

**MINUTES OF THE
BOARD OF DIRECTORS OF
LIFE LEARNING ACADEMY**

(A California Nonprofit Public Benefit Corporation)

Date: June 29, 2022

San Francisco, CA 94130

1. **CALL TO ORDER**

The meeting was called to order by Joanne Brown, Life Learning Academy Board President at 9:06AM

DIRECTORS PRESENT

The following directors, constituting a quorum of the Board, were present at the meeting:

Present: Joanne Brown, Sue Shalvey, Will Mulcahy, Steve Carnevale, Nate Farris and Sheetal Bhaskarabhatla. Amy Kao joined the meeting at 10:07am

Not in Attendance: Randy Seriguchi, Denise Coleman, Patrick Brennan and Nikki Brighthouse.

Others present: Teri Delane, Craig Miller, Allyson Halpern, AJ Shaffer and Kelly Baker, all from LLA.

2. **APPROVAL OF AGENDA FOR JUNE 29, 2022**

The agenda was presented by Joanne Brown. Ms. Brown asked for a motion to accept the agenda dated June 29, 2022. Sue Shalvey motioned for the agenda to be accepted and Will Mulcahy seconded the motion. Motion passed

3. **APPROVAL OF BOARD MINUTES FOR APRIL 5, 2022**

The board minutes dated April 5, 2022 were presented by Ms. Brown. Ms. Brown asked if anyone had amendments, revisions or additions to make. Sue Shalvey asked that page 6 of the minutes be amended to replace the word President with Secretary in the paragraph above the signature line. Will Mulcahy moved to approve the minutes as amended and Nate Farris seconded the motion. Motion passed.

4. **RENEWAL OF BOARD TERM: KEITH BROCK**

Board President Joanne Brown said she was pleased to nominate Board Member Keith Brock for a term renewal. Mr. Brock said he was looking forward to continuing with the LLA Board. Sue Shalvey seconded the nomination and Mr. Brock was unanimously re-elected for a two year term.

5. **REPORT: CO-EXECUTIVE DIRECTORS**

Dr. Teri Delane, LLA Co-Executive Director began by touching upon the continuing message of LLA and its long term relationships with students and their families and sense of community. She moved on to give the board some highlights of the June, 2022 graduation. Dr. Delane informed the board that California State Superintendent of Public Instruction Tony Thurmond attended LLA's graduation ceremony and being inspired by Dr. Delane's opening remarks he changed his planned early departure to remain at graduation and hear the students speeches and join students, families and staff for lunch.

Dr. Delane updated the board on the Summer Employment Program (SEP) and advised them that this year's program has an increased number of student participants including non-LLA students which may lead to fall enrollments. SEP participants are being employed and paid by LLA, which received funding from the Department of Children, Youth and Families (DCYF) for the program. Participants will be coming to Life Learning 5 days a week and working in Culinary, Garden, Credit Recovery, Film Making and Art. LLA also has currently enrolled students working offsite at paid internships. In Fall, 2022, the Workforce Program will mirror this summer's program with returning students being placed in offsite internships and new students starting their Friday internships on campus. There will be a workshop and debriefing of the staff and student participants on the last day of the program when they will give input on the program.

Dr. Delane wrapped up her report with an update on the dorm. After two years of operation the dorm has long term student residents; students who have lived there for over a year. The dorm offers a safe space for students who have serious family challenges and face stability issues. Dr. Delane reported that all the dorm students have summer jobs and added that Monday's have become the traditional day for expeditions with the students and dorm staff exploring what San Francisco has to offer.

Craig Miller, Co-Executive Director, called the board's attention to the Board Dashboard in their packets. He pointed out that this was the first draft of the new dashboard which included real end of the year numbers. LLA served 91 youth, including day students, dorm residents, and alumni. There are 45 Summer Employment Program participants compared to 29 the previous year. The incoming enrollment is currently at 40 students compared to 30 for Fall 2021. Board Member Will Mulcahy said he was struck by the conversion rate relative to the school and dorm and wondered what accounted for the non enrollment reasons. Dr Delane replied a large number of inquiries were for licensed care for serious mental health issues and that the dorm is not a licensed care facility. Ms. Shalvey wondered about the impact on staffing with the increase of 10 students. Mr Miller said the school is staffed for 60 students so the need was being met. He reported the school currently has a Math Teacher opening along with a Resource Specialist position. Ms. Brown asked if the referrals were being tracked and Mr Miller responded they were. Ms. Brown asked if the tracking had produced any trends, and Mr Miller said that many were coming from community based organizations and very few from school districts. He informed the board that an outreach coordinator had just been hired to help with recruitment and was currently getting up to speed. Ms. Brown asked where the SEP population had come from. Dr. Delane responded that many were referrals from students who had previously worked in the program, some from CBO outreach. Ms. Brown said she found the dashboard to be very useful.

Mr. Miller brought the board's attention to the Local Control and Accountability Plan (LCAP) handout in the board packets. The LCAP is a CDE required report to be submitted to SFUSD. Mr. Miller reminded the board that the LCAP is a tool for local educational agencies to set goals, and plan actions for the 2022-23 year and it aligns with LLA's WASC and Strategic plans. He advised the board that this is an update on the report they reviewed last year. Mr. Miller informed the board the presentation slides listed the eight goals of the program, reviewed the 2022 outcomes and included 2023 goals. The full report is a 40 page document which Mr Miller said he would make available to the board upon request. The report is due to SFUSD on July 11 and requires a board vote of acceptance. Mr. Ferris asked if the auditors looked at this document in the annual audit and Mr. Miller said they did look at certain elements of it, those that had a financial link making sure it aligns with what LLA submits to the state. Ms. Brown added that the progress met toward achieving the goals was impressive under the extreme circumstances of the past years. Will Mulcahy motioned that the plan be accepted and Keith Brock seconded the motion. The motion passed with no further discussion.

6. ADVANCEMENT REPORT

Allyson Halpern, LLA Chief of Advancement, referred the board to the letter in their packets with Advancement updates, including donation and fundraising updates, an introduction to LLA's upcoming 25th Anniversary and recaps of a visit facilitated by the Aspen Institute and LLA graduation. Mr. Mulchy asked about the decrease in individual donations and wondered if we were losing donors. Ms. Halpern said there had been a slight decrease in individual donors but some of it was attributable to recategorization. She continued about the importance of friend raising, and the upcoming opportunity of LLA's 25th Anniversary in 2023. She spoke about the need of having a board presence on the anniversary committee and the opportunity the anniversary presented to friend raise and fund raise.

She asked the board to consider working on the committee. Mr. Carnevale asked if it would make sense to bring back a previous board member to help as they would be familiar with the history of LLA. Ms. Halpern closed with a request of the board to think about anyone they might know who owns or is connected to someone who could sponsor outings to restaurants, performances, exhibits, etc for the dorm.

7. **FINANCE COMMITTEE REPORT: 2023 PROJECTED BUDGET**

Nate Farris, LLA Board and Finance Committee member, directed the board to the budget handout in their packets. He began with a high level overview of the steps that had been taken to create the FY22-23 budget. Mr. Farris, Craig Miller and LLA accountant AJ Shaffer met over a two to three month period putting the budget together with the LLA Finance Committee then completing a final review of the proposed budget. Areas of review included making sure the budget is in alignment with where LLA is going and that the budget is balanced. Currently there is a projected surplus for the 2022-2023 budget of almost \$300k. Payroll is the largest increase for 2022-2023 with the addition of new positions.

Will Mulcahy asked what fell under the business bucket. LLA accountant AJ Shaffer replied it covered things like accounting, audit costs, contractor costs which include tech support, strategic support, etc. Mr. Mulcahy asked if there would be additional contracting costs in 2023. Mr. Miller responded that there would be and the new positions included in the proposed budget included the newly created Chief of Programs, which is an expansion of Elena Rosen's current position of Chief Academic Director, Grant Manager, Chief of Strategy, Outreach Coordinator (which has just been filled), and a Government Affairs position. Mr. Mulcahy asked if all those positions appeared in the new Org Chart and was answered that they do.

Steve Carnevale moved to approve the 2022-2023 budget and Nate Farris seconded the motion. The motion was passed and the budget accepted.

8. **BOARD BYLAWS: CREATION OF EXECUTIVE COMMITTEE**

Joanne Brown informed the board that as LLA enters a new phase it was time to discuss creating an Executive Committee within the Board of Directors. The purpose of the committee will be to help the board be more responsive to important issues requiring immediate attention, ensure good governance and prioritize the most important issues that come before the board. It was suggested the committee be made up of the Board President, the chairs, or designees of the chartered board committees and two elected board members. The Executive Committee would report and be accountable to the full board.

Ms. Brown said that today was just for discussion on the formation of an Executive Committee (EC) and nothing needed to be decided at this meeting. She asked for board feedback. Mr. Mulcahy said he felt the principle was solid but there needed to be some drilling down on language regarding the EC. Mr. Farris asked about steps to be taken such as revising the board by-laws and creating a charter for the committee. He suggested it be made clear what power the Executive Committee would have. Keith Brock added that it should be clear how the committee impacts the board and its authority. Joanne Brown suggested the board circle back at the next meeting to discuss the committee and its charter where there would be more time to focus on scope. Sue Shalvey wanted to emphasize that the committee would have delegated authority and the full board would not give up decision making. Craig Miller requested that he and Dr. Delane be involved with the Executive Committee, he felt it critical that organization leadership have input and asked that protocols be put in place for that. Mr. Miller reminded the board that they had access to consultant Marilyn Manning, who had extensive experience dealing with Executive Committees and could be used as a resource to create a charter. Ms. Brown closed the discussion saying she would draft an amendment to the by-laws and draft a charter for the board to review at the next meeting.

9. **BOARD RETREAT**

Joanne Brown informed the board that she would like to find a place to meet to have a group discussion on the developmental steps of Life Learning. The retreat would be a time for the board to sit and discuss the Strategic Plan, what makes sense for the organization and accountability of the school and dorm programs. Ms. Brown admitted it was an ambitious agenda but board feedback was needed. She envisioned a 3-4 hour session that would need to be facilitated and well organized. She asked the board about their willingness to commit to the retreat and the board responded with a willingness to participate. It was suggested that scheduling for a Saturday might work best for members' schedules. Dr. Delane offered that Delancey Street has a board room that could be available for the meeting. After discussion about potential dates it was decided that a list of dates for August and September would be sent to the board.

10. **OFFICER ELECTIONS**

Joanne Brown asked the board to think about board officer elections. The board currently has offices of President, Secretary and Treasurer. She asked the board members to consider if they were interested in running for election to an office or nominating a fellow board member.

11. **PUBLIC COMMENT**

There was no public comment.

CLOSING REMARKS

There were no closing remarks and the meeting was adjourned..

Meeting Adjourned at 10:41AM

I certify that I am the duly elected President of Life Learning Academy, a California nonprofit public benefit corporation; and that these minutes, consisting of 6 pages, are the minutes of the Board of Directors meeting held on June 29, 2022.

Joanne Brown, President LLA Board of Directors