



Coral Academy of Science Las Vegas

Minutes

Governance Subcommittee Meeting

Date and Time

Tuesday February 13, 2024 at 4:00 PM

Location

8985 S. Eastern Ave. #375

Las Vegas, NV 89123

Posting of Agenda: This agenda has been posted at the following locations:

Coral Academy of Science Las Vegas ("CASLV") Central Office, CASLV website at www.caslv.org, and Nevada Public Notice website at <http://notice.nv.gov>.

Format / Procedures / Rules: This is a notice of a public meeting held pursuant to NRS Chapter 241. Members of the public are invited to be present.

Certain items may be removed from open/public consideration if permitted or required by Nevada law. The Board may also (i) take agenda items out of order; (ii) combine two or more items for consideration; (iii) separate one item into multiple items; (iv) table an agenda item to a future meeting; and/or (v) remove an agenda item.

Reasonable efforts will be made to assist and accommodate persons with physical disabilities desiring to attend the meeting. Please contact Ms. Shepard at ashepard@coralacademylv.org at least 48 hours before the time of the meeting, if possible, so that reasonable arrangements may conveniently be made.

Please also contact Ms. Shepard if you would like a copy of the agenda and any public reference materials relating to agenda items. Those materials will also be available at the meeting location.

Those materials would provide you with greater context and clarity as to the matters under discussion.

By law, no one may willfully disrupt the meeting to the extent that its orderly conduct becomes impractical.

All items are action or possible action items if denoted as such.

Committee Members Present

Ann Diggins, Arlene Hayman, Chan Lengsavath

Committee Members Absent

None

Guests Present

Andrea Shepard, CASLV Executive Assistant, Ercan Aydogdu, CASLV Executive Director & CEO, Mark Gardberg, CASLV Legal Counsel, Mustafa Gunozu, CASLV Chief Academic Officer, Nick Sarisahin, CASLV CFO, Selim Tanyeri, CASLV Chief Operating Officer

I. Opening Items**A. Call the Meeting to Order**

Chan Lengsavath called a meeting of the Governance Subcommittee Committee of Coral Academy of Science Las Vegas to order on Tuesday Feb 13, 2024 at 4:10 PM.

B. Public Comment

There were no public comments.

II. Discussion & Possible Action Items**A. Review and Consider Potential Amendments to CASLV Bylaws (For Possible Action)**

Mr. Lengsavath indicated the governance subcommittee was formed at the August 2023 board meeting since some members are coming up on their 8-year term limit. Mr. Gardberg gave a brief overview regarding the terms that were initially set to promote turnover. Turnover though can bring loss of knowledge, and experience, and affect long-term planning. This is up to the board's discretion and Mr. Gardberg said most charter schools do not have term limits set. The current terms for each board member were reviewed.

Mr. Lengsavath made suggestions on how to move forward while asking the subcommittee for their feedback. Ms. Diggins commented that there is value in adding new members as well and the subcommittee discussed adding more members to the board. Ms. Hayman added she agrees with the suggestions discussed and that she thinks it is important to keep people who are invested in the school, but if it becomes stagnant then this should be revisited and perhaps we should also think about adding new talent. The subcommittee discussed giving flexibility regarding increasing the size of the board. Everyone agrees that the term limits be removed.

Mr. Ercan reviewed and gave a brief explanation of the current by-laws while indicating additional revisions to be made. The revisions include having a set renewal date of June 30th every two years with no term renewals. The following updates were also discussed, updating Carrynn Warren's name with Dr. Carrynn Warren. Remove Mr. Zhang and replace him with Mr. Lengsavath. Remove the verbiage that the Executive Director can approve expenses over \$10,000. The terminology of "Board of Governors" will be replaced with the "Board of Directors" within the bylaws.

Ms. Diggins requested that a member of the board like the board secretary be responsible for the reelections and reach out to each member before the reelection dates to ensure the member would like to continue serving on the board.

The subcommittee also discussed the verbiage regarding having an advisory board on the existing bylaws and everyone agreed it should be removed from the bylaws.

Arlene Hayman made a motion to task Mr. Gardberg and Mr. Ercan with wordsmithing the following changes.

Ann Diggins seconded the motion.

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

Ann Diggins made a motion to recommend abolition of term limits altogether, and align terms with fiscal years.

Chan Lengsavath seconded the motion.

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

Ann Diggins made a motion to recommend the abolition of the Strategic Liaison Group.

Arlene Hayman seconded the motion.

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

Arlene Hayman made a motion to recommend another Secretary duty (f) in VII (1)(c) to coordinate with staff regarding the nomination and elections of board members.

Chan Lengsavath seconded the motion.

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

Ann Diggins made a motion to recommend deletion of XII(3) altogether; procurement policy governs.

Chan Lengsavath seconded the motion.

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

B. Executive Director Succession Plan (For Possible Action)

Ms. Diggins elaborated on her collaboration with Mr. Ercan and another organization supported by the Charter School Growth Fund, aimed at developing an executive director succession plan. The board will be reviewing the plan in detail when it is completed. Mr. Ercan explained the need for this in case something were to happen and what the board's first actions would be. This will also include a recruitment process to fill his position if something were to happen. This will include an interim, long, and short-term plans. The plan will include what needs to be done to develop the current senior leadership team members.

Arlene Hayman made a motion to consider the succession plan as a board and within that plan the board will consider a sabbatical leave for the Executive Director so that some may benefit from working in the Executive Director's position.

Ann Diggins seconded the motion.

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

C. Executive Director Sabbatical Leave Policy (For Possible Action)

A draft of the Executive Director's Sabbatical Leave Policy was reviewed by the subcommittee. Mr. Ercan said if this is successful, we can consider a similar program to be created for the senior leadership team members in the future. Mr. Ercan said he did not pursue this; however, it was presented to us by external persons that charters sometimes have this to avoid burnout. Ms. Diggins said guard rails around this will need to be in place. Ms. Hayman added that maybe there can be set timeframes and other parameters set.

Arlene Hayman made a motion to consider the succession plan as a board and within that plan the board will consider a sabbatical leave for the Executive Director so that some may benefit from working in the Executive Director's position.

Ann Diggins seconded the motion.

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

III. Public Comments (Information)

A. Public Comments

There were no public comments.

IV. Closing Items

A. Adjourn Meeting

Arlene Hayman made a motion to adjourn the meeting.

Ann Diggins seconded the motion.

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

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 5:16 PM.

Respectfully Submitted,
Andrea Shepard, CASLV Executive Assistant