

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

**Wednesday, December 5, 2018**

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 telephonic meeting accessible toll-free at 720-707-2699 (password: 567-849-777; URL: <https://zoom.us/j/567849777>) from one of the following locations: (i) 2670 Griffin Avenue, Los Angeles, CA 90031; (ii) 10950 Washington Blvd., 3rd Floor, Culver City, CA 90232; (iii) 614 N. Sierra Dr., Beverly Hills, CA 90210; (iv) 1999 Braeburn Road, Altadena, CA 91001; (v) 5200 Lankershim Blvd., Suite 200, North Hollywood, CA 91601; (vi) 770 Wilshire Blvd., Los Angeles, CA 90017; (vii) 1900 Pico Blvd., Santa Monica, CA 90405; (viii) 1299 Ocean Avenue, Suite 333, Santa Monica, CA 90401 and (ix) 2029 Century Park East, Suite 2400, Los Angeles, CA 90067, 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:

Eric Barron  
Justin Brimmer  
Mona Field  
Martin Frank  
Austin Lee  
David Nickoll  
Diane Prins Sheldahl  
Christian Sarabia

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

Elizabeth Perez-LoPresti  
Rick Rosen  
Allan Rudnick

Also in attendance at the invitation of the Board were: (i) Arina Goldring-Ravin, Chief Executive Officer of the Academy; (ii) Marina Pilyavskaya, Director of Finance; (iii) Derrick De Bruyne, auditor from CliftonLarsonAllen LLP, the Academy’s independent auditors and (iv) Doug Frank, Jonathan Lee, Liam Gallagher and Sam Kronenberg, outside counsel.

The meeting was called to order by Mr. Nickoll at approximately 5:32 p.m. Pacific time. Mr. Kronenberg 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 meetings of the Board held on September 25, 2018 and October 3, 2018 (collectively, the “Minutes”). The Minutes were approved as read.

### ***Audit Committee Report***

Mr. De Bruyne made a presentation regarding, among other things, the audit report for the Academy’s 2017-2018 school year prepared by CliftonLarsonAllen LLP, the Academy’s independent auditors (the “Audit Report”), copies of which were distributed to the Board prior to the meeting. Mr. De Bruyne informed the Board that the Audit Report was unqualified and explained to the Board each individual section of the Audit Report. Discussion ensued, and Mr. De Bruyne answered questions from the Board.

Mr. Jonathan Lee then made a presentation regarding a purchase money note owed by Florence Crittenton Center, one of the Academy’s landlords, to the Academy that Mr. De Bruyne had highlighted to the Audit Committee was set to mature in 2019 (the “FCC Note”). Mr. Jonathan Lee discussed the FCC Note’s origin, the historical ownership and payment arrangements between the Academy and Florence Crittenton Center and the Academy’s current options with respect to the FCC Note moving forward. Discussion ensued, and Mr. Jonathan Lee answered questions from the Board. Following discussion, the Board agreed to address the FCC Note at the next regularly scheduled meeting of the Executive Committee of the Board.

### ***Approval of 2017-2018 School Year Audit Report***

Mr. Sarabia made a presentation regarding the recommendation by the Audit Committee of the Board that the Board approve the Audit Report. Discussion ensued, and Mr. Sarabia answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit G.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***Executive Director Report***

Ms. Goldring-Ravin made a presentation regarding, among other things, (i) updates regarding the Federal Programs Monitoring Review Process for the Academy, (ii) policies regarding parent engagement (the “Parent Engagement Policy”) for the Academy and the Los Angeles Leadership Primary Academy (the “Primary Academy”), (iii) proposed revisions to the Academy’s English Language Learners Master Plan (as amended, the “Revised EL Plan”), (iv) the 2018-2019 single plan for student achievement (the “Student Achievement Plan”) for the Academy and the Primary Academy, and (v) plans to monitor compliance with the Los Angeles Unified School District (the “LAUSD”) for the 2018-2019 school year (the “Charter Compliance Monitoring”) for the Academy and the Primary Academy. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board.

### ***Approval of Parent Engagement Policy***

Ms. Goldring-Ravin made a presentation regarding the Parent Engagement Policy for the Academy and the Primary Academy, attached hereto as Annex A, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit A.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of Revised English Language Learners Master Plan***

Ms. Goldring-Ravin made a presentation regarding the Academy’s Revised EL Plan, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit B.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of 2018-2019 Single Plan for Student Achievement***

Ms. Goldring-Ravin made a presentation regarding the Student Achievement Plan for the 2018-2019 school year for the Academy and the Primary Academy, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit C.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of Charter Compliance Monitoring and Certification of Board Compliance Review***

Ms. Goldring-Ravin made a presentation regarding the LAUSD Charter Compliance Monitoring plans for the 2018-2019 school year for the Academy and the Primary Academy, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit D.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***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 September 2018 (the "September Financials") was distributed to the Board. Mr. Austin Lee made a presentation regarding the September Financials, including its income and expenses versus budget, cash flow forecast, balance sheet and average daily attendance. Mr. Austin Lee also reported on, among other things, the first interim financial reports to the LAUSD (the "First Interim Reports") for the Academy's and the Primary Academy's 2018-2019 school year. Discussion ensued, and Mr. Austin Lee answered questions from the Board.

Ms. Goldring-Ravin then made a presentation regarding updates with respect to various financial grants applied for, and received by, the Academy and the Primary Academy, including the Student Support Academic Enrichment Grant. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board.

### ***Approval of September Financials***

Mr. Austin Lee made a presentation regarding the Academy's September Financials, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Mr. Austin Lee answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit E.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of 2018-2019 First Interim Financial Reports***

Mr. Austin Lee made a presentation regarding the LAUSD First Interim Reports for the Academy's and the Primary Academy's 2018-2019 school year, copies of which were distributed to the Board prior to the meeting. Discussion ensued, and Mr. Austin Lee answered questions from the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved and adopted the resolutions attached hereto as Exhibit F.

In Favor (8): E. Barron, J. Brimmer, M. Field, M. Frank, A. Lee, D. Nickoll, D. Prins Sheldahl, C. Sarabia

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 6:07 p.m. Pacific time.

Respectfully submitted,



---

Sam Kronenberg  
Secretary of the Meeting

Approved:



---

David Nickoll  
Chairman of the Meeting

## **EXHIBIT A**

### **Approval of Parent Engagement Policy**

**WHEREAS**, the Board of Directors (the “Board”) of The Los Angeles Leadership Academy (the “Academy”) has been presented with and reviewed a copy of the policies regarding parent engagement in the form attached hereto as Annex A (the “Parent Engagement Policy”) for the Academy and the Los Angeles Leadership Primary Academy (the “Primary Academy”); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy and the Primary Academy to approve and adopt the Parent Engagement Policy.

**NOW, THEREFORE, BE IT RESOLVED**, that the Parent Engagement Policy be, and hereby is, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Chief Executive Officer or the Director of Finance of the Academy (collectively, the “Officers”) deem necessary, proper or advisable.

**ANNEX A**

**Parent Engagement Policy**

## **EXHIBIT B**

### **Approval of Revised English Language Learners Master Plan**

**WHEREAS**, the Board desires to revise the English Language Learners Master Plan of the Academy to, among other things, update certain reclassification criteria;

**WHEREAS**, the Board has been presented with and reviewed the proposed revisions to the English Language Learners Master Plan (as amended, the "Revised EL Plan"); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Revised EL Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised EL Plan be, and hereby is, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.



## EXHIBIT C

### **Approval of 2018-2019 Single Plan for Student Achievement**

**WHEREAS**, the Board has been presented with and reviewed a copy of the 2018-2019 single plan for student achievement for the Academy and the Primary Academy (the “Student Achievement Plan”); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy and the Primary Academy to approve and adopt the Student Achievement Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the Student Achievement Plan be, and hereby is, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Officers deem necessary, proper or advisable.

**EXHIBIT D**

**Approval of Charter Compliance Monitoring and Certification of Board Compliance Review**

**WHEREAS**, the Board has been presented with and reviewed the Academy's and the Primary Academy's plans to monitor compliance with the Los Angeles Unified School District (the "LAUSD") for the 2018-2019 school year (the "Charter Compliance Monitoring"); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy and the Primary Academy to approve and adopt 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 Officers deem necessary, proper or advisable.

## **EXHIBIT E**

### **Approval of September Financials**

**WHEREAS**, the Board has been presented with and reviewed a report prepared by EdTec Inc. regarding the Academy's financial statements for the month of September 2018 (the "September Financials"); and

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

**NOW, THEREFORE, BE IT RESOLVED**, that the September Financials be, and hereby are, approved.

**EXHIBIT F**

**Approval of 2018-2019 First Interim Financial Reports**

**WHEREAS**, the Board has been presented with and reviewed the first interim financial reports to the LAUSD for the Academy's and the Primary Academy's 2018-2019 school year (the "First Interim Reports");

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy and the Primary Academy to approve the First Interim Reports.

**NOW, THEREFORE, BE IT RESOLVED**, that the First Interim Reports be, and they hereby are, approved.

## **EXHIBIT G**

### **Approval of 2017-2018 School Year Audit Report**

**WHEREAS**, the Board has been presented with and reviewed the audit report for the Academy's 2017-2018 school year prepared by CliftonLarsonAllen LLP, the Academy's independent auditors (the "Audit Report");

**WHEREAS**, the Audit Committee of the Board has recommended to the Board that the Audit Report be approved.

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve the Audit Report.

**NOW, THEREFORE, BE IT RESOLVED**, that the Audit Report be, and hereby is, approved.