



Ogden Preparatory Academy

Board Retreat Minutes

Tuesday, July 17, 2012

Location: Sonora Grill, 2310 S. Kiesel Ave., Ogden, UT 84401

In Attendance: Laura D'Hulst, Hilary Wahlen, Samantha Shupe, Jana Whitby, Dawn Kawaguchi (AW), Monica Godfrey, Nancy Allen, Robert Mitchell (Asst. Principal), Kathy Thornburg (Principal), Steve Ballard, Joel Wright (Kirton & McConkie) and Gabe Clark (AW)

The Mission of Ogden Preparatory Academy is to instill in all of its students a passion for learning, a readiness to address the challenges of the future, and the competence to thrive as productive and responsible citizens in our global community

Minutes

7:10 AM - Call to order by Laura D'Hulst

BUSINESS ITEMS – (To Be Discuss and/or Voted Upon)

- ❖ *Discuss and Vote on Amended and Restated Management Agreement* – Laura introduced Joel Wright (OPA's legal counsel) to discuss this information. He reviewed their journey that started about a year and a half ago to where we are today on purchasing their building. We are almost ready to submit our application to the State Finance Authority. OPA will be the first school to do this. Joel explained that the finance you are getting makes you tax exempt debt. This means that you must meet certain IRS requirements and your management agreement is one of them. Your older management contract had an indefinite term. The amended management agreement is more definite. It has a fixed term of ten years and Academica West can be terminated for cause at any time during those terms. Joel briefly reviewed tax exempt debt. Joel stated that the management amendment has three changes that he felt were highly relevant. You are currently paying \$400 per student for the first 550 students and then \$350 per student after that – which is less than the actual contract cost. In 2005, there was an inflation kicker in the contract which has never been collected on. The price per student dropped to \$376.19 per student and the every student over 1,050 students it would be \$350 per student and the inflation kicker is still in the agreement. Right now the management agreement goes as long as your charter – which is indefinite. Now it goes down to a ten year contract. Joel only saw one material change on the contract which is regarding grants which it was very general. Now they will identify one specific grant a year and pursue it. There was discussion on the value of the management company.
- ❖ *Discuss and Vote on Purchase Agreement Amendment* – Joel explained that there are two acres+ north of the Mt. View campus in which the school can purchase. This agreement includes the cost of the two acres+ and the dates were changed because they had expired.
- ❖ *Discuss and Vote on Engagement Letter with RW Baird* – Joel explained that RW Baird is an underwriter. They will buy your debt and then resale your debt to key buyers. Joel briefly reviewed the engagement letter. Their fee will not exceed 1.75% but this does not include John Bucks fee.

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- ❖ *Discuss and Vote on Succession Plan Resolution* – The State Finance Authority requires you to have a succession plan. Joel briefly reviewed the succession plan.
- ❖ *Discuss and Vote on Financial Plan Resolution* – The State Finance Authority also requires a Financial Plan. Joel briefly reviewed the financial plan.
- ❖ *Discuss and Vote on Financing Resolution* – This resolution allows Laura to sign the necessary loan documents. All information will be reviewed by Joel and the board before any documents will be signed.

Joel also mentioned that the landlord on the downtown building has counter offered from last year but it's competitive to the Mtn. View building. Formal notice will be given as soon as the financing closes which should be by the end of the year.

Joel stated that if everything is approved today, then we will be submitting your application within the week. They will review your application for about 2-3 weeks. They will hold a formal meeting to approve it and then there is a 30 day notice/challenge period. If things go as planned we should be closed by October 1st at the latest hopefully mid September. Payment won't be due until after the building is finished.

- ❖ *Discuss and Vote on Technology Purchase not to exceed \$28,500* – Kathy briefly reviewed the purchases from ETS. This was purchase was left off of the summer purchasing plan.

Nancy Allen made a motion to approve all of the business items discussed (i.e. *Amended and Restated Management Agreement, Purchase Agreement Amendment, Engagement Letter with RW Baird, Succession Plan Resolution, Financial Plan Resolution, Financing Resolution and Technology Purchase not to exceed \$28,500*). Steve Ballard seconded the motion. Motion passed unanimously.

8:08 AM – Steve Ballard made a motion to take a break to eat breakfast.

8:30 AM – Reconvene for retreat. Joel Wright and Gabe Clark were excused at this time. Laura reviewed that there was an email sent out announcing that Brain Carpenter is coming in the fall and the board will have a couple of hours with him. This will help us get to a point to where we can see where we want to go with him and set some board goals.

RETREAT ITEMS

❖ **What is the role of the Board?**

- *Board Communication* – Laura asked the board to read through the standard board communication guidelines. Dawn explained that this will help remind you on how the board should communicate as well as a training tool for new board members. There was a discussion on grammas and what records are covered by them. The board had a discussion on the guidelines. The board would like a copy of the grievance policy. They would like ETS to come and help with the board email. There was a discussion on getting separate technology for the board. Dawn briefly explained the new guidelines for electronic board meetings.

❖ **What is the role of the Administrator?**

- *Governing vs. Managing* – Kathy used Brian Carpenter's handouts for her presentation. She referred to the John and Mariam Carver as a resource. She reviewed the difference between governing which is the board and managing which is the administration. The board is the "what" and the administration is the "how". Kathy stated that the board hasn't asked for yearly goals but she has set them on her own because she has a vested interest. The board

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should considered setting yearly goals with the administrator in the future. Kathy gave a brief history her journey with the school. There was a brief discussion on the charter. Kathy will do the best she can to share with you her knowledge. You will need to start doing a principal evaluation which is now required by the state. Steve stated that he would like to work on a board succession plan as well. Steve proposed to the board to create a search committee of two to three board members to nail down the type of person they would like to succeed Kathy. Kathy recommended interviewing the stakeholders, community and staff to find out what leadership qualities they are looking for to keep this school successful as it has been. Dawn also recommended contacting Crista Sanchez, who is our human resources gal to help the search committee with advertising under the board's direction. Kathy suggested meeting with Crista. **Steve Ballard made a motion to create a search committee to start immediately and by next board meeting will have one meeting and will present the outline of the process to be approved at the next board meeting. Monica Godfrey seconded the motion. Motion passed unanimously. Hilary Whalen made a motion to have Steve Ballard and Nancy Allen to be on the subcommittee search for a principal. Samantha Shupe seconded the motion. Motion passed unanimously.** Kathy passed out U-PASS results from area schools to compare with OPA from last year. Kathy suggested some goals that she would like to board to consider.

- ✓ 85% in grades 5-8 will score proficient in direct writing
- ✓ 85% of students will score proficient in Spanish
- ✓ 100% of students involved in service program

Kathy is going to come up with a science goal.

- ❖ **Board Assessment** – Laura felt like we were in the middle of the road with most of the questions. Monica would like the board to be more open and have more discussion on items. There was discussion on meeting every month. They want to have an open discussion, brain storming time in board meetings.
- ❖ **Set 2012-2013 Board Goals** – Steve would like to see a rebranding of the school. If we want to be the top school we need to look and be like the top school.

Next meeting is August 14th. Look at assessment and come with some goals. If anyone is interested in attending an area board meeting see the list below.

10:03 AM – Steve Ballard made a motion to ADJOURN. Nancy Allen seconded the motion. Motion passed unanimously.

Area AW Board Meetings

North Davis Prep (*Layton*) – August 8th @ 6 p.m.

Syracuse Arts Academy (*Syracuse*) – August 1st @ 6 p.m.

Maria Montessori (*N. Ogden*) – August 14th @ 6 p.m.

Retreat Action Items

1. The Board would like copy of the Grievance Policy – **Bobby**
2. Get a bid for board iPads from ETS – **Dawn**
3. Place a copy of the Charter in Dropbox – **Dawn**
4. The Board would like to have a redesign the website – possible rebranding (updated logo) – **Dawn**

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