

## CERTIFIED CORPORATE ACTION TO BORROW

WHEREAS, PALISADES CHARTER HIGH SCHOOL (the "Corporation") has made application to BANK OF THE WEST (the "Bank") for credit accommodations which may consist of but shall in no way be limited to the following: the renewal, continuation or extension of an existing obligation; the extension of a new loan, line of credit or commitment; the issuance of letters of credit or banker's acceptances; or the purchase or sale through Bank of foreign currencies ("Credit").

This will certify that by official action of the Corporation taken on June 15, 2010 at a duly noticed and authorized meeting of the Board of Trustees, as reflected in the minutes of the Corporation approved by the Board of Trustees of the Corporation on July 20, 2010 and certified by the Secretary ("Minutes"), Gregory Wood, as the Chief Business Officer of the Corporation is the designated representative of the Corporation with respect to the Credit, is authorized, in the name of and on behalf of the Corporation to:

- (a) Borrow money from the Bank in such amounts and upon such terms and conditions as are agreed upon by the officers of the Corporation and the Bank; and execute and deliver or endorse such evidences of indebtedness or renewals thereof or agreements therefor as may be required by the Bank, all in such form and content as the officers of the Corporation executing such documents shall approve (which approval shall be evidenced by the execution and delivery of such documents); provided, however, that the maximum amount of such indebtedness shall not exceed the principal sum of \$1,354,580.19 exclusive of any interest, fees, attorneys' fees and other costs and expenses related to the indebtedness.
- (b) Execute such evidences of indebtedness, agreements, security instruments and other documents and to take such other actions as are herein authorized.
- (c) Sell to or discount or re-discount with the Bank any and all negotiable instruments, contracts or instruments or evidences of indebtedness at any time held by the Corporation; and endorse, transfer and deliver the same, together with guaranties of payment or repurchase thereof, to the Bank (for which the Bank is hereby authorized and directed to pay the proceeds of such sale, discount or re-discount as directed by such endorsement without inquiring into the circumstances of its issue or endorsement or the disposition of such proceeds).
- (d) Withdraw, receive and execute receipts for deposits and withdrawals on accounts of the Corporation maintained with the Bank.
- (e) Grant security interests and liens in any real, personal or other property belonging to or under the control of the Corporation as security for any indebtedness of the Corporation to the Bank; and execute and deliver to the Bank any and all security agreements, pledges, mortgages, deeds of trust and other security instruments and any other documents to effectuate the grant of such security interests and liens, which security instruments and other documents shall be in such form and content as the officers of the Corporation executing such security instruments and other documents shall approve and which approval shall be evidenced by the execution and delivery of such security instruments and other documents.
- (f) Apply for letters of credit or seek the issuance of banker's acceptances under which the Corporation shall be liable to the Bank for repayment.
- (g) Purchase and sell foreign currencies, on behalf of the Corporation, whether for immediate or future delivery, in such amounts and upon such terms and conditions as the officer(s) authorized herein may deem appropriate, and give any instructions for transfers or deposits of monies by check, drafts, cable, letter or otherwise for any purpose incidental to the foregoing, and authorize or direct charges to the depository account or accounts of the Corporation for the cost of any foreign currencies so purchased through the Bank.

- (h) To designate in writing to the Bank in accordance with the terms of any agreement or other document executed by the above-named individuals one or more individuals who shall have the authority to as provided herein, to:
  - (1) request advances under lines of credit extended by the Bank to the Corporation;
  - (2) apply for letters of credit or seek the issuance of banker's acceptances under which the Corporation shall be liable to the Bank for repayment;
  - (3) make deposits and receive and execute receipts for deposits on accounts of the Corporation maintained with the Bank;
  - (4) make withdrawals and receive and execute receipts for withdrawals on account of the Corporation maintained with the Bank;
  - (5) purchase and sell foreign currencies.
- (i) Enter into derivative transactions, including but not limited to, interest rate swaps, caps, floors, collars, swaptions, and forwards.
- (j) Transact any other business with the Bank incidental to the powers hereinabove stated.

This will further certify that all such evidences of indebtedness, agreements, security instruments and other documents executed in the name of and on behalf of the Corporation and all such actions taken on behalf of the Corporation in connection with the matters described herein are hereby ratified and approved.

This will further certify, that the Bank is authorized to act upon these resolutions until written notice of their revocation is delivered to the Bank.

This will further certify, that any certification set forth herein is in addition to and does not supersede any resolutions, certifications, or actions previously given by the Corporation to the Bank.

This will further certify, that the Secretary of the Corporation be, and hereby is, authorized and directed to prepare, execute and deliver to the Bank a certified copy of the Minutes and this certification.

I do hereby certify that I am Susan Frank, the Secretary of PALISADES CHARTER HIGH SCHOOL, a California non-profit public benefit corporation, and I do hereby further certify that the foregoing is a true copy of the Minutes of the Board of Trustees of the Corporation adopted and approved at a meeting which was duly called and held in accordance with all applicable provisions of law and the Articles and By-Laws of the Corporation, on the 20<sup>th</sup> day of July, 2010 at which meeting a majority of the Board of Directors of the Corporation was present and voted in favor of adopting the Minutes.

I hereby further certify that the Minutes are presently in full force and effect and have not been amended or revoked. I do further certify that the following persons have been duly elected and qualified as and, this day are, officers of the Corporation, holding their respective offices appearing below their names, and that the signatures appearing opposite their names are the genuine signatures of such persons.

NAME OF OFFICER: Gregory Wood

TITLE: Chief Business Officer

\_\_\_\_\_  
(SIGNATURE)

IN WITNESS WHEREOF, this document is executed as of July 28, 2010.

NAME OF CORPORATION: PALISADES CHARTER HIGH SCHOOL

BY: \_\_\_\_\_

NAME: Susan Frank

SECRETARY

DRAFT



A CALIFORNIA DISTINGUISHED SCHOOL

**SPECIAL MEETING MINUTES  
BOARD OF TRUSTEES  
Tuesday, October 5, 2010  
5:00 PM, LIBRARY**

**I. PRELIMINARY**A. Call to order 5:08 PMB. Roll callMembers Present

Ann Davenport

James Paleno

Patrice Fisher

Wendy Hagan

Carol Osborne

John Riley

Julia O'Grady

Susan Frank

Karen Perkins

Jason Cutler

Jason Callas

Members Absent

none

Officers/Non-Voting Members Present:

Michael A. Smith Marcia Haskin Greg Wood Shahin Mohammadi

**II. PUBLIC COMMENT:**

Non-agenda items: No individual presentation shall be for more than two (2) minutes and the total time for this purpose shall not exceed sixteen (16) minutes. Board members will not respond to presentations and no action can be taken. However, the Board may give direction to staff following a presentation. Use of names of individuals should be avoided when referring to accusations or wrongdoing (names should be presented to the Executive Director for follow-up action). Speakers may choose to speak during the public comment segment and/or at the time an agenda item is presented.

Polly Bamberger, parent, spoke on the agenda item concerning the eligibility of traveling parents. Ms. Bamberger pointed out that the Elections Committee recommendation leaves a large group of families who live outside the local catchment area, but not within the designated zip codes, without representation.

Chris Lee, teacher, discussed the traveling student eligibility issue and expressed that he wants to make sure that the needs of the students from the traditional sending areas are met.

### **III. DISCUSSION AND/OR ACTION ITEMS**

#### **A. UCLA School Management Program (SMP)**

Pat Martinez-Miller- UCLA SMP Facilitator

Julie Jennings- Assistant Superintendent for Personnel for the South Pasadena Unified School District

Meeting with the Governing Board to establish the scope and define the tasks of the leadership selection process, including:

- Further development of leadership structure from proposals of May 11, 2010 Board Meeting.
- Development and approval of job descriptions pursuant to the structure of leadership roles.
- Definition of leadership selection criteria.
- Development and implementation selection committee process that considers the input of all stakeholder groups.

Pat Martinez-Miller discussed the importance of designing the process in order to select Pali's leadership.

In small groups, Board members worked together to answer the following questions:

- What effect would you like it to have on the Pali Community?
- What tangible outcome would be satisfying to you?

Pat Martinez-Miller introduced Julie Jennings, who is Assistant Superintendent for Personnel for the South Pasadena Unified School District. She noted that the South Pasadena School District has many similarities with Palisades Charter High School. It is a small district with 4,400 students at one high school, one middle school, and three elementary schools.

Julie Jennings handed out a paper titled "Aligning and Connecting Hiring Practices with Organizational Vision". She spoke about how relationships are key in working together to meet goals and that all perspectives are important. Ms. Jennings pointed out that effective leadership has 21 characteristics. The South Pasadena Unified School District has a standardized process by which candidates are selected. Before they review applications, they discuss and agree on the criteria of the skill set that they are looking for. The scoring of candidates is aligned with the agreed upon criteria. Ms. Jennings remarked that a well trained hiring committee is a key component to the process. A hiring committee consists of 10-15 people. Job candidates must demonstrate competence through a Powerpoint presentation, teaching a lesson, or a different appropriate activity for the position. Candidates meet with three separate panels, with each panel making recommendations as to which candidates would be successful, they do rank candidates. Reference checks include people outside of the applicant's reference list. At times attractive candidates at other districts are approached.

Ms. Jennings noted that the hiring process is strictly confidential. She pointed out that determining the criteria of the successful hire, and then selecting candidates with the desired criteria leads to more positive results. She cautioned to stop the process if it is determined that the candidate pool is poor, and revisit the process a few months later. Both Ms. Jennings and Ms. Martinez-Miller recommended March 15<sup>th</sup> as the date to post our ad. In conclusion Ms. Jennings said that when

everyone is aligned to the vision and mission of the school, you need to trust the hiring process.

Pat Martinez-Miller said the plan for PCHS over the next nine months is for stakeholders to revisit the vision. She said we need final closure on the academic background of the leader, whether it is one position or two, and details of the job description. Marcia Haskin will coordinate with Ms. Martinez-Miller regarding dates to meet with stakeholder groups.

**B. California Charter School Conference Attendance**

*Carol Osborne moved to accept the Interim Executive Director's recommendation to pay for up to 15 people for the registration fee for the California Charter School Conference. John Callas seconded the motion.*

**BOARD ACTION: MOTION PASSED**

**Yes – 7 (John Riley, James Paleno, Susan Frank, Carol Osborne, Jason Cutler, Wendy Hagan, John Callas)**

**No – 3 (Julia O'Grady, Patrice Fisher, Ann Davenport)**

**Abstain – 1 (Karen Perkins)**

**C. Criteria for Traveling Parent Eligibility- Monica Iannessa**

Monica Iannessa explained the recommendations of the Elections Committee regarding the upcoming elections. There was discussion regarding the definition of a "traveling parent" and how the definition has changed over time. The Elections Committee recommends defining "traveling parents" by designated zip codes that tie in with the traditional traveling student programs.

The Elections Committee was asked to review their recommendation of a separate "traveling parent" seat, versus the candidate with the most votes fitting the criteria for a "traveling parent" being elected for that seat.

*Patrice Fisher moved, and Ann Davenport seconded, that the board accept the recommendations of the Elections Committee to:*

- 1. Send one ballot per household*
- 2. There will be a different candidate pool for each seat*
- 3. A candidate can only run for one seat, however for the Traveling Parent Seat, only parents of students residing within the zip codes of students eligible for the Permit With Transfer (PWT), Public School Choice (PSC), and Magnet Programs are eligible.*

*With respect to the Traveling Parent Seat, the Election Committee will revisit the balloting procedure in the future.*

**BOARD ACTION: MOTION PASSED**

**Yes – 8 (John Riley, James Paleno, Patrice Fisher, Ann Davenport, Carol Osborne, Jason Cutler, Wendy Hagan, Julia O'Grady)**

**No – 3 (John Callas, Susan Frank, Karen Perkins)**

**Abstain – 0**

*Board chair to announce items for closed session.*

(Open session ended at 8:30 PM)

**IV. CLOSED SESSION 8:35 PM**

**A. Conference with legal counsel- anticipated litigation**

Significant exposure to litigation pursuant to subdivision b of section 54956.

(Ann Davenport recused herself)

*Karen Perkins moved that we terminate Ann Davenport's contract dated 6-30-2010 as provided in Section 6 of the contract. Susan Frank seconded the motion.*

*Discussion ensued until John Callas called the question and end debate. Carol Osborne seconded the motion.*

**BOARD ACTION: MOTION TO END DEBATE PASSED**

**Yes – 6 (Carol Osborne, Jason Cutler, Wendy Hagan, Susan Frank, John Callas, Karen Perkins)**

**No – 4 (John Riley, James Paleno, Julia O'Grady, and Patrice Fisher)**

**Abstain – 0**

**BOARD ACTION: MOTION TO TERMINATE CONTRACT PASSED**

**Yes – 6 (Carol Osborne, Jason Cutler, Wendy Hagan, Susan Frank, John Callas, Karen Perkins)**

**No – 4 (John Riley, James Paleno, Julia O'Grady, and Patrice Fisher)**

**Abstain – 0**

**OPEN SESSION 9:05 PM**

*Board Chair will report publicly on any closed session action items for which a vote occurred.*

The Board Chair announced that as a result of our closed session discussion the Board has voted to terminate Ann Davenport's contract dated 6-30-2010 as provided in Section 6 of the contract.

**V. ADJOURNMENT 9:07 PM**

(Meeting materials can be found on the Pali High website, [www.palihigh.org](http://www.palihigh.org), under Governance, Board of Trustees, Agendas and Minutes, Material for Board Meetings)

## Board Report for October 19, 2010

Michael A. Smith, Interim Executive Director

1. Transportation:

A letter summarizing the first month of transportation issues with LAUSD was submitted to John Walsh, Assistant General Counsel for LAUSD. The letter indicated the continued late arrival of the LAUSD buses which has a negative academic impact on our students. In addition, these students late arrival prohibit their opportunity for having breakfast before school starts. We are asking for some remedy, effective immediately, that will facilitate our traveling students being able to arrive earlier. In the letter, I ask for a follow up meeting to the one that Marcia Haskin and I had with Mr. Walsh on August 23, 2010. At that meeting, I intend to present written documentation, from the former Executive Director, that indicates LAUSD's agreement to transport siblings of continuing students, late bus arrivals in the first month, communications between our transportation staff and LAUSD personnel that have gone unheeded and communications from parents dealing with transportation issues. Hopefully this will result in moving forward to rectify the concerns related to LAUSD bus routes. (See attached)

2. Maggie Gilbert Aquatic Center:

The grand opening held on Sunday, 10/10/10 was well attended and a "Big Splash". From 11:00am to 12:30pm, over 250 invited guests, dignitaries and donors heard speeches from Rose Gilbert, Maggie Nance and, a representative from Councilman Rosendahl's office, Norman Kulla. The event ended with members of Pali High's 2010 LA City Girls Varsity Champions diving in the competitive pool from the starting blocks at Rose Gilbert's "On you mark, get set, go" The morning event was catered by Sodexo, who also made a generous contribution to the pool project. The Open House for the community from 1-5pm was well attended; I am guessing that we had 400 - 500 people come through during the day. During the festivities; we sold 2 wall tiles x \$500 = \$1,000, 1 family pass = \$1,500. We made 20% from food sales = \$ 116 provided by Theresa Whitworth, from Pinocchio Cucina. Theresa generously donated lunch to all five lifeguards on duty, as well. Finally, we earned \$882.00 on ceramic tiles for a grand total of \$3,498. Major thanks go to the Pool Committee; Jeanne Goldsmith, Maisha-Cole Perri, Kevin Olson, Janet Walther, Ben Lunsy, Adam Blakis, Rose Gilbert, Iver Dreben, Greg Wood, Maggie Nance, and Andrew Cervantes. Additionally, on the day of the event, special thanks to: Greg Walther, Kenneth Moses, and members of the swim team for their hard work and commitment to a successful event.



### 3. Fund raising Update:

In addition to the funds raised at the "Big Splash" very soon the "Annual Giving Campaign" between the Booster Club and Pali High will send out a request brochure developed and paid for by the Booster Club. It will be mailed to every Pali High household. A big "Thank You" to the Booster Club for taking the lead and specifically Ellen Pfahler for developing such a beautiful mailer. Using Back to School Night as a platform for a Kick Off event , I handed out flyers and attempted to sell tickets for the Northern Trust Open's "Tickets Fore Charity" program. FYI, all funds raised, from this program, will go directly to transportation budget needs.

### 4. UTLA-PCHS and PEPSU Update:

The law firm of Middleton, Young and Minney has been reaching out to PESPU representative Penny Upton to set a date and time to sit down and open negotiations for this year. To date there has not been a date where all participants were available. The latest response from Ms. Upton was not until November. Mr. Young is pressing for dates in November.

With regards to UTLA, negotiations follow a set of protocols that begins with "sunshining" proposals. Toward the end of the last school year, we completed one round of negotiations (resulting in a one-year contract and a couple of side MOUs) and have not since "sunshined" any new proposals to begin a new round of negotiations.

That said, unofficial conversation about a variety of contract-related topics seems to be always ongoing. For example, NBC teachers have broached some issues, and other teachers are lobbying for reinstating the salary advancement scale with a "double bump" partially to compensate for the one-year freeze put in place last year that is in effect this year.

If we wish to begin official negotiations with UTLA they will contact their area rep and prepare a list of proposals to "sunshine."

### 5. November 9<sup>th</sup>, Special Board Meeting:

The Special Board Meeting scheduled for Nov. 9<sup>th</sup> for new Board member training has been put on hold due to the fact the elections will not be completed until November 10, 2010. As a result, a pre-Board meeting for Brown Act training will be held on November 16, 2010 from 3:30pm to 5:00pm, included in this training will be all Committee Chairs. An alternative date will be selected to have additional training for Board members in the near future.

## 6. Electronic transcripts and Letters of Recommendation:

After a few days of working on minor technical issues related to SIS compatibility, the College Center is up and running with electronic transcripts. Through Naviance Family Connection, the College Center will be able to submit virtually all transcripts and recommendations electronically, which will free up many hours spent printing, copying, certifying, folding, stuffing, sealing, affixing postage, standing in line at the post office and filing mailing certificates. Ruth Grubb and Mary Ann Doll, by a conservative estimate, used to spend about 200 hours on this process, which will now be accomplished by the push of a button. Susan Samama will be relieved of preparing approximately 2000 paper transcripts. We will also be able to submit midyear and final transcripts in the same manner.

Helene worked with Sophia Chock and Greg Munda on ironing out technical problems. All seniors have received instructions on requesting recommendations and transcripts through their individual Family Connection accounts and we will begin submitting documents to colleges next week.

Teachers will also be able to submit their recommendations through the same system, freeing them from the time-consuming and tedious process of filling out forms by hand, photocopying and mailing them.

Seniors will be able to track completion of their recommendations through their Family Connection accounts.

Other College Center news:

Ruth Grubb has scheduled dozens of colleges, as many as eight in a single day, to visit with students during the school day, and approximately 80 colleges have confirmed their attendance at our College Fair on October 21. The first hour of the College Fair, 6:30-7:30 pm, will be open to juniors and seniors only; all parents and underclassmen will be admitted at 7:30 pm. Parent volunteers will provide a light meal for the arriving college representatives. Sandra Martin will present a Spanish language college-planning session for parents.

Mary Ann Doll is coordinating the PSAT, to be given to close to 1,000 students last Saturday, October 16, 2010

The first round of UC and CSU application workshops have been completed or scheduled, and two college essay workshops will be presented next week.

## 7. Pali High Science Department :

Three representatives from the Science Department, Wendy Hagen, Dept. Chair, Sharon King and Celeste Fraley accompanied by me, visited the Science Department classrooms at Santa Monica High School on Wednesday, October 13, 2010. The purpose of the visit was to begin looking into renovation ideas, of the science classrooms, as part of the Facilities Master Plan.

**BOARD REPORT-PRINCIPAL****OCTOBER 19, 2010****PART ONE**

I am presenting my "Vision for Pali" that I will submit to the Budget Committee for juxtaposition with determining budget priorities for the school.

Given that the Board has the fiduciary responsibility to align their own priorities with the instructional needs of the school, I felt that perusal of the vision might be helpful at this time.

**PART TWO**

Richard Thomas, Director of Instruction, will present a CST Data Analysis Report for the 2009-10 school year.

Following this report, I will take the Board through the application of this data by classroom teachers as it impacts the instructional program:

**"UNPACKING THE STANDARD"**  
**CYCLE OF CLEAR EXPECTATIONS**

**English Language Arts Standard Grade 9-3.3: Narrative Analysis of Grade-Level Appropriate Text: Analyze interactions between main and subordinate characters in a literary text (e.g., internal and external conflicts, motivations, relationships, influences) and explain the way those interactions affect the plot. (2 questions on CST)**

**Standard 3.0-Literary Response and Analysis-total of 16 questions (21 %)**

- I. What does the standard ask students to "know" and be able to "do"?
- II. What level of Bloom's Taxonomy does the standard fall on?
- III. What are the sub-standards?
- IV. Backwards Planning
  - a. Culminating Task
  - b. Scaffolding Lessons
  - c. Formative Assessments
  - d. PLC Meeting
    1. Analyze student work samples
    2. Assessments
    3. Inform instruction
    4. Re-teach
- v. Prompt-Standard 3.3

"Compose a dialogue between Romeo and Juliet that explains why Juliet does not tell her nurse about the plan to drink the friar's potion."

**Scaffolding Lessons:**

- a. What is dialogue?
- b. Review/ensure understanding of Elizabethan text
- c. Identify relationships of characters (Venn diagram, chart)
- d. Explain/analyze the meaning of text
- e. Role of Confidante

**VISION FOR PALI**

**MARCIA HASKIN/INTERIM PRINCIPAL**

**2010-2011**

**I envision Palisades Charter High School fully capable of realizing its true purpose: to first and foremost create a high-level, academically challenging atmosphere in an institution where a culturally diverse student body celebrates academic success on a daily basis.**

**To that end, all classrooms will be technologically up-to-date with cutting-edge resources and opportunities for student learning in alignment with 21<sup>st</sup> century careers.**

**Students will be able to enroll in on-line courses, participate in “Distance-Learning” programs and modify their schedules in order to experience internships for part of the school day in local businesses/companies.**

**To supplement the curriculum, PCHS will be able to offer a varied, enriching extra-curricular program that includes athletics as well as the arts, drama and electives for all 9<sup>th</sup> graders to be taught during a Period 7 class.**

**Teachers will have ample opportunities to work collaboratively during Saturday Academies to design Standards-Based Instructional Unit Plans as well as common assessments in their PLC’s.**

**Teachers will attend conferences, visit other schools and observe programs that will encourage innovation and creativity in alignment with the Charter vision for PCHS.**

**In a continuing effort to maintain the diversity that enriches the lives of the Pali community, the administration will have ample resources to begin establishing a transportation program that exists independently of the LAUSD.**

**PALISADES CHARTER HIGH SCHOOL  
CBO REPORT  
OCTOBER 19, 2010 BOARD MEETING**

**2010-2011 Update**

**Attendance**

- **ADA- Budgeted to be 50 ADA higher than 2009-2010 primarily coming from a combination of either: Temescal Academy, Distance Learning ADA and/or increased ADA % from last year. At the end of Month One (20 days of instruction), our enrollment was 2,894(includes Temescal 73 enrolled students) . PCHS' ADA was 2,811.9 (97.2%). Budgeted ADA for the Year is 2,743.**

**Here are the 2010-2011 Budget Updates:**

- **2010-2011 Funding Levels per ADA- State legislature finally approved a budget at the end of the first week of this month. Early indications are that we will have increased funding from the levels that were budgeted but future year's funding may be impacted. Full details of the approved Budget are pending and a review of its impact (and updated expenditures) on the PCHS 2010-2011 Budget will be performed.**
- **Federal Jobs Education Funding- Preliminary funding was announced last month. PCHS received an entitlement of \$610,563 was not previously budgeted. Of this amount, \$549,507 was received at the end of September. This amount was not budgeted as part of the 2010-2011 Budget that was approved in June 2010 with a deficit of \$358,000.**

**PALISADES CHARTER HIGH SCHOOL  
CBO REPORT  
OCTOBER 19, 2010 BOARD MEETING**

- **Transportation-** As we start of the 2010-2011 School Year, we are still trying to potential additional costs that the new transportation system will have PCHS incur. To date, we have identified approximately \$100,000 in additional unbudgeted salary expense for Study Hall for travelling students with no classes in Period 7. Additionally, we are providing approximately 3 late buses daily for travelling students with after school activities. This unbudgeted cost is still being evaluated. Our Executive Director is also in discussion with LAUSD in regards to the service and cost of their services.
  
- **As of this report we have not closed our financials for the first month operations to evaluate its' impact on our budget.**

**Other Item**

- **PCHS has joined three other Conversion Charter Schools (Granada Hills, Fenton Avenue & Vaughn) in filing a claim against the State Controller's Office for reimbursement of Mandated Cost Reimbursements. For PCHS, this claim covers the period between July 1, 2004 to June 30, 2008 in which Mandated Cost claims in excess of \$1.59 million were filed with the State of California Controller's Office and only \$67,000 were paid. This claim was filed by the Consulting firm that was previously retained by PCHS to file the Mandated Cost claims. The State's non-payment is the result of their interpretation of the status of charter schools as an eligible public education institution. For further information on this claim see: [http://www.max8550.com/charter\\_litigation.htm](http://www.max8550.com/charter_litigation.htm)**

**Pool Updates**

- **Pool Accounting Update to September 30, 2010 (see attached)**

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**PALISADES CHARTER HIGH SCHOOL  
POOL FUND DONATIONS ACCOUNTING  
As Of September 30, 2010**

**Revenue**

			<u>Amount Received</u>
	<b><u>Donations</u></b>		
2006	Mar-Dec	\$	<u>457,158.33</u>
2007	Year To Date	\$	<u>292,310.30</u>
2008	Year To Date	\$	<u>1,893,673.13</u>
2009	Year To Date	\$	<u>278,146.33</u>
2010	January	\$	86,616.34
	February	\$	3,850.00
	March	\$	11,230.50
	April	\$	1,264.00
	May	\$	6,617.50
	June	\$	9,410.00
	Year To Date	\$	<u>118,988.34</u>
	July	\$	5,306.25
	August	\$	23,774.42
	September	\$	1,600.00
	Cumulative Donations	\$	<u>3,070,957.10</u>
	<b><u>Interest</u></b>		
2006	3/1-12/31	\$	<u>8,783.88</u>
2007	1/1-12/31	\$	<u>19,992.43</u>
2008	Year To Date		<u>44,185.34</u>
2009	Year To Date		<u>27,019.58</u>
2010	January	\$	165.03
	February		75.25
	March		222.33
	April		212.32
	May		141.49
	June		60.74
2010	Year To Date		<u>877.16</u>

**PLEDGES OUTSTANDING**

Ross Family	\$	15,000
Rose G.-Lane		50,000
Boosters		25,000
Kaplan		10,000
	\$	<u>100,000</u>

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**PALISADES CHARTER HIGH SCHOOL  
POOL FUND DONATIONS ACCOUNTING  
As Of September 30, 2010**

July	12.19
August	10.92
September	4.57
<b>Cumulative Interest</b>	<b>\$ 100,886.07</b>

<b>Total Revenue to Date</b>	<b>\$ 3,171,843.17</b>
Loans Received: Gilbert	\$ 750,000.00
:BOTW	\$ 667,257.04
Loans Available: BOTW	\$ 332,742.96
	<b>\$ 4,921,843.17</b>
Add: Pledges Outstanding	\$ 100,000.00
<b>Total Sources of Pool Funds</b>	<b>\$ 5,021,843.17</b>

**Expenses**

2006	3/1-12/31	\$ 4,863.93
2007	1/1-12/31	\$ 123,586.81
2008	Year To Date	<b>\$ 209,463.29</b>
2009	Year To Date	<b>\$ 2,256,227.27</b>

2010	January	\$ 93,718.70
	February	163,961.72
	March	260,790.16
	April	233,788.08
	May	267,596.64
	June-	203,230.64
	<b>Year To Date</b>	<b>1,223,085.94</b>

	July	179,911.67
	August	317,090.60
	September	236,778.27
<b>Cumulative Expenses to Date</b>		<b>\$ 4,551,007.78</b>

**Net Pool Balance-September 30,2010** \$ **38,092.43**

**Investments at September 30,2010**

Wells Fargo Operating Account	\$ 24,573.89	No Interest
Wells Fargo Money Market Account	5,367.06	Tiered Money Market- Variable
Cal National Money Market Account	8,151.48	Tiered Money Market- Variable
	<b>\$ 38,092.43</b>	

<b>October Updates:</b>	
Deposits In Transit	
Outstanding: Checks	\$ (6,158.76)





A CALIFORNIA DISTINGUISHED SCHOOL

## Human Resources Report October 19, 2010

- Health Benefits
  - Open Enrollment for Flexible Spending Accounts (Health and Dependent Care) November
- Recruitment Update –

### New Hires

- Math Teacher – Marta Oryshchyn

### Pending Positions

- Science Teacher – hire pending clearance and credential transfer
- LVN/Asst
- Lifeguards – on going
- Operations/Transportation Assistant

**Agenda Information Sheet for the Board Meeting (October 19, 2010)**

**Date:** October 13, 2010

**Topic:** Cafeteria Update by Sodexo

**Presenter:** Chad Williams-Sodexo District Manager

**Recommendation:** Discussion Item

**Background:** As part of our contract and on-going relationship with Sodexo, our Food Service management consultant. They have been asked to present their qualifications, services and discuss their role in providing food services to PCHS. A presentation is attached and the Sodexo District Manager will present and answer questions from the Board as time allows.

**Prior discussions and/or action:** Board requested

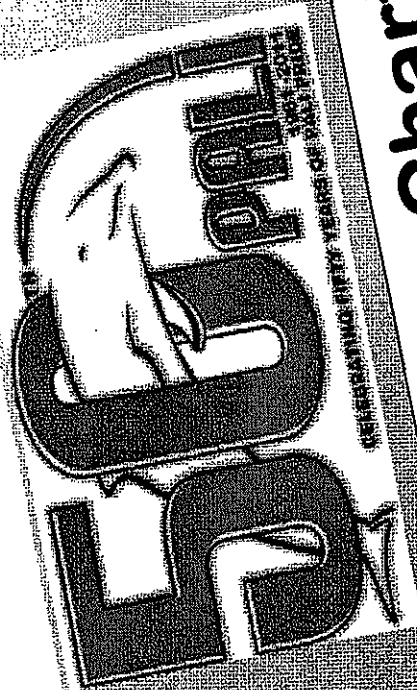
**Alternatives:**

**Pros & Cons:**

**Relevance to PCHS' mission:**

**Stakeholder input:** N/A

**Additional Information:** A PowerPoint presentation is provided with 5 year historical financial information for the Cafeteria Operations.



# Palisades Charter High School

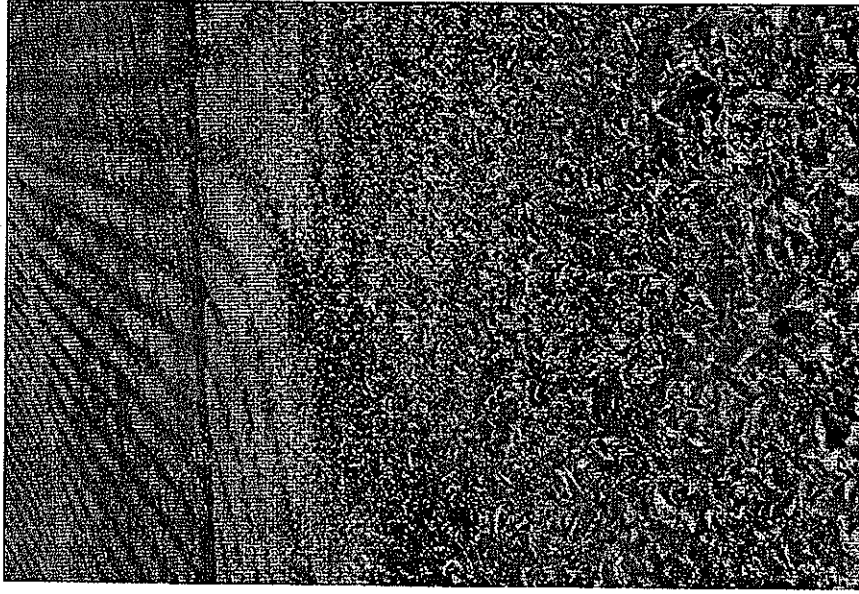
Chad Williams, District Manager      Cecilia Ramirez, On-Site Consultant



V.A.

# AGENDA

1. Sodexo and the Value
2. Addressing Quality and Variety
3. Increasing Speed of Service
4. Reducing Deficit
5. Questions



## Sodexo and the Value

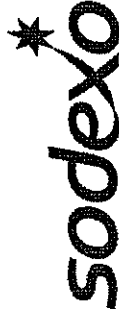
- You are not just hiring a food service consultant, you are partnering with a world-class team.
- Nationally, Sodexo School Services is recognized as the leader in the industry and employ over 120,000 people. Our main objective has always been to give the best possible service to achieve our goal of serving kids.
- You are partnering with the undisputed “market leader” in feeding the public school children in this State.
- Sodexo provides more than 14 million school meals each and every year in California. That makes Sodexo the largest “school lunch” provider in the State.
- Partner with Birmingham Charter HS, Imagine Charter in El Centro and Montague Charter.

# SODEXO FOUNDATION

Leading the fight against hunger.

The Sodexo Foundation,

established in 1999, has distributed more than \$7.0 million to hundreds of organizations.

**sodexo**

Making every day a better day



## **Sodexo and the Value**

# **A Partner with Education**

**As the leading provider of Student Nutrition Services we believe in being involved with, and more importantly, giving back to organizations that contribute to the development and growth of educators. Sodexo is a proud sponsor of and/or partner with:**

**The National Association of School Boards, *Sponsoring the Magna Awards Program***

**The National Association of Black School Educators**

**The Council of Great City Schools**

**The Council of Urban Boards of Education**

**The Education Research and Development Institute**

**The Association of School Business Officials**



Sodexo Ranks #1 on DiversityInc 2010  
Top 50 Companies for Diversity



- #1) Sodexo
- #2) Johnson & Johnson
- #3) AT&T
- #4) Kaiser Permanente
- #5) Ernst & Young
- #6) PricewaterhouseCoopers
- #7) Marriott International
- #8) IBM Corp
- #9)
- #10)



Sodexo Ranks #1 on DiversityInc 2010  
Top 50 Companies for Diversity

2010 #1



Nutrition - Achievement - Fairness - Community - Activity

DiversityInc Specialty Lists ..... Sodexo Ranking

Top 10 Companies for Executive Women #1)

Top 10 Companies for Recruiting & Retention #1)

Top 10 Companies for Latinos #2)

Top 10 Companies for African Americans #3)

Top 10 Companies for Global Diversity #5)

Top 10 Companies for People with Disabilities #10)





## **Sodexo and the Value**

**Commodity Management**

**Culinary Expertise**

**Audit Support**

**Innovations / Best Practices**

**Core Marketing Programs, Program Growth**

**Nutrition Education, Analysis, Support**

**Procurement**

**Regulatory Compliance**

**Innovation**

**Promotions**

**Menu Planning**

**Industry Experts**

**Union Expertise**

**Management Experience**

**Safety Support /HACCP Program**

**Financial Results**

**Exceptional Employee Training Programs**

**Commodity Experts**

**Menu Planning**

**Problem Resolution**

**Professional Management**

**Culinary Education**

**Regulatory Experience**

**Purchasing Power**

**Outstanding Catering Services**

**Signage**

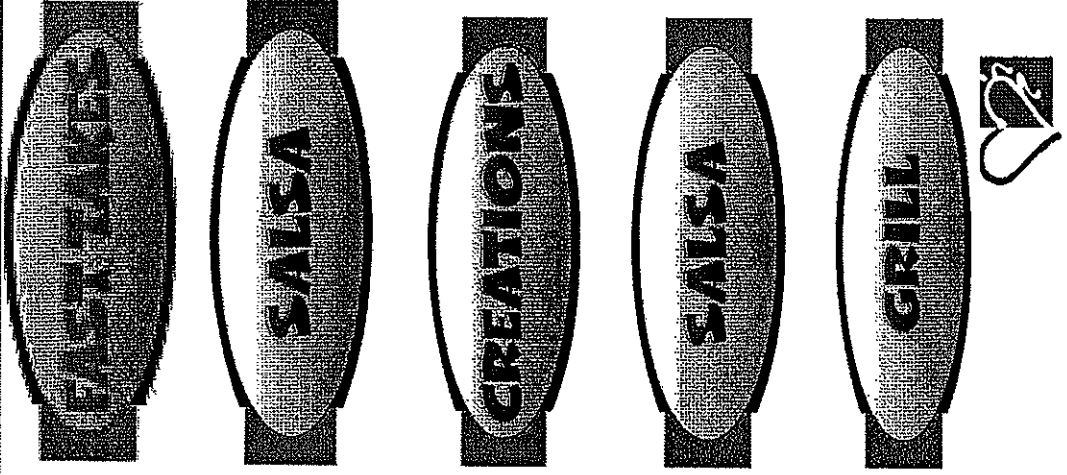
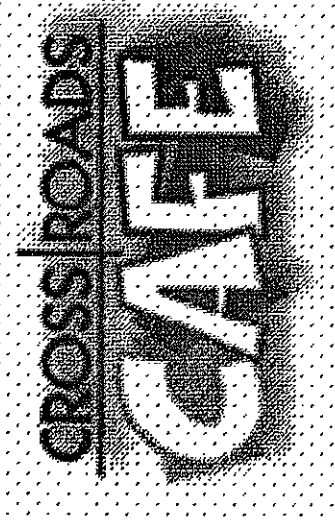
**Cost Containment**

**Nutritional Education, Analysis & Support**



## Addressing Quality and Variety

- Brought in regional Marketing Specialists
- Updating the look
- Updating the food formats
- Offering variety of entrée's
- More points of service
- Expanded offering bar



# Our Well-Being Initiative

## **Nutrition**

Age-specific menus at breakfast and lunch, nutrition education, exhibition cooking, culinary celebrations, kids cooking events.

## **Achievement**

Healthy habits programs, menu messages, staff training, elementary student lesson plans, classroom activities.

## **Environment**

Smaller carbon footprint, green cleaning, less water/energy/waste, energy management, indoor air quality, school gardens.

## **Community**

Backpack food program, summer feeding, Read for the Record, support for local farmers and WMBE partners, STOP Hunger scholarships.

## **Activity**

Tween and teen wellness messages, healthy tips from sports celebrities, organized wellness activities, educational materials.



## **Benefits of Sodexo's Student Well-Being Efforts:**

- Better educated students in the areas of health and wellness.
- An enhanced portfolio of programs and services that are clearly aligned with the key areas of Student Well-Being, and that best meet the unique needs of your students and community.
- Additional support through Sodexo's strategic partnerships with leading national health and wellness organizations to ensure the most comprehensive programs and services for your students.
- A heightened emphasis on the key areas of Student Well-Being that matter most to your students and that will have the greatest impact on their health and success.





Home • About the Program • Balance • Mind • Body • Soul • Wellness Tools • News Flash • Did You Know? • Quiz • Ask a Dietitian  
 Recipes • Special Diets • FAQs • Share Your Thoughts • Balanced Links • www.mypyramid.gov

## balance, mind, body and soul

Links: How to Navigate Your Dining Experience  
 Balance ... Mind ... Body ... Soul

## news flash!

Links: A new hot topic each month!

## wellness tools

Links: My Pyramid Meal Planner ... Nutrition Calculator  
 Body Mass Index ... Ask a Dietitian

## wellness knowledge

Links: Take the Quiz! ... Did You Know? ... FAQs ... Special Diets

Featured this month...

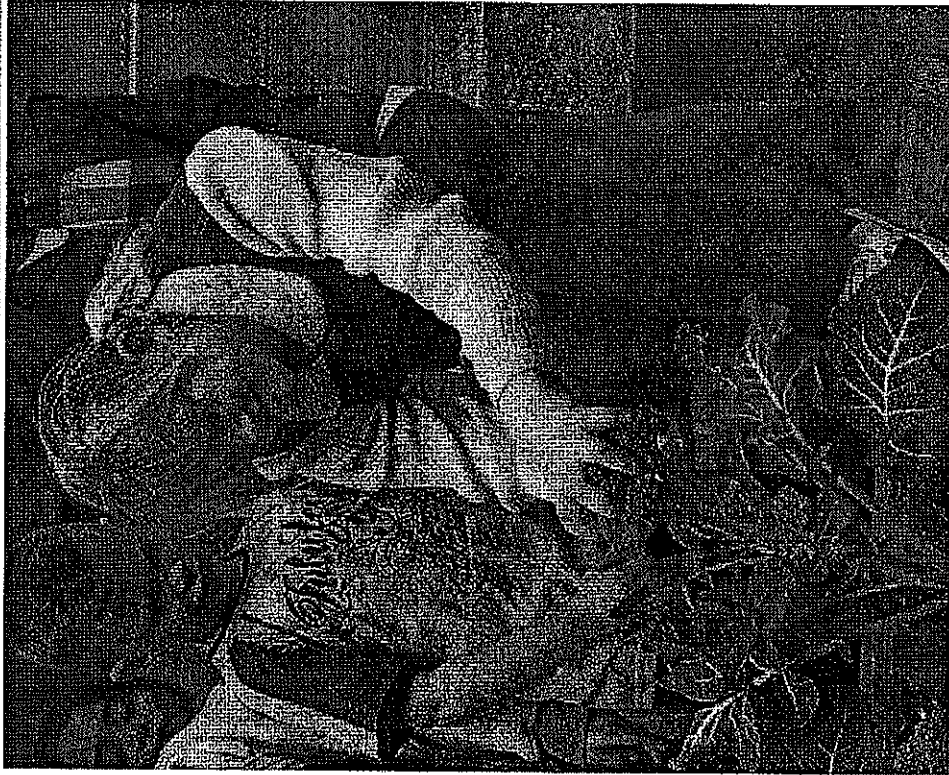


Bar-B-Que

balance

Although it is okay to splurge on occasion, consider trying some healthier fare at your next Bar-B-Que!

## Addressing Quality and Variety



### Menu Development and Nutrient Analysis:

- Ensuring a compliant program is in operation
- Annual development and quarterly revision of breakfast and lunch menus.
- Access to Registered Dietitians throughout California and US

## Addressing Quality and Variety

### Fresher Foods:

- The benefits of fresher foods are a given. Our research shows that not only do students want fresh food, they also want the ability to select the items they specifically desire.
- Sodexo programs emphasize the Offer vs. Serve approach so that students can help themselves to the quantities and varieties of foods they prefer. These include a variety of foods including fresh fruits and vegetables in addition to entrée items.

## Addressing Quality and Variety

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### Regulation Expertise:

- **PASSED RECENT COORDINATED REVIEW AUDIT (CDE 5 year audit), NO FISCAL SANCTIONS**
- **Expertise in regulations set by the CDE and USDA preparation for CRE audit by the state.**
- **Expertise in the current and future trends in Wellness legislation that affect all NSLP, especially those that if not followed could have a punitive effect on the school.**

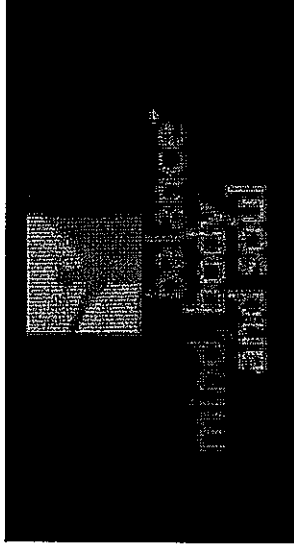


## Addressing Quality and Variety

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### Menu Choices:

- Offering students and staff more healthy choices increases their satisfaction in the program.
- Sodexo offers 15-18 entrée choices. Students will enjoy coming and selecting the foods they desire.

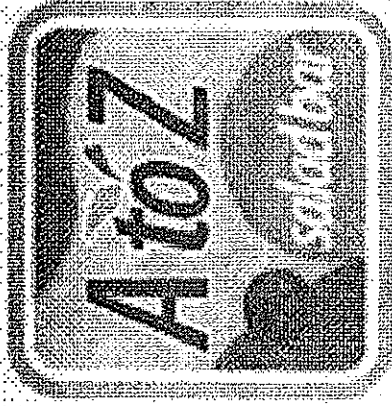




## Addressing Quality and Variety

### Menu Development and Nutrient Analysis:

- Development and revision of monthly production sheets.
- Annual and quarterly completion of nutrient analysis to meet or exceed standards set by state and federal guidelines.
- Annual and ongoing pricing of menu to ensure cost guidelines are being met.



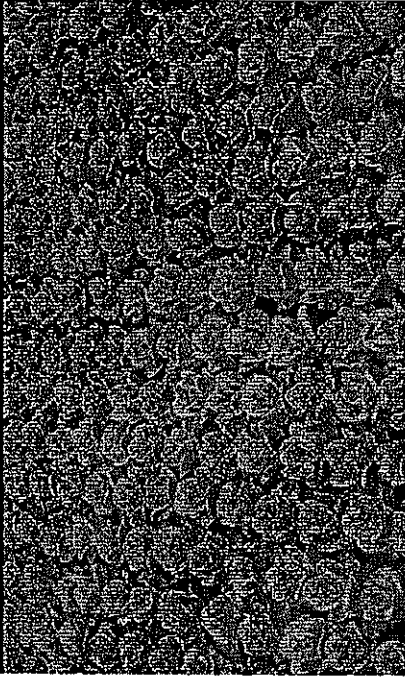
SPELLS HEALTHY  
**EATING**

## Addressing Quality and Variety

### BUYING LOCAL:

Buying fresh, locally grown produce ensures more than just fresh, great tasting and nutritious food. It's also part of Sodexo's commitment to sustainability and supporting the communities where we do business, including their local farmers and artisan producers.

# LOCAL



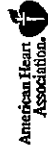
## Addressing Quality and Variety

### New Menus:

- Like Palisades Charter High School, Sodexo is concerned about childhood obesity and having a positive impact on the whole life of a student, not just the time they spend at school. Sodexo is a recognized industry leader in this area.
- To accomplish this Sodexo menus follow the guidelines established by the leading experts in nutrition including the
  - *United States Department of Agriculture*
  - *The Institute of Medicine,*
  - *The National School Boards Association, and the Alliance for a Healthier Generation.*
- These organizations have established some of the most comprehensive standards in the industry and while compliance is challenging our future generation is worth it.



Alliance  
for a  
Healthier  
Generation



Nutrition • Achievement • Environment • Consistency • Activity

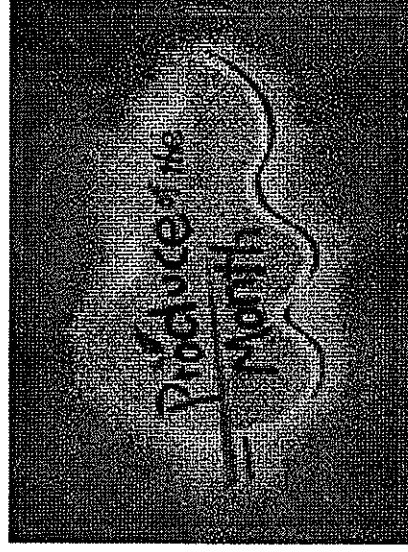


## Addressing Quality and Variety

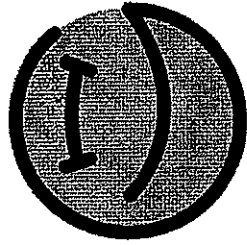
### NutriKids Software:

Sodexo uses nutrient-based menus and offers a proprietary software program version called, NutriKids. This software allows your on-site staff to analyze menus and confirm compliance with USDA guidelines. The USDA approved system offers several advantages:

- A guarantee of correct nutrients
- Significantly expanded variety
- Assurance of federal reimbursement
- Minimized food waste
- Reduction of production time



## Addressing Quality and Variety



**Alliance  
for a  
Healthier  
Generation**



American Heart  
Association



CLINTON  
FOUNDATION

- Sodexo the only food service partner with Alliance for a Healthier Generation
- William J Clinton Foundation & American Heart Association
- To significantly reduce childhood obesity by 2015
- To inspire life long healthy eating habits



Nutrition • Achievement • Environment • Community • Activity



STOP HUNGER

## Addressing Quality and Variety

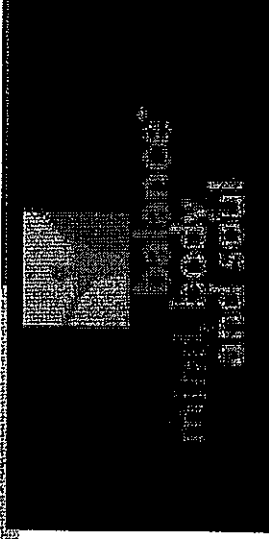
### Healthy School Lunch Initiatives:

As a clear leader in good nutrition and in the fight against childhood obesity. Our program will include many initiatives designed to promote good health, some of these include:

- Deli bar-sandwiches made with turkey, 99% fat free meats and including vegetables
- 100% whole wheat products
- Ground turkey instead of ground beef used in tacos and lasagna
- Reduced fat Chicken nuggets
- Salads are offered daily in secondary schools
- Salads offered as an entrée choice



## Addressing Quality and Variety



### Healthy School Lunch Initiatives:

- A large selection of vegetarian items are offered
- Pizza made with multi grain dough, low fat cheese and turkey meats
- Reduced fat salad dressings
- Lots of fresh fruit daily Snacks include yogurt, fruit bars, and granola
- Compare to the average home packed lunch meals served in the cafeteria will typically be healthier

## Addressing Quality and Variety

### Coming Attractions!

- Friendly competition between staff culinary teams
- Promotions
- Culinary Club
- Focus Groups

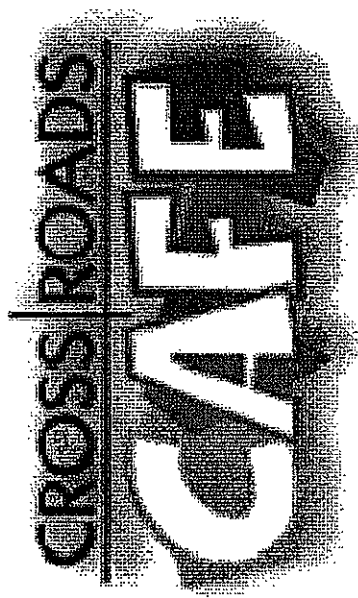




## Increasing Speed of Service

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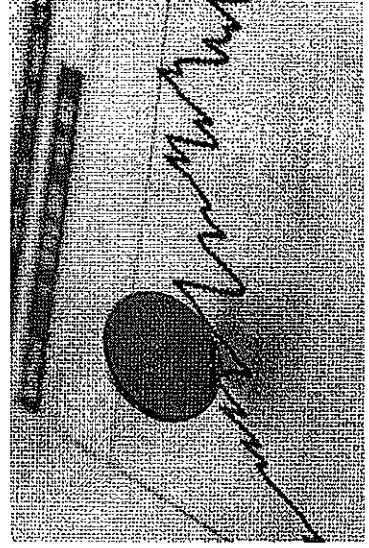
- Adding more points of service
- Using mobile carts
- Utilize student helpers



## Reducing Deficit

### Financial:

- No fee increase for 10-11
- Offering a full-time consultant for 10-11
- Expanding marketing efforts
- In-depth analysis of the current program
- Increase meal participation/Controlling expenditures
- Reducing and Restructuring employee hours



## Reducing Deficit



### Employee Development:

- Training of staff in food & physical safety, regulation.
- Accident prevention
- Controlling costs
- Improving Customer Service
- Inventory training
- Cash handling procedures

## Reducing Deficit



### Sodexo's Purchasing Power:

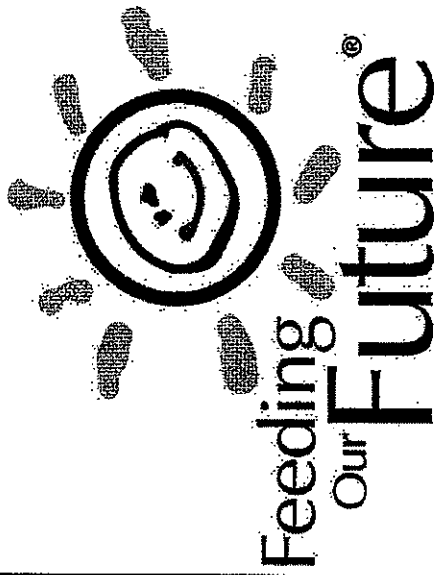
- Competitive bids on behalf of the District
- All bid documents done by our legal department
- Experts in revolving USDA changes to procurement
- Resulting in an average savings of 10% to 12%

## Reducing Deficit

### **Sodexo's Purchasing Power:**

**○ The labor it takes to negotiate with vendors on a weekly, monthly and annual basis.**

***Estimated time savings @ 6 hours per week for 36 weeks or 216 hours a school year or 10.3% of a FTE (full-time equivalent, or a person employed 40hrs/week)***



## Reducing Deficit

### Sodexo's Purchasing Power:

- Increased cash flow for the client.

*District is paying with a delayed payment of up to 45 days*

- Estimated time savings for account payables clerk of 3 hours per week for 36 weeks or 108 hours a school year or 5.3% of a full-time equivalent.

## Reducing Deficit



### Sodexo's Purchasing Power:

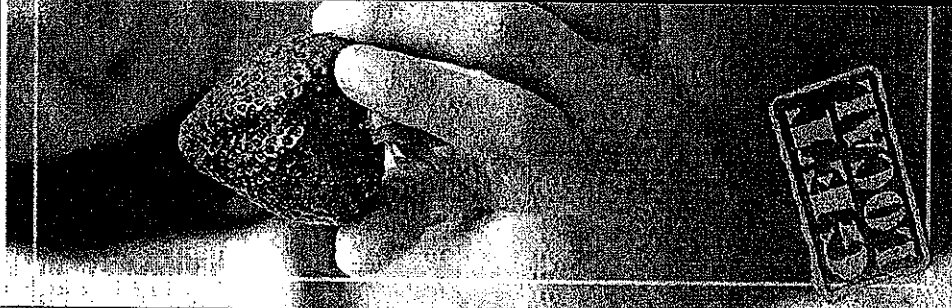
#### ● Commodity Experts

*advanced diversion, decision in product ordering, receiving and storage up to seven times a year. Typically working up to two years out for advanced diversion of over 75 products. Ordering between \$20-\$30K/year*

STUDENT  
**Well-Being** by sodexo  
Nutrition • Achievement • Empowerment • Community • Activity



Questions?



*experience  
the taste of the*  
**SEASON**

- Purchasing locally grown food supports the local community and your local farmer.
- Food travels less miles so it is fresher and tastes better.
- Buying local food keeps us in touch with the seasons.

*Let's keep it local!*

sodexo

**STUDENT**  
**Well-Being** by **sodexo**  
Nutrition • Achievement • Environment • Community • Activity

**QUESTIONS?**



V. A.



PCHS  
CAFETERIA OPERATIONS  
5 YEAR FINANCIALS

	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007
Total Enrollment	2,893.00	2,781.00	2,634.00	2,667.00	2,640.00
Students: Free & Reduced lunch	984.00	915.00	786.00	740.00	581.00
% of students free & reduced lunch	34.0%	32.9%	29.8%	27.7%	22.0%

	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007
<b>Revenue:</b>					
Cafeteria sales	210,276	173,684	215,398	254,785	433,063
Federal reimbursement	375,711	379,415	309,940	257,108	105,291
State reimbursement	30,258	35,551	<b>27,707</b>	34,307	10,923
Total revenue	616,245	588,650	553,045	546,200	549,277

<b>Expenses:</b>					
PCHS cafeteria worker's salaries	197,542	250,744	246,194	218,286	219,302
PCHS cafeteria worker's benefits	131,958	134,581	143,304	138,297	158,251
Total PCHS direct expenses	329,500	385,325	389,498	356,583	380,941

Sodexo Consultant/Management Fees	120,000	118,321	123,395	104,413	101,155
Sodexo food & supply costs	246,626	249,681	172,771	275,307	309,641
Total Sodexo expenses	366,626	368,002	296,166	379,720	410,796
Total Expenses	696,126	753,327	685,664	736,303	791,737

Total Profit (Loss)	<b>(79,881)</b>	<b>(164,677)</b>	<b>(132,619)</b>	<b>(190,103)</b>	<b>(242,460)</b>
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PCHS Food Service

**Sodexo**  
Total Enrollment  
Students: Free & Reduced lunch  
% of students free & reduced lunch

PCHS Food Service Financials

**Revenue:**  
Cafeteria sales  
Federal reimbursement  
State reimbursement  
Total revenue

**Expenses:**  
PCHS cafeteria worker's salaries  
PCHS cafeteria worker's benefits  
Total PCHS direct expenses

Sodexo Consultant/Management Fees  
Sodexo food & supply costs  
Total Sodexo expenses

Total Expenses

Total Profit (Loss)

2

I.B.

**CALIFORNIA STANDARDS TESTS**  
**GRADE 9 ENGLISH-LANGUAGE ARTS**

(Blueprints adopted by the State Board of Education 10/02)

CALIFORNIA CONTENT STANDARDS: READING	# of Items	%
2.4 <b>Comprehension and Analysis of Grade-Level-Appropriate Text:</b> synthesize the content from several sources or works by a single author dealing with a single issue; paraphrase the ideas and connect them to other sources and related topics to demonstrate comprehension	2	
2.5 <b>Comprehension and Analysis of Grade-Level-Appropriate Text:</b> extend ideas presented in primary or secondary sources through original analysis, evaluation, and elaboration	NA*	
2.6 <b>Comprehension and Analysis of Grade-Level-Appropriate Text:</b> demonstrate use of sophisticated learning tools by following technical directions (e.g., those found with graphic calculators and specialized software programs and access guides World Wide Web sites on the Internet)	2	
2.7 <b>Expository Critique:</b> critique the logic of functional documents by examining the sequence of information and procedures in anticipation of possible reader misunderstandings	4	
2.8 <b>Expository Critique:</b> evaluate the credibility of an author's argument or defense of a claim by critiquing the relationship between generalizations and evidence, the comprehensiveness of evidence, and the way in which the author's intent affects the structure and tone of the text (e.g., in professional journals, editorials, political speeches, primary source material)	4	
<b>3.0 LITERARY RESPONSE AND ANALYSIS: Students read and respond to historically or culturally significant works of literature that reflect and enhance their studies of history and social science. They conduct in-depth analyses of recurrent patterns and themes. The selections in <i>Recommended Literature, Grades Nine Through Twelve</i> illustrate the quality and complexity of the materials to be read by students.</b>	16	21%
3.1 <b>Structural Features of Literature:</b> articulate the relationship between the expressed purposes and the characteristics of different forms of dramatic literature (e.g., comedy, tragedy, drama, dramatic monologue)	1	
3.2 <b>Structural Features of Literature:</b> compare and contrast the presentation of a similar theme or topic across genres to explain how the selection of genre shapes the theme or topic	2	
3.3 <b>Narrative Analysis of Grade-Level-Appropriate Text:</b> analyze interactions between main and subordinate characters in a literary text (e.g., internal and external conflicts, motivations, relationships, influences) and explain the way those interactions affect the plot	2	

\* Not assessable in multiple-choice format

**CALIFORNIA STANDARDS TESTS  
GRADE 9 ENGLISH-LANGUAGE ARTS**

(Blueprints adopted by the State Board of Education 10/02)

<b>CALIFORNIA CONTENT STANDARDS: READING</b>	<b># of Items</b>	<b>%</b>
<b>3.4 Narrative Analysis of Grade-Level-Appropriate Text:</b> determine characters' traits by what the characters say about themselves in narration, dialogue, dramatic monologue, and soliloquy	1	
<b>3.5 Narrative Analysis of Grade-Level-Appropriate Text:</b> compare works that express a universal theme, and provide evidence to support the ideas expressed in each work	2	
<b>3.6 Narrative Analysis of Grade-Level-Appropriate Text:</b> analyze and trace an author's development of time and sequence, including the use of complex literary devices (e.g., foreshadowing, flashbacks)	1	
<b>3.7 Narrative Analysis of Grade-Level-Appropriate Text:</b> recognize and understand the significance of various literary devices, including figurative language, imagery, allegory, and symbolism, and explain their appeal	2	
<b>3.8 Narrative Analysis of Grade-Level-Appropriate Text:</b> interpret and evaluate the impact of ambiguities, subtleties, contradictions, ironies, and incongruities in a text	1	
<b>3.9 Narrative Analysis of Grade-Level-Appropriate Text:</b> explain how voice, persona, and the choice of a narrator affect characterization and the tone, plot, and credibility of a text	1	
<b>3.10 Narrative Analysis of Grade-Level-Appropriate Text:</b> identify and describe the function of dialogue, scene designs, soliloquies, asides, and character foils in dramatic literature	1	
<b>3.11 Literary Criticism:</b> evaluate the aesthetic qualities of style, including the impact of diction and figurative language on tone, mood, and theme, using the terminology of literary criticism (Aesthetic Approach)	1	
<b>3.12 Literary Criticism:</b> analyze the way in which a work of literature is related to the themes and issues of its historical period (Historical Approach)	1	

2

\* Not assessable in multiple-choice format

# Palisades Charter High School

Data Report 2010

Principal – Marcia Haskin

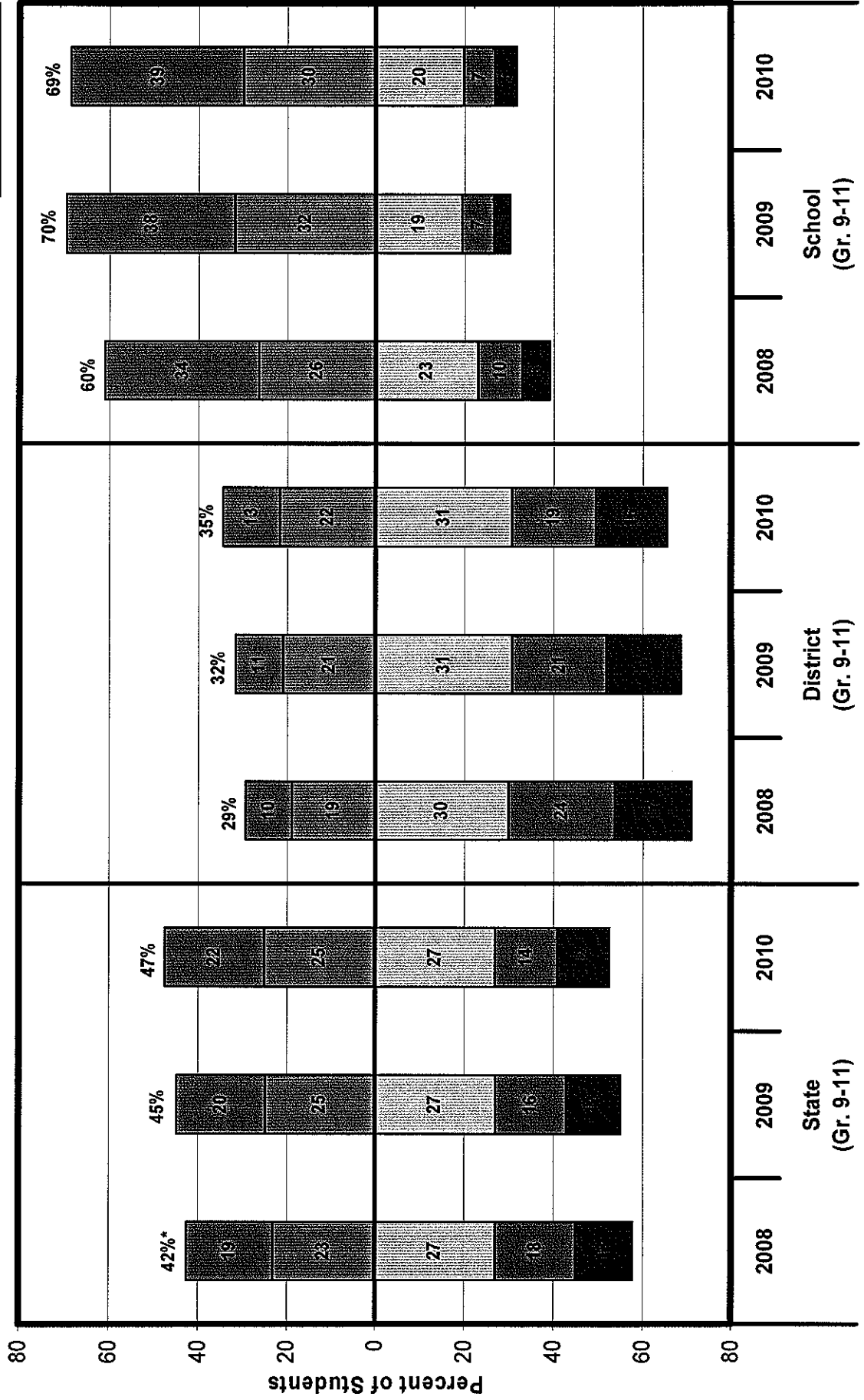
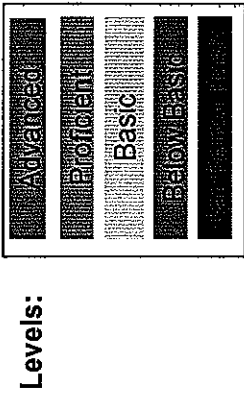
# Academic Performance Index-API

	2009 API	2010 API	Change	Met Growth Target
<b>School-Wide</b>	<b>820</b>	<b>819</b>	<b>-1</b>	<b>Yes</b>
<b>African-American</b>	<b>702</b>	<b>709</b>	<b>7</b>	<b>Yes</b>
<b>Asian</b>	<b>891</b>	<b>905</b>	<b>14</b>	<b>Yes</b>
<b>Hisp/Latino</b>	<b>766</b>	<b>760</b>	<b>-6</b>	<b>No</b>
<b>White</b>	<b>881</b>	<b>889</b>	<b>8</b>	<b>Yes</b>
<b>Socio-Econ Disadvantage</b>	<b>765</b>	<b>754</b>	<b>-11</b>	<b>No</b>
<b>English Learners</b>	<b>724</b>	<b>692</b>	<b>-32</b>	<b>No</b>
<b>Students with Disabilities</b>	<b>595</b>	<b>534</b>	<b>-61</b>	<b>No</b>

# ACHIEVEMENT GAP

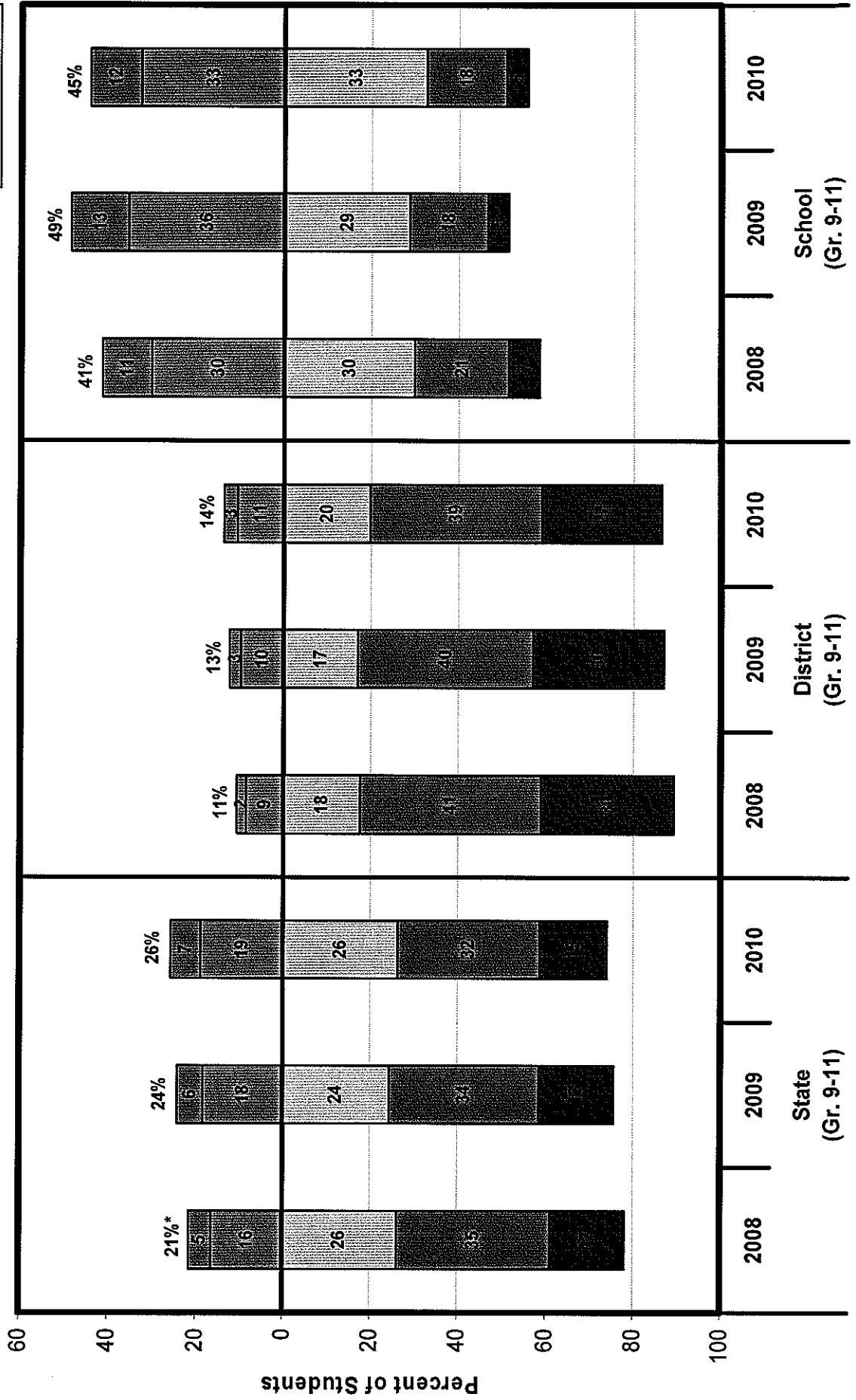
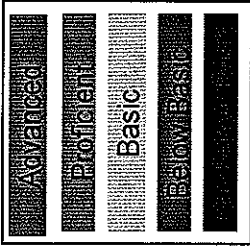
	2009 API	Achievement Gap	2010 API	Achievement Gap
<b>African- American</b>	<b>702</b>		<b>709</b>	
<b>Asian</b>	<b>891</b>	<b>189</b>	<b>905</b>	<b>196</b>
<b>Hisp/Latino</b>	<b>766</b>	<b>64</b>	<b>760</b>	<b>51</b>
<b>White</b>	<b>881</b>	<b>179</b>	<b>889</b>	<b>180</b>

**CST - English/Language Arts  
All Students - By State, District, and School  
Percent by Proficiency Levels  
2008-2010**

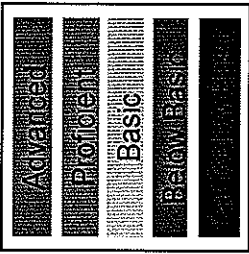




**CST - Mathematics**  
**All Students - By State, District, and School**  
**Percent by Proficiency Levels**  
**2008-2010**

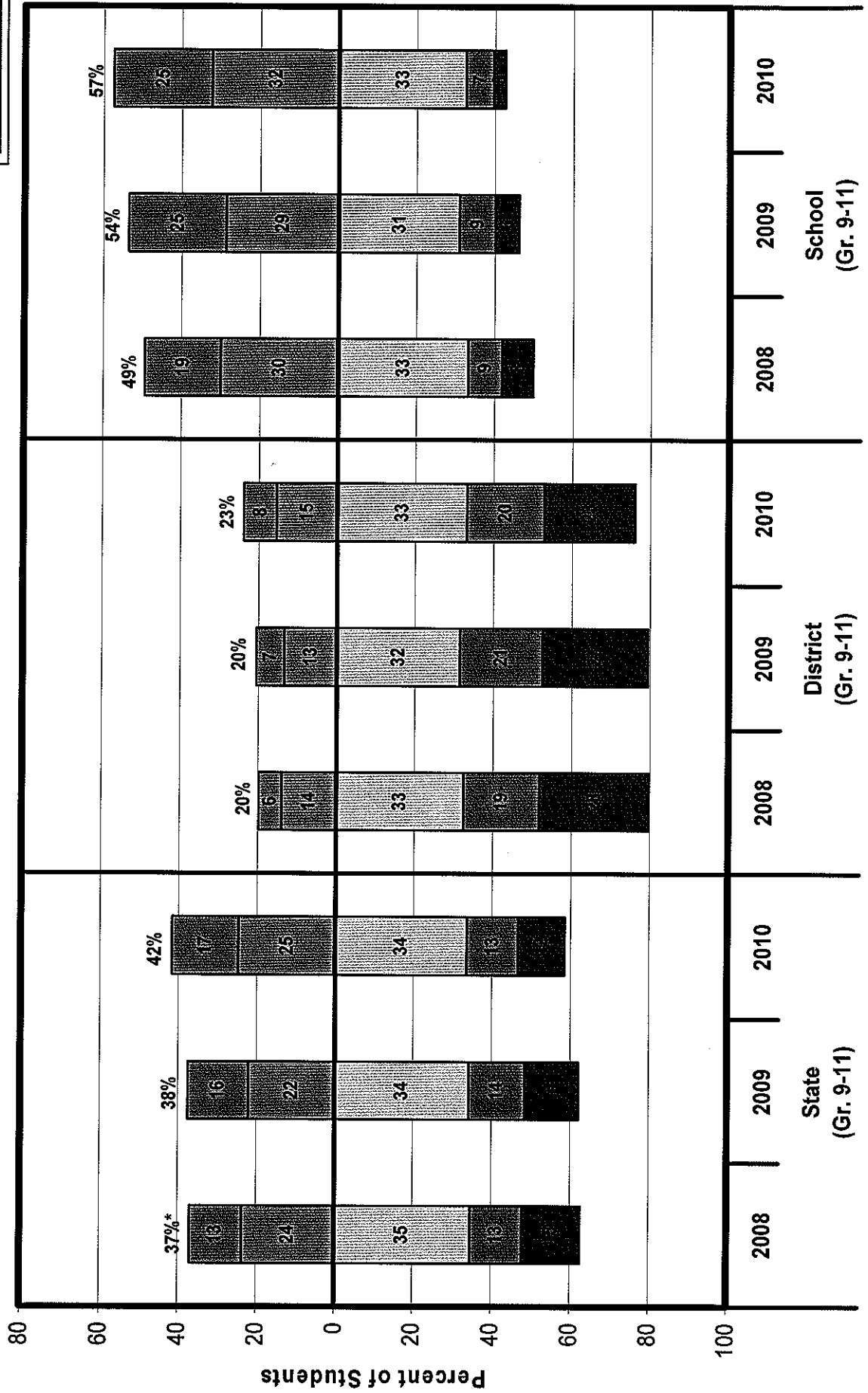






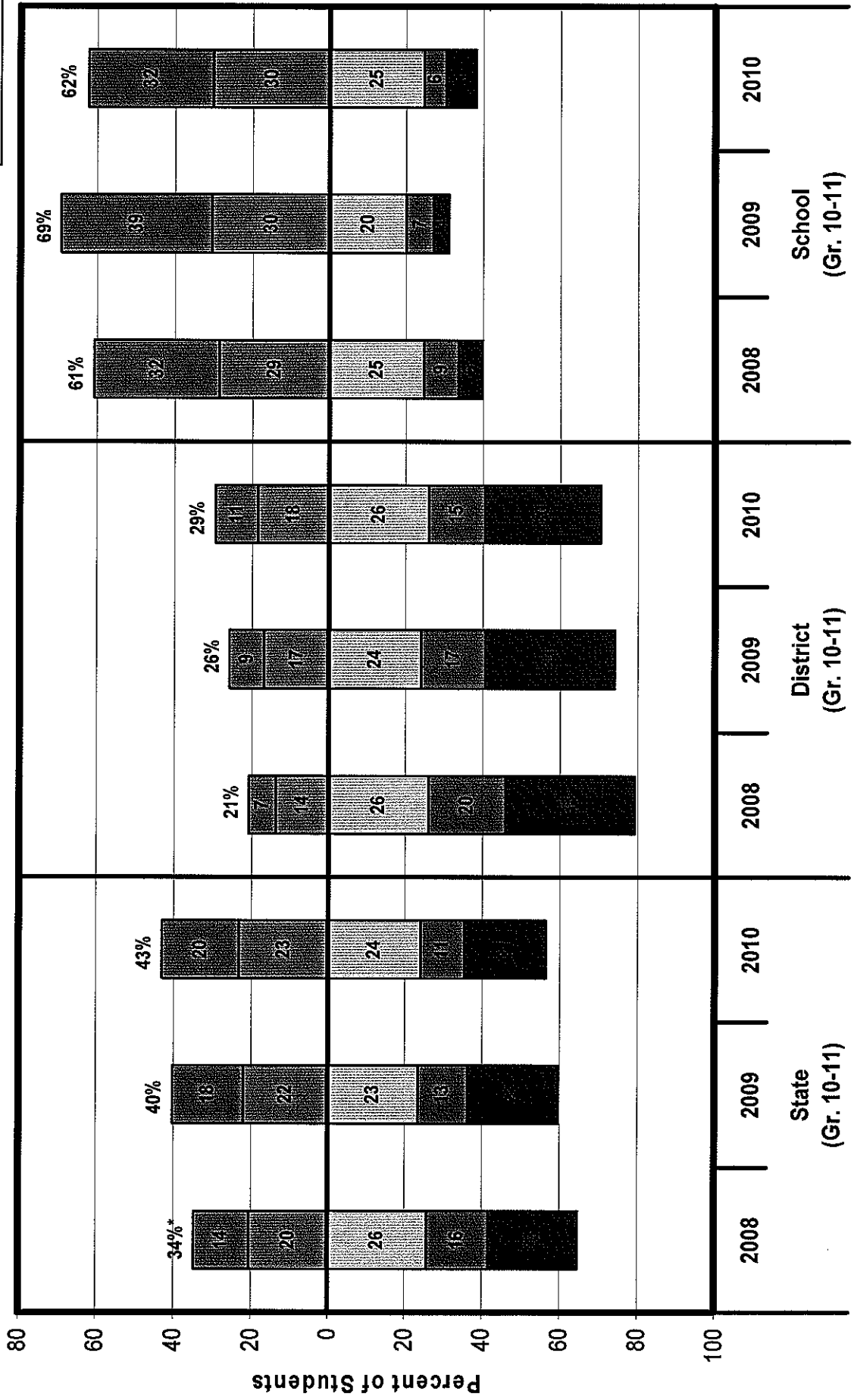
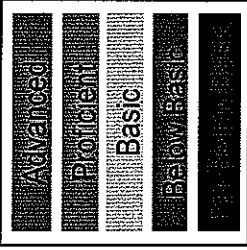
Levels:

**CST - Science**  
**All Students - By State, District, and School**  
**Percent by Proficiency Levels**  
**2008-2010**



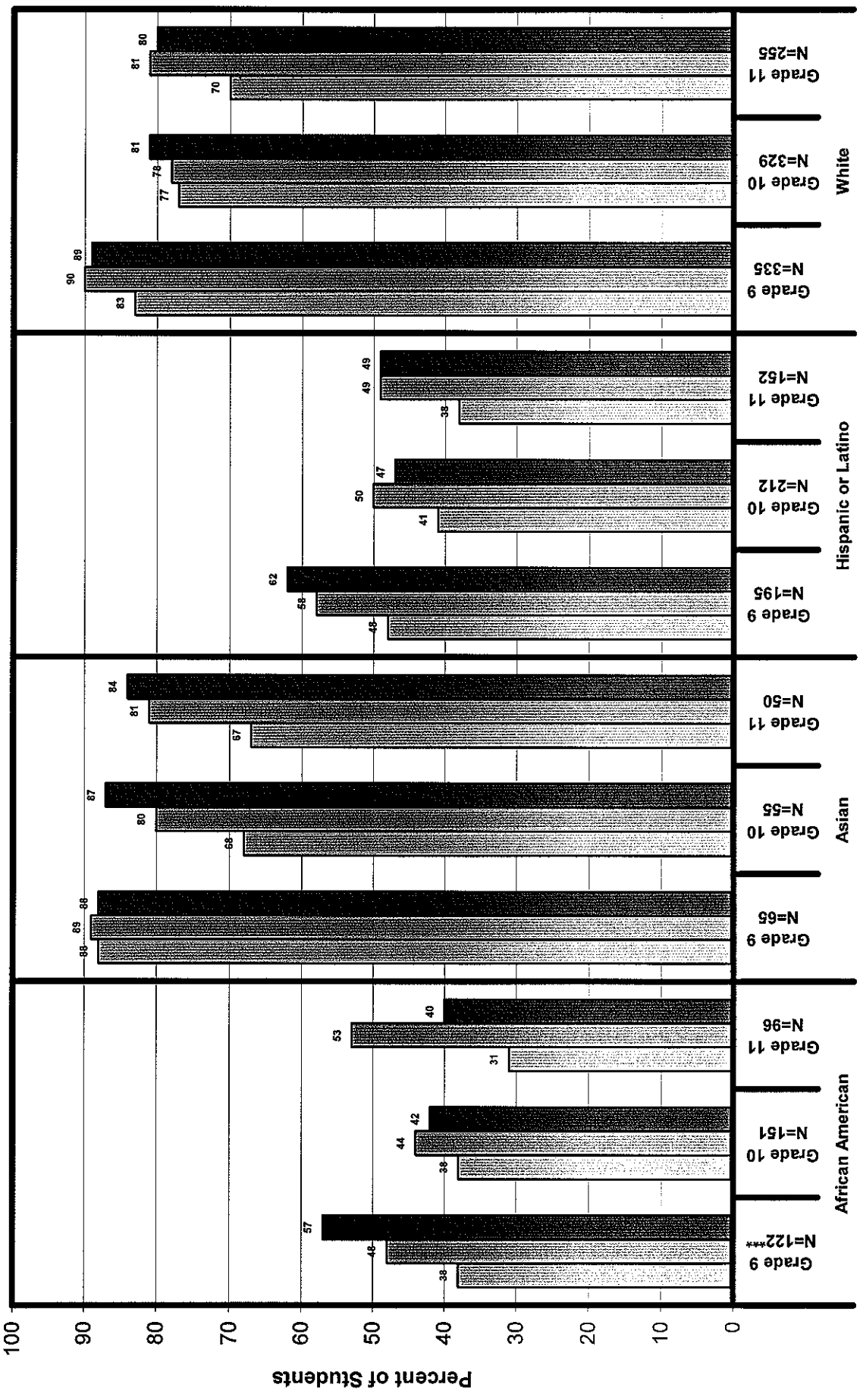
# CST - History-Social Science All Students - By State, District, and School Percent by Proficiency Levels 2008-2010

Levels:



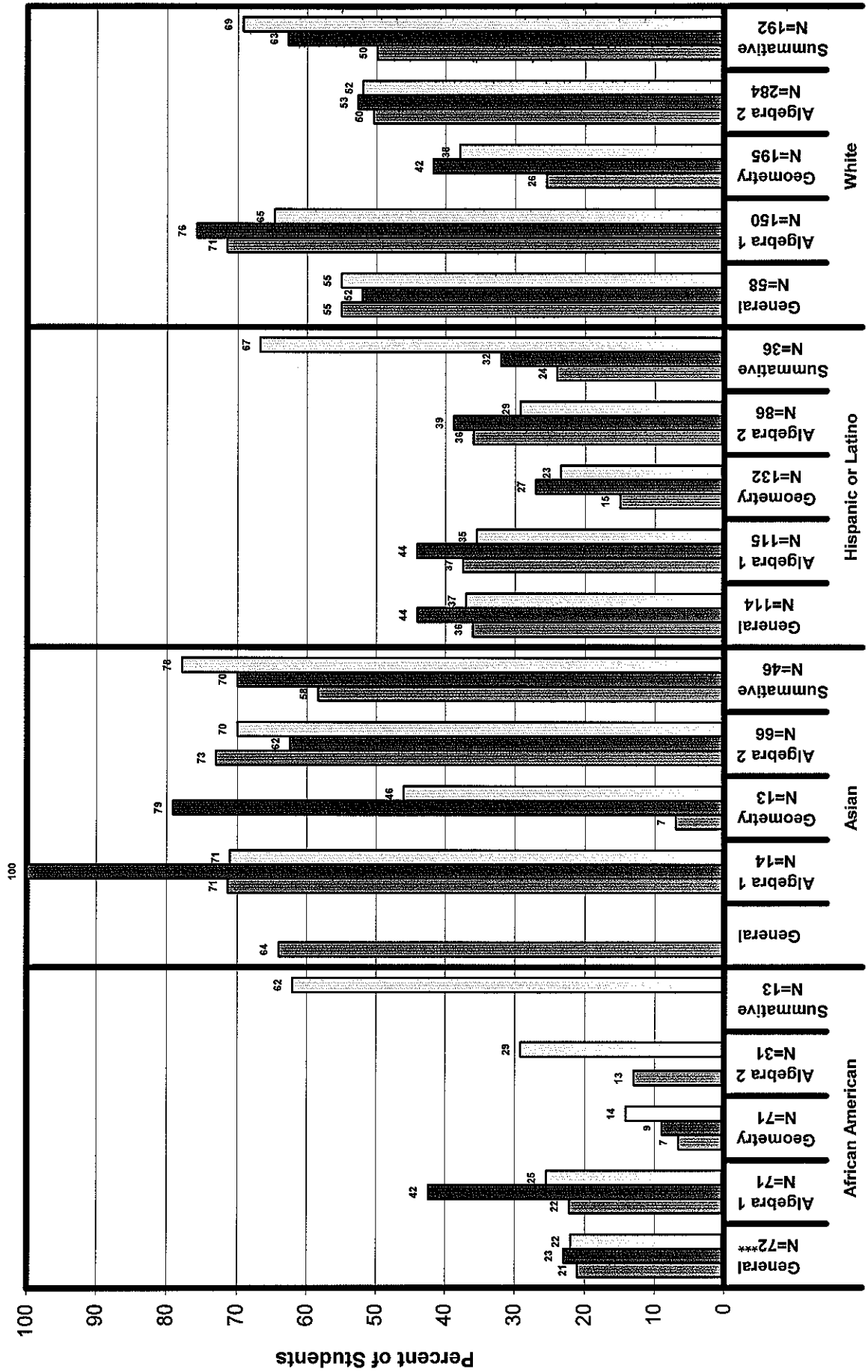
■ 2008  
 ■ 2009  
 ■ 2010

**Palisades Charter High**  
**CST - English/Language Arts**  
**Subgroups\* - By Ethnicity and Grade**  
**Percent Proficient and Advanced Levels\*\***  
**2008-2010**



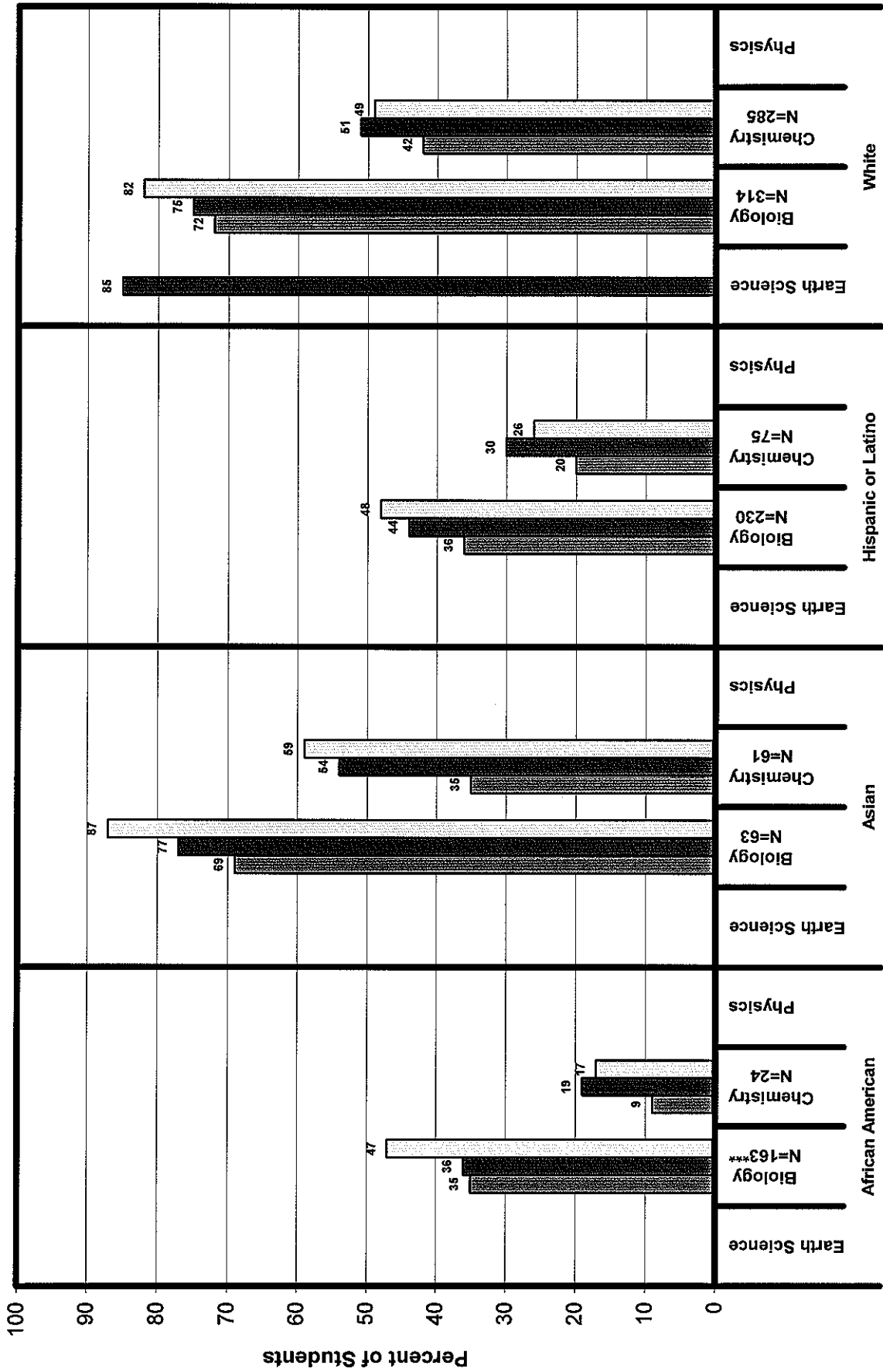
**CST - Mathematics**  
**Subgroups\* - By Ethnicity and Course**  
**Percent Proficient and Advanced Levels\*\***  
**2008-2010**

2008  
 2009  
 2010

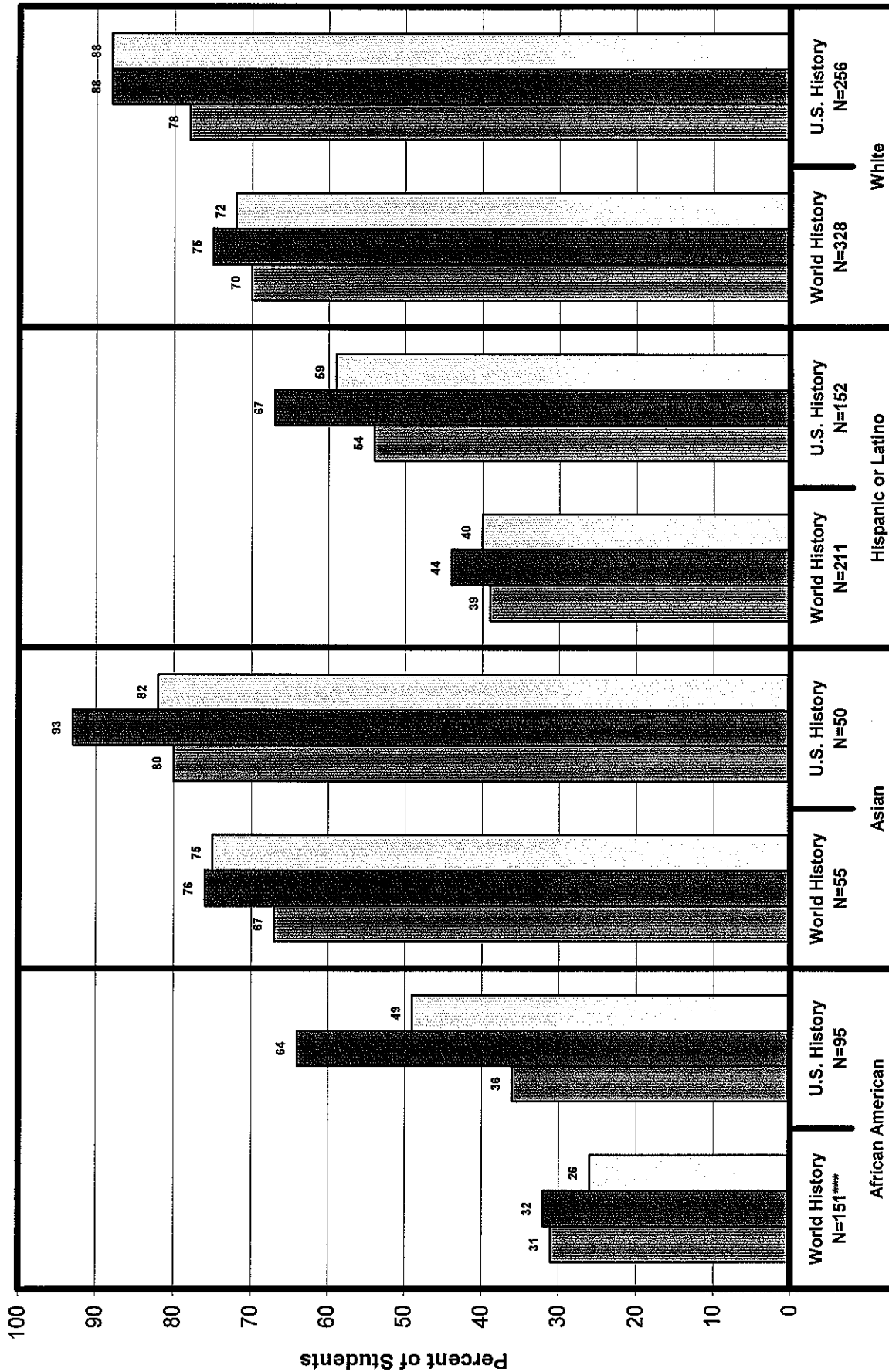
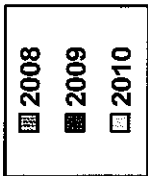


■ 2008  
 ■ 2009  
 ■ 2010

**CST - Science**  
**Subgroups\* - By Ethnicity and Course**  
**Percent Proficient and Advanced Levels\*\***  
**2008-2010**



**CST - History-Social Science  
Subgroups\* - By Ethnicity and Course  
Percent Proficient and Advanced Levels\*\*  
2008-2010**





A CALIFORNIA DISTINGUISHED SCHOOL

## **Palisades Charter High School**

### **EXECUTIVE DIRECTOR**

Michael A. Smith

#### **JOB SUMMARY:**

The primary functions of the Executive Director include ensuring the viability and success of the charter with sustained high academic achievement, financial viability and compliance with the charter and all applicable laws.

#### **ESSENTIAL DUTIES:**

1. In conjunction with the Board of Trustees and School Principal, develop and communicate the school's vision and create a strategic plan to achieve that vision.
2. Sustain high standards of a student-centered culture that values professionalism, mutual respect, and a positive working environment.
3. Recruit, support, manage, and evaluate a strong leadership team, including an Academic Principal, Chief Business Officer, Operations Manager, and Human Resources Director.
4. Create and maintain a Development process to raise funds for ongoing operations and capital improvements.
5. Maintain personal contact with staff members, fostering good public relations and promoting high morale.
6. Serve as leader in contract negotiations with all labor unions and promote positive labor relations.
7. Ensure effective instruction in every classroom that meets the needs of a diverse student body while respecting the autonomy of the Principal to manage the school's daily operations and supervise the administrative team and all instructional staff.
8. Oversee the financial and operational functions of the independent charter school to ensure funds are managed effectively and efficiently.
9. Oversight of the transportation program as long as it is in place.
10. Promote and support long-term implementation of the school Master Facilities and Technology Plans.
11. Serve as school's chief advocate, communicating its mission and vision to staff, students, families, prospective families, potential donors, alumni, and community leaders.
12. Act as primary liaison with LAUSD, LACOE, CDE, union representatives, etc.
13. Oversee charter renewal, WASC accreditation, and other external oversight processes.
14. Ensure legal compliance and reporting as required by Charter law.

**OTHER SKILLS:**

- Student-oriented, energetic and visionary leader, with a proven commitment to excellence in his or her career.
- Creative problem-solver and solution-oriented strategic thinker who has overcome complex organizational challenges in the face of difficult opposition.
- Experience in education, strategic planning, staff development, board relations, fundraising, financial management, and operations.
- Ability to delegate and motivate a diverse staff.
- Experience in a charter school environment and understanding of applicable laws governing charter schools and familiarity with the charter school community in Los Angeles preferred.
- Experience with public employee unions and labor negotiations preferred.
- A minimum of five years experience in educational leadership preferred.





A CALIFORNIA DISTINGUISHED SCHOOL

## Palisades Charter High School

### PRINCIPAL

Marcia Haskin

#### **JOB SUMMARY:**

The primary functions of the Principal include serving as the instructional leader of the school, evaluating and providing mentoring to staff, strategic planning, goal setting, assessing and making key decisions regarding academic programs and student discipline, communicating with and building consensus among faculty members, resolving conflict with staff, parents, and students, and serving as the communications liaison for staff and community.

#### **ESSENTIAL DUTIES:**

1. Directly supervise and manage all teachers, department chairs and senior instructional staff. Provide tangible goals, objectives and leadership training to each and working with the Human Resources Director, conduct annual performance reviews.
2. Develop and implement school-wide goals.
3. Build capacity among staff to foster distributed leadership.
4. Manage budgets for instructional programs and related initiatives.
5. Lead and motivate instructional staff at all levels to ensure buy-in for school vision, goals and academic programs.
6. Maintain high visibility through regular and consistent classroom visits, meetings, committee attendance, written and verbal communication.
7. Oversee the evaluation of current academic programs, and PLC's and benchmark against school goals. Provide updates and recommendations regarding academic programs to the Board.
8. Manage and lead faculty meetings, professional development and faculty organizations.
9. Oversee and manage Special Education.
10. Serve as the primary instructional spokesperson to students, parents and the community at large.
11. Oversee human resources activities/personnel for certificated and instructional staff. Participate in associated labor negotiations.
12. Attend and actively participate in PCHS Board Meetings.
13. Manage and actively participate in activities and tasks necessary to retain California Distinguished School status.
14. Act as the Booster Club liaison for instructional needs (with the Executive Director).
15. Edit/write a Principal's newsletter for school and community.
16. Ensure that Stull Evaluations are completed and timely.
17. Other duties as assigned.

**OTHER SKILLS:**

- Outstanding skills in fostering collaborative environment
- Exceptional ability to facilitate close working relationships within and among academic departments
- Exceptional knowledge of curriculum and instruction
- Proven ability to design and implement academic programs
- Ability to evaluate instructional program and teaching effectiveness
- Ability to manage budget and personnel
- Ability to coordinate campus functions
- Ability to interpret policy, procedures, and data
- Excellent organizational, communication, public relations, and interpersonal skills
- Excellent speaking and writing skills



A CALIFORNIA DISTINGUISHED SCHOOL

## **Palisades Charter High School**

### **CHIEF BUSINESS OFFICER**

GREGORY A. WOOD

**JOB SUMMARY:** Chief Business Officer oversees and manages all budget and finance functions and staff.

#### **ESSENTIAL DUTIES:**

1. Manages campus staff, including the Financial Administrator, Financial Manager, Payroll, Purchasing and other finance staff.
2. Manages cafeteria services and actively participates in the analysis of and decision-making for operations, maintenance, transportation, human resources and other support services.
3. Prepare and present budgets and financial updates to the Board of Directors and the Budget and Finance Committee.
4. Prepare required financial information to various reporting entities.
5. Coordinate annual independent financial audit with outside independent auditors, Subordinate Administrators, Managers, and Coordinators
6. Participate in strategic planning to increase revenues and cut costs and develop a fundraising infrastructure.
7. Develop a feedback mechanism to measure and improve operations.
8. Other duties as assigned.

#### **OTHER SKILLS:**

- Bachelor's degree; Graduate degree in business, finance or related field is advantageous
- Knowledgeable in school funding for California charter schools.
- Experienced with budget preparation and general accounting controls and procedures (general ledger, accounts payable, payroll);
- Familiarity with Generally Accepted Accounting Principles (GAAP) and Governmental Accounting Standards Board (GASB) guidelines and applicability to charter schools;
- 4+ years in a leadership position
- Experience or strong interest in education
- Comprehensive understanding of financial practices and principles
- Excellent communication and interpersonal skills
- Strong organization and time management skills
- Ability to handle multiple projects simultaneously

- Entrepreneurial spirit

:



A CALIFORNIA DISTINGUISHED SCHOOL

**Palisades Charter High School**  
**DIRECTOR OF INSTRUCTION**

Richard Thomas

**JOB SUMMARY:**

The primary functions of the Director of Curriculum and Instruction includes managing the detailed, day-to-day implementation and functioning of academic programs, PLCs, Student Assistance Program, professional development, etc. Provides support for new and non-tenured teachers, addressing their classroom-related issues, student/parent instructional concerns, and ensuring accountability.

**ESSENTIAL DUTIES:**

1. Facilitate the review, consideration, development and implementation of new academic programs.
2. Oversee and actively manage Professional Learning Community (PLC) design, data analysis, professional development, planning, budget and implementation, ensuring accountability for PLCs. Working with the Director of Academic Planning and Guidance Services, support the successful implementation of other existing academic programs.
3. Oversee all new and non-tenured teachers; manage BTSA program for PCHS.
4. Working with the Academic Principal, ensure timely and appropriate professional development for all faculty.
5. Manage Comprehensive Student Assistance Program
6. Oversee Library, textbook reviews and curriculum.
7. Coordinate Back to School Night and Showcase Night.
8. Supervise SST, AVID, SAP, EL, PLC, Data Management, Study Center and Temescal Academy Coordinators.
9. Responsible and coordinate Graduation Commencement Exercise
10. Oversee Temescal Academy Alternative School
11. Manage field trips, conferences and professional development requests and budgets for faculty.
12. Working with the Principal, oversight of evaluations and budgets of educational programs.
13. Set and ensure compliance with standards/policies for new and non-tenured teacher performance including response times for evaluations, student/parent inquiries, attendance procedures, meeting attendance, work hours, credentials, etc.
14. Oversee and ensure capital state and federal compliance (single school plan) and address any related issues.
15. Coordinate, manage and ensure all requirements are met for categorical funding, accreditation, NCLB Certification/related information for fall survey, LEA plan, SARC Report and consolidated application.
16. Manage and be actively involved in the WASC review process.
17. Serve as the Parent Organization liaison.

18. Serve on the Educational Programs Committee.
19. Coordinate and field school-wide issues through monthly Department Chair Meetings
20. Be responsible for A.M. Counter, closing bulletin, nutrition and lunch duty, and substitute teachers (assignment folders).
21. Manage student teachers and student observers.
22. Attend professional and school conferences as necessary.
23. Other duties as assigned.

**OTHER SKILLS:**

- Working knowledge of curriculum and instruction
- Ability to evaluate instructional program and teaching effectiveness
- Ability to manage budget and personnel
- Ability to coordinate campus functions
- Ability to interpret policy, procedures, and data
- Strong organizational, communication, public relations, and interpersonal skills



A CALIFORNIA DISTINGUISHED SCHOOL

**Palisades Charter High School**  
**DIRECTOR OF ACADEMIC PLANNING**  
**AND GUIDANCE SERVICES**

Ann Davenport

**JOB SUMMARY:**

The primary function of the Director of Academic Planning and Counseling is to oversee all counseling services and staff and academic planning for Palisades Charter High School, and Palisades Magnet High School.

**ESSENTIAL DUTIES:**

1. Manages PCHS Counseling office and related functions. Coordinates all guidance services in the school;
2. Oversees PCHS Magnet Office Staff and functions, including Magnet master schedule and student programming.
3. Assist with the coordination of Temescal Academy: plan master schedule, graduation requirements and scheduling of students
4. Plans and provides leadership for the counseling and guidance program; plans and organizes allocated students in the areas of educational, personal, and career needs.
5. Assists in general administration of the total school program including supervision of students and preparation of reports and surveys as assigned.
6. Assesses instructional needs of the school; suggests curriculum changes, implements graduation requirements, and shares responsibility for providing instructional leadership in curriculum development and implementation.
7. Assembles, presents and interprets student and class data necessary to plan the educational program; maintains appropriate record forms.
8. Plans and organizes the master schedule; coordinates the scheduling of individual students into appropriate classes for regular and summer school.
9. Plans, administers, and interprets standardized testing programs, state mandated surveys, and mandated proficiency testing as assigned.
10. Coordinates the maintenance of student cumulative records; supervises release of student information and transfer of records.
11. Coordinates community resources and services as a resource person to school personnel' develops programs in the areas of career planning; education alternatives, and college advisement; provides professional development as required; confers with parents and other members of the community to interpret the school program.
12. Coordinates student transition between school levels and plans school orientation/articulation

- programs.
13. Collaborates with community service providers to develop resources within the school to meet the needs of individual students; assists in making referrals and contacts.
  14. Coordinates placement, and reporting of students eligible for Special Education, Gifted and Talented Education and English Learners program.
  15. Coordinates the reporting of student progress and student needs to parent/guardian; provides written communications and plans conferences with members of the community about the educational programs and needs of the school.
  16. Oversees and manages programs and staff related to the Work Experience Program, College Center, Study Center and Adult School Liaison.
  17. Attends professional and school conferences as necessary
  18. Evaluates the performance of subordinate personnel as assigned
  19. Other duties as assigned.

**OTHER SKILLS:**

- Pupil Personnel Services Credential or Administrative Credential with a specialization in pupil counseling
- At least two years of successful experience as a counselor in middle/senior high school
- Knowledge and understanding of the Education Code, Board rules, policies and procedures and negotiated agreements
- Ability to organize and direct the activities relating to student personnel services
- Ability to understand the principles and practices of counseling and guidance, and their relationship to the total school program.
- Ability to interpret school counseling, and guidance policies and procedures to parents and other members of the community
- Knowledge of the uses and limitations of standardized tests, and the ability to interpret test results.
- Ability to provide leadership in professional development activities for counselors, counseling assistants, teacher assistants, aides and teachers.
- Ability to manage and provide leadership in crisis situations.
- Ability to efficiently manage high volume work and multiple tasks.
- Ability to communicate effectively, orally and in writing, with all stakeholders, both individually and as a group
- Ability to work effectively with all racial, ethnic, linguistic and socio-economic groups.
- Impeccable organization skills
- Working, proficient knowledge of Microsoft Office, SIS or other Student Information Systems, and other organizational technology aids





A CALIFORNIA DISTINGUISHED SCHOOL

**Palisades Charter High School**  
**DIRECTOR OF SPECIAL EDUCATION**

Mary Bush

**JOB SUMMARY:**

The primary functions of the Director of Special Education include managing ...

**ESSENTIAL DUTIES:**

1. Oversee special education programs to include hiring qualified service providers as required per student IEPs and mediation/due process contracted agreements.
2. Supervise Special Education Teachers and Staff
3. Oversee Psychological Services and supervise School Psychologist
4. Oversee compliance with timelines for IEPs
5. Develop contracts as needed for delivery of services
6. Serve as liaison between PCHS and LAUSD regarding Special Education Issues
7. Represent PCHS at mediation/due process hearings
8. Confer with school counselors, attorneys and other staff as required.
9. Set up meetings and/pr campus tours for parents of incoming special education students
10. Attend Non-Public School IEP meetings, as necessary
11. Oversee Section 504 Coordinator and Compliance
12. Other duties as assigned

**OTHER SKILLS:**

- Working knowledge of IDEIA, ADA and Section 504 of Rehab Act
- Ability to evaluate special education program effectiveness and needs
- Ability to manage budget and personnel
- Ability to interpret policy, procedures, and data
- Strong organizational, communication, public relations, and interpersonal skills



A CALIFORNIA DISTINGUISHED SCHOOL

## Palisades Charter High School

### **DIRECTOR OF ADMISSIONS, ATTENDANCE AND STUDENT WELFARE**

Monica Iannessa

#### **JOB SUMMARY:**

The primary functions of the Director of Admissions, Attendance and Student Welfare include managing attendance, admissions, and compliance

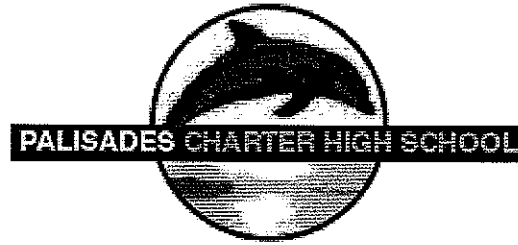
#### **ESSENTIAL DUTIES:**

1. Meet the California Professional Standards for Educational Leaders.
2. Reporting to and working closely with the Principal, direct and administer all facets of the student recruitment and admissions process.
3. Oversee student attendance reporting programs
4. Oversee school wide communications related to the student information system
5. Work with the Director of Academic Planning and Guidance Services to administer orientation meeting and registration processes.
6. Oversee school wide assemblies
7. Serve as the Title 9 Student Compliance Officer – Educational Equity
8. Oversee the Village Nation Program
9. Ensure student identification
10. Assure compliance with state and federal mandated student reporting requirements
11. Develop and implement short and long range plans to enhance existing student-focused programs and introduce new programs as needed.
12. oversee the New Student/New Parent Orientations and programs
13. Execute Admissions as outlined in Element 8 of the Charter
14. Assure the health, safety and welfare of students including management of the Student Health Office
15. Attend professional and school conferences as necessary
16. Oversee Safe and Drug Free School Program
17. Administrate school wide Attendance Incentive Program
18. Participate on Governance Standing Committee
19. Keep school Safety Plan updated and serve as the school's Incident Commander
20. Serve as the Integration officer of the school, keeping compliance with Appendix Q of the Charter.

21. Other duties as assigned.

**OTHER SKILLS:**

- Impeccable organization skills
- Working knowledge of current attendance, admissions programs and technology
- Working, proficient knowledge of Microsoft Office, SIS or other Student Information Systems, TeleParent, PDA's and other organizational technology aides
- Clear, current understanding of student discipline programs and remediation
- Ability to manage budget and personnel
- Ability to coordinate campus functions
- Ability to interpret policy, procedures, and data
- Strong organizational, communication, public relations, and interpersonal skills



A CALIFORNIA DISTINGUISHED SCHOOL

## Palisades Charter High School

### **DIRECTOR OF STUDENT ACTIVITIES, ATHLETICS AND DISCIPLINE**

Russel Howard

#### **JOB SUMMARY:**

The primary functions of the Director of Student Activities, Athletics and Discipline include managing the Deans, athletics, activities, security

#### **ESSENTIAL DUTIES:**

1. Reporting to and working closely with the Principal, direct and administer all facets of student discipline, activities and athletics
2. Supervise Deans, Athletics Director, Security Supervisor, School Police Officer, Dean's office support staff, and coaches
3. Oversee student discipline and campus security
4. oversee Student government and Student Leadership Class
5. Ensure PCHS continues to be a safe campus.
6. Ensure broad based student engagement in student activities, clubs, co-curricular and athletics.
7. Ensure correct processing and support of opportunity transfers and student identification, expulsions.
8. Organize, administer and assess the overall program of athletics for PCHS
9. Attend professional and school conferences as necessary.
10. Work with community on student/community relations
11. Conduct parent meetings regarding discipline issues
12. Other duties as assigned.

#### **OTHER SKILLS:**

- Impeccable organization skills
- Working knowledge of athletic rules
- Clear, current understanding of student discipline programs and remediation
- Ability to manage budget and personnel
- Ability to coordinate campus functions
- Ability to interpret policy, procedures, and data
- Strong organizational, communication, public relations, and interpersonal skills



A CALIFORNIA DISTINGUISHED SCHOOL

## Palisades Charter High School

### OPERATIONS MANAGER

Maisha-Cole Perri

#### **JOB SUMMARY:**

The primary functions of the Director of Operations include overseeing all aspects of the PCHS plant/facilities, IT, and transportation.

#### **ESSENTIAL DUTIES:**

1. Oversee all daily operation of the PCHS facility, including custodial care, grounds maintenance, routine repairs, distribution and maintenance of lockers, distribution of keys to staff, distribution of staff and sale of student parking permits.
2. Work closely with LAUSD regarding coordination of facility upgrades and projects, ensuring compliance with appropriate laws and requirements.
3. Oversee PCHS Operations, facilities and Technology Committee, ensuring compliance with Brown Act, PCHS Charter and Bylaws.
4. Support Site Safety and Emergency Plans, ensuring compliance with education and federal and state OSH regulations; train staff, ensure regular school-wide drills and timely EMRT practices to ensure process works smoothly.
5. Working with Executive Director, ensure timely completion of grants and other funding requests.
6. Oversee printing department and PCHS copy and mail machines, both owned and leased. Negotiates contracts with vendors.
7. Senior oversight for IT department and sound and lighting equipment, ensuring school becomes and remains technologically current.
8. Oversee Transportation, including arranging school buses based on PCHS schedule, ensuring coordination with LAUSD for traveling and special education students. Ensure coordination of buses with athletic department and for teacher field trips.
9. Other duties as assigned.

#### **OTHER SKILLS:**

- Working knowledge of legislative requirements related to school plants/facilities
- Exceptional working knowledge of technology including Microsoft Office, Outlook email, project management software. Knowledge of Oracle financial solutions appreciated
- Proven safety program knowledge and implementation
- Ability to manage budget and personnel
- Ability to interpret policy, procedures, and data
- Strong organizational, communication, public relations, and interpersonal skills



A CALIFORNIA DISTINGUISHED SCHOOL

**Palisades Charter High School**  
**HUMAN RESOURCES DIRECTOR**

Jennifer Avant Eustice

**JOB SUMMARY:**

Perform/oversee all areas of human resource management.

**ESSENTIAL DUTIES:**

1. Design and administration of personnel policies
2. Recruitment and retention (management, certificated and classified staff)
3. Benefits administration
4. Organizational development and restructuring
5. Compliance (with Federal, State, and local personnel laws)
6. Management of the performance review process
7. Design and management of employee discipline policies
8. Employee relations
9. Interface with outside attorneys, consultants and vendors
10. Participation in labor negotiations
11. HR planning and budgeting
12. Benchmarking
13. Other duties as assigned.

**OTHER SKILLS:**

- Bachelor's degree; Graduate degree in business, HR or related field is advantageous
- 4+ years in an HR generalist position
- Experience or strong interest in education
- Comprehensive understanding of HR practices and principles
- Excellent communication and interpersonal skills
- Strong organization and time management skills
- Ability to handle multiple projects simultaneously
- Entrepreneurial spirit
- Knowledge of due process rights for California public school employees, Education Code and other applicable legal requirements preferred

Employee Handbook Update  
October 13, 2010

The Employee Handbook was previously approved by the Board at the end of 2008.

Question for the Board - Does it need to be approved again? Or can it be produced and distributed with the changes listed below.

Hiring Policy – a draft policy was presented at the September 21, 2010 Board meeting. Changes have been made in response to input at the Board meeting. The new document was sent to the Board with the October 19, 2010 materials. The policy will be added to the Job Postings section of the handbook. It is documentation of the current policy that is in practice.

Changes to the Handbook

Classified Employees – page 6

New language reflects PCHS-PESPU collective bargaining agreement which was not in place in originally approved version

Sexual Harassment – page 9

Form is available

Reporting Absences – page 17

Further clarification

Changes for Human Resources Records – page 19

Change form is available from HR rather than having it in the appendix

Conflict of Interest Policy – page 20

Is in the appendix now

State of Emergency – page 26

Radio Stations have been added

Job Postings – page 49

Hiring Policy to be added

## DRAFT HIRING POLICY

### POSTING:

- An open position is created either by a vacancy or by approval of the budget committee if it is an added position. Vacant positions are not automatically filled. The administrative team evaluates staffing levels as vacancies occur to evaluate current staffing needs.
- All open positions (certificated, classified and coaching) will be posted on the job opportunities section of the Pali High website for a minimum of one week.
- Where applicable they will also be advertised on EdJoin or other sites specific to the position (lifeguardjobs.com; craigslist, etc).

### RESUMES

- Resumes will be reviewed by the department chair and administrator over the position
- In cases where there is a large volume of resumes, criteria will be given to the HR department by the department chair/and or Administrator to screen

### INTERVIEW COMMITTEES

- Include representatives from all stakeholder groups (teacher, classified, parent, student, administrator) as directed by the Charter
- Other members may also be included who have specific job knowledge (additional teachers from the department, etc)
- Members are selected by the department chair, administrator over the department and HR Director.
- Through the work with UCLA SMP additional selection criteria may be established

### INTERVIEWS

- First round interviews will take place with the committee
  - Questions will be prepared ahead of time with the HR Director and Department Chair/and or Administrator
  - All candidates will be asked the same scripted questions
- Second round interviews will include a practical (teach a lesson, etc) ideally with a class if school is in session. If not the committee will serve as the class and some students will be invited to participate if they are available. For non-teaching positions other types of second round interview activities occur
- Candidates will be ranked and discussed by the interview committee to create a short list



- References will be checked and vetted by the HR Director prior to making an offer

#### OFFERS OF EMPLOYMENT

- All offers are pending a live scan and TB clearance
- Perspective employees are rated in according to the salary schedule applicable to their position
- Contracts are signed by the Executive Director

#### COACHES AND COORDINATORS

- Non-elected coordinators are decided by the Principal with input from the Administrative team
- Coaches may include non-employees so the positions are posted on our website and candidates are interviewed by an interview committee as described above

BOARD POLICY # \_\_\_\_\_

**DRAFT****PALISADES CHARTER HIGH SCHOOL****STUDENT FREEDOM OF SPEECH/EXPRESSION: PUBLICATION CODE POLICY**

The Board of Trustees respects students' rights to express ideas and opinions, take stands, and support causes, whether controversial or not, through their speech, their writing, their clothing, and the printed materials they choose to post or distribute.

Student freedom of expression shall be limited only as allowed by law in order to maintain an orderly school environment and to protect the rights, health, and safety of all members of the school community. Expression shall be prohibited which is obscene, libelous, or slanderous. Also prohibited shall be material that so incites pupils as to create a clear and present danger of the commission of unlawful acts on school premises or the violation of lawful school regulations, or the substantial disruption of the orderly operation of the school.

**Distribution of Circulars, Newspapers, and Other Printed Matter**

Students shall be allowed to distribute circulars, leaflets, newspapers, and pictorial or other printed matter, and to circulate petitions, subject to the following specific limitations:

1. Leaflets, pictorial and other printed matter to be distributed shall be submitted to the principal or designee at least one school day prior to distribution.
2. Distribution, free or for a fee, may take place at any time except during instructional time and providing there is no substantial disruption in the school programs (as determined by the principal).
3. The manner of distribution shall be such that coercion is not used to induce students to accept the printed matter or to sign petitions.
4. The solicitation of signatures must not take place in instructional classes or school offices, nor be substantially disruptive to the school program (as determined by the principal).
5. Pupil editors of official school publications shall be responsible for assigning and editing the news, editorial, and feature content of their publications subject to the limitations of this section. However, it shall be the responsibility of a journalism adviser or advisers of pupil publications within each school to supervise the production of the pupil staff, to maintain professional standards of English and journalism, and to maintain the provisions of this section.

6. There shall be no prior restraint of material prepared for official school publications except insofar as it violates this policy. School officials shall have the burden of showing justification without undue delay prior to a limitation of pupil expression under this section.

### **Buttons, Badges, and Other Insignia of Symbolic Expression**

Students shall be permitted to wear buttons, badges, armbands, and other insignia as a form of expression, subject to the prohibitions enumerated in this Policy.

### **Use of Bulletin Boards**

Students will be provided with bulletin boards, upon request, for use in posting student materials on campus locations convenient to student use. Where feasible, the location and quantity of such bulletin boards shall be by mutual agreement of student government representatives and the local school administration. Posted material must be in compliance with other sections of this Policy, particularly regarding the distribution of materials and prohibited speech.

### **Organized Demonstrations**

Students have the right to lawful organized on-campus demonstrations, subject to the provisions of this Policy and applicable law.

No organized demonstrations by school groups may take place during school hours off the school campus unless sanctioned by school authorities and supervised by a designated school authority. No individual student may demonstrate in the name of the school or as an official school group at any time unless authorized by the school to participate in the activity.

### **Enforcement**

1. The principal or designee shall review material submitted in a reasonable amount of time and shall allow the approved material to be distributed according to the time and manner established by this Policy.
2. Any student may appeal the decision of the principal or designee to the Board who shall render a decision within a reasonable period of time after receipt of the appeal. The appeal by the student must be made within five school days from the time the unsatisfactory decision was rendered.
3. Students who are considering actions in the areas covered by this Policy should be informed of the possible consequences of their action under each specific circumstance.

Adopted [ Date ]

**DOCUMENT RETENTION/DESTRUCTION POLICY**

This policy specifies how important documents (hardcopy, online or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

**Document Retention Schedule**

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule:

***Corporate Records***

Articles of Incorporation	Permanent
Corporate Bylaws	Permanent
IRS Application for Tax Exempt Status (Form 1023)	Permanent
IRS Determination Letter granting tax exempt status	Permanent
State Application for Tax Exempt Status (Form 3500)	Permanent
State Determination Letter granting tax exempt status	Permanent
Board Policies/Resolutions	Permanent
Board and Committee Meeting Minutes	Permanent
Sales Tax Exemption Documents	Permanent
Tax ID Number Designations	Permanent
Annual Corporate Filings	Permanent

***Financial Records***

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent
Financial Statements	Permanent
General Ledger	Permanent
Check Registers/Books	7 years
Business Expenses Documents	7 years
Bank Deposit Slips	7 years
Cancelled Checks	7 years
Invoices	7 years
Investment Records (deposit, earning, withdrawals)	7 years
Property and Asset Inventories	7 years
Petty cash receipts /documents	3 years
Credit card receipts	3 years

*Tax Records*

IRS Annual Form 990	Permanent
FTB Annual Form 199	Permanent
Payroll Registers	Permanent
IRS Form 1099 Filings	7 years
Payroll Tax Returns and Withholding Records	7 years
Earnings records	7 years
W-2 statements	7 years

*Personnel Records*

Employee Offer Letters	Permanent
Employment Contracts	Termination +7 years
Benefits Descriptions Per Employee	Permanent
Pension Records	Permanent
Employee Application and Resumes	Termination +7 years
Promotions, demotions, letter of reprimand, letter of termination	Termination +7 years
Job Descriptions, performance goals	Termination +7 years
Workers' Compensation Records	Date of injury +5 years and +2 years after claim has been closed
I-9 Forms	Termination +5 years
Time Reports	Termination +3 years

*Insurance Records*

Property Insurance Policy	Permanent
Directors and Officers Insurance Policy	Permanent
Workers' Compensation Insurance Policy	Permanent
General Liability Insurance Policy	Permanent
Insurance Claims Applications	Permanent
Insurance Disbursements/Denials	Permanent

*Contracts*

All Insurance Contracts	Permanent
Employee Contracts	Permanent
Construction Contracts	Permanent
Legal Correspondence	Permanent
Loan/Mortgage and Real Estate Documents	Permanent
Leases/Deeds	Permanent
Vendor Contracts	7 years
Warranties	7 years

***Donations / Fundraising Records***

Grant Dispersal Contract	Permanent
Donor Lists	7 years
Grant Applications	7 years
Donor Acknowledgments	7 years

***Pupil Records***

Individual Student Record (*original or copy*) which shall consist of the following: Permanent\*

- A. Legal name of pupil
- B. Date of birth
- C. Method of verification of birth
- D. Sex of pupil
- E. Place of birth
- F. Name and address of parent of minor pupil
  - a. Address of minor pupil if different than above.
  - b. An annual verification of the name and address of the parent and the residence of the pupil.
- G. Entering and leaving date of each school year and for any summer session or other extra session.
- H. Subjects taken during the each year, half-year, summer session, or quarter.
- I. If grades or credit are given, the grade or number of credits toward graduation allows for work taken.
- J. Verification of or exemption from required immunizations.
- K. Date of high school graduation or equivalent.

Individual Student Injury Record (for which a claim was filed).

1 year after the claim has been settled or after the statute of limitations has run.

***\*Option to microfilm and destroy original.***

**Document Protection**

To ensure that documents (hardcopy, online or other media) are available when needed, documents will be stored on and off site by the Charter School.

**Document Destruction**

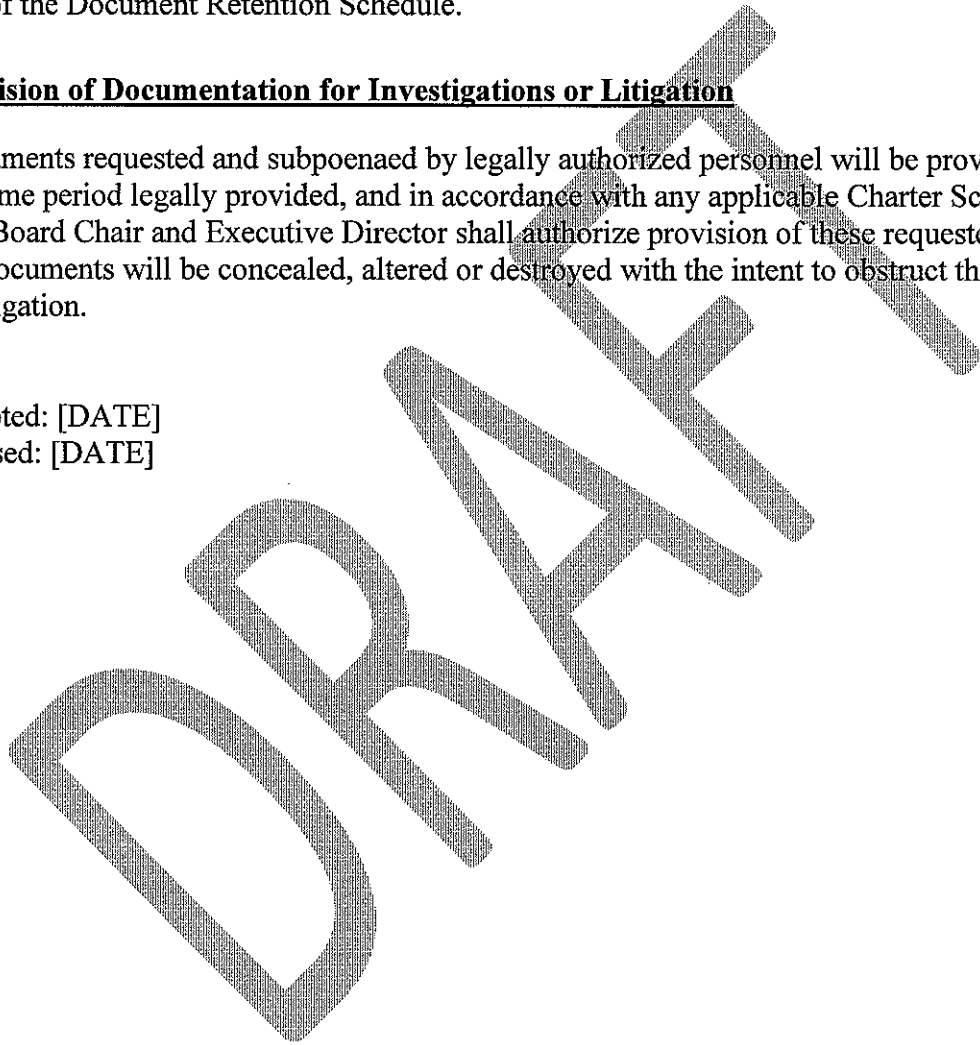
At the end of each school year, hardcopy documents that are eligible for destruction shall be removed from the current-year filing systems and boxed with their potential destruction date and type of records clearly marked on the outside of the storage box.

When the destruction date is reached, hardcopy of documents will be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies will be destroyed by proven means to destroy such media after they have been retained until the end of the Document Retention Schedule.

**Provision of Documentation for Investigations or Litigation**

Documents requested and subpoenaed by legally authorized personnel will be provided within the time period legally provided, and in accordance with any applicable Charter School policies. The Board Chair and Executive Director shall authorize provision of these requested documents. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

Adopted: [DATE]  
Revised: [DATE]



BOARD POLICY # \_\_\_\_\_

**DRAFT****PALISADES CHARTER HIGH SCHOOL****WHISTLEBLOWER POLICY**

The Board of Trustees believe employees who observe activities or behavior that may violate the law in some manner and who report their observations either to management or to governmental agencies are provided protection from retaliation by their employers under certain laws and under...policy. For example, if an individual files a qui tam lawsuit under the FCA, he/she is entitled to recover damages if he/she is discharged, demoted, suspended, or discriminated against by his/her employer in retaliation for filing the false claims case. In order to recover damages for retaliation by an employer, the courts generally require the following:

- The employee must have been involved in an activity protected by the FCA in furtherance of a qui tam suit;
- The employer must have known of the employee's protected activity; and
- The employer must have retaliated or discriminated against the employee because of those actions.

If a court determines that a relator/whistleblower was terminated or otherwise retaliated against for filing a qui tam lawsuit, the employee is entitled to reinstatement at the same level, and 2 times the back pay owed, plus interest, litigation costs and reasonable attorneys' fees and compensation for any "special damages" sustained as a result of the discrimination.

While there are many state laws that prohibit retaliation, both the California Government and Labor Codes generally prohibit employers from retaliating against employees who disclose information to a government or law enforcement agency where the employee has reason to believe that information discloses a violation of state or federal law or regulation or is in furtherance of a false claims action.

Consistent with these laws, Palisades Charter High School prohibits the discharge, threatening, harassing, demotion, suspension or other discrimination or retaliation against any employee for:



Board Policy # \_\_\_\_\_

**DRAFT**

- Disclosing information to a member of administration, management, human resources, the Executive Director or any government or law enforcement agency, that the employee reasonably believes discloses a violation or failure to comply with state or federal laws, rules or regulations;
- Acting as a relator/whistleblower;
- Initiating, assisting or cooperating with Palisades Charter High School or government or law enforcement investigation or proceeding relating to the care, services or conditions, or operations of Pali High, or
- Refusing to engage in conduct that would violate or fail to comply with state or federal laws, rules or regulations.

Employees are protected from retaliation, even if they engaged in this legally protected conduct at a previous employer.

All concerns regarding retaliation should be immediately reported by Palisades Charter High School employees to one of the following:

- Executive Director, principal, or other individual in their line management;
- Human Resources Director for Recruitment, Employee/Labor Relations and Workforce Planning
- Chief Business Officer; or
- School Compliance 'hotline' or post office address (both of which can be used for anonymous reporting)

As stated above, employees who engage in the protected activities described in this policy are protected from retaliation based upon those activities. However, employees should not expect to use the complaint procedure set forth in this policy as a means of avoiding discipline for matters that are unrelated to any protected activity.

Palisades Charter High School encourages its employees, agents and contractors to use its School's Compliance hotline...., which allows anonymous reporting of suspected unlawful and fraudulent activity. Employees may also report suspected unlawful activity and/or retaliation against them for legally protected conduct to any governmental agency, including the California Attorney General's Whistleblower Hotline at (800) 952-5225.

Adopted [Date]

## **PCHS Board of Trustees Governance Process Policies**

### **Global Governance Process Policy**

The purpose of the board, on behalf of the residents of the State of California and PCHS' stakeholders, is to ensure that PCHS (a) achieves appropriate results for its students in accordance with the PCHS Mission Statement and Charter (as specified in board Goals Policies) and (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations Policies).

“Governance” as used in these Governance Process Policies is distinct and separate from “management” in that it (a) ensures that conditions apply whereby PCHS' managers (in particular, the Executive Director) act in the interests of the residents of the State of California and (b) ensures that the Executive Director is held accountable to the residents of the State of California and PCHS' stakeholders for outcomes and Goals and the use of assets. The role of governance generally is to specify outcomes (e.g., that PCHS close the achievement gap) and to ensure that outcomes are achieved, while the role of management is to recommend and, where appropriate, to execute the means necessary to achieve the outcomes and to execute those means (e.g., allocation of resources and on what programs, classes, staff, facilities, materials, etc.).

### **Policy GP #1: Governing Style**

The board will govern lawfully, observing the principles of good governance practices, with an emphasis on (a) Goals rather than means, (b) encouragement of diversity in viewpoints, (c) governance more than administrative detail, (d) clear distinction of board (through its officers and members) and Executive Director roles, (e) collective rather than individual decisions, and (f) proactivity rather than reactivity.

- 1.1 The board will cultivate a sense of group responsibility among trustees. The board, not the management, will be responsible for excellence in governing. The board will be the initiator of governance policy, not merely a reactor to management initiatives. The board will not use the expertise of individual trustees to substitute for the judgment of the board in any of its functions, although the expertise of individual trustees may be used to enhance the understanding of the board as a body.
- 1.2 The board will direct and inspire PCHS through the careful establishment of broad written policies consistent with the Charter<sup>1</sup> reflecting PCHS' and the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the day-to-day operations of the school, not on the administrative or programmatic means of attaining those effects (except in cases where means violate board established policy).
- 1.3 The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for

meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its Governance Process Policies at any time, it will scrupulously observe those currently in force. pursuant to Board Discipline Policy Number \_\_\_\_\_.

- 1.4 Board development will include orientation of new board members in the PCHS' Charter, bylaws and board's Governance Process Policies. The Board will continue to discuss process policy improvements.
- 1.5 The board will allow no officer, individual, or committee of the board to hinder or serve as an excuse for not fulfilling the board's group obligations. For instance, the board may not blame its own failed performance on the flawed recommendation of a committee, manager or individual trustee.
- 1.6 The board will regularly monitor and discuss the board's process and performance. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board Management Delegation Policies categories.
- 1.7 The board will actively encourage and seek the input and opinions of stakeholders as defined by the Charter on major issues and policies under consideration.

**Policy GP #2: Board Roles and Responsibilities:**

Specific roles and responsibilities of the board are those that ensure appropriate organizational performance as defined in board Goals Policies.

- 2.1 Board Roles and Responsibilities include:
  - Linkage between the residents of the State of California, and PCHS.
  - Adopting written governing policies that address the broadest levels of all organizational decisions and situations.
  - Using its best effort to assure successful organizational performance
- 2.2 To accomplish its governance mission the board will follow an annual agenda that (1) completes re-exploration of Goals policies annually and (2) continually improves board performance through board education, input and deliberation.
- 2.3 The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year period of the board's most recent statement of long-term Goals Policies.
- 2.4 The cycle will start with the board's development of its agenda for the next year.
  - 2.4a Consultations with standing committees, stakeholder groups, and other methods of gaining public input, will be determined and arranged as

appropriate in sufficient time such that the annual agenda can be discussed and adopted in September.

- 2.4b A review of the current governance policies will be on the agenda during the first quarter to enable the board to make any modifications or amendments in a timely manner and to ensure compliance therewith.
- 2.5 The Executive Director's performance will be reviewed annually by the board according to the Goals Policies and Executive Limitations.
- 2.6 Board meetings shall be governed by Robert's Rules of Order.
- 2.7 The board shall have legal counsel present at board meetings when appropriate.

**Policy GP #3: Board Chair Role and Responsibilities:**

As noted here and in the PCHS bylaws, the board chair is a specifically empowered trustee of the board who ensures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties. Any action by the chair is subject to review and modification or reversal by the board.

- 3.1 The chair's job is to serve as facilitator and guide to the board. The chair ensures that the board acts consistently with its own rules and those legitimately imposed upon it from outside the organization. Related to this, the chair shall:
  - Ensure the development and circulation of board agendas in conjunction with trustees and the Executive Director, consistent with the protocol listed below
  - Facilitate board of trustee meetings,
  - Communicate with the board's legal counsel concerning issues that arise at meetings
  - Communicate with stakeholders and the public,
  - Act as the primary point of board contact with the press, and
  - Address any reports that the board or individual trustee(s) are in violation of law or board policies in conjunction with the board's decision and/or legal counsel.
- 3.1a The chair shall work with the Executive Director and board committees to ensure that issues that are not appropriate for board agendas are properly redirected.
- 3.1b The chair shall preside over board meetings in accordance with Robert's Rules of Order.
- 3.1c: The chair shall insure that deliberation is fair, open, and thorough, but also timely, orderly, and to the point.

- 3.1d The chair may represent the board to outside parties in (a) announcing board-stated positions and decisions, and (b) providing information on board process and upcoming agendas.
- 3.1e At the request of the Executive Director, the chair shall put any lawful item on the agenda given timely notice. At the request of any two trustees, the chair shall put any lawful item on the agenda given timely notice.
- 3.2 No approved board policy can be changed without the approval of the board. The chair will act as the primary liaison between the board and the Executive Director.
- 3.3 The chair may delegate his/her authority to the vice-chair when available, or when the vice-chair is not available, to any board member, but remains accountable for its use.

**Policy GP #4: Board Vice-Chair Role and Responsibilities:**

As noted here and in the PCHS bylaws, the vice-chair of the board is a specifically empowered trustee of the board who, in the absence of the chair, presides at board of trustee meetings and may assume other roles and functions of the chair as directed by the board. Further, the vice-chair supports and assists the chair as needed.

**Policy GP #5: Board Secretary Role and Responsibilities:**

As noted here and in the PCHS bylaws, the board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

- 5.1 The secretary's job is to see that all board documents and filings, and those of its committees, are accurate, timely and adherent to legal requirements, including privacy and confidentiality, as well as properly stored and accessible. Further, the board secretary will ensure that:
  - Policies will reflect most current board decisions;
  - Bylaw elements necessary for legal compliance and for consistency with the principles of good governance will be known to the board; and
  - Requirements for format, brevity and accuracy of board minutes will be known to the board and appropriate staff. Draft board minutes will be prepared in a timely manner for board review and approved at the following regular board meeting.
- 5.2 The authority of the secretary includes access to and control over board documents, and the prudent use of staff time.

**Policy GP #6: Board Member Code of Conduct:**

The board commits itself and its trustees to ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as trustees.

- 6.1 Trustees must uphold and champion the principles stated in the PCHS Charter and bylaws and all other corporate documents.
- 6.2 To the best of their ability, trustees will communicate the interests, concerns and priorities of the group they represent to the board, but will at all times make decisions based on the full findings of facts and the best interests of the residents of the State of California.
- 6.3 Board members must demonstrate loyalty to the residents of the State of California unconflicted by loyalties to their stakeholder group(s), other organizations or individuals, or any personal interest.
- 6.4 Board members must avoid conflict of interest with respect to their fiduciary responsibility as further outlined in PCHS' conflict of interest code. In circumstances where the existence of a conflict of interest may be unclear, trustees are encouraged to discuss the circumstances with the board chair or full board in order to ensure that the trustee fulfills his or her responsibilities as a trustee.
- 6.5 Trustees will exercise the powers and duties of their office honestly and in good faith, and exercise a degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 6.6 Trustees will not make personal promises or take private action that may compromise their performance or responsibilities as a trustee.
- 6.7 Trustees shall not attempt to exercise individual authority over the organization.
  - 6.7a Trustees' interaction with the Executive Director or with staff must recognize the lack of authority invested in individual trustees except when explicitly authorized by the board.
  - 6.7b Trustees' interaction with the public, the press, or other entities must recognize the same limitation and the inability of any trustee to speak for the board except to repeat explicitly stated board decisions.
- 6.8 Trustees will maintain strict confidentiality of any confidential matters discussed in closed session. Any violation of this will result in immediate dismissal from the board.
- 6.9 In recognition of the higher standards, trust, and responsibility required of those who serve on the PCHS board, trustees (whether acting in their official capacity as a trustee or not) will be respectful, judicious and prudent when communicating with other trustees, PCHS stakeholders, and the public. Further, trustees will adhere to the meeting requirements of the Brown Act when communicating with other trustees.

- 6.10 Trustees will be properly prepared for board deliberation.
- 6.11 Trustees will support the legitimacy and authority of the final determination of the board on any matter, without regard to the trustee's personal position on the matter.
- 6.12 Trustees will volunteer to participate on standing and ad hoc committees as necessary to fulfill the board's obligations.

**GP #7: Board Committee Principles:**

- 7.1 Pursuant to the Charter, the board will consider the recommendations of, and in some cases delegate decision-making authority to, its committees. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- 7.2 Unless the Board has delegated its authority to a committee, Board committees cannot exercise authority over the Executive Director, and even then shall not exercise authority directly over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action unless the Board has delegated its authority to the committee.

**GP # 8: Board Training and Development:**

- 8.1 Board training will be used to orient new members, as well as to maintain and increase existing member skills and understandings.
- 8.2 When deemed necessary, 3<sup>rd</sup> party consultants can be retained by the board to give it advice on exercising control over organizational performance.
- 8.3 The Board will train its members in methods of outreach in order to gather stakeholder viewpoints and values.
- 8.4 In each fiscal year, costs will include, but not be limited to:
  - Training relating to governance, management, and leadership, including attending conferences, classes and workshops.
  - Audit and other third-party monitoring of organizational performance.
  - Surveys, focus groups, opinion analyses, and meeting costs.

V.L. A.



A California Distinguished School

## **OPERATIONS, FACILITIES, AND TECHNOLOGY COMMITTEE BYLAWS**

### **SECTION 1 – PURPOSE**

The purpose of the Palisades Charter High School Operations, Facilities, and Technology Committee is to ensure stakeholder participation in decisions relating to the facility, equipment, and any non-curricular operations of the school.

### **SECTION 2 – FUNCTION**

The primary function of the Operations, Facilities, and Technology Committee in its activities and decision-making shall be to ensure, in a fiscally responsible manner, a functional physical environment that fosters development of a quality educational program and improvement in student achievement at Palisades Charter High School.

### **SECTION 3 – CONSTRUCTION**

These bylaws shall be liberally construed to the end that the Palisades Charter High School Operations, Facilities, and Technology Committee fulfills its stated function.

### **SECTION 4 – COMPOSITION AND SIZE**

The Operations, Facilities, and Technology Committee shall be open to all stakeholders of PCHS with a proviso that teachers have the right to constitute 50% of the voting members.

The Committee will solicit representation from all faculty departments and be composed of:

- The school's Operations Manager, representing the Administration
- seven (7) teachers
- two (2) parents/community members
- one (1) student representative appointed by the Leadership Class
- one (1) classified employee
- one (1) (non-voting) ex-officio Board of Trustees member
- one (1) at large member from any stakeholder group.

Members should be selected during the common election period of each school year. Applications for positions will be accepted by the acting secretary in the month prior. If more than the number of required members applies, an election should be scheduled prior to the end of the school year and members of each stakeholder group shall vote to seat the Committee. The at-large member will be appointed by the Committee. Those persons receiving the most votes for each stakeholder position shall be seated as a committee member. Persons receiving the next highest number of votes in the stakeholder group will be designated alternates for that stakeholder group.

Members will serve two-year terms, with no term limits. Terms shall be staggered so that half of the Committee's seats will be open. Two-year terms shall commence in the month following the election. Vacancies for seated and alternate positions during the term shall be filled by announcing the vacancies,



accepting new applications and, if applications exceed the number of vacant seats, holding an election with the members of the committee voting. However, if a vacancy occurs within three months prior to the next scheduled election, the committee has the option to appoint a representative, from that stakeholder group, to fill the vacancy.

The names of the committee members and officers will be submitted to the Board of Directors for approval and the committee members' names should be published (on the school website and on the designated bulletin board) after the election.

#### **SECTION 5 – CHAIRPERSON**

The Committee Chairperson will be elected by the committee members annually. The responsibilities of the Chairperson are as follows:

- Call meetings;
- Prepare or direct the Secretary to prepare committee agendas;
- Provide time and opportunity for all viewpoints to be heard;
- Oversee meetings to ensure that the function of the Committee is met; and
- Present committee reports to the Board of Directors.

#### **SECTION 6 – SECRETARY**

The Secretary of the Operations, Facilities, and Technology Committee is appointed by the Chairperson and shall perform the following tasks:

- Preserve the Committee's records;
- At the direction of Chairperson, prepare and distribute notices of committee meetings;
- Prepare committee reports and publish minutes; and
- In the absence of the Chairperson, act as Chairperson.

#### **SECTION 7 – MEETINGS**

Regular meetings of the Committee shall be held the FIRST MONDAY of every month in the published location except for holidays, when an alternate date shall be chosen. An agenda serving as a notice of a meeting shall be made public no less than 72 hours prior to a regular meeting. Any stakeholder may request an item be included on the agenda, provided such item is within the function of the Committee. Special and emergency meetings may be called on shorter notice, only in accordance with the Brown Act.

#### **SECTION 8 – QUORUM**

A majority of the voting membership, with representation by no less than three stakeholder groups, constitutes a quorum. The Committee may not take action without a quorum; however, it can meet for discussion.

#### **SECTION 9 – TELEPHONE MEETINGS**

A meeting may be held by means of a conference telephone or similar communication only if in accordance with the Brown Act.

#### **SECTION 10 – RECOMMENDATIONS**

All decisions and recommendations from the Committee shall be presented to the Executive Director for review and implementation.

If possible, recommendations should be made by consensus. If consensus cannot be met, a vote at the same meeting will be taken. A motion will pass if it receives a majority of the votes of the Committee members (or his or her alternate, substituting for a stakeholder group) who are in attendance at the meeting. In the case of a tie, a motion is defeated but may be discussed and presented again at a future meeting.

Recommendations/motions passed by the Committee for the Board of Directors should include the names of the members present at the meeting during which the decision was made and the count of the vote for the decision.

#### **SECTION 11 – AMENDMENTS**

Amendments to these bylaws may be made by timely written request to the Secretary of the Committee in advance of notice of a meeting. Notice of any proposed amendment or amendments, including text and statement of reasons therefore, must be included in the notice of the committee meeting. All amendments must be consistent with the charter. Any amendments to bylaws must be submitted to the Board of Directors for approval.

#### **SECTION 12 – CONFLICTS OF INTEREST**

Members of the Committee shall comply with Conflicts Code of the Charter school.

#### **SECTION 13 – SUBCOMMITTEES**

The Committee is authorized to form *ad hoc* subcommittees to bring recommendations before the full Committee.

#### **SECTION 14 – ATTENDANCE**

The members of the Committee may revoke a person's membership if that individual misses three consecutive meetings.

#### **SECTION 15 – EFFECTIVE DATES**

These bylaws and any amendments shall become effective upon adoption by the Committee and approval by the Board of Directors unless another effective date is expressly determined by the Committee.

#### **SECTION 16 – PARTICIPATION**

The Operations, Facilities, and Technology Committee encourages broad participation throughout the school community and all are welcome to attend and participate in Committee discussions. Only members may vote. Alternates from each stakeholder group may vote in the absence of that stakeholder group's voting member.

**BYLAWS  
OF  
PALISADES CHARTER HIGH SCHOOL**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I  
NAME**

The name of this corporation is: Palisades Charter High School.

**ARTICLE II  
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. **PRINCIPAL OFFICE OF THE CORPORATION.** The principal office for the transaction of the activities and affairs of this corporation is 15777 Bowdoin Street, Pacific Palisades, County of Los Angeles, State of California. The Board of Trustees (“board of trustees” or “board”) may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. **OTHER OFFICES OF THE CORPORATION.** The board of trustees may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

The purpose of this corporation is to manage, operate, guide, direct and promote the Palisades Charter High School (“Charter School” or “PCHS”), a California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV  
CONSTRUCTION AND DEFINITIONS**

Unless the context indicates otherwise, the general provisions, rule of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of

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these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE V  
DEDICATION OF ASSETS**

This corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any trustee or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI  
CORPORATIONS WITHOUT MEMBERS**

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of trustees may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board of trustees finds appropriate.

**ARTICLE VII  
BOARD OF TRUSTEES**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation, the Charter School's Charter or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors which shall be referred to in the Charter School's Charter and these bylaws as "the board of trustees." The board may delegate the management of the corporation's activities to any person(s), management company or committees (Article VII, Section 23), however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the board of trustees shall have the power to:

(a) Subject to any applicable contractual or other legal requirements, appoint and remove, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

| V.I.B.

(b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of the board.

(c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Adopt and use a corporate seal.

Section 3. DESIGNATED TRUSTEES. The designated trustees (also referred to herein as "board members" or "trustees") are described in the Membership section of Element 4 of the Charter School's Charter and will be composed as follows:

(a) The Board of Trustees shall consist of eleven (11) voting members and one(1) non-voting member who shall be a current PCHS pupil. The majority of the 11 voting members shall be non-interested persons as provided below in Section 4. . One representative of the LAUSD will be permitted to serve as a non-voting ex officio member of the Board of Trustees. The voting members of the Board of Trustees will consist of the following:

- Three certificated faculty members;
- Three parents, with at least one representing traveling pupil communities;
- Three Community members;
- One member of the non-Certificated Staff; and
- One member of administration (other than the Executive Director, the Principal and the Chief Business Officer).

(b) Board staff shall be the Executive Director, the Principal, the Chief Business Officer, and others as needed.

(c) Board members shall be drawn from the same geographic areas as the School's pupil body. Among the desired qualifications for board members should be expertise in the fields of finance, law and ethics, and/or education practice, as well as prior involvement at the school. To run for the position of board member, an individual should, to the best of his or her knowledge, be an eligible member of the group that he or she will be representing for the entire term. Eligible candidates for the board of trustees must also demonstrate a willingness to actively support and promote the Charter School, as well as a dedication to the Charter School's educational philosophy and goals.

(d) All Board members (voting and non-voting) will be elected by stakeholders of the Charter School as follows:

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(1) The faculty stakeholder group will elect two credentialed faculty voting members and the Charter School's pupils will elect one credentialed faculty voting member.

(2) All PCHS personnel (consisting of Certificated and Classified Staff) voting as a single class will elect one voting community member. PCHS personnel, the parent stakeholder group and the student body voting together as a single class will elect the other two voting community members.

(3) The School's pupils will elect one non-voting pupil member.

(4) The parent stakeholder group will elect three voting parent members; provided, however, that at least one parent member must be from the communities served by the traveling pupil programs outside the School's traditional catchment area.

(5) The Classified Staff will elect one voting Classified Staff Member; and

(6) The members of the Charter School's administration (as such administration is determined by the Executive Director from time to time and excluding the Executive Director, the Principal and the Chief Business Officer) will elect one voting administration member.

Section 4. RESTRICTION ON INTERESTED PERSONS AS BOARD MEMBERS. No more than 49 percent of the persons serving on the board of trustees may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a board member as board member; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 5. BOARD MEMBERS' TERMS; ELECTIONS.

(a) Board Member's terms shall be as described in the Membership section of Element 4 of the Charter School's Charter, from which the language below has been excerpted:

*The following Trustees will serve two-year terms: faculty Trustees elected by faculty; parent Trustees; community Trustees; the non certificated/classified Trustee; and the administrator/manager Trustee. The following will serve*

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*one-year terms: the faculty Trustee elected by pupils and the pupil Trustee.*

(b) In order to provide continuity of leadership, board members' terms shall be staggered in such manner as the board deems appropriate.

(c) Elections shall be held at least annually and terms will begin at the earlier of either (i) first regularly scheduled Board of Trustees meeting held after the expiration of the prior Trustee(s)'s term(s) or (ii) fourteen (14) days after the expiration of the prior Trustee(s)'s term(s). The Election Committee shall be authorized to conduct a separate annual election for the faculty Board Member elected by pupils and for the pupil Trustee so as to permit such elections to occur prior to the close academic year.

Section 6. ELECTION COMMITTEE. The board of trustees shall appoint an Election Committee. The Election Committee shall be comprised of representatives of all stakeholders. The duties of the Election Committee shall include (a) organizing and running the annual elections for the board of trustees in a timely manner including the establishment of voting procedures to be submitted to and approved by the board; (b) creating guidelines for candidates; advertising for open positions; (c) informing candidates of the duties and responsibilities of the position; (d) obtaining necessary information from candidates; (e) confirming candidate eligibility according to the composition criteria set forth in Section 3 of this Article VII; (f) informing stakeholders of meetings, candidate forums and elections; (g) creating ballots; (h) supervising the election process; (i) assuring the security and integrity of ballots; (j) counting all ballots, tabulating results and reporting results to all stakeholders; and (k) conducting run-off elections, as needed.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT CANDIDATE. If more people are running for board member than can be elected, no corporation funds may be expended to support a candidate.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the board of trustees shall occur in the event of (a) the death or resignation of any board member; (b) the removal of a board member with or without cause, by resolution of the board as noted below; (c) the declaration by resolution of the board of trustees of a vacancy in the office of a board member who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (d) the increase of the authorized number of board members; (e) the failure to solicit a candidate for a vacant board member position; and (f) termination of employment with the Charter School.

Any board member may be removed, with or without cause, by the vote of the majority of the entire board of trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 14. Any vacancy caused by the removal of a board member shall be filled as provided in Section 11.

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Any board member who does not attend three successive regularly scheduled board meetings will automatically be removed from the board without board resolution unless (a) the board member requests a leave of absence for a limited period of time, and the leave is approved by the board of trustees at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the board member suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a board member who has missed three meetings may be reinstated.

Section 9. RESIGNATION OF BOARD MEMBERS. Except as provided below, any board member may resign for any reason by giving written notice to the chair of the board, if any, or to the vice chair or the secretary of the board. Board members who cease, for any reason, to be an eligible member of the group that he or she was elected to represent will be obligated to notify the chair of the board, if any, or the vice chair or the secretary of the board of such ineligibility and must submit their resignation from the Board of Trustees immediately prior to the next regularly scheduled annual elections for the Board of Trustees (even if their original term of office has not expired) and the Election Committee will include their position in such election as a vacant position. The resignation shall be effective when the notice is given.

Section 10. BOARD MEMBER MAY NOT RESIGN IF NO BOARD MEMBER REMAINS. Except on notice to the California Attorney General, no board member may resign if the corporation would be left without a duly elected board member or members.

Section 11. VACANCIES FILLED BY ALTERNATES OR SPECIAL ELECTION. A vacancy on the board of trustees shall be filled by the appropriate alternate as designated in the Charter School Charter and these bylaws. The alternate for any particular board member position shall be designated as the next highest vote earner in the election in which the vacating board member was most recently elected.

Should the designated alternate no longer be eligible or willing to serve, the vacancy shall be filled by an appropriate special stakeholder election, with the exception that if the remaining term of office of a vacant board member position is six (6) months or less, the vacancy may either be filled or left vacant by approval of the board of trustees or, if the number of board members then in office is less than a quorum, by (1) the unanimous consent of the board members then in office, (2) the affirmative vote of a majority of the board members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining board member.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF BOARD MEMBERS. Any reduction of the authorized number of board members shall not result in any board member being removed before his or her term of office expires.

Section 13. PLACE OF BOARD OF TRUSTEES MEETINGS. Meetings shall be held at the principal office of the corporation. The board of trustees may designate that a meeting be held at any place within California that has been designated by resolution of the



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board of trustees or in the notice of the meeting. All meetings of the board of trustees shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 14. MEETINGS; ANNUAL MEETINGS. All meetings of the board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

The board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by the chair of the board.

Section 15. REGULAR MEETINGS. Unless changed and publicized with adequate notice, regular meetings of the board shall be held on the third Tuesday of every month, unless the third Tuesday of the month should fall on a legal holiday or unless a quorum (as defined in Article VII, Section 19) is unavailable. At least 72 hours before a regular meeting, the board, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 16. SPECIAL MEETINGS. Special meetings of the board for any purpose may be called at any time by the chair of the board, the vice chair, the president, the secretary, or a majority of the board of trustees. The party calling a special meeting shall determine the place, date, and time thereof.

Section 17. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the board may be held only after twenty-four (24) hours notice is given to each board member and to the public through the posting of an agenda. Pursuant to the Brown Act, the board shall adhere to the following notice requirements for special meetings:

(a) Any such notice shall be addressed or delivered to each board member at the board member's address as it is shown on the records of the corporation, or as may have been given to the corporation by the board member for purposes of notice, or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the board are regularly held.

(b) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

(c) The notice of special meeting shall state the time of the meeting, and the place if

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the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 18. TELECONFERENCE MEETINGS. Board members may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- (a) At a minimum, a majority of the voting board members then in office shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- (b) All votes taken during a teleconference meeting shall be by roll call;
- (c) If the board elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- (d) All locations where a member participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>1</sup>
- (e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the board directly at each teleconference location; and
- (f) The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 19. QUORUM. A majority of the voting board members then in office (not to include vacant board member positions in the calculation) shall constitute a quorum. Any action taken by a majority of the board members present at a meeting duly held in which a quorum is present constitutes an act of the board. Should there be less than a majority of the voting board members then in office present at any meeting, the meeting shall be adjourned. Voting board members may not vote by proxy. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some board members, if any action taken or decision made is approved by at least a majority of the required quorum.

Section 20. ADJOURNMENT. A majority of the board members present, whether or not a quorum is present, may adjourn any board meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the

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<sup>1</sup> This means that board members who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

<sup>2</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

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meeting, to the board members who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 21. **CLOSED SESSION MEETINGS.** Closed session meetings of the board shall be posted and run in compliance with the provisions of the Brown Act. Unless otherwise dictated by need and approved by a majority of the board, only voting members of the board may participate in closed session meetings.

Section 22. **COMPENSATION AND REIMBURSEMENT.** Board members may receive such compensation, if any, for their services as board members or officers, and such reimbursement of expenses, as the board of trustees may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 23. **CREATION OF POWERS OF COMMITTEES.** The board may create one or more standing and/or ad hoc committees, to serve at the pleasure of the board. Standing committees currently include the following: (1) the Budget and Finance Committee; (2) the Educational Programs Committee; (3) the Operations, Facilities and Technology Committee; (4) the Communications Committee; (5) the Policy Committee. Ad hoc committees currently include the Election Committee. Authorized committees that shall exercise the authority of the board, shall consist of two or more board members. Unless otherwise changed by board approval, the only committee that is authorized to exercise the authority of the board is the Grade Appeals Committee. Authorized standing committees that do not exercise the authority of the board, shall consist of individuals elected to committee membership according to the respective committee's bylaws. The goal is for teachers to comprise at least 50% of each standing committee. Committees shall report to the board on a periodic basis. Subject to the approval of the board, each standing committee shall establish its own bylaws to address, among other matters, purpose, committee membership, elections, meetings, and duties. Committees of the board of trustees shall have all the authority to the extent provided in the board of trustees' resolution establishing the committee, except that committee actions potentially involving substantial liability or major policy decisions, as determined by the executive director or the board, shall be approved by the board and no committee may:

(a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the board or approval of a majority of all board members;

(b) Fill vacancies on the board of trustees or any committee of the board;

(c) Fix compensation of the board members for serving on the board of trustees or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the board of trustees that by its express terms is not so amendable or subject to repeal;

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(f) Create any other committees of the board of trustees or appoint the members of committees of the board;

(g) Expend corporate funds to support a nominee for board member if more people are running for a board member position than can be elected; or

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its trustees has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Section 24. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the board of trustees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other board of trustees actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board of trustees resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board of trustees may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board of trustees has not adopted rules, the committee may do so.

Section 25. **NON-LIABILITY OF BOARD MEMBERS.** No board member shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 26. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Charter School and the board of trustees shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

## **ARTICLE VIII OFFICERS OF THE CORPORATION**

Section 1. **OFFICES HELD.** The officers of this corporation shall be a chair of the board, a vice-chair of the board, a president, a vice-president, a secretary, and a chief financial officer. The Charter School's president shall be known as the "Executive Director." All references in these bylaws to the "president" shall apply to the Executive Director. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. **DUPLICATION OF OFFICE HOLDERS.** Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chair of the board.

Section 3. **ELECTION OF OFFICERS.** The officers of this corporation shall be chosen annually by the board of trustees and shall serve at the pleasure of the board, subject to the rights and duties of any officer under any employment contract. Officers' terms may be

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staggered to provide continuity of leadership.

Section 4. APPOINTMENT OF OTHER OFFICERS. The board of trustees may appoint and authorize the chair of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 5. REMOVAL OF OFFICERS. Subject to any applicable contracts, collective bargaining requirements or other legal requirements, without prejudice to the rights of any officer under an employment contract, the board of trustees may remove any officer with or without cause. An officer who was not chosen by the board of trustees may be removed by any other officer on whom the board of trustees confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIR OF THE BOARD. The chair of the board of trustees shall preside at board meetings and shall exercise and perform such other powers and duties as the board of trustees may assign from time to time.

Section 9. VICE-CHAIR OF THE BOARD. In the absence of the chair, the vice-chair shall preside at board meetings and shall exercise and perform such other powers and duties as the board of trustees may assign from time to time.

Section 10. PRESIDENT. The chief officer of the Charter School shall be the president, also known as the Executive Director. Subject to such supervisory powers as the board of trustees may give to the chair of the board, if any, and subject to the control of the board, and subject to the president's contract of employment, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The president shall have such other powers and duties as the board of trustees or the bylaws may require.

Section 11. VICE-PRESIDENTS. The vice-president is also known as the Academic Principal. Subject to the vice-president's contract of employment, if the president is absent or disabled, the Academic Principal or such other vice president as may be designated by the board, shall perform all duties of the president. When so acting, the vice-president shall have all powers of and be subject to all restrictions on the president. The vice-presidents shall have

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such other powers and perform such other duties as the board of trustees or the bylaws may require.

Section 12. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board of trustees may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of persons present at board of trustees and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board of trustees, and of committees of the board, that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board of trustees or bylaws may require.

Section 13. CHIEF FINANCIAL OFFICER. Subject to the chief financial officer's contract of employment, the chief financial officer, known also as the Chief Business Officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the board members such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any board member at all reasonable times.

The chief financial officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board of trustees may designate; (b) disburse the corporation's funds as the board of trustees may order; (c) render to the president, chair of the board, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board of trustees for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

**ARTICLE IX  
CONTRACTS WITH TRUSTEES**

The corporation shall not enter into a contract or transaction in which a trustee directly or indirectly has a material financial interest (nor any other corporation, firm, association, or

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other entity in which one or more of this corporation's trustees are directors have a material financial interest) unless all of the following apply:

(a) The trustee with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the board meeting minutes.

(b) The trustee with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested trustee who recuses himself/herself shall refrain from voting on the matter and shall leave the room during board discussion and when the final vote is taken).

(c) Such contract or transaction is authorized in good faith by a majority of the board of trustees by a vote sufficient for that purpose.

(d) Before authorizing or approving the transaction, the board of trustees considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.

(e) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more trustees or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**ARTICLE X  
CONTRACTS WITH NON-TRUSTEE DESIGNATED EMPLOYEES**

The corporation shall not enter into a contract or transaction in which a non-trustee designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Palisades Charter High School Conflict of Interest Code have been fulfilled.

**ARTICLE XI  
LOANS TO TRUSTEES AND OFFICERS**

This corporation shall not lend any money or property to or guarantee the obligation of any trustee or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that trustee or officer would be entitled to reimbursement for such expenses of the corporation.

## **ARTICLE XII INDEMNIFICATION**

To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board of trustees by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the board of trustees shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the board of trustees shall authorize indemnification.

## **ARTICLE XIII INSURANCE**

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising from the officer's, trustee's, employee's, or agent's status as such.

## **ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS**

This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committees of the board; and
- (c) Such reports and records as required by law.

## **ARTICLE XV INSPECTION RIGHTS**

Section 1. **BOARD MEMBERS' RIGHT TO INSPECT.** Every board member shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the board member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law



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(e.g., restrictions on the release of confidential employee records or pupil educational records, etc.) pertaining to access to books, records, and documents.

Section 2. **REQUESTS FOR PUBLIC RECORDS.** This corporation shall comply with the requirements of the California Public Records Act. (See Government Code Section 6250 et seq.).

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by any stakeholder at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, upon written request, furnish a copy of the articles of incorporation and bylaws, as amended to the current date.

**ARTICLE XVI  
REQUIRED REPORTS**

Section 1. **ANNUAL REPORTS.** The board of trustees shall cause an annual report to be sent to the board of trustees within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required under these bylaws; and
- (f) An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** As part of the annual report or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each trustee a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same

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interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

(1) Any trustee or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

**ARTICLE XVII  
AMENDMENT TO BYLAWS**

These bylaws may be amended by a majority vote of the board of trustees at a meeting in which a quorum is present. Bylaws may not be amended to include any provision that conflicts with law, the Articles of Incorporation, or the Charter of the Palisades Charter High School.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Palisades Charter High School, a California nonprofit public benefit corporation; that these bylaws, consisting of fifteen (15) pages, are the bylaws of this corporation as amended by the board of trustees on October 20, 2009; and that these bylaws have not been amended or modified since that date.

Executed on September \_\_, 2010 \_\_\_\_\_ at Pacific Palisades, California.

Susan Frank, Secretary