**Open Meeting**

**October 3, 2018**

**Joint Corporate and Governing Board Meeting MINUTES**

1. Notice of Meeting

Pursuant to A.R.S. §38-431.02, notice is hereby given to members of the Corporate Board of Directors of Arizona Language Preparatory and to the general public that the Corporate and Governing Board of Directors will hold a joint meeting open to the public on **October 3, 2018 at 6:00 pm via online meeting and telephone conference.** Additional documentation relating to public meeting agenda items may be obtained at least 72 hours in advance of the meeting by contacting Renita Myers at (602) 996-1595.

**Instructions for how to access the meeting: All members of the public are welcome to join the online/telephone meeting. There is no limit to the number of attendees.**

**1) Dial: 605‐475‐4881**

**2) Enter code: 483954#**

**3) Instructions for online access are posted on the ALP website here:** **<https://azlanguageprep.org/board-of-directors/>**

The Board of Directors reserves the right to move into executive session for legal advice with its attorneys, in person or by telephone, for any item listed on the agenda, pursuant to A.R.S. § 38-431.03(A)(3).

This notice including a description of items to be discussed can be found on the ALP website 72 hours prior to the meeting. This additional time for posting of notice is required due the inclusion of prior action items requiring ratification by the Board.

The members of the Board and key administrators completed a training session on Arizona Open Meeting Law on September 18, 2018. During that training, the issue of votes held by the Board via email was raised, and it was determined that such votes do not meet the technical requirements of Open Meeting Law. While the Board has not regularly engaged in votes via email, it has done so on limited occasions, particularly for issues of urgency to resolve problems left by the prior principal. While legal actions taken without full compliance with Open Meeting Law are considered null and void, all such actions may subsequently be ratified by the Board within thirty days of notice of any compliance issues. As such, the Board has compiled a list of issues handled with votes by email for discussion of appropriate ratification actions.

The Board is also taking this opportunity to determine if there are any meetings with other issues of technical compliance with Arizona Open Meeting Law. For example, it came to the board’s attention on 8-27-18 that there were certain problems with the sufficiency of the notice for its 3-16-18 meeting. Although a physical posting for the meeting was placed on campus twenty-four hours in advance of the meeting, the online posting was delayed by several hours, which constitutes a compliance issue pursuant to Arizona Open Meeting Law. This issue with notice would render any legal action from the March 16, 2018 meeting null and void, unless later ratified. However, there were no legal actions taken during this meeting, and therefore no ratifications are required. We have reviewed other Board meetings for any compliance issues and are not aware of additional meeting action items that need to be ratified at this time.

It also came to our attention 9-26-18 that the amended corporate and governing board meeting minutes from 1-23-17 and 2-13-17 did not include the address of the meeting location. Appropriate amendments will be addressed during this session as well.

This notice includes a description of the items proposed for ratification. The ratification meeting will take place at a meeting open to the public, and the notice will be posted on the school website 72 hours in advance of the meeting, and will also be posted on the bulletin board located outside the front gate of the ALP campus. The public may view a detailed written description of the actions ratified during the meeting on minutes that will be posted on the ALP website.

1. Call to Order - called to order at 6:04 pm

2. Roll Call - Michael Gerity (MG), Allison Perrin (AP), Kellie Rosinski (KR) - all present over telephone using above instructions to enter meeting; not present: Dan Melton, Steven Neeley

3. Discussion and Action Items - ratifications and amendments below

4. Ratification items to be discussed and addressed

a. Actions from 3-16-18 meeting: No actions were taken at that meeting, and therefore no ratifications are necessary. The complete agenda and minutes for that meeting are available for review on the school’s website at this location: <https://azlanguageprep.org/board-of-directors/>.

-Discussion: As above, it came to the board’s attention on 8-27-18 that there were certain problems with the sufficiency of the notice for its 3-16-18 meeting. Although a physical posting for the meeting was placed on campus twenty-four hours in advance of the meeting, the online posting was delayed by several hours, which constitutes a compliance issue pursuant to Arizona Open Meeting Law. This issue with notice would render any legal action from the March 16, 2018 meeting null and void, unless later ratified. However, there were no legal actions taken during this meeting, and therefore no ratifications are required. We have reviewed other Board meetings for any compliance issues and are not aware of additional meeting action items that need to be ratified at this time.

**-Action:** none required

b. E-mail votes on 3-8-18:

i. After the abrupt resignation of the former principal of ALP, Tawnie Weaver, a vote over email was done to name Matt Toomey in as interim principal. The vote was done urgently over email in an effort to officially transition Matt Toomey into this position. However in retrospect, the vote was unnecessary since Matt already held an equal level of authority in the school as a co-administrator. The vote over email is considered null and void since it was not done in a public forum. There will be a discussion regarding whether ratifications are necessary.

-Discussion: Although the e-mail vote was unnecessary in retrospect, the board members discussed proceeding with an abundance of caution to formalize the events that did take place to name Matt Toomey as interim principal. The setting in which he was named principal came in the aftermath of the sudden resignation of former principal Tawnie Weaver. Matt Toomie was the only co-administrator, holding equal power within the organization. A search process for a new principal would have taken weeks to months, and there were only 2 months remaining in the school year. Therefore, Matt was the automatic selection for interim principal.

**-Action:** MG motioned to approve the ratification officially naming Matt Toomey as principal on 3-8-18 in addition to his other duties as Operations Manager. KR seconded the motion, AP was also in favor.

ii. The day after Tawnie Weaver’s resignation, two board members (who had recently joined the board per Tawnie Weaver’s recommendation), Erik Francis and Monica Millinovich, also tendered their resignations from the board over email on 3-7-18. The resignations were acknowledged over email on 3-8-18, but never officially accepted during a public board meeting. Ratifications for this will be addressed.

-Discussion: No additional comments from the board.

**-Action:** KR motions to approve the resignation of Erik Francis and Monica Millinovich, MG seconded the motion, AP was also in favor.

iii. During the transition, there was a discussion and decision by the Board by email on 3-8-18 to approve an employee by the name of Linda Dennis to come in and help with accounting since Matt Toomey would have less time to devote to financial management while acting as interim principal. Ratifications for this will be discussed.

-Discussion: No additional comments from the board.

**-Action:** KR motions to approve the prior hiring of Linda Dennis to assist Matt Toomey in accounting, AP seconded the motion, MG was also in favor.

iv. On 3-8-18, there was board e-mail approval to increase the hours worked by Elba Boe to help with aftercare and other tasks at the school. Ratifications for this will be addressed.

-Discussion: No additional comments from the board.

**-Action:** AP motions to approve the increased hours of Elba Boe in March 2018 for aftercare and general school office tasks, KR seconded the motion, MG was also in favor.

c. E-mail votes completed on 4-17-18:

i. An e-mail vote to approve the teacher salaries for 2018-19 was performed. Ratifications to be addressed.

-Discussion: The information disclosed in this email would’ve been held in executive session because the salaries are considered to be confidential information. We are therefore redacting the confidential information on this topic since they are not public information.

**-Action:** AP motioned to ratify the e-mail vote 4-17-18 approving the teacher’s salary information that was distributed. MG seconded the motion, KR also in favor.

ii. An email approval vote to use $1000 of tax credit money to support the zoo educational field trip was performed. Ratification to be addressed.

-Discussion: No additional comments from the board.

**-Action:** KR motions to ratify the e-mail vote 4-17-18 approving the use of $1000 of tax credit money for the zoo education field trip, MG seconded the motion, AP was also in favor.

iii. An email vote to hire Cyndy Carfi for reading interventions was performed. Ratification to be addressed.

-Discussion: No additional comments from the board.

**-Action:** MG motions to ratify the e-mail vote on 4/17/18 approving the hiring of Cyndy Carfi for reading interventions, KR seconded the motion, AP was also in favor.

d. E-mail vote on 4-25-18 to approve a bonus for Matt Toomey for becoming interim principal and having a substantial increase in his workload. Ratification to be addressed.

-Discussion: The information disclosed in this email would’ve been held in executive session because salaries and bonuses are considered to be confidential information. We are therefore redacting the confidential information on this topic since they are not public information.

**-Action:** KR motions to ratify the email vote from 4-25-18 approving the bonus that was detailed in information distributed for board review for Matt Toomey to compensate him for the increased workload and responsibility in becoming interim principal; the sensitive information is redacted since it would have been discussed in executive session and thus not available to the public. AP seconded the motion, MG was also in favor.

e. E-mail vote on 5-7-18 to offer Renita Myers the position of principal. Ratification to be

Addressed.

-Discussion: No additional comments from the board.

**-Action:** MG motions to ratify the e-mail vote from 5-7-18 to offer Renita Myers the position of principal, KR seconded the motion, AP also in favor.

f. E-mail vote 7-19-19 to approve board meeting minutes from 4-23-18, 6-18-18, and 7-11-18. Ratification to be addressed.

-Discussion: No additional comments.

**-Action:** KR motions to ratify the e-mail vote on 7-19-19 to approve board meeting minutes from 4-23-18, 6-18-18, and 7-11-18, MG seconded the motion, AP also in favor.

g. E-mail vote 7-20-18 to approve salaries for newly hired teachers. Ratification to be addressed.

-Discussion: The information disclosed in this email would’ve been held in executive session because salaries are considered to be confidential information. We are therefore redacting the confidential information on this topic since they are not public information.

**-Action:** KR motioned to ratify the e-mail vote 7-20-18 approving the salaries that had been previously distributed for board review for the newly hired teachers, MG seconded the motion, AP also in favor; the sensitive information is redacted since it would have been discussed in executive session and thus not available to the public.

h. E-mail vote 7-24 to approve spending $2,000 on new computers for teachers and

administrators. Ratification to be discussed.

-Discussion: No additional comments.

**-Action:** AP motions to ratify the e-mail vote 7-24-18 approving $2,000 for new computer purchases, MG seconded the motion, KR also in favor.

i. E-mail vote 8-1-18 approving directory release form. Ratification to be addressed.

-Discussion: The school PTO prepared a directory release form for the 2018-19

school year that needed board approval for collection of directory information from families. The vote was done over email, rendering the vote null and void.

**-Action:** MG motions to ratify the e-mail vote 8-1-18 approving the directory release form, KR seconded the motion, AP also in favor.

j. Executive session vote on 8-16-18: During executive session on 8-16, the board discussed and

voted on how to compensate the work hours performed by former employee Matt Toomey over the summer after his 2017-18 contract was complete. Ratification for this action will be addressed.

-Discussion: Votes performed during executive session are considered null and void. The vote needs to take place in a public meeting to become valid.

**-Action:** KR motions to ratify the executive session vote 8-16-18 approving the compensation discussed for Matt Toomey, MG seconded the motion, AP also in favor.

k. Ratification of board meeting minutes from 1-23-17: Discussion and vote was held adding Dan

Melton and Steven Neeley to the corporate and governing board, but the vote was not officially included in the minutes. Ratification will be addressed.

-Discussion: The use of the word “ratification” here should actually be “amendment”. See amendment (a) below.

**-Action:** See amendment (a) below.

l. Discussion of ratifications to board meeting titles – all meetings have been held jointly since

new members were added 12-12-17. Due to the small size of the school community and pool of board members, members needed to overlap on both boards, and topics also overlapped. Starting 12-12-17, all meetings have been “joint” between the corporate and governing boards, but have only been titled “corporate board meetings”. Ratification will be addressed.

-Discussion: Again, the word “ratify” should be substituted with “amend”. The issues will be tabled for now because the board will need to review the charter document itself to determine best way to proceed.

**-Action:** None at this time.

5. Amendments

a. Amended meeting minutes for both governing and corporate board meetings on date 1-23-17: The amended minutes include the name of the school (ALP) as the location of the meeting, but do not include the physical address of the school. While the applicable statute does not specifically require a listing of the physical address, the addition is being made out of an abundance of caution (of note, the location with address was listed on the notice for the meeting, and therefore the meeting itself was properly noticed.)

-Discussion: To clarify, two amendments have been prepared for the corporate board meeting minutes from 1-23-17; the 1st amended corporate board minutes include the vote that added Dan Melton and Steven Neeley to the board; the 2nd amendment was done to include the school’s physical address. The governing board meeting minutes from 1-23-17 have one amendment that has been prepared to include the meeting address.

To clarify, the meeting agenda did list the meeting address and therefore the meeting was properly noticed, so ratifications to the actions are unnecessary. Rather, what is needed is the approval of the prepared minute amendments to comply with technical requirements of open meeting law.

**-Action:** MG motions to approve all amended minutes that have been prepared for both governing and corporate board meeting minutes from 1-23-17, KR seconds the motion, AP also in favor.

b. Amended meeting minutes for both governing and corporate board meetings on date 2-13-17 do not include the location of the meeting, and lack indications as to the persons asserting certain motions (of note, the location was listed on the notice for the meeting, and therefore the meeting itself was properly noticed).

-Discussion: To clarify, two amendments have been prepared for the corporate board meeting minutes from 2-13-17; the 1st amended corporate board minutes from 2-13-17 include board member signatures; the 2nd amended board minutes were completed to include the meeting address (only the name of the school was listed previously), and includes the name of each member who proposed each action and how each member voted. The governing board meeting minutes from 2-13-17 have one amendment that has been prepared to include the meeting address and clarify how each member voted.

To clarify, the meeting agenda did list the meeting address and therefore the meeting was properly noticed, so ratifications to the actions are unnecessary. Rather, what is needed is approval of the prepared minute amendments to comply with technical requirements of open meeting law.

**-Action:** KR motions to approve all amended minutes that have been prepared for both governing and corporate board meeting minutes from 2-13-17, AP seconded the motion, MG also in favor.

c. Because both of the above meetings were conducted in compliance with Open Law Meeting, no ratifications of any actions are necessary. The only issue is the technical compliance of the meeting minutes to reflect certain information about the meetings. All amended minutes will all be included on the website.

Meeting adjourned at 6:47pm