



**BOARD OF DIRECTORS MEETING MINUTES
BRIGHT STAR SCHOOLS**

A meeting of the Board of Directors at Bright Star Schools was held on **Monday, October 25th, 2021** via teleconference, pursuant to notice duly given.

In attendance via teleconference were Board Chair Andrew Murr and Board Members Jen Cole, Larry Klein, Lois Levy, Robin Elledge, Marisol Leon, Louisa Wee, Stephen Green, Andrew Wang, James McGrath and George Leftwich.

BSS staff in attendance via teleconference were Olivia Ray, Hrag Hamalian, Laura Gonzalez Reed, Saman Bravo-Karimi, Melissa Kaplan, Ana Vargas, Darryl Garris, Kaitlin Foe, China Habte, Melissa Kaplan and Leeann Yu.

General Session

1. **Call Meeting to Order + Introduction of Guests:** Meeting called to order at 6:02p.m. by Board Chair Andrew Murr, including Manny Aceves, Merrick Wadsworth, Nathaniel Keninitz, and Josh Bauer.
2. **Public Comment Period** (for items not on the agenda): none made
3. **Presentation by Ana Vargas, Vice President of Human Resources:** Ana shared her experience working at Bright Star Schools and provided an overview of the work the Human Resources department she leads, as well as her motivating factors for working at Bright Star for over 16 years.
4. **Approval of two year term for Manny Aceves as a BSS board member and as a Governance Committee member.** Hrag introduced Manny Aceves, a candidate for the board who is up for approval. He shared that the Governance Committee has interviewed Manny and recommended him for approval to the BSS Board and to join the Governance Committee. Marisol Leon made the motion to approve, Lois Levy seconded the motion; the motion passed unanimously.

Board Member	Yes	No	Abstain	Absent
Stephen Green	X			
Robin Elledge	X			
Marisol León	X			
Louisa Wee	X			
Lois Levy	X			

Larry Klein	X			
Jennifer (Jen) Cole	X			
James McGrath				X*
George Leftwich	X			
Dora Dome				X
Andrew Wang	X			
Andrew (Andy) Murr	X			
Total	10	0	0	2
Motion Carries?	YES			

*Board member entered the meeting after the vote was conducted

5. **Brown Act Training provided by Merrick Wadsworth, Esq. of Procopio Law:** Merrick Wadsworth presented a training on the Brown Act for Board members. His presentation included topics such as: requirements for holding board meetings, definitions and types of meetings, limited exceptions to the definition of “meeting,” meeting location requirements, virtual board meeting requirements and information on AB361, requirements for allowing public comment, information about closed sessions, executive compensation meeting requirements, etc.
6. **Executive Director:** Hrag Hamalian presented on the following topics
 - **Board Retreat planning** - Hrag shared that planning for the Board Retreat will be done by the Governance Committee and a survey will be sent to board members to establish interest in assisting with planning and elicit feedback about the Board Retreat.
 - **21-22 Board Governance Calendar** - Hrag shared a Board Governance Calendar has been created, identifying presentations and approvals that are scheduled to occur during this school year at Board and Committee meetings.
 - **AB 361 - Delegation of authority to committees to approve the Board finding to conduct virtual meetings monthly** - Hrag shared the process and requirements to continue virtual board meetings under AB 361, and the reasoning behind continuing virtual board meetings. He provided information about the delegation of authority to committees to continue virtual board meetings and the addition of committee meetings to meet the requirement that a finding be made every 30 days.
 - **Org Health Dashboard - Cycle 1 Findings** - Hrag presented updates on the Org Health Dashboard. He shared the approach and purposes of the dashboard, and the data inquiry presentation and data based decision making timeline.
 - **Updates to the 2021-2022 Local Control and Accountability Plans (LCAPs)** - Hrag provided context around the reasoning for updating LCAPs including the receipt of Notices of Concern from LAUSD and placeholders having been used in the original submission of the LCAPs. He explained the actions taken including that updated measures and some additional measures are included in the LCAPs and identified other changes made to language in the LCAPs and next steps that will be taken in regard to the LCAPs.
 - **Bright Star Secondary Charter Academy (BSSCA) name change to Stella High Charter Academy (SHCA)** Hrag shared that the documents will be submitted for the formal name change of Bright Star Secondary Charter Academy (BSSCA) to Stella High

Charter Academy (SHCA). He provided information about the reason for the name change, how and when stakeholder input was collected, and next steps that will be taken.

7. **Chief Business Officer:** Saman Bravo-Karimi presented on the following topics
 - **Elementary and Secondary Emergency Relief III Expenditure Plans** - Saman presented on the ESSER III funds, sharing they were approved in the American Rescue Plan and that funds can be spent over the next 3 school years. He shared information about the amounts received by Bright Star Schools and the process to submit the plans, as well as how the funds will be spent and community outreach that was conducted last year.
 - **Update to Fiscal Policy - COVID Resolution** - Saman described the proposed update to the COVID Resolution and BSS Fiscal Policy that would be effective July 1, 2020: "To work effectively in a remote setup authorizes management the use of DocuSign or other e-signatures in lieu of wet signatures when necessary and allows the receipt of goods directly to remote workstation as deemed necessary by management."
 - **VAMS Bond Resolution** - Saman shared updates on the VAMS bond process including information about the underwriter and municipal advisor, a project description and overview, estimated sources and uses, obligated group structures, estimated annual debt service/rent, security, projected covenants, and introduced the resolution that would approve the transaction and execution of related documents. He shared a change made to the resolution after it was presented to the Finance Committee.
 - **Securities Law Training** - Saman provided training on Securities Law. He shared information about antifraud provisions of securities laws and how they apply to Bright Star Schools, the purpose and legal standards for public disclosures, and information about material omissions, primary disclosure, statements reasonably expected to reach the markets, and duty to speak.
 - **BSS Monthly Financials, including the Income Statement, Balance Sheet, and Budget-to-Actuals** - Saman shared an overview of the most recent BSS monthly financials.
 - **VAES Lease Amendment - Panorama Baptist** - Saman shared that the VAES lease at Panorama Baptist will be extended, with extension options through the 26-27 school year and changes in rent costs.
 - **RKMS Lease Amendment** - Saman shared that the RKMS lease will be extended for 1 additional year, changes in rent costs and the pay schedule for the lease.
 - **PMA with PCSD for VAES Plummer Project** - Saman shared the payment schedule for the PMA with PCSD for the VAES Plummer Project.
 - **Videographer/Enrollment Strategy** - Saman shared the need for the creation of professional videos for enrollment purposes and how the videos will be utilized as well as associated costs. Saman requested delegated authority to select one of the bids from either School Shine or Goro Toshima.
 - **Technology Purchases** - Saman and Leeann shared that Emergency Connectivity Funds have been applied for to acquire chromebooks and laptops and the associated costs, and that the selected bidder was Trafera.
 - **RKHS – 3500 1st St (Prop 51)** - Saman shared updates about the timeline for the 3500 1st Street Prop 51 project.
 - **RKMS – 1700 Olympic (Prop 51)** - Saman shared updates about the timeline for the 1700 Olympic Prop 51 project.
 - **VAES Potential Site** - Saman shared updates about the timeline for the VAES Plummer St. potential site.


8. **Approval of (consent agenda)** Robin Elledge made the motion to approve, Marisol León seconded the motion; the motion passed unanimously.
 - **Regular**
 - i. Minutes from September 2021 Board Meeting


- ii. Minutes from September 2021 Governance Committee meeting
- iii. Minutes from October 2021 Governance Committee meeting
- iv. Minutes from October 2021 Finance Committee meeting
- v. Minutes from October 2021 Academic Committee meeting
- **Governance**
 - i. Resolution to change the name of Bright Star Secondary Charter Academy (BSSCA) to Stella High Charter Academy (SHCA)
 - ii. Resolution of the Board of Directors of Bright Star Schools considering the continued state of emergency and circumstances for Board meetings by teleconference pursuant to the Brown Act
 - iii. Delegation of authority to the Finance Committee, Academic Committee, and Governance Committee to approve the Board finding to conduct virtual meetings monthly
- **Finance**
 - i. Elementary and Secondary Emergency Relief III (ESSER III) Expenditure Plan
 - ii. COVID Resolution Finance
 - iii. VAMS Bond Resolution
 - iv. Resolution of The Board of Directors of Recognizing update to our fiscal policy effective July 1, 2020, to work effectively in a remote setup authorizes management the use of DocuSign or other e-signatures in lieu of wet signatures when necessary and allows the receipt of goods directly to remote workstation as deemed necessary by management.
 - v. BSS Monthly Financials, including the Income Statement, Balance Sheet, and Budget-to-Actuals
 - vi. Technology purchases not to exceed \$350,000
 - vii. Delegation of authority to CBO to approve videographer for enrollment purposes, up to \$65,000
- **Compliance**
 - i. Updates to the 2021-2022 Local Control and Accountability Plans (LCAP) for the following Bright Star Schools: Bright Star Secondary Charter Academy, Stella Middle Charter Academy, Stella Elementary Charter Academy, Valor Academy High School, Valor Academy Middle School, Valor Academy Elementary School, Rise Kohyang High School, Rise Kohyang Middle School, Rise Kohyang Elementary School
 - ii. LAUSD Oversight Compliance Monitoring and Certification of Compliance Review 2021-2022 Documents for the following Bright Star Schools: Bright Star Secondary Charter Academy, Stella Middle Charter Academy, Stella Elementary Charter Academy, Valor Academy High School, Valor Academy Middle School, Valor Academy Elementary School, Rise Kohyang High School, Rise Kohyang Middle School, Rise Kohyang Elementary School
- **Operations**
 - i. School Wellness Policy
 - ii. Sick Leave Policy
- **Academics**
 - i. Updated Independent Study Policy
- **Facilities**
 - i. RKMS Lease Amendment - 3020 Wilshire
 - ii. PMA with PCSD for VAES Plummer Project
 - iii. VAES Lease Amendment - Panorama Baptist

Board Member	Yes	No	Abstain	Absent
Stephen Green	X			

Andrew (Andy) Murr	X			
Robin Elledge	X			
Marisol León	X			
Manny Aceves	X			
Louisa Wee	X			
Lois Levy	X			
Larry Klein	X			
Jennifer (Jen) Cole	X			
James McGrath	X			
George Leftwich	X			
Dora Dome				X
Andrew Wang	X			
Total	12			1
Motion Carries?	YES			

8) **Adjournment:** Lois Levy made the motion to adjourn, Andrew Wang seconded the motion; the motion passed unanimously. The meeting adjourned at 7:53 p.m.

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 Andrew Murr, Board Chair

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 Olivia Ray, Recording Secretary