resolution was adopted at the dated meeting of the Board of Directors.

Signature of Board President or Secretary

Date

Name: _____

Title: _____

Navigator Schools, a California Nonprofit Public Benefit Corporation

Coversheet

Independent Audit Extension

Section:	II. Topical Items
Item:	B. Independent Audit Extension
Purpose:	Vote
Submitted by:	
Related Material:	Audit Extension.pdf



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November 9, 2022

To the Authorizers and Management of
Navigator Schools

RE: REQUEST TO EXTEND AUDIT DEADLINE

Due to the Pandemic, the California State Controller's Office extended the due date for charter school audit reports in each of the past two years. In 2022 the deadline has reverted to the pre-Pandemic requirement of **December 15, 2022**, while the effects of pandemic continue to affect our clients. Increased state compliance audit requirements and client personnel shortages are causing a severe bottleneck in the completion of the audit.

We are writing this letter to request an extension of School's June 30, 2022 audited financial report submission to March 31, 2023. The primary reason(s) are related to:

- New state and federal programs have significantly delayed the client in closing the accounting records for the year under audit.

If you have questions or need further information, please let us know.

CliftonLarsonAllen LLP

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