

PUENTE Learning Center and Charter School
501 S. Boyle Avenue, Los Angeles, CA 90033

BOARD MEETING MINUTES
December 12, 2017

Board Members in Attendance: Raúl Amezcua, Albert Reyes, Fernando Guerra, Richelle Huizar, Cody Press

Board Members Not Present: Greg Gonzalez, Alfredo Izmajtovich

PUENTE Staff in Attendance: Andrea Bazán, Blas Laino, and Tatyana Branham

Guests in Attendance: Executive Service Corps consultants John Krakowski, Roxie Esterle, and Richard Fass

Call to Order

Raúl Amezcua called the meeting to order at 1:05 p.m. A quorum was established. Raul announced that former Board members Jeremy Stern and Brian Ramsay had resigned since the last meeting. Brian will continue to participate on PUENTE's Golf Committee.

Approval of PLC Board Meeting Minutes from October 25, 2017

Motion: A motion was duly made by Richelle Huizar and seconded by Cody Press to approve PUENTE Learning Center's October 25, 2017 minutes. The board unanimously moved to accept the minutes as written.

Amezcua, "yea"; Reyes, "yea"; Press, "yea"; Guerra, "yea"; Huizar, "yea."

Approval of Charter Board Meeting Minutes from October 25, 2017

Motion: A motion was duly made by Richelle Huizar and seconded by Albert Reyes to approve PUENTE Charter School's October 25, 2017 minutes. The board unanimously moved to accept the minutes as written.

Amezcua, "yea"; Reyes, "yea"; Press, "yea"; Guerra, "yea"; Huizar, "yea."

Public Comment

Raúl invited anyone present who wished to make public comments to do so. There were no comments.

Bylaws Revision Review and Approval

CEO Andrea Bazán thanked Executive Service Corps Consultants John Krakowski, Richard Fass, and Roxie Esterle, as well as Secretary Albert Reyes, for their help with the bylaws revisions. Attorney Greta Proctor, who presented on the Brown Act at the August Board meeting, also made revisions to the bylaws.

John Krakowski stated that many of the revisions were just changes in language to make the bylaws Brown Act-compliant. For instance, in Article II, Section 1, revisions made by Greta changed the language regarding multiple meeting locations to be Brown Act-compliant. In addition, Greta recommended removing the liquidation of assets language (Section II, Article 4), changed the quorum language (Article V, Section 8), and changed the adjournment language (Section V, Article 12) for Brown Act compliance

ESC made several revisions based on Board recommendations from the October Board meeting. Revisions to Article V, Section II raise the minimum number of board members from one to three, as well as outline new term limits: a three-year first term, eligible for reelection to one additional three-year term, followed by eligibility for appointment to the newly established Leadership Council. John mentioned that Article 4, Section 4 states Board resignations must be submitted in writing. He asked if the Board members would like to revise that section to include that resignations could be submitted by electronic mail. They agreed they would. The revisions are reflected in the new draft of the bylaws. The new bylaws establish that each committee must have three members—at least two directors and potentially one member from outside the Board. Raul asked if, given that the Board only has seven current members, members may sit on two or three committees. John said they can, the only exception being that the Finance and Audit Committees cannot have any of the same members. John stated other committees can be established, but they don't have to be included in the bylaws; the ones listed are the standing committees the Board must always have. Cody Press suggested that rather than add new committees, members may incorporate issues under the standing committees' purviews. John stated revisions to Article VI, Section 3 formalized the process for nominating and appointing committee members. Article VII, Sections 4, 5, 6, and 7 were revised to include two two-year terms for the Chair and Vice Chair, as well as the succession process for Chairmanship under normal circumstances. Article VII, Section 10 describes how the Governance and Nominating Committee proposes bylaw revisions in the future.

Approval of Revised Bylaws

Motion: A motion was duly made by Cody Press and seconded by Richelle Huizar to approve PUENTE Learning Center and Charter School's revised bylaws. The board unanimously moved to accept the minutes as written. *Amezcuca, "yea"; Reyes, "yea"; Press, "yea"; Guerra, "yea"; Huizar, "yea."*

Board Development and Nominating Committee Update

CEO Andrea Bazán stated PUENTE has received interest from 8-10 potential board member through a posting on LinkedIn. She stated she would do a phone screening with the one or two competitive candidates, then discuss moving forward with Chair of the Governance and Nominating Committee, Fernando Guerra. At the next Board meeting in February, Andrea hopes to have at least two candidates for Board consideration.

Regarding Board Development, John Krakowski requested to attend the next Board meeting to do a formal presentation on Board involvement in fund development. Andrea stated this was the next step in our engagement with ESC and the new Vice President of Development, Matt Wells, will be integrated into this presentation. Raul stated that given this recent hire, it makes sense for ESC to present on fundraising and development.

Raul asked about the goal of doubling the Board of Directors to 18 members by the first meeting of 2018. Andrea stated that though this goal is currently unattainable, PUENTE has set up a solid infrastructure for new Board members.

Raul stated that Albert Reyes has agreed to assume the role of Chairperson of the Board, effective at the next meeting. Given Brian Ramsay's departure, the role of Vice Chair will need to be filled. Raul will continue to help Albert with the transition.

Raul suggested that PUENTE should reach out to funders with the news that the Board is young and relatively new in terms of tenure. Fernando suggested putting together a press release with this information and including it on PUENTE's website. Raul recommended Tyler M.P. Sutherland become a full board member, and he asked if there was an issue with that given Cody's membership on the Board. Andrea stated that Greta Proctor discussed issues with Brown Act-compliance and related parties within the Board. She stated Tyler has been a great help in her role as Charter School Advisory Member, and she would like her to represent the charter school at future Board meetings.

Raul stated that at the next board meeting, we will reset based on these recommendations.

PUENTE Audit FY 2016-17 Review and Approval

Raul stated that at the Audit Committee meeting on December 4, 2017, Roger Martinez, Lead Consultant at Vasquez and Company, gave a detailed presentation of PUENTE's audit for fiscal year 2016-2017. They are giving a clean opinion and have stated that we will meet the deadline of submitting the audit to LAUSD by the December 15 deadline.

Andrea stated Vasquez and Company noted no exceptions to the audit and provided some suggestions for internal controls. They're currently waiting for the attorney handling the legal matter to provide an additional piece of information.

Raul stated PUENTE should take Vasquez and Company's recommendations under advisement and implement them if possible. As the Audit Committee makes the recommendation to approve the audit, Raul asked if any Board members had questions prior to approval. There were no questions.

Approval of PUENTE Audit for FY 2016-17

Motion: A motion was duly made by Raul Amezcua and seconded by Fernando Guerra to approve the PUENTE Audit for fiscal year 2016-2017. The board unanimously moved to accept the minutes as written.

Amezcua, "yea"; Reyes, "yea"; Press, "yea"; Guerra, "yea"; Huizar, "yea."

Raul asked Andrea to provide key dates in the timeline for submitting the renewal petition to LAUSD, as well as a construction update.

Andrea stated construction on the classrooms will be completed next week. Currently, the construction team is doing landscaping and some internal aspects of the classrooms. She stated the project will be completed on time and under budget. She mentioned this is the last week of school, and there will be several parent engagement opportunities to close out the semester, including a kindergarten Lion King performance with 400 parents in attendance and a preschool Christmas performance with 250 parents in attendance. The second annual Christmas Under the Stars will be held on December 15 for adult students and their families. Andrea thanked Albert Reyes and Nossaman, LLP for sponsoring the event. Richelle Huizar asked if PUENTE needed more toys for the event, and Andrea said we would need about 45-50 toys. Richelle said she could possibly provide those. Andrea followed up about the toy donation subsequent to the Board meeting. Andrea stated the parking lot will be repaved next week. During this time the 14 members of the Leadership Team will have a retreat offsite to hone in on the strategic plan and look at next year's goals.

Andrea provided an update on the timeline to submit the charter revision petition to LAUSD. The petition will be submitted on February 5. PUENTE has determined the instructional design, internal organization, and capacity. Board members will be able to review the application before it is submitted. In February or March, PUENTE will be called for a capacity interview, which will include the CEO, Vice President of Finance and Administration, the Charter School Principal, and two board members. The capacity interview is three hours long. Andrea stated there will be a lot of preparation for this, and staff and Board members in attendance will need to be well-versed in the new instructional design, metrics, etc. PUENTE is putting together a guide to help with preparation. LAUSD will provide notification of approval in April or May. PUENTE will begin first grade in the fall of next year and add one additional grade each year.

Adjournment

Raúl thanked everyone for their attendance and participation. The meeting was adjourned at 1:41 p.m.

Respectfully submitted,

Tatyana Branham