

**Na Wai Ola PCS
Governing Board Meeting Minutes
Date Nov 17, 2015**

CALLED TO ORDER	5:32 PM
ATTENDEES	Melissa Costa, Acting Chair; Daniel Caluya, Director; Mary Quijano, Secretary; Serena Fujikawa, Treasurer; Kiara Bianchi, Parent Rep; Lore-Lin Makaiwi, Staff Rep; Melissa Andaya, Business Manager; Geri Fujioka, visitor; Doreen Kaleiwahea, visitor; Julie Murcia, visitor; Jason Wong, Teacher Rep Alternate, James Kamanu, visitor
APPROVAL OF MEETING MINUTES	Approval of minutes of 9/25, 4 for, 1 abstention (Fujikawa); Approval of Oct 20 minutes: corrected to reflect vote for K-1 class was actually 4 for and 2 against (voting against was Sandy Carvalho and Serena Fujikawa). Minutes approved with above correction, 4 in favor, 1 opposed (Fujikawa). Minutes of 10/29 approved, 4 in favor, 1 abstention (Fujikawa). Minutes of Nov 3, 2015 corrected to change the bylaws reference number from 6:43 to 6:4E. Amend to include fact that the new (non-HQT) kindergarten teacher was introduced to Board before the act to revise the motion to only hire an HQT teacher was discussed. Amended minutes approved, 4 for, 1 opposed (Fujikawa). When asked to approve agenda, Treasurer stated that she would like item 1 of new business removed from the agenda. (This was to discuss the email Tom Hutton sent to the Board on Nov 6 regarding Board competence, propriety, cover up, and witch hunt and breaking the impasse.) Treasurer stated that she wanted it on record that emails she'd sent out asking for a special Board meeting to discuss these issues had been met with harassment. Chair and Secretary both stated that all that had been requested was to not rush, but to give ample time for members to prepare to address all these concerns. Business item was tabled until further notice, and other changes to agenda included: 1) KB-change 2aiii from "Recording doc to follow NB discussion" to "Organizational Committee Report" 2) question of how to address TH 11/6 email was to have Exec session at end of meeting, decided to make Org Committee items New Bus #1 and Exec Session for Tom Hutton 11/6 email to New Bus #2. Agenda approved with the above changes.
DIRECTOR'S REPORT	Current enrollment 207. Paperwork for electrical has been submitted to HELCO, per Director we should be able to start electrical to modular in about a week. County Planning Dept. requires a letter from park and Rec ok'ing use of space from modular first. Director plans to try to coordinate continuing approval from P & R for use of the gym and gym classrooms for next year after he is no longer ED. Mr. Ronia, bus driver, will be off island from 12/11 through 12/17, and so we need to hire a temporary bus driver. Rick Gramlich is new grade 2 teacher hired to replace Kumu Ziaya who resigned as of Friday. Treasurer cautioned against the use of performance evaluations in the hiring process, especially with time constraints. Lore said it was not part of the hiring committee protocols, and never approved, would be discussed in committee.
TREASURER'S REPORT	Treasurer submitted extensive written reports and recommendations to the Board. She went over the key points of these with the Board. These included plans for repayment of promissory notes, per diem repayments, repayment of incorrect vacation pay, and review of reimbursements as cash pay outs over \$500. She also questioned Title 1 expenditures, that title 1 plan should be shared with Board. Also suggests board trainings. She also submitted a paper clarifying the questions she sent to Tom Hutton for the Oct 29 special meeting. She mentioned parent complaint filed on Nov 11 that may have financial repercussions. She then submitted her formal verbal resignation, stating that she feels attention was directed towards her as Sandy's sister rather than as Treasurer, and that people were "hiding behind computers" instead of talking straight out.

	<p>Following Treasurer's report and exit, the Business Manager clarified that the beginning of the school year always has a high percent of the budget allocation used as startup expenses, and these always become much less during the SY. If you take these early expenditures and multiply by 12, it makes it appear you will go way over budget. Leila is coming Monday to go over these items to clarify. Question asked regarding how much it would cost to get Carbanero to help us with budget...cost is \$300 top \$500 quarterly, or about \$1500 to \$2000 for the entire year.</p>
<p>OLD BUSINESS</p>	<p>Acting Chair discussed the items brought up in the meeting with Tom Hutton, which included Governance priorities: unified, goal-oriented, productive and forward thinking. Chair said this is the direction the board has begun to move recently. Staff Rep Lore (who is school Title 1 Coordinator) stated that she has already been working to prepare a comprehensive Title 1 presentation for the board, which will be given in January.</p> <p>Secretary presented a review of the statements made by the Treasurer during the Oct 20 meeting in order to get clarifications on the record. Treasurer cited a number of problems that needed handling, under two main categories. 1. "Distractions": including June "insolvency", "unpaid vendors in summer" and "loans to employees". Corrections to be noted: First, none of these were ever told to the Board in any financial report, so it would have been impossible for Board to act on them. Second items mentioned were all situations that had been discussed, clarified and resolved during prior actions by the Business Manager and the commission, so mentioning them was redundant and not part of current Board concerns. 2. Board issues: Treasurer said board was responsible for a. Inconsistencies in hiring, payroll and salary increases. Fact, the inconsistencies in hiring (2 staff members hired without going through the hiring process) were not done with Board's approval or input, but were done by the principal as movements from within the existing staff. As for salaries, the Board had absolutely no knowledge or input on salaries other than an increase in the salary of the Director, which was done per proper protocols during a formal Board meeting and was not in excess of that given to other directors. B. Statement that Board member(s) had changed the line regarding payroll advances in the teacher handbook to benefit them. This was untrue: the line regarding allowing payroll advances was put into the teacher handbook by the prior Business Manager before Melissa, and was never given to the Board for oversight or approval in any case. C. Statement that the Budget Committee had failed in their duties to meet monthly as proscribed by the Financial Operations Manual. Correction, this manual was written by Carbanero CPA firm as a guide to the school business manager, and although approved overall by the board, specific stipulations such as the duties of the budget committee were never adopted nor written into the bylaws, which supersede the FOM.</p>

<p>NEW BUSINESS</p>	<p>Organizational Committee report: Kiara Bianchi, Chair of the Organizational Committee, presented two proposals. One was for new business items to be discussed come to the Chair in a prescribed format (which board was presented with) which includes ample information on the item. Chair would decide whether it should go first to general Board or to an appropriate committee for further work before coming to the board. After much discussion and clarification, the Board voted unanimously to adopt the new policy entitled Governing Board 1B (see attached.) The second item was Governing Board item 2B, which is the form on which the proposal must be presented. This was also passed unanimously.</p> <p>Kiara then read the 6 required policies by the Commission, which we need to submit. Need to reduce the bylaws to a minimum number with more explicit policies. New forms will be put in Weds folders and posted on website.</p> <p>Secretary said the Board needed to direct the Business Manager to begin advertising for a new principal utilizing national charter school networks. Point was raised that first we needed to determine new, effective criteria for what we were looking for not just in an ED but in other school positions as well, as well as how the interview process should be done.</p> <p>Lore was nominated and elected to be temporary Chair of the Hiring Committee in order to oversee working out these protocols.</p> <p>Motion made to go into executive session to discuss email from Tom Hutton of Nov 17, 2015.</p> <p>Board came out of executive session. Lore moved that we hire the Carbanero accounting firm for a minimum of 5 times a year to go through our financial records and make recommendations: this would be 4 quarterly reports and an end of year financial report. It was stipulated that they would work with the Business Manager, but that their report would come directly to the Board, and that the Board would determine what specific items they wanted the Carbanero firm to look into and report on, with the Board having final approval.</p> <p>Jason seconded the motion and the vote to approve was unanimous</p>
<p>ANNOUNCEMENTS</p>	<p>Next Meeting will be held on Dec 1st 2015.</p>
<p>ADJOURN</p>	<p>9:05 PM</p>
<p>EXECUTIVE BOARD CONTACTS</p>	