



Sequoia Grove Charter Alliance
Regular Scheduled Board Meeting

Date and Time: October 17, 2024
6:30 pm

Location: Join Zoom Meeting
<https://sequoiagrove-org.zoom.us/j/89430111830?pwd=TaD6dYEED2xWwellLa1lt8HaEqLzTjo.1>

Meeting ID: 894 3011 1830
Passcode: 654274

Agenda:

I. Opening items

- A. Record Attendance
- B. Call the Meeting to Order
- C. Approval of the Agenda
- D. Public Comments on agenda and non-agenda items
- E. Approval of Minutes
 - a. Board Meeting 9-19-2024

II. Governance

- A. Board Training - Brown Act
- B. Board Training - Board Member Duties and Responsibilities
- C. Discussion and Potential Action on the scheduling of the Financial Board Training

III. Closing Items Operations

- A. Board of Director's Comments & Requests For Future Agenda Items
- B. Announcement of Next Regular Scheduled Board Meeting
- C. Adjourn Meeting

Public Comment Rules: Members of the public may address the Board on agenda or non-agenda items through the teleconference platform, Zoom. Zoom does not require the members of the public to have an account or login. Please either utilize the chat option to communicate to the administrative team of your desire to address the Board or simply communicate orally your desire to address the Board when the Board asks for public comments. Speakers may be called in the order requests are received. Comments are limited to 2 minutes each, with no more than 16 minutes per single topic. If a member of the public utilizes a translator to address the Board, those individuals are allotted 4 minutes each. If the Board utilizes simultaneous translation equipment in a manner that allows the Board to hear the translated public testimony simultaneously, those individuals are allotted 2 minutes each. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to school staff or calendar the issue for future discussion.

Note: The Governing Board encourages those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services, to participate in the public meeting, please contact the Sequoia Grove Office at (916) 526-3794 at least 48 hours before the scheduled board meeting so every reasonable effort can be made to accommodate you. (Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 1213)).



SGCA Special Board Meeting Minutes September 19, 2024

I. Opening Items

A. Record Attendance

The following Board Members were present at Rollcall:

- o Janeal Cimino
- o Rose Faramarzi-Rad
- o Bob McGuire
- o Gloria Maxwell

B. Janeal Cimino called the meeting to order at 6:30 PM.

C. Approval of the Agenda

Gloria Maxwell made a motion to approve the Agenda.

Rose Faramarzi-Rad seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

D. Public Comments:

Janeal Cimino read a statement about public comments and the chat function was disabled after the public comment period.

Who spoke	Subject Matter
No Public Comments	

E. Approval of Board Meeting Minutes:

i. Regular Board Meeting August 8, 2024

Bob McGuire motioned to approve the August 8, 2024 minutes.

Gloria Maxwell seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

II. Directors Update

A. CEO Report - Julie Haycock-Cavender



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Julie Haycock-Cavender thanked the Board, school staff, and CSO staff for all of their hard work over the summer. She shared that things are going very well.

- The 403b accounts are all closed with Penserv, and the accounts have all been transferred to the correct new account. For the CSO, their 403b is with TAG. The schools are with Pension2. In addition, all employees who required adjustments have been credited.
- The missing check situation has been resolved. Julie Haycock-Cavender submitted a claim to insurance and they approved the claim. The CSO should be receiving the \$35000 very soon.
- The move to the new office has been super positive, and the board members were invited to come visit the new office. In addition, all staffing positions have been filled.
- Desiree Miller, the new Manager of Operations, was introduced to the board. It was shared that she has 10 years of HR experience, homeschooling experience, and she is very happy to be working in the CSO. Julie shared that she has been doing an amazing job.
- The CEO position moving forward will mainly be support for the Manager of Operations and over the course of the year things will slowly be handed over to Desiree.

III. Finances

A. Budget Update - Creative Back Office

Matt Butler with Creative Back Office presented a budget update. Matt shared that at the last meeting the board was looking at mostly closure related items. This month there is more information about the current year's spending. He shared that it looks like we are spending too much, but the reality is not as bad as it looks.

There are two major costs that the CSO is projected to get credits for: General Liability Insurance and Health and Wellness Benefits. Matt shared that the General Liability Insurance was quoted given the previous years information, and they have been working on the updates with the CSO being much smaller than before. The Health and Wellness Benefits take time to catch up for employees that leave and that are hired, but that those costs will level out accordingly.



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Mat also shared that he and Julie have been working with the schools on some of the specifics of the service agreements to determine what things should be paid for by the CSO and billed back vs. just moving it over to the schools. An example given was postage. Previously, the CSO paid for and billed back for postage. However, there has been a discussion over the schools simply taking that over.

The end balance for the month of August was \$156,000.

Lastly, Matt shared that the partner schools are giving their staff a 6% Cola stipend, and that they were interested in paying for the CSO staff to also receive a stipend.

Janeal Cimino asked about what the COLA would do for staff in the following years, and if they would view that as a pay-cut if they do not get that moving forward. Matt explained that it would come in the form of a stipend and Julie shared that the communication about this being a one time COLA stipend would be clear to the staff.

Janeal Cimino asked about the \$35,000 check and if that would help the budget. Matt shared that yes it would.

Rose Faramarzi-Rad asked about the extra funds for the staff COLA and if that extra money is coming from the student funds that are no longer rolled over from year to year. Julie Haycock-Cavender shared that she was not sure about where the funds were coming from.

Janeal Cimino asked about the number of employees at the CSO and Matt confirmed that there are 12 employees.

Rose Faramarzi-Rad shared that people are not happy with the fact that student funds no longer roll over from year to year, and if the schools have extra money now because they stopped doing the roll over funds. She also shared that she knows of some families that wanted to join one of the partner schools, but chose not to because the funds do not roll over from year to year.

Julie Haycock-Cavender shared that she did not believe that these extra funds were coming from those funds, but instead of employee funds. She also shared that the schools have a very specific funding formula they have to follow. Lastly, she shared that if Rose had any questions about the roll over funds, that reaching out to the schools would be the best way to get answers to those questions.



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Matt Butler then shared about how they have been working to set up a Stripe Account that the schools can use to help fundraise for things like the Harvest Festival and Dances.

Gloria Maxwell expressed appreciation for the detailed budget. Janeal Cimino agreed.

IV. Operations

A. Employee Handbook

The 2024-2025 CSO handbook was presented to the Board and Desiree Miller shared that there was one small update made where the language about employees using personal cell phones was removed since everyone now has a zoom phone number. There was also a small change to who reimbursements should be submitted to.

Bob McGuire motioned to approve the Employee Handbook

Gloria Maxwell seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

B. Board Resolution to Update Check Signers on Bank Account

It was shared that this resolution would allow changes to be made to the signers on the Bank Account since there was a change in the President of the Board.

Janeal expressed uneasiness about being the only board member to have access and to be a signer on the account. She shared out of an abundance of caution, she would like to discuss possibly adding the Board treasurer to the account as well just to make sure there are appropriate checks and balances in place.

Rose asked what it would mean to be added as a signer to the bank account.

Matt explained that Julie Haycock-Cavender was the primary singer, but having board members was appropriate in case anything would happen to Julie. Janeal



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added that it would also give her access to the account so there was another set of eyes on the account.

Rose asked about adding Desiree Miller to the account now, and Bob shared that those steps can be taken in future throughout the transitions.

Bob McGuire motioned to approve the Board Resolution with the amendment of adding Rose Faramarzi-Rad, the Board Treasurer, as a signer as well.

Gloria Maxwell seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

C. Job Descriptions

i. Manager of HR & Operations

ii. Office Manager / Business Assistant

Julie Haycock-Cavender brought these job descriptions back to the board as it appears that there were some adjustments made to the responsibilities of each of these jobs. She shared that Desiree Miller came to the organization with HR experience and it made sense to add HR to her job description instead of paying a 3rd party for HR services. In addition, the receptionist position was changed previously to receptionist, but in reality she is an office manager as well. She works directly with the staff that comes into the office, and manages different aspects of the office.

Rose asked about the addition of HR responsibilities to Desiree and if that would include a raise in pay. Julie Haycock-Cavender shared that discussions have taken place between Desiree and her about these changes to responsibilities, and that they would be looking to see how much extra time it would be over the next three months and if adjustments would need to be made.

Bob McGuire motioned to approve the job descriptions: Manager of HR & Operations and Office Manager / Business Assistant.

Rose Faramarzi-Rad seconded the motion.



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Rollcall vote was taken. The motion passed unanimously.

V. Governance

A. Board Meeting Calendar

Bryanna Brossman shared that the previously approved Board Meeting Calendar was for the second Thursday of the month. However, this created a conflict with Clarksville Charter School Board Meeting as they are also scheduled for that day. To ensure transparency between the schools and the CSO, it was recommended that the board meeting calendar be adjusted to the third Thursday of the month.

Bob McGuire motioned to approve the updated Board Meeting Calendar with the changes to the April meeting being the 4th Thursday of that month so it would not conflict with spring break.

Rose Faramarzi-Rad seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

B. Board Meeting Training Survey Results

Bryanna Brossman shared with the Board the results of the survey that was sent out about the best way, month, and time to hold annual Board training. The survey showed that holding the training virtually during the month of either October or November and doing it one session was the preference of the board.

Bob asked about the training and if it would be a board meeting. It was confirmed that the training would be a Board meeting and would require the appropriate posting to be in compliance with the Brown Act.

Bryanna Brossman also shared that the annual trainings often consist of Brown Act training, Finance training, and Board Member Duties & Responsibilities.

Bob McGuire motioned to hold the Board training during the regularly scheduled board meeting in October and for 45 minutes to be set aside for each of the



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recommended annual training: Brown Act training, Finance training, and Board Member Duties & Responsibilities.

Gloria Maxwell seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

Gloria Maxwell asked if the board should consider moving the start time of the training to be 6:00 pm instead of 6:30 pm. Bryanna Brossman shared that would require a cancellation and a rescheduling to a special meeting to accommodate the change in time.

C. Recognition for Board Service

Janeal Cimino thanked all of the Board members for their dedication over the last year and specifically during the time of crisis over the last 6 months. However, she wanted to give a special thanks to Bob McGuire for his service as the Board President during that time. She shared that he served the board well, and made running board meetings look very easy.

Julie Haycock-Cavender expressed her gratitude for Bob and his commitment to the CSO and held up a gift of appreciation that she would have delivered to him.

Bob McGuire shared his thanks for the kind words and recognition and expressed encouragement for the next year.

VI. Closing Items

A. Board of Director's Comments & Requests For Future Agenda Items

Gloria Maxwell asked about the Board Training materials and if that would be coming before the meeting for them to review. Bryanna shared that the packet would be shared with the Board 72 hours prior to the training just like other board meeting materials.

Janeal Cimono asked about an update to the 990 research for stipends of other similar organizations. Bryanna Brossman shared that she did start looking into the



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information, but it was taking time to find other organizations like the CSO. She shared she could have an update for the Board at the November meeting.

B. Announcement of Next Regular Scheduled Board Meeting

Janeal Cimino announced that the next regular scheduled board meeting, which is the Board training, will be held on October 17, 2024 at 6:30pm. The next regularly scheduled board meeting, that is not a training, will be held on November 21, 2024 at 6:30 pm.

C. Adjourn Meeting

Rose Faramarzi-Rad motioned to adjourn the meeting at 8:09 pm.

Bob McGuire seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

Noted by:

Board Secretary



Sequoia Grove Charter Alliance Organization and Board Meetings

October 17, 2024

Kevin M. Davis
Senior Associate

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What We'll Cover

- Organizational Structure
 - Members' Role
 - Sequoia Grove's Role
- Voluntary Compliance with Parts of the Brown Act
 - Meetings
 - Notice
 - Participation



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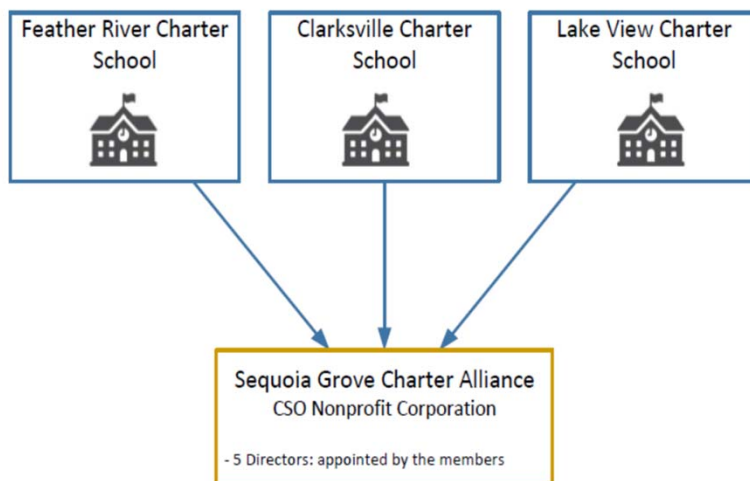
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ORGANIZATIONAL STRUCTURE

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Organizational Structure



- Each of the 3 charter school corporations is a “member” of Sequoia Grove
- Members appoint directors to Sequoia Grove’s board
- Sequoia Grove is a similar to a “subsidiary” of the members, but remains self-governing



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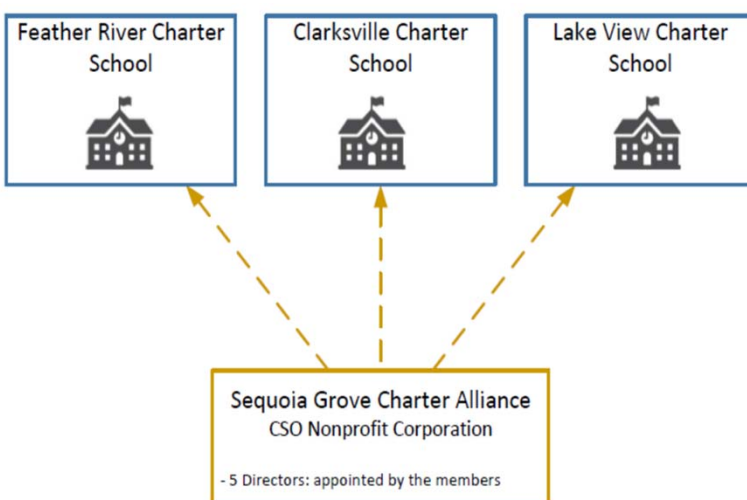
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Members Continue to Manage and Operate Their Schools

- Members retain their own school staff
 - School leader
 - Teachers
 - Other certificated / STRS employees
- Members may share resources between schools
- Centralized staff who were previously shared among the schools moved to Sequoia Grove

Sequoia Grove Provides Support Services to Members



- Members enter into services agreement with Sequoia Grove
- Sequoia Grove provides services and resources to members per contract

Sequoia Grove Support Services

- Accountability and compliance
- Business services and records
- Technology services
- Procurement
- Human resources support
- Facilities support
- Community partnerships, field trips and events, mobile lending library



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What Are Members' Rights in Sequoia Grove?

- Membership rights granted by the Corporations Code
 - Appoint and remove directors
 - Approve the following changes that are adopted by Sequoia Grove's board:
 - Changes in articles of incorporation and/or bylaws
 - Major organizational changes (e.g., mergers, dissolution)



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What Are Members' Rights in Sequoia Grove?

- Membership rights granted by Sequoia Grove's bylaws
 - Specifies appointment of directors (currently through 2, 2, 1 structure) and removal of directors
 - Approve and remove officers
 - Notice and participation at Sequoia Grove's board meetings
 - Inspection of Sequoia Grove's records
 - Approve membership changes, such as admission of new members and termination of members
 - Members can resign, but cannot transfer membership



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What Are Members' Rights in Sequoia Grove?

- Oversight through services contract
 - Meetings with members' school leader and staff
 - Presentations and accountability to members' boards
 - Quality control and accountability on services provided
 - Annual notice with copy of Form 990 and description of services
 - Renewal and revisions to services contract



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VOLUNTARY COMPLIANCE WITH PARTS OF THE BROWN ACT

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What Is the Brown Act?

- The Brown Act is California’s “open meetings” law for local public agencies
 - Applies to cities, counties, school districts
 - Also applies to charter schools and an “entity managing a charter school” (per Ed. Code 47604.1, effective Jan. 1, 2020)

Generally requires the governing board’s actions be taken at an open meeting accessible to the public, duly noticed, where the public can attend and speak on matters on the agenda or within the agency’s jurisdiction



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Sequoia Grove's Bylaws

"In an effort to be transparent to its members and stakeholders at the members' public charter schools, the Corporation voluntarily agrees to comply with the notice and public participation requirements of the Ralph M. Brown Act (Government Code Sections 54950, et seq.) ("Brown Act") for meetings of the Board"

What Is a Meeting?

- A "meeting" is:
 - "Any congregation of a majority of the members of a legislative body ... to hear, discuss, or deliberate, or take action on any item."
 - You may not, "outside a meeting ... use a series of communications ... directly or through intermediaries, to discuss, deliberate, or take action...."

An inadvertent serial meetings may occur through email or text communications, or social media posts

What Is NOT a Meeting (per Brown Act)?

- Limited exceptions to a “meeting”:
 - Conference or public gathering that involves a discussion of issues of general interest (e.g., CCSA and CSDC annual conferences)*
 - Open community meeting or another agency’s public meeting*
 - Social or ceremonial occasions (e.g., commencement or holiday party)*

**** So long as the directors do not discuss Sequoia Grove business amongst themselves***

What Is NOT a Meeting (per Brown Act)?

- What else is NOT a meeting?
 - One-on-one agenda briefings (no serial meetings, please)
 - Conversations about whether to call a meeting
 - Information-only updates *received* by the full board (no reply-all)
 - Staff may communicate with board members in order to answer questions or provide information (no serial meetings, please)

What about annual board retreat, strategic planning sessions, board study sessions? These are meetings!

Sequoia Grove's Board May Act by Written Consent

- Sequoia Grove's board may act by written consent if:
 - All directors consent in writing to such action, AND either:
 - Members given 7 days' notice of any such proposed action, or
 - Action does not relate directly to services provided to the members' charter schools

Sequoia Grove is different here because Brown Act does not provide for governing boards of local public agencies to take action by written consent (actions must occur at a meeting)

Notice of Board Meetings

- Types of Meetings
 - “Regular” meetings require 72 hours posting notice
 - “Special” meetings require 24 hours posting notice
 - “Emergency” meetings – rarely used
 - Sequoia Grove provides copy of meeting notice to members when posted

Tip: If you miss the 72-hour posting deadline to include an item on a regular agenda, you can still post a special meeting agenda with 24 hours notice for same time and place

Calling Board Meetings

- Board sets time and place for regular meetings (meeting schedule)
 - If necessary, regular meetings can be adjourned to a later date/time
 - Sequoia Grove provides meeting schedule to members
- Special meetings held as needed between regular meetings
 - Special meeting may be called by CEO, Secretary or majority of board

Where Can Meetings Be Held?

- Sequoia Grove's bylaws provide for board meetings to be held:
 - At the corporation's principal office
 - Any place within California that is designated within meeting notice
 - By teleconference
- Note that Brown Act requires meetings to be in agency's jurisdiction
 - Charter school board meetings must be held in physical boundaries of county in which the majority of school's pupils reside

Participation by Teleconferencing

- Individual directors or entire board may participate by teleconferencing (phone, video or other electronic communication) if:
 - All directors can communicate with one another concurrently; and
 - Each director is provided means to participate in all matters before the board, including capacity to propose, or object to, a specific action
- Sequoia Grove makes teleconferencing available to its directors, its members and to the public to participate in board meetings

Public Notice via Meeting Agenda

- Agenda includes:
 - Brief general description of business to be transacted (20 words or less)
 - Post in publicly accessible place at/near meeting location and on the website
 - “One-click” rule—don’t ignore this easy rule! Current agenda must be posted in format that is accessible in one click on main page, word-searchable, downloadable
 - Be careful with “information” vs. “action” items

Effect of Public Notice upon Meeting Discussions

- What can the board consider at a meeting?
 - Brown Act limits to only what is on the posted agenda
 - Very high bar to add items to agenda; only allowed if:
 - Majority vote that there is an emergency (defined narrowly); or
 - 2/3 vote of Board members present, or unanimous vote if less than 2/3 of full Board is present, that *there is need to take immediate action and need arose subsequent to agenda being posted*

Public Comments at Board Meetings

- Brown Act provides the following:
 - At regular meetings, public may speak on any topic in board's purview
 - At special meetings, may limit to comments on agenda items only (check agenda wording)
 - Right to speak *before* action taken (including closed session)
 - Right to attend meeting without having to sign in
 - Public comment can and should be time-limited (check agenda)
 - May speak critically, but disruptive conduct not permitted
 - Not a conversation with board

Tips: What Makes a Great Board Meeting?

- Board Chair and CEO work together to plan board meetings and agendas
- Be clear about what needs to go to the board, and what doesn't
- Be strategic in delegating tasks to staff, and reporting back to board
- Background material provided to board with enough time to review and digest
 - How much material?
- Foster a culture of inquiry, cooperation, and transparency



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Thank you!

Questions? Please contact me anytime.



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Governing Board Training

October 17, 2024



**BOARD OF DIRECTORS
RESPONSIBILITIES, NORMS,
AND ROLES with Bryanna
Brossman**

BOARD RESPONSIBILITIES

Nonprofit board members have two basic responsibilities—support and governance.

The easiest way to stay in compliance with the law is to follow what is commonly referred to as “The 3 D’s.”

- The Duty of Care
- The Duty of Obedience
- The Duty of Loyalty



Duty of Care

Board member shall:

- Perform the duties as a member
- Serve on any committee of the board in good faith
- Act in the best interests of the non-profit and with such care
- Reasonable inquiry, as an ordinarily prudent person



Duty of Obedience

Board Members have a duty to:

- Adhere to the non-profits governing documents (articles of incorporation, bylaws and board-established governing policies)
- Ensure the non-profit purpose is carried out, and ensure that funds are used for lawful purposes.
- Comply with state and federal laws relating to the conducting of the organization's business.



Duty of Loyalty

Board Members have a duty of complete, undivided loyalty to the non-profit.

- Put the interests of the non-profit first
- Avoid using their position or organizational assets in a way that would result in pecuniary or monetary gain for themselves, for any family member, or for other organizations with which the board member is affiliated.



BOARD NORMS

- Adherence to the Brown Act
- Maintaining Confidentiality
- Demonstrating respect
- Creating transparency
- Communicating openly
- Listening actively
- Keeping commitments
- Being collaborative
- Taking the time needed to govern effectively
- Encouraging everyone's ideas and point of view



Board Positions at a Glance

President - The board president presides over the meetings, sets goals and objectives with the board and ensures they are met, and serves as the contact for board issues.

Treasurer - The treasurer serves as the President in their absence, manages the Board's review of and action on its financial responsibilities, and participates in the annual audit.

Secretary - The secretary is responsible for overseeing note taking during the meetings, sign board approved minutes, and sign any board approved resolutions, memorandums, and agreements.

Governing Board Documents

ARTICLES OF INCORPORATION

A set of formal documents filed with the state of California to legally document the creation of a corporation. The Statement of Information must be updated with the State every other year and whenever the officers change.

BYLAWS

Serve as the operating manual for an organization's board of directors.