

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

Tuesday, September 20, 2016

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:

Sally Chou
Mona Field
Martin Frank
Rohan Gupta
Roger Lowenstein
David Nickoll
Diane Prins Sheldahl
Allan Rudnick

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

Mary Atwater James
Eric Barron
Carol Ann Leif
Daniel Provencio
Rick Rosen
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) Marvin Jacobo, Middle School Principal; (v) Antonio Sanchez, Primary School Principal; (vi) Marina Pilyavskaya, Director of Finance; and (vii) Christopher Ahn of Proskauer Rose LLP, outside counsel.

The meeting was called to order by Mr. Nickoll at approximately 4:40 p.m. Pacific time. Mr. Ahn 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 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. No members of the public elected to address any non-agenda items.

The Board collected no comment cards from members of the public in attendance with respect to specific agenda items.

Approval of Minutes

Mr. Nickoll made a presentation regarding the minutes of the meeting of the Board held on June 14, 2016 (the "Minutes"). The Minutes were approved as read.

Executive Director Report

Ms. Goldring-Ravin made a presentation regarding, among other things, (i) recent and upcoming oversight visits by the Los Angeles Unified School District ("LAUSD") to each of the Academy's schools, including the activities conducted during such oversight visits and certain areas for improvement identified by LAUSD, (ii) the Academy's recently completed charter renewal petition for its middle and high schools, including the timeline for submitting the renewal petition, the anticipated dates of public hearings and votes on the petition and certain documents to be delivered in connection with the petition, (iii) the status of bargaining negotiations with the Academy's teachers union, (iv) the Charter Compliance Monitoring and Certification of Board Compliance Review for the Academy's 2016-2017 school year, copies of which had been circulated to the Board prior to the meeting, (v) new school site councils, composed of officials elected by parents and staff members, for each of the Academy's schools, and (v) an update on the Academy's fundraising gala for its 2016-2017 school year, including a review of expenses and application of proceeds from the previous fundraising gala. 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.

Student Leadership Council Report

Jasmine Herrera (Treasurer) and Brian Pena (President), on behalf of the Student Leadership Council, made a presentation regarding recent activities at the Academy. Ms. Herrera and Mr. Pena described, among other things, certain spirit activities, college readiness activities, meetings with LAUSD in connection with its oversight visit, the Academy's college career center and the resources available to students thereat, philanthropic activities including an AIDS walk and blood drive, the promotion of college scholarships available to Academy students and preparations for high school senior activities. Discussion ensued, and Ms. Herrera and Mr. Pena answered questions from the Board.

Parent Council Report

Josie Vargas, on behalf of the Parent Council, made a presentation regarding the formation and recent activities of the Parent Council. Ms. Vargas reported that the primary and middle school councils had united and that elections to fill positions on the council would be held September 21. She indicated that the focus of the council will be fundraising and helping the Academy to implement a more rigorous curriculum. Ms. Vargas also indicated that some parents had expressed concern regarding staff changes at the Academy since the end of its last school year, but that those concerns had been alleviated during the first few weeks of the new school year. Discussion ensued, and Ms. Vargas answered questions from the Board.

Approval of EL Plans

Ms. Goldring-Ravin made a presentation regarding proposed revised English Language Learners Master Plans for the Academy's schools, copies 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 has been presented with and reviewed the English Language Learners Master Plan; and

WHEREAS, the Board deems it advisable and in the best interests of the Academy to approve and adopt the English Language Learners Master Plan.

NOW, THEREFORE, BE IT RESOLVED, that the English Language Learners Master Plan be, and it 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 deem necessary, proper or advisable.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
Opposed (0): None.
Abstentions (0): None.

Approval of Charter Compliance Monitoring for 2016-2017

Ms. Goldring-Ravin referred the Board to its previous discussion regarding the Charter Compliance Monitoring and Certification of Board Compliance Review for the Academy's 2016-2017 school year, copies 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 has been presented with and reviewed the plan to monitor compliance with the Academy's primary school and middle and high school charters with the Los Angeles Unified School District for the 2016-2017 school year (the "Charter Compliance Monitoring"); and

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

NOW, THEREFORE, BE IT RESOLVED, that the Charter Compliance Monitoring be, and they hereby are, 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 deem necessary, proper or advisable.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
Opposed (0): None.
Abstentions (0): None.

Approval of EPA Spending Plans for 2016-2017

Ms. Goldring-Ravin made a presentation regarding plans for deployment of funds received from the Education Protection Account during the 2016-2017 school year, copies of which such plans 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 has been presented with and reviewed the plan for deployment of funds received from the Education Protection Account during the 2016-2017 school year (the “EPA Spending Plans”), including with respect to the related signatories and credit cards; and

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

NOW, THEREFORE, BE IT RESOLVED, that the EPA Spending Plans be, and they hereby are, 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 deem necessary, proper or advisable.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
Opposed (0): None.
Abstentions (0): None.

Committee Reports

Ms. Dietz made a presentation regarding the Academy’s budget and finances, including a review of the Company’s projected 2016-2017 financial statements and certain budget revisions expected to be proposed at the next meeting of the Board. Discussion ensued, and Mses. Dietz and Goldring-Ravin questions from the Board.

Mr. Frank then made a presentation regarding the Academy’s Nominating Committee, which met prior to the Board meeting, including with respect to certain candidates considered for nomination to the Board. Discussion ensued, and Mr. Frank and Ms. Goldring-Ravin 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) results from standardized testing and a comparative analysis against previous administrations of the tests, (iii) updates regarding the

primary school's faculty and (iv) an update regarding the primary school's year-to-date attendance. Discussion ensued, and Mr. Sanchez answered questions from the Board.

Mr. Jacobo then made a presentation regarding the Academy's middle school, including, among other things, (i) an update regarding enrollment and attendance, (ii) results from standardized testing and a comparative analysis against previous administrations of the tests and (iii) certain areas of curriculum focus for the school year, including, among other things, with respect to English language classifications. Discussion ensued, and Mr. Jacobo 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 curriculum, including new electives, (ii) the recently adopted system of promoting students based upon earned credits, not class year, (iii) certain changes in the high school faculty, (iv) enrollment, (v) results from standardized testing and a comparative analysis against previous administrations of the tests and (vi) graduation progress of the Academy's high school seniors. Discussion ensued, and Ms. Cuprill answered questions from the Board.

Approval of Changes to Committees

Ms. Goldring-Ravin made a presentation regarding proposed changes to certain committees of the Board. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, the the Board has previously designated committees consisting of directors of the Academy (each, a "Committee" and, collectively, the "Committees") in accordance with Section 5212(a) of the California Corporations Code and Section 2.14 of the bylaws of the Academy; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Academy that the following individuals be designated to serve on the following Committees:

- Executive Committee, consisting of six members, who shall be David Nickoll (Chairperson), Martin Frank, Roger Lowenstein, Dan Provencio, Richard Rosen and Diane Prins Sheldahl;
- Nominating Committee, consisting of five members, who shall be Martin Frank (Chairperson), Roger Lowenstein, David Nickoll, Dan Provencio and Allan Rudnick;
- Personnel Committee, consisting of six members, who shall be Diane Prins Sheldahl (Chairperson), Mona Field, Martin Frank, Mary Atwater James, David Nickoll and Dan Provencio;
- Budget and Finance Committee, consisting of four members, who shall be Dan Provencio (Chairperson), Rohan Gupta, Roger Lowenstein and David Nickoll;

- Leadership Awards Committee, consisting of four members, who shall be Richard Rosen (Chairperson), David Nickoll, Dan Provencio and Christian Sarabia;
- Audit Committee, consisting of three members, who shall be Sally Chou (Chairperson), Eric Barron and Dan Provencio; and
- Facilities Committee, consisting of three members, who shall be Roger Lowenstein (Chairperson), Rohan Gupta and Carol Leif.

NOW, THEREFORE, BE IT RESOLVED, that the individuals listed above be, and hereby are, designated as members of the Committees as set forth above.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
 Opposed (0): None.
 Abstentions (0): None.

Approval of Secretary

Ms. Goldring-Ravin made a presentation regarding the proposed election of Marina Pilyavskaya as Secretary of the Academy. 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 appoint a certain officer of the Academy (the “Officer”).

NOW, THEREFORE, BE IT RESOLVED, that the following person be, and she hereby is, elected to serve as an Officer in the office designated opposite her name, to serve in accordance with the bylaws of the Academy:

Marina Pilyavskaya Secretary

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
 Opposed (0): None.
 Abstentions (0): None.

Approval of Contract

Ms. Goldring-Ravin made a presentation regarding the proposed contract between the Academy and WedEd regarding certain professional development programs for Math, a copy of which was 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 has been presented with and reviewed the WestEd Professional Development Contract for Math (the “WestEd Contract”); and

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

NOW, THEREFORE, BE IT RESOLVED, that the WestEd Contract be, and it hereby is, approved, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
Opposed (0): None.
Abstentions (0): None.

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There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 6:30 p.m. Pacific time.

Respectfully submitted,



Christopher Ahn
Secretary of the Meeting

Approved:

David Nickoll
Chairman of the Meeting

NOW, THEREFORE, BE IT RESOLVED, that the WestEd Contract be, and it hereby is, approved, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (8): S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Prins Sheldahl, A. Rudnick.
Opposed (0): None.
Abstentions (0): None.

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There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 6:30 p.m. Pacific time.

Respectfully submitted,

Christopher Ahn
Secretary of the Meeting

Approved:



David Nickoll
Chairman of the Meeting