

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
THE LOS ANGELES LEADERSHIP ACADEMY**

Thursday, January 19, 2017

The following members of the Board of Directors (the “Board”) of The Los Angeles Leadership Academy (the “Academy”), pursuant to notice duly given or waived, attended the meeting at 2670 Griffin Avenue, Los Angeles, California, and constituted a quorum for the transaction of business in accordance with the California Nonprofit Public Benefit Corporation Law and the bylaws of the Academy:

Mary Atwater James
Eric Barron
Sally Chou
Mona Field
Martin Frank
Roger Lowenstein
David Nickoll
Elizabeth Perez-LoPresti
Diane Prins Sheldahl
Daniel Provencio
Rick Rosen
Jonathan Torres

The following members of the Board were absent from the meeting:

Rohan Gupta
Carol Ann Leif
Allan Rudnick
Christian Sarabia

Also in attendance at the invitation of the Board were: (i) Arina Goldring-Ravin, Executive Director; (ii) Kristin Dietz, Chief Financial Officer; (iii) Cynthia Cuprill, High School Principal; (iv) Patrick Lazo, Middle School Assistant Principal; (v) Antonio Sanchez, Primary School Principal; (vi) Marina Pilyavskaya, Director of Finance; (vii) Justin Brimmer, a director nominee; (viii) Aimee Munoz-Lopez, the President of Los Angeles Leadership Academy United (“LALA United”) and (viii) Jonathan Lee and Sebastian Bacon of Proskauer Rose LLP, outside counsel.

The meeting was called to order by Mr. Nickoll at approximately 4:38 p.m. Pacific time. Mr. Bacon acted as secretary for purposes of the meeting.

Introductory Remarks

Mr. Nickoll began the meeting by describing the Board’s open communications procedures to the members of the public in attendance. Mr. Nickoll noted that members of the

public who wish to address the Board may do so by indicating on the comment cards made available at the meeting whether they intend to address either (i) a specific agenda item, which comments would be heard at the time the Board addresses such item, or (ii) a non-agenda item, which comments would be heard during the period reserved for open communications. Mr. Nickoll noted that members of the public have the right to remain anonymous while addressing the board. Mr. Nickoll also noted that addresses by members of the public on any item would be limited to two minutes.

Open Communications

Mr. Nickoll invited members of the public in attendance to address the Board on non-agenda items. The Board collected comment cards from members of the public in attendance with respect to specific agenda items.

Speaker One addressed the board on the possible addition of a sports program to the Academy and joining the California Interscholastic Federation. Discussion ensued, and Mr. Petty answered questions from the Board.

Speakers Two, Three, Four, Five, Six and Seven each individually addressed the board and expressed their support for revising the charter of the Academy's primary school (the "Los Angeles Leadership Primary Academy" or "LALPA") to extend the dual language immersion program from kindergarten through the fifth grade to kindergarten through the eighth grade (the "Material Revision"), citing various personal and academic reasons. Discussion ensued, and the Speakers individually answered questions from the Board.

Approval of Minutes

Mr. Nickoll made a presentation regarding the minutes of the meetings of the Board held on November 16, 2016 and December 8, 2016 (collectively, the "Minutes"). The Minutes were approved as read.

Initial Proposal for Contract Negotiations and Sunshine Letter

Ms. Munoz-Lopez made a presentation regarding the Sunshine Proposal for 2017-2018 Contract Negotiations, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Munoz-Lopez answered questions from the Board.

Nominating Committee Report

Mr. Frank made a presentation regarding the recent activities of the Nominating Committee of the Board, including with respect to the proposed election of a director of the Academy. Discussion ensued, and Mr. Frank answered questions from the Board.

Election of New Director

Mr. Frank made a presentation regarding the proposed election of Mr. Brimmer as a director and member of the Finance Committee, including with respect to Mr. Brimmer's

involvement with the Academy and qualifications. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board deems it advisable and in the best interests of the Academy to elect Justin Brimmer as a director of the Academy and a member of the Finance Committee; and

WHEREAS, the Bylaws of the Academy (the "Bylaws") provide that directors shall be elected in staggered terms.

NOW, THEREFORE, BE IT RESOLVED, that Justin Brimmer be, and he hereby is, elected to the Board to serve for a term starting January 19, 2017 and ending January 30, 2020.

In Favor (12): Mary Atwater James, Eric Barron, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Daniel Provencio, Rick Rosen, and Jonathan Torres.
Opposed (0): None.
Abstentions (0): None.

Student Leadership Council Report

Rachel Hernandez, the middle school's leadership advisor, introduced two members of the middle school's leadership council who made a presentation regarding a variety of topics, including a canned food drive, Thanksgiving family dinner night, college field trips, Positive Behavior Intervention (PBIS), a financial literacy class and other upcoming events. Discussion ensued, and Ms. Hernandez answered questions from the Board.

Budget and Finance Committee Report

Prior to the meeting, a report prepared by EdTec Inc. regarding the Academy's financial statements for the month of November 2016 (the "November Financials") was distributed to the Board. Ms. Dietz and Mr. Provencio made a presentation regarding the November Financials, including its income and expenses versus budget, cash flow forecast, balance sheet and average daily attendance. Discussion ensued, and Ms. Dietz and Mr. Provencio answered questions from the Board.

Approval of November Financials

WHEREAS, the Board has been presented with and reviewed the November Financials; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve the November Financials.

NOW, THEREFORE, BE IT RESOLVED, that the November Financials be, and it hereby are approved.

In Favor (13): Mary Atwater James, Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Daniel Provencio, Rick Rosen, and Jonathan Torres.
Opposed (0): None.

Abstentions (0): None.

Executive Director Report

Ms. Goldring-Ravin made a presentation regarding, among other things, (i) feedback from the oversight visit by the Los Angeles Unified School District (“LAUSD”) to LALPA, (iii) the Material Revision, and (iv) the Academy’s calendar for the 2017-2018 school year (the “2017-18 Calendar”). The Board asked questions and engaged in discussion during and following Ms. Goldring-Ravin’s presentation, and Ms. Goldring-Ravin answered questions from the Board.

Approval of Material Revision to LALPA Charter

Ms. Goldring-Ravin made a presentation regarding the proposed Material Revision, outlining the related regulations, the process for approval and the timeline and plan for implementation, among other things. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board finds it in the best interest of the Academy and in furtherance of its educational and charitable purposes to submit a material revision of the LALPA charter as authorized by the LAUSD and provided for in Education Code Section 47607.

NOW THEREFORE, BE IT RESOLVED, that the Academy shall prepare and submit a material revision of the LALPA charter for submission to LAUSD;

BE IT RESOLVED FURTHER, that the Academy authorizes its Executive Director, Arina Goldring-Ravin, to sign the request for a material revision, execute the amendment document, and otherwise act on behalf of the Academy with respect to the material revision application process; and

BE IT RESOLVED FURTHER, that the Academy directs Executive Director Goldring-Ravin to work with the LAUSD on the details of the material revision submission, and authorizes Executive Director Goldring-Ravin to amend the material revision application based on the best interests of LAUSD;

BE IT RESOLVED FURTHER, that the nature and scope of the major changes associated with the material revision of the LALPA charter are:

1. To update the LALPA charter to reflect a change in the dual language immersion program from K-5 to K-8.
2. To update the LALPA budget and financial projections to reflect the above;
3. To update the LALPA English Learner Master Plan;
4. To update the LALPA charter to include the current District Required Language; and
5. To update the LALPA charter for any new laws enacted since the LALPA charter was last approved, pursuant to Education Code Section 47607(a)(2).

In Favor (13): Mary Atwater James, Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Daniel Provencio, Rick

Rosen, and Jonathan Torres.
Opposed (0): None.
Abstentions (0): None.

Approval of Formation of Ad Hoc Facilities Committee of the Board

The Board then discussed renovations planned for the Academy’s campus at 2670 Griffin Avenue. It was agreed that the Board should form an ad hoc advisory committee to oversee, supervise, and assist with the process of considering and evaluating the renovations (the “Ad Hoc Advisory Committee”). After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Academy desires to renovate its campus at 2670 Griffin Avenue; and

WHEREAS, the Board deems it is in the best interest of the Academy to form an Ad Hoc Committee to oversee, supervise, and assist with the process of considering and evaluating such renovations.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby forms an Ad Hoc Advisory Committee to oversee and conduct investigation, analysis, and due diligence with respect to renovations.

RESOLVED, FURTHER, that the following directors are hereby appointed as members of the Ad Hoc Advisory Committee: Rohan Gupta, Roger Lowenstein and Jonathan Torres.

RESOLVED, FURTHER, that the Ad Hoc Advisory Committee shall be advisory only and shall not have or exercise any of the functions or authority of the Board, and members of Ad Hoc Advisory Committee may but need not be directors of the Academy;

RESOLVED, FURTHER, that the members of the Ad Hoc Advisory Committee may adopt a charter containing rules of practice and procedure (in addition to the rules specified herein) and such other matters as the members deem necessary or advisable; and

RESOLVED, FURTHER, that the Ad Hoc Advisory Committee shall report to Board of Directors at each meeting of the Board until directed otherwise by the Board and shall be subject at all times to the ultimate direction, control, supervision, and authority of the Board.

In Favor (11): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.
Opposed (0): None.
Abstentions (0): None.

Mary Atwater James and Daniel Provencio then left the meeting.

Approval of 2017-2018 School Year Calendar

Ms. Goldring-Ravin made a presentation regarding the 2017-18 Calendar, copies of which were distributed to the Board prior to the meeting. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board has been presented with and reviewed the 2017-18 Calendar; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the 2017-18 Calendar.

NOW, THEREFORE, BE IT RESOLVED, that the 2017-18 Calendar be, and hereby is approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy (the “Officers”) deem necessary, proper or advisable.

In Favor (10): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.

Opposed (0): None.

Abstentions (1): Roger Lowenstein.

Parents in Action Report

Josie Vargas made a presentation regarding recent activity of the parent council, Parents in Action. Ms. Vargas reported on recent events including a Thanksgiving celebration they had organized and a Christmas Day parade and raffle in which they participated. Discussion ensued, and Ms. Vargas answered questions from the Board.

Principals Reports

Mr. Sanchez made a presentation regarding the Academy’s primary school, including, among other things, (i) an update regarding enrollment, (ii) an update regarding attendance, (iii) an update regarding curriculum, (iv) student achievement data, (v) professional development, (vi) parent/community involvement and (vii) celebrations and upcoming events. Discussion ensued, including with respect to the primary school’s dual immersion program, and Mr. Sanchez answered questions from the Board.

Mr. Lazo then made a presentation regarding the Academy’s middle school, including, among other things, (i) an update regarding enrollment, (ii) parent engagement, (iii) student achievement data, (iv) curriculum, (v) professional development, and (vi) college and career readiness. Discussion ensued, and Mr. Lazo answered questions from the Board.

Tina Butler, the Academy’s Director of Student Support Services, spoke about recent experiences and anecdotal results of the Achieve 3000 curriculum, a program designed to help students learn English, and the early results of the program. Discussion ensued, and Ms. Butler answered questions from the Board.

Ms. Cuprill then made a presentation regarding the Academy’s high school, including, among other things, (i) an update regarding the high school’s enrollment, including information about students who had fallen behind their classmates in terms of credits, (ii) attendance, (iii) student achievement data, (iv) parent engagement, (v) college and career readiness, (vi) graduation checks for Seniors, (vii) curriculum information and the implementation of Carnegie math teaching system, (viii) professional development including preparing teachers for professional development as outlined in the new charter, and (ix) a feature in Los Angeles

Magazine highlighting food with ingredients grown by students at the Academy's farm. Discussion ensued, and Ms. Cuprill answered questions from the Board.

Approval of Memoranda of Understanding with Los Angeles Leadership Academy United

Ms. Goldring-Ravin made a presentation regarding certain proposed memoranda of understanding with LALA United, the union representing the Academy's faculty, drafts of which were circulated to the Board prior to the meeting. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the Board of the Academy has been presented with and reviewed copies of the memoranda of understanding with Los Angeles Leadership Academy United in the forms attached hereto as Annex I (the "MOUs"); and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the MOUs.

NOW, THEREFORE, BE IT RESOLVED, that the MOUs be, and hereby are, approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

In Favor (11): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.

Opposed (0): None.

Abstentions (0): None.

Approval of Revised Office Managers Salary Schedule

Prior to the meeting, a salary schedule for the office managers (the "Office Managers Salary Schedule") was distributed to the Board. Ms. Goldring-Ravin and Prins made a presentation regarding the Office Managers Salary Schedule. After discussion, upon motion duly made and seconded, the Board unanimously approved the Office Managers Salary Schedule.

WHEREAS, the Board of the Academy has been presented with and reviewed copies of the Office Managers Salary Schedule; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Office Managers Salary Schedule.

NOW, THEREFORE, BE IT RESOLVED, that the Office Managers Salary Schedule be, and hereby is approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

In Favor (11): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.

Opposed (0): None.

Abstentions (0): None.

Approval of School Accountability Report Cards

The Board then discussed the School Accountability Report Cards in connection with each of the Academy’s charters (the “SARC Reports”). After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

WHEREAS, the Board of the Academy has been presented with and reviewed the SARC Reports; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the SARC Reports.

NOW, THEREFORE, BE IT RESOLVED, that the SARC Reports be, and hereby are approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

- In Favor (11): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.
- Opposed (0): None.
- Abstentions (0): None.

Approval of College Readiness Grant

Ms. Goldring-Ravin then gave a presentation on a college readiness grant (the “College Readiness Grant”). After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

WHEREAS, the Board of the Academy has been presented with and reviewed the College Readiness Grant; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the College Readiness Grant.

NOW, THEREFORE, BE IT RESOLVED, that the College Readiness Grant be, and hereby is approved, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

- In Favor (11): Eric Barron, Justin Brimmer, Sally Chou, Mona Field, Martin Frank, Roger Lowenstein, David Nickoll, Liz Perez-LoPresti, Diane Prins Sheldahl, Rick Rosen, and Jonathan Torres.
- Opposed (0): None.
- Abstentions (0): None.

* * *

There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 6:51 p.m. Pacific time.

Respectfully submitted,



Sebastian Bacon
Secretary of the Meeting

Approved:


David Nickoll
Chairman of the Meeting

There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 6:51 p.m. Pacific time.

Respectfully submitted,

Sebastian Bacon
Secretary of the Meeting

Approved:



David Nickoll
Chairman of the Meeting

ANNEX I

MOUs

MEMORANDUM OF UNDERSTANDING

This is to Amend Article VII: Compensation and Benefits, Section 6: Stipends

The Los Angeles Leadership Academy (Academy) and the Los Angeles Leadership Academy United (LALAU) enter into this Memorandum of Understanding regarding Stipends for the 2016-2017 school years.

This Memorandum of Understanding recognizes and agrees that the Stipends for Department Chair and Mentor teacher shall be as follows:

	Middle School	High School	Amount
Department Chair	2 (Humanities and STEM)	2 (Humanities and STEM)	\$3,000/position
Mentor Teacher	1	2	\$3,000/position

This shall constitute the entire agreement of the parties and may only be modified by mutual agreement in writing signed by both parties.

For the Academy

For LALAU

Date

Date

MEMORANDUM OF UNDERSTANDING

This is to Amend Article VII: Compensation and Benefits, Section 6: Stipends

The Los Angeles Leadership Academy (Academy) and the Los Angeles Leadership Academy United (LALAU) enter into this Memorandum of Understanding regarding pay for Physical Education teachers for the 2015-2017 school years.

This Memorandum of Understanding recognizes and agrees that a Physical Education teacher teaching double the average size of a physical education class of the district for the 2015-2017 school years shall be compensated using the following formula:

Double PE class size assignment compensation = [(Base salary / contracted days) / total number of academic periods] *one and a half periods taught * total number of days taught

This shall constitute the entire agreement of the parties and may only be modified by mutual agreement in writing signed by both parties.

For the Academy

For LALAU

Date

Date