

The Center for Creativity, Innovation and Discovery Board Meeting Minutes

Monday, 05-14-18, 8:00 PM

CCID Bistro

Board Members in Attendance

Missy Shunn-Mitchell

Bryan Morgan

Jen Walker

Candice Hansen

Laura Banda, Executive Director

Additional Attendees

Erin Preston, CCID School Attorney

Audrey Gifford, Board Secretary

Item	Action
Welcome and Roll Call at 8:15pm by Missy Shunn-Mitchell	no
<p>Public Comment requested on Public Sign in Sheet to speak: Liz Tanner- declined; Bill Graham- declined.</p> <p>Special Meeting of the CCID Board called by Jen Walker to consider to rehear, rescind, or amend the the following agenda items. It was important that as a Board we look at some of the things that have happened in our Board Meetings to be really clear and have a chance to deliberate and discuss items.</p> <p>1. Discussion and possible vote on issues related to Conflict of Interest, as defined in CCID Bylaws and the CCID Conflict of Interest Policy and appropriate action that may be necessary to address the conflict and protect CCID's best interests.</p> <p>Jen reviews Conflict of Interest Policy.</p> <p>Asking the Board if there is anything on the Agenda that is a conflict of interest for anyone on the Board. Missy and Bryan are both interested parties to agenda items therefore they have a Conflict of Interest. Board in agreement.</p> <p>Missy provides a reminder that character and competence is not broken as we discuss these items.</p> <p>Discussion regarding who has a Conflict of Interest and who is interested parties. Erin separates the two issues Bryan has brought to discussion: Is Candice a member of the Board? Does Candice have a Conflict of Interest?</p>	Yes

Erin describes reasons someone would have a conflict and lists examples. Candice does not have a conflict per the described criteria.

Bryan questions whether Candice is a Board Member. He thinks, since October, the Board has not done what it was meant to do.

Missy follow up comment, we have not followed line by line each piece of the Charter because we are trying to figure this out, so when accusations come up about not having fidelity following the Bylaws, its inconsistent. There was no intention of doing anything against the Bylaws.

Jen states that the purpose of this meeting is to move forward to have a functioning and fantastic school.

Discussion continues if Candice is a board member. According to the minutes from the website, Dave dismissed the same month Candice was brought on. It was not on the agenda, the minutes, or audio.

Erin discusses Presumption of Assent or Dissent means and how to accurately document it. If someone did not consent, they must actually dissent in the public minutes, if it is written inaccurately it needs to be sent by mail to the Board secretary to adjust the minutes. According to what Erin read, Candice is a Board member. We have all agreed that she is, as no one dissented.

Bryan addresses that voting Candice onto the Board is not on the agenda, so we have a governance issue.

Jen admits as a new school we have made mistakes, the purpose is to fix them move on. Understand that Candice voted in was not on the agenda, but the Board had talked about bringing in PTO President to Board for months.

Bryan states if we are rescinding the vote on April 17, 2018 for not being on the agenda, we should be rescinding the vote for *anything* that wasn't on the agenda. This is setting the precedence.

Erin's analysis of statement. What happened April 17, 2018 was immediately called to question. There is an assent on Candice being a member, but not an assent on events on April 17, 2018. As no one called to question whether Candice was a Board member for several months, it shows that there is an assent.

There is a general acceptance that Jen is the only disinterested party in this conversation. Jen states that as the only disinterested Board Member, Candice Hansen is a Board Member.

<p>Q/A between Erin and Jen Walker to determine whether Candice is a conflicted/disinterested party or not.</p> <p>Q. Do you have a conflict of interest?</p> <p>A. No, I do not</p> <p>Q. Do you believe you are an interested party in any of these items</p> <p>A. No</p> <p>Q. Do you believe you are an interested party of have a conflict of interest in determining whether or not Candice has interested party or have a conflict of interest?</p> <p>A. No.</p> <p>Q. Do you believe that Candice is a disinterested party</p> <p>A. Yes. I believe she is disinterested.</p> <p>Q. Do you think she has a conflict of interest on any item on the agenda?</p> <p>A. No.</p> <p>Jen and Candice are disinterested parties, and Missy and Bryan are either conflicted and/or interested, we need to move forward to revisit the items of April 17, 2018. Everyone is able to discuss just the facts.</p>	
<p>2. April 17, 2018 motion and vote to remove Board Chair, Melissa Shunn-Mitchell from the Board.</p> <p>Jen felt there was evidence that Missy possibly acted unilaterally and voted to remove her without exploring more information. Jen would like to be more transparent as to why we voted on that.</p> <p>I move that we, as a Board, reconsider, rehear, rescind or amend the motion to remove Melissa Shunn-Mitchell from the Board and as Board Chair.</p> <p>M / S Jen/Candice</p> <p>Aye Candice and Jen</p> <p>General Discussion regarding Board parent voting and nomination</p> <p>Jen reads minutes for September 11, 2017 and review of events. Follow-up discussion involving Land Trust Council and Board Member votes.</p> <p>Bryan states there was a discussion to add members on the Board in September meeting but in the October Board Meeting there was an ex parte personal opinion conversation shared about the election results. He said that there was collusion and it was decided beforehand that those ballots were going to disappear and not be implemented.</p>	<p>Yes</p>

Missy clarifies that parallel to all of this there was discussion that we needed to appoint someone instead of voting, as it would help the board balance better to involve community members. The Charter has a list of community roles that would help balance the Board better.

Candice read November 2017 Board minutes: Bryan motioned at the November 2017 meeting, which included the update to the CCID Bylaws for approval of consent including the change from elected to appointed language. Dave seconded. The consent agenda was approved unanimously. Then there was a unanimous yes vote to approve the November 2017 minutes in January 2018.

Erin asks for clarification about what the change was in the consent agenda items. Previously said "elected" but in an effort to add Board membership quickly, Bylaws were amended to state "appointed."

Erin reminds about presumption of assent. Actions do become final at some point, encouragement to become familiar with the Board information before voting.

Discussion regarding sending notifications to the State Charter Board about significant Bylaw / Charter changes. The change must be "significant to the implementation of the Charter." After the April 17, 2018 meeting the Board was notified about when to update, but until that information was given, the Governing Board was under assumption they were in compliance.

Discussion regarding Utah Open Public Meeting Act, Robert's Rules of Order and Bryan's referenced Handbook.

Erin recaps what has been covered. Bryan believes changes to the Bylaws was a unilateral decision based on ex parte expressions. Jen clarifies Bryan believes enough evidence that Missy should be removed- she blocked elected parents from joining the Board; then Dave was dismissed as a surprise.

Missy discussed allegations about dismissing Dave from the Board. She states there had been multiple discussions/comments made by Dave in previous meetings. Candice commented that Dave made mention of coming off the Board the month before and that Dave participated in the discussion about what 2 years meant. No one objected at that meeting. Nothing further was mentioned about Dave until the April 17, 2018 meeting that term dates were incorrectly followed. Jen restates the clarification that the date is June 30th after two years of service.

Audio is played of opening remarks of the Board Meeting in February regarding Dave Anderson's final Board Meeting. Bryan states that the Board was in shock, no one but Missy seemed to know it was coming.

<p>Missy comments that for a long time she was the only person that could make it to the State trainings and she would carry the information back to the Board. Missy commented we all made mistakes and members always reached out and helped each other. Suddenly all the mistakes are all hers (Missy's), she disagrees with it as everyone contributed to decisions and other mistakes. Missy outlines why she thought Dave had completed his term and disagrees it wasn't unilateral intentions.</p> <p>Erin summarizes where we are, still speaking to item #2.</p> <p>Jen believes this is the discussion we should have had before voting on April 17, 2018. She regrets that she voted without prior research. Jen asks for a revote.</p> <p>Bryan recommends that we wait to revote until the State Board Staff members speak with School Board members tomorrow (5/15/18).</p> <p>Erin states that the meeting scheduled on 5/15/18 is just a meeting, no actions will be taken, because that would have to be done in front of the State Charter Board. Also discusses how to resolve a motion that has happened: rescinding, amending, or to litigation.</p> <p>Erin asks for clarification that no Board Member has been asked from the State Charter to withhold action. No member has been asked to withhold action.</p> <p>Discussion of whether to continue the meeting or wait until after the State Charter Board meetings are held.</p> <p>Bryan Morgan moves to go into close session.</p> <p>There is no Second to his (Bryan's) motion.</p> <p>Move that we rescind and amend the vote to remove Board Chair Melissa Shunn-Mitchell from the Board from the April 17, 2018 meeting. M / S Jen Walker/Candice Hansen Aye Jen Walker and Candice Hansen Motion carries</p>	
<p>3. April 17, 2018 motion to vote and elect Bryan Morgan Board Chair and/or Interim Board Chair.</p> <p>Motion that we rehear, rescind or amend that [above] item. M/S Jen Walker/Candice Hansen</p> <p>Discussion that Bryan Morgan would rather Jen Walker be the Chair. However Jen cannot serve more, she would not be able to commit to being Chair at this time, but is thankful for the suggestion. Bryan states he does not want to be the chair.</p>	<p>Yes</p>

<p>Motion that we rescind the following motion: April 17, 2018 motion and vote to elect Bryan Morgan Board Chair and/or Interim Board Chair. M/S Candice Hansen/Jen Walker Aye Candice Hansen/Jen Walker Motion carries</p>	
<p>4. Discussion and possible vote to clarify process and procedure for addition of Parent Board Members as outlined in CCID Bylaws Sections 3.2 and 4.3.</p> <p>Discussion regarding clarifying Bylaws for addition of Board members. Erin explains the Bylaws' changes and selection process. Discussion on process to have parents nominate others or volunteer themselves. Is the Board still in agreement about appointment, survey sent out to nominate appointments?</p> <p>Note that Dave Anderson officially resigned Friday evening through email..</p> <p>Erin recommends a discussion to come into compliance about how best to have another member join the Board to have a minimum of 5 Board Members.</p> <p>Erin discusses identify qualifications and the Board's needs (attorneys, STEM reps, finance people). The Board must rank qualifications, priorities, and Governing Board needs. Candice asks how is the election process going to meet our needs? We need to talk about our needs and clarify the process and procedure to add Board Members.</p> <p>Discussion about following the Bylaws as "appointed" not "elected" per the November change and the motions that were made in the May 9, 2018.</p> <p>Bryan recognizes the current need for an appointment, but said would abstain from voting if it stays as "appointed" as it was not changed properly the first time. He reflects upon "protecting the minority while respecting the majority."</p> <p>Extensive discussion regarding Board member appointment versus Board member election.</p> <p>Are we comfortable with the updated Bylaw appointed, by a majority of Board members? We need time to create a standard policy of how we add Board Members, as well as revisit and revise Bylaws. Erin outlines process for moving forward with Board Appointment.</p> <p>Motion that we are going to stick to the Bylaws that were voted on in November and "by appointment" we are going to send out information to parents to nominate themselves</p>	<p>Yes</p>

<p>or a really good candidate that they see fit that is a current parent that will be returning, and that from those nominations we as a Board will be ranked by qualifications, priorities, and Governing Board needs, and we, as a Board, will appoint one person as needed to fulfill our budget vote by June 22, 2018. The nominations due by Tuesday, May 29, 2018.</p> <p>M/S Candice Hansen/Bryan Morgan Aye Jen Walker, Bryan Morgan, Missy Shunn-Mitchell, Candice Hansen Motion carries</p>	
<p>5. April 17, 2018 motion and vote to offer Board positions to potential new parent board members (this item does not include a rehearing or rescinding of prior votes regarding the re-appointment of David Anderson to the Board)</p> <p>Revisiting the vote. The top 3 parents (Adam Chandler, Ryan Conger and Sally Skousen) are no longer qualified or interested.</p> <p>Bryan Morgan is conflicted in this vote. Missy Shunn-Mitchell is interested/conflicted in this vote.</p> <p>Move that we rescind the vote on April 17 [2018] to offer Board Positions to Adam Chandler, Ryan Conger and Sally Skousen. M/S Jen Walker/Candice Hansen Aye Jen Walker and Candice Hansen Motion carries</p>	Yes
<p>Motion to move into closed session for the discussion of pending imminent litigation, character and professional competency. (10:24pm) M/S Bryan Morgan/Candice Hansen Aye Jenn Walker, Bryan Morgan, Missy Shunn-Mitchell, Candice Hansen Motion carries</p> <p>Laura Banda and Erin Preston are invited into closed session. No objections to the invite.</p> <p>Candice clarifies Erin Preston's purpose. She is here to protect CCID School's interests.</p>	Yes
<p>Motion to close Executive session at 12:10pm and return to Open Public Meeting M/S Bryan Morgan / Jenn Walker Aye: Bryan Morgan, Missy Shunn-Mitchell, Jenn Walker (Candice Hansen left at 12:05pm) Motion Carries</p>	Yes

<p>Move to adjourn the Open Public Meeting Missy Shunn-Mitchell / Bryan Morgan Meeting Adjourned</p>	
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