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**Board of Directors of Hope Online Learning Academy Co-Op**  
**Meeting Minutes: November 13, 2006**  
**Approved by the Board: December 15, 2006**

**Board Members Present:** Joyce Gietl, Charles Johnson, Heather O'Mara, Joe Shields  
**Other Attendees:** John Snow and Hugh Thatcher (Hackstaff Gessler LLC), attorneys for Hope Online Learning Academy Co-Op

1. Meeting was called to order at 2:10 p.m. by John Snow.
2. **Posting of Meeting Notice:**
  - a. Mr. Shields advises that the meeting notice was initially posted on Thursday, November 9, 2006.
  - b. Mr. Shields advises that the amended meeting notice showing postponement was posted on Friday, November 10, 2006.
3. **Discussion of Meeting Minutes:**
  - a. Discussion about how meeting minutes will be kept.
4. **Quorum:**
  - a. Quorum is present; over half members of are Board present.
5. **Meeting Purpose:** Special meeting of the Board of Directors to focus on certain items relating to the organizations operations. Provide an opportunity for Board to act (through approval) or voice concerns (through disapproval).
6. **Approval of Minutes from Prior Meetings (09/08/05 and 10/11/06):**
  - a. No questions, corrections or additions to 09/08/05 minutes.
    - i. Motion to approve 09/08/05 minutes made by Joe Shields and seconded by Charles Johnson.
    - ii. Roll call vote:
      1. Charles Johnson: YES
      2. Joe Shields: YES
      3. Joyce Gietl: YES
    - iii. Motion passed.
  - b. No questions, corrections or additions to 10/11/06 minutes.
    - i. Motion to approve 10/11/06 minutes made by Joyce Gietl and seconded by Joe Shields.
    - ii. Roll call vote:
      1. Charles Johnson: YES
      2. Joe Shields: YES
      3. Joyce Gietl: YES
    - iii. Motion passed.

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7. **Consideration of the 2005-2006 Budget:**
  - a. Question raised re: proposed, existing or past-budget? Ms. O'Mara advises that it is the 2005-2006 budget which was presented, but never formally approved by the Board.
    - i. Motion to approve 2005-2006 budget made by Joyce Gietl and seconded by Charles Johnson.
    - ii. Roll Call Vote:
      1. Charles Johnson: YES
      2. Joyce Gietl: YES
      3. Joe Shields: YES
    - iii. Motion passed.
  
8. **Executive Director's Report:**
  - a. Ms. O'Mara advises that the operational overview for 2005-2006 is as follows:
    - i. 1600 enrolled students
    - ii. 1371 full-time funded
    - iii. 13 learning centers with 13 separate organizations
    - iv. Grades K-12
    - v. Met goal of serving minority population
      1. 37% African American
      2. 37% Latino
      3. 23% Caucasian
      4. 3% Asian Pacific Islander
    - vi. 98% participation in CSAP examination
      1. 6 students did not sit for exam
      2. others not coded as non-participant did not complete enough of the exam to get a grade
    - vii. 88% of children functioned below grade level in reading prior to enrollment in Hope.
      1. Upon enrollment 71% received unsatisfactory on CSAP
      2. Ms. O'Mara stated Hope has a long way to go to meet its goals, but this is a positive trend.
      3. 3<sup>rd</sup> grade reading re: Dibel Testing.
        - a. Projected that 47% of students would score unsatisfactory.
        - b. In fact, only 19% scored unsatisfactory.
    - viii. Need to do some work on documenting certain policies and procedures specifically concerning learning center operations
      1. Conduct significant administrative training over the summer of proper procedures for curriculum.
        - a. Training for 2005-2006 learning center operators.
        - b. Training for 2006-2007 learning center operators.

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9. **Structural Overview:**
  - a. Ms. O'Mara reports on the organizational structure of Hope with Board Members.
  
10. **Proposed Modification/Amendments to Bylaws:**
  - a. Vote on whether or not to waive the reading of the Bylaws per Article 8.2 of the Bylaws.
    - i. Mr. Thatcher advised Board to go into executive session for this discussion.
    - ii. Meeting returns and motion is made to waive reading of proposed amendments to Bylaws. Motion to waive reading is made by Joyce Gietl and seconded by Joe Shields.
    - iii. Roll call vote:
      1. Charles Johnson: YES
      2. Joyce Gietl: YES
      3. Joe Shields: YES
    - iv. Motion passed.
  
11. **Revised Policies Related to Curriculum:**
  - a. Mr. Thatcher briefly discusses policies Hope is considering revising with respect to curriculum guidelines regarding no religious overtones, etc.
  - b. Guideline that governs how learning centers use supplemental curriculum to teach subjects covered by Hope Online Curriculum.
  - c. Anticipates having these guidelines completed within 2-3 weeks.
  - d. No questions.
  - e. Mr. Thatcher advises Board to go into executive session for further discussion on legal issues.
  
12. **Appointment of Carol O'Dowd to Board:**
  - i. Heather O'Mara provides overview of Carol O'Dowd's qualifications.
  - ii. Motion to appoint Carol O'Dowd to Board of Directors is made by Joe Shields and seconded by Joyce Gietl.
  - iii. Roll call vote:
    1. Charles Johnson: YES
    2. Joyce Gietl: YES
    3. Joe Shields: YES
  - iv. Motion passed.
  
13. **Board Elections:**
  - a. Positions of Chair and Vice Chair.
    - i. Postpone until next meeting.

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14. **Officer Elections:**
  - i. Motion to accept the proposal to have Heather O'Mara provide an organizational chart to the Board at the next meeting is made by Charles Johnson and seconded by Joe Shields.
  - ii. Roll call vote:
    1. Charles Johnson: YES
    2. Joyce Gietl: YES
    3. Joe Shields: YES
  - iii. Motion passed.
  
15. **Personnel Matters:**
  - i. Mr. Thatcher calls executive session, to discuss personnel matters pursuant to C.R.S. 24-6-424(F)(I).
  - ii. Return to regular session.
  
16. **Proposed 2006-2007 Budget:**
  - i. Board discussion.
  - ii. Motion to approve budget is made by Charles Johnson and seconded by Joe Shields.
  - iii. Roll call vote:
    1. Charles Johnson: YES
    2. Joe Shields: YES
    3. Joyce Gietl: Abstains from voting.
  - iv. Motion passed.
  
17. **2006-2007 Learning Center Contract:**
  - i. Brief clarification as to learning center contract information and learning center application.
  - ii. Motion to approve 2006-2007 contract is made by Charles Johnson and seconded by Joe Shields.
  - iii. Roll call vote:
    1. Charles Johnson: YES
    2. Joe Shields: YES
    3. Joyce Gietl: Abstains from voting.
  - iv. Motion passed.
  
18. **2006-2007 Student Application:**
  - i. Motion to approve 2006-2007 student application is made by Charles Johnson and seconded by Joe Shields.
  - ii. Roll call vote:
    1. Charles Johnson: YES
    2. Joe Shields: YES
    3. Joyce Gietl: Abstains from voting.
  - iii. Motion passed.

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19. **2006-2007 Learning Center List:**
  - i. Motion to approve 2006-2007 learning center list is made by Charles Johnson and seconded by Joe Shields.
  - ii. Roll call vote:
    1. Charles Johnson: YES
    2. Joe Shields: YES
    3. Joyce Gietl: Abstains from voting.
  - iii. Motion passed.
  
20. **Legal and Accounting Representation:**
  - a. Ms. O'Mara explains legal representation and the firms involved.
    - i. Motion to approve legal firms is made by Joe Shields and seconded by Charles Johnson.
      1. Roll Call Vote:
        - a. Joe Shields: YES
        - b. Charles Johnson: YES
        - c. Joyce Gietl: Abstains from voting.
    - ii. Motion passed.
  
21. **Announcements by Board Members:**
  - a. Mr. Thatcher advises the Board should go into executive session pursuant to C.R.S.24-6-402-B and C.R.S. 24-6-402-B-2.5-E
  - b. Return to regular session.
    - i. Motion is made by Charles Johnson to obtain JDS Professional Group to fully developing internal control and seconded by Joe Shields.
    - ii. Roll call vote:
      1. Charles Johnson: YES
      2. Joe Shields: YES
    - iii. Motion passed.
    - iv. Motion made by Charles Johnson and seconded by Joe Shields to approve Clifton Gunderson to do the financial audit for the 2005-2006 academic year.
    - v. Roll call vote:
      1. Charles Johnson: YES
      2. Joe Shields: YES
    - vi. Motion passed.
  
22. **Resignation of Joyce Gietl:**
  - a. Motion made by Charles Johnson to accept resignation of Ms. Gietl. Seconded by Joe Shields.
    - i. Roll Call Vote:
      1. Charles Johnson: YES
      2. Joe Shields: Yes
    - ii. Motion passed.

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23. **Setting of December Meeting:**
  - i. Discussion by board members.
  - ii. Motion made by Charles Johnson that the meetings be held on the second Wednesday of each month at 11:00 a.m. Motion seconded by Joe Shields.
  - iii. Motion passed.
  
24. **Adjourn:**
  - i. Motion by Joe Shields to adjourn the meeting and seconded by Charles Johnson.
  - ii. Roll call vote:
    1. Charles Johnson: YES
    2. Joe Shields: YES
  - iii. Motion passed and meeting adjourned at 3:26 p.m.