

**NOCCS General Board Meeting**  
**Minutes**  
**November 20, 2013, 6:00pm**  
**1000 42nd Street, Oakland**

Present: Carolyn Gramstorff, Erica Mackie, Kate Hayes, Pam Rich, Laura Geduldig, Mike Markman, Rachel Venning, Ann Gordon, Wendy Barry-Owen, Steve Fox

David Bond and Beth Brenner were also present

The meeting started at 6:09pm.

**Public Comment:** None

UC Berkeley Fellows introduced themselves to the Board

**Approval of Minutes:**

9 approved

2 abstentions

Passed

**Review and Approval of FY 12/13 Audit:** Beth Brenner presented that audit is complete and was clean. There were no material issues found. She shared the audit was shared with Jay Weil, Carolyn Gramstorff and Erica Mackie. Jay commented that there was one short-term loan due to cash flow funds at the end of last fiscal year. This was added to the footnotes. There needs to be a Board vote before its sent to the city and OUSD. The representation letter needs to be signed by Carolyn Gramstorff or a Board Chair. Wendy asked the Board's role in reviewing the audit. Rachel Venning responded that the auditor goes through and makes sure that our books are solid. She reported that there are no red flags and that it is a very clean audit.

Mia seconded the motion to approve.

In favor 11

1 abstention

Approved

**Approval of Resolution to change signer on FRB brokerage account:** The motion is to remove Peter Trueblood and make Rachel Venning the signer on the brokerage account. Beth clarified that this is stock that was transferred to a brokerage account as a contribution to the Capital Campaign

Mia moves to remove Peter Trueblood as signer and to add Rachel Venning as the signer on the FRB brokerage account

Steve seconds the motion

Unanimous approval

**Prop 30 Education Protection Act Spending Plan:** Beth reported to the Board that this fiscal year, NOCCS will receive \$196,481 paid quarterly. This should help with our cash flow. Prop 30 requires a Board vote because there are only certain funds this money can be used for: no administrative salaries or costs. Beth and Carolyn met and decided that these funds should be used to compensate classroom

teachers. She shared that this money will have to be tracked for future audits. It is proposed that the NOCCS EPA funds for 2013-2014 be used towards salary and benefits of certificated staff.

Mia moves to approve that the NOCCS EPA funds for 2013-2014 be used towards salary and benefits of certificated staff.

Rachel seconded

Unanimous approval

**Development and Capital Campaign:** David Bond and Steve Fox co-presented. David reviewed prior Board presentations. He asked for the Board to support the Launch of Phase II and to set new policies to align with Campaign priorities

Support Launch of Phase II:

GIVE

- Fulfill existing pledge, if any.
- Make personally significant pledge (or additional pledge) and contribution
- Pledge this December to show leadership and leverage your gift.

GET

- Identify people in your personal/professional networks with capacity
- Ask them to prioritize a gift to the campaign this year.

ADVOCATE

- Attend at least one kick-off event: Dec. 6 8:30 am, Two house parties TBA in January
- Make phone calls to community to ask for pledges.
- Partner with campaign leaders/staff to do community asks.
- Participate in thank you's and recognition (calls, letters...)

Board members asked questions. Laura Geduldig asked how much they wish to raise from just the Board. Steve responded that they are not sure right now but it should be an amount that means a lot coming from each person. Pam Rich asked if they wanted to have a conversation with Board members or if they should simply write a check. The Board continued to discuss the details of Board giving.

Requests for Board Action: David Bond asks for the Board to vote and support a new Board policy stating that: *Until the start-up loan is retired, the following revenue sources will be prioritized for and directed to loan repayment:*

-A minimum of 50% of remaining reserve funds

-Capital Campaign funds, after expenses

-All Capital Campaign donations up to \$7,500 will be redirected to loan repayment

The Board asked clarifying questions and a discussion ensued. Mia asked about potential financial risks. Carolyn responds that someone might not give under \$7500 because they wish to earmark it for something else. Pam states that we could still prioritize without making this policy. Rachel expresses concerns about the reserve being a cushion. Wendy asked about earmarking above \$7,500. Carolyn stated that if one wants to give above \$7,500 they can earmark the whole amount. Mike Markman asks why is it important for us to approve this tonight. David shares that a main purpose is to move toward loan forgiveness for major donors. Carolyn shares that the Capital Campaign was created to pay off this debt. Other goals were added to help growth and sustainability. She states that not all the goals of the Campaign are equal. The first goal is the priority. The school would not survive a failure of goal One. The reserve funds are part of the strategy of getting to the total numbers for the Campaign.

Erica shared that we are 15 minutes past allotted time. Erica took the temperature in the room. The Board asked a few additional questions.

Steve moves to approve this new policy stating that until the start-up loan is retired, the following revenue sources will be prioritized for and directed to loan repayment:

- A minimum of 50% of remaining reserve funds

- Capital Campaign funds, after expenses

- All Capital Campaign donations up to \$7,500 will be redirected to loan repayment

In favor 11

Abstention 1

Passed

**Break**

**Regular Meeting adjourned at 7:00 pm**

**Closed Session:** The Board reviewed the Director's revised evaluation