



Date: May 6, 2022
To: Navigator Schools Board of Trustees
From: Kevin Sved, CEO
Subject: Merger Update and Next Steps

Background and Updates

On February 8, the Navigator Schools Board of Trustees approved the intent to merge with Hayward Collegiate, with the effective date of July 1, 2022. The result would be a merger of two California non-profit public benefit corporations, with Navigator Schools as the surviving corporation, and Hayward Collegiate as the disappearing corporation. The material revision to name the Navigator Schools Board of Directors as the governing board for Hayward Collegiate (HC) was unanimously approved by the Alameda County Board of Education on April 12, 2022, clearing the path for the merger and related legal documents to be approved and executed.

The Alameda County Office of Education (ACOE) performed its annual charter oversight visit on April 27, 2022. The visit went well. The oversight visit focused on classroom instruction, school climate, and a review of academic and attendance data. HC Principal Elise Congreve did an excellent job discussing school data and the instructional approach. Kevin Sved, CEO of Navigator Schools, and Kirsten Carr, Director of Engagement and Partnerships, were on hand for added support. Pending the approval of the merger, a tentative agreement has been reached with Elise to join the Navigator Support Office team as a curriculum coordinator with special duties, including the onboarding of a new HC principal, an open position for which we continue to [seek candidates](#) at this time.

The focus for this early phase of integration is to make sure that we effectively execute the necessary and legally required tasks, and that the optional work of integration will only be done if it is a clear value add to Hayward Collegiate and that the team is confident that the work can be done in excellence, and with clear communication and collaboration with HC leadership.

Navigator's CEO and CAO have begun to spend regular time at HC to better understand its unique strengths, needs, and challenges, while also building rapport with current HC stakeholders. The CAO has coordinated several meetings with the HC principal, CEO, CAO, and relevant senior leadership team members to align needs and priorities across key work streams, including human resources, special education, IT, community engagement, business and finance, and facilities. There are opportunities for "early wins" that fall into the "optional work" category that could be positive morale boosters for the HC staff, students, and parents who are most directly impacted by the changes associated with the merger. These could include 1) bringing IT support in-house or supplementing HC's current IT contractor with weekly on-site tech support, 2) moving breakfast and lunch service from the classrooms where students currently eat to the social hall, and 3) installing artificial turf to improve the main playspace and quad area which is currently a worn dirt patch in the middle of the campus.

Next Steps

To complete the merger, the Navigator Board will need to approve the "Agreement and Plan of Merger" and the "Asset Transfer Agreement." These documents are attached to the resolution for this item. Another required component of the merger focuses on human resources issues as all current HC employees will become Navigator employees upon dissolution of HC. Unlike Navigator, HC does not currently participate in the State Teachers Retirement System (STRS). The revised HC charter requires certificated personnel to participate in

STRS; therefore, the attached resolution includes a provision to authorize the CEO or designee to take the steps necessary to enroll HC in STRS.

Relatedly, HC provides a voluntary retirement benefit program that matches employees' contributions up to 4% of annual salary upon completion of their first year of employment. HC certificated staff will become members of STRS as Navigator employees. This will increase employer contributions to their retirement benefits and honor a guiding principle of the merger which states that no employees will lose their job nor experience a reduction in salary or benefits as a result of the merger. It will also be necessary to extend a similar voluntary retirement benefit program that matches employee contributions up to 4% of annual salary upon completion of the first year of employment for the non-credentialed staff. Navigator has intended to provide such a benefit to non-credentialed Navigator staff, but it does not currently offer this benefit. The attached resolution would also authorize the CEO or designee to institute such a voluntary matching retirement program for all non-certificated Navigator employees upon completion of their first year of employment. The projected 2022-23 costs for adding this benefit are \$22,939 for Gilroy Prep, \$22,629 for Hollister Prep, \$18,219 for Watsonville Prep, and \$12,665 for the CMO.

Detailed Next Steps and Project Management

The Navigator team is working closely with the HC Principal Elise Congreve on the integration plan, including HC CEO Neena Goswamy as needed. (Neena is on maternity leave through at least June 30, 2022 so we are working to minimize her engagement as much as possible.) The senior leadership team initiated a weekly project management meeting on April 28, 2022 to focus on integration. During the first meeting, Benjamin Moeller, Director of IT and the most accomplished project manager on the Navigator team, trained the senior leadership team on the use of Monday.com as a collaboration and project management tool. Elise and Neena are being included in the Monday.com board as well. Attached are images of the project board which is still in the early stage of development and currently focused on the next 30-90 days, with longer-term integration plans to be added in the near future. While the project board includes discrete tasks, also attached is a select list of the tasks associated with the immediate stage of integration planning and execution.

Overview of Integration Workflow
May 6, 2022

The focus for this early phase of integration is to make sure that we effectively execute the necessary and legally required tasks, and that the optional work of integration will only be done if it is a clear value add to Hayward Collegiate and that the team is confident that the work can be done in excellence, and with clear communication and collaboration with HC leadership.

1. Complete Legal Merger
 - a. Navigator Board approves legal agreement
 - b. Navigator Board approves Asset Transfer Agreement
 - c. Hayward Collegiate Board approve Asset Transfer Agreement
 - d. Hayward Collegiate CEO or designee file merger paperwork with the California Attorney General's Office at least 20 days prior to filing signed merger forms with the Secretary of State
 - e. File signed merger forms with Secretary of State
 - f. Issue joint notification to Alameda County Office of Education
2. Managing phase I integration tasks
 - a. Human Resources
 - i. Collaborate with HC principal to determine staffing needs
 - ii. Assist with hiring of key staff with Principal as top priority
 - iii. Secure employment agreements for all HC staff to become Navigator employees
 - iv. Schedule a livescan (fingerprinting) provider to initiate background checks through the Department of Justice to meet compliance requirements
 - v. Establish interface with Alameda County Office of Education for State Teacher Retirement System
 - vi. Assess credentialing and determine a plan of support to ensure compliance
 - vii. Determine timeline to enroll current HC employees in Navigator benefits plans
 - viii. Develop a plan to expand HC's 401k matching program for Navigator employees who are not part of the State Teachers Retirement System (STRS). Currently, Navigator does not have a retirement plan for non-STRS employees outside of the standard Social Security system.
 - ix. Plan to hire or contract additional HR support
 - b. Business and Finance
 - i. Update 2022-23 budget for Hayward Collegiate
 - ii. Update 2022-23 CMO budget
 - iii. Secure fundraising support for the merger
 - iv. Determine pathway to update HC LCAP to be amended to align with Navigator LCAPs.
 - v. Determine support needs for HC 2021-22 audit and determine whether this would be approved by the Navigator Board, HC Board, or both

- c. Academics
 - i. Determine how summer professional development will take place
 - ii. Determine formative assessment plan
 - iii. Determine plan for after school intervention
 - iv. Finalize blended learning apps
 - v. Determine which HC practices integrate into Navigator practice (songs, chants)
- d. Special Education and Student Services
 - i. Determine whether to continue utilization of outside contractors for all SPED services or bring more inline with Navigator's model of hiring staff and only using contractors for specific services.
 - ii. Determine how Multi-Tiered Systems of Support (MTSS) will be provided at HC
- e. IT
 - i. Determine if there is sufficient time to convert HC's student information system (Powerschool) into Navigator's (Infinite Campus) or if that is a Year 2 plan
 - ii. Determine whether HC continues to utilize outside IT support or whether we bring that in-house

3. Address gaps at Hayward Collegiate

- a. Staffing and credentialing compliance
 - i. HR/talent hiring, with principal as top priority
 - ii. The current operations manager is leaving effective June 30. A search is underway for a replacement.
 - iii. Provide support to members of the HC teaching in need of California teaching and substitute teacher credentials to ensure compliance
 - iv. Codify personnel policies and procedures and ensure compliance
- b. Facilities improvements
 - i. Termites need to be addressed with landlord
 - ii. Re-sod the field or install artificial turf
 - iii. Paint doors, repair or replace drinking fountain, and perform other minor facility improvements
 - iv. Codify summer maintenance and school opening policies and procedures



Human Resources (Melissa)

Subtasks

gather staff list with details (position, rate, length of service, education level, credential status, f...		1
gain editing access to EdJoin account		3
work with HC to have all employees do live scan (have company come to site)		1
gather benefits broker, provider, and open enrollment information		
gather information about current compliance training requirements, who has completed require...		
complete new employment agreement		2
STRS: connect with Ami, perhaps ACOE can support?		



























Academics (James, Melissa, Crystal)

Subtasks

Build daily schedule aligned to key priorities (intervention, centers instruction)		
Align all coaching and leadership meeting structures (ELT, SLT, coaching)		2
Schedule visits to: GPS, HPS, or WPS for key instructional staff	1	
Navi/HC 101/201 and yearlong PD plan	1	
Formative Assessment Plan		
Plan for after school intervention		2
Ensure fully staffed campus		
Ensure new leaders are trained up Navi style	1	
Feng Shui classrooms conducive to Navi model		
Finalize blended apps		



















SPED and Student Services (Sharon)

Subtasks

determine what special education services will look like in 2022/2023		 1
Determine what MTSS framework will look like at HC		
What health evals will be done for HC?		
Admin schedule supports MTSS and PBIS		
PD for staff on inclusion		
PD for staff on MTSS framework		
hiring Ed specialist and speech		
Review IEPs from HC		
determine which Navi staff supports HC on a weekly basis		
determine role of counselor and complete hiring process		
Review discipline matrix		
Review student/parent handbook		
Review attendance policies and procedures		






Operations, Business, Finance (Ami)

Subtasks

Make final decision regarding HC LCAP vs Navi LCAP		
Get revised HC budget		 1
Incorporate HC Budget in Navi budget		
Check in with Dena regarding status of COID funding and reporting		
Talk to Dena about HC 2021-22 audit		
Take a stab at revising HC Budget using new staffing numbers		
Decide to align HC academic calendar to Navi		
Work with David on what is needed operationally		
Work with David around food service and what that will look like		















Engagement and Outreach (Kirsten)

Subtasks

Lottery		 2
Staff culture		 3
Parent Culture		 2













Merger, Legal, Facilities (Kevin)


Subtasks

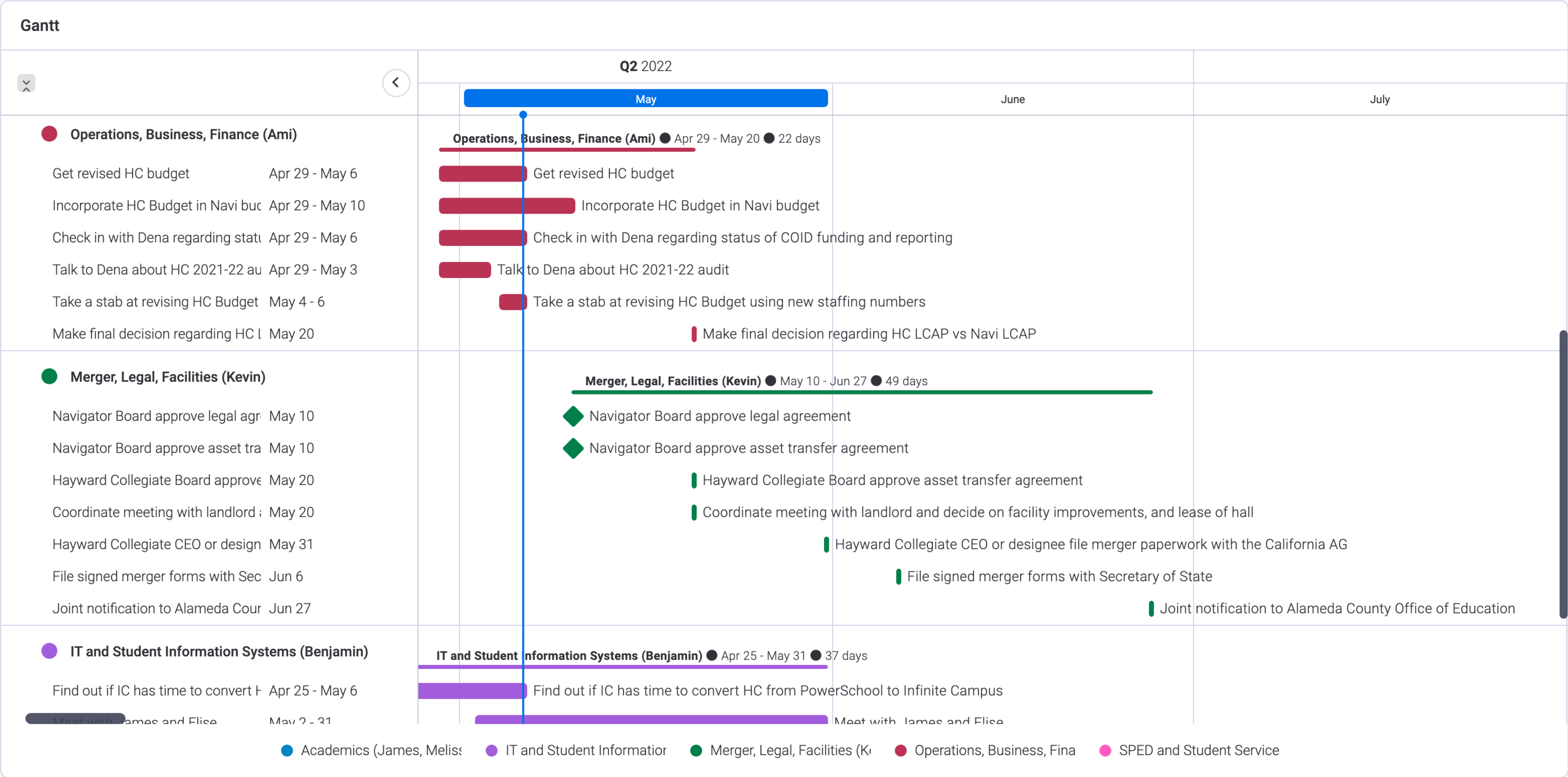
Navigator Board approve legal agreement		
Navigator Board approve asset transfer agreement		
Hayward Collegiate Board approve asset transfer agreement		
Hayward Collegiate CEO or designee file merger paperwork with the California AG		
File signed merger forms with Secretary of State		
Joint notification to Alameda County Office of Education		
Coordinate meeting with landlord and decide on facility improvements, and lease of hall		

IT and Student Information Systems (Benjamin)

Subtasks

Find out if IC has time to convert HC from PowerSchool to Infinite Campus		 2
Meet with James and Elise	 1	
Reach out to CTS to gain IT Support Understanding	 2	
Partner with HR to post TC and HC Tech positions	 1	
Gain Access to Systems		 9
Next Steps with CTS?		

 Add new group



Gantt



● Academics (James, Melis) ● IT and Student Informatior ● Merger, Legal, Facilities (K) ● Operations, Business, Fina ● SPED and Student Service