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SAN DIEGO UNIFIED SCHOOL DISTRICT
Eugene Brucker Education Center
4100 Normal Street, San Diego, CA 92103
Auditorium

WEB POSTINGS: <http://www.sandi.net/props/icoc/#2>

Proposition S School Bond
Independent Citizens' Oversight Committee
Governance & Accountability Subcommittee
August 5, 2009, 4:00 pm – 5:30 pm

MINUTES

Subcommittee Members: Morales, Moreno, Pinson, Spathas, Spehn, Stump

AGENDA ITEMS	ASSIGNMENTS/UNDERSTANDINGS
Meeting Called to Order: (Spathas)	Meeting called to order at 4:00 p.m.
Roll Call: (Hoff for Ross) (Action)	Subcommittee members in attendance: Daniel Morales, Ray Moreno, Leonard Pinson (arrived at 4:03), Matt Spathas, Deanna Spehn (arrived at 4:17), John Stump Non-subcommittee members in attendance: John Gordon, Gil Johnson
Public Testimony [No action or discussion may occur regarding public comment on matters not on the agenda. Items may be referred to staff for placement on a future agenda. Public testimony is limited to 3 minutes per person.] Public Testimony requests are to be given to the ICOC Secretary prior to the start of the meeting.	None given.
1. Approval of Governance Subcommittee meeting minutes of June 1, 2009 (Spathas) (Exhibit) (Action) (5 minutes)	Mr. Stump disagreed with Agenda Item 3 stating the second Motion is not correct. He indicated that "RFP" should be deleted in this motion. Motion: Mr. Stump moved to delete "RFP" and approve the minutes; Mr. Morales seconded the motion. The motion passed without objection. Ms. Spehn was absent for this motion. Mr. Spathas presented 2 housecleaning items: first, the meeting location at the Education Center. Mr. Spathas expressed concern for the staff time and commute of those who will be attending these meetings. Mr. Stump stated that as a platinum level of transparency, this is the public location and for this committee, this is closer for most of the members. Mr. Morales called attention to the minutes of 6-1-09, Item 5, where a motion was passed to hold the meetings at the Education Center. Mr. Johnson clarified that all full ICOC meetings will be at the Education Center but the subcommittee meetings should be held where those members feel it

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	<p>is most appropriate. Mr. Spathas said this can be revisited later. The second housekeeping item is regarding not having staff provide paper copies but rely on selves to bring own hard copies or the electronic copy. Discussion followed and Mr. Markey indicated the preference of each member will be accommodated. Consensus was: (a) Subcommittee meetings will remain at the Education Center until further notice. (b) Staff will accommodate ICOC members' documentation requests.</p>
<p>2. Discussion/Approval of Draft ICOC Bylaws (Spathas) (Exhibit) (Action) (45 minutes)</p>	<p>Mr. Spathas indicated that the feedback about the bylaws from the members was incorporated into the baseline document that was approved at the last ICOC meeting. The attempt was to include those items that there was consensus on and he apologized for any comments which were not included because there was not consensus on them.</p> <p><u>Article 1.B.:</u> Mr. Stump suggested deleting the last sentence dealing with "independent legal capacity". Result: There were no objections.</p> <p><u>Article 2.A.:</u> Mr. Stump suggested deleting the sentence "Ad hoc...to the Brown Act". There was discussion and Mr. Stump clarified his objection with it is redundant and not necessary in this paragraph. Result: Mr. Pinson suggested moving the sentence under Authorized Activities.</p> <p>There was discussion regarding who is on the committee and whether a non-member can comment. Result: Mr. Spathas suggested that the committee work on the bylaws and to the extent that they need to vote on consensus, they may have to deal with that issue at the end of the meeting.</p> <p><u>Articles 3.A. through 3.D.:</u> Members discussed references to the California Education Code and whether to include the actual code in the bylaws. Result: They agreed to delete the articles.</p> <p><u>Article 3.E.:</u> Mr. Spathas stated it should be moved towards the end of the document before the Amendment of Bylaws. Mr. Stump suggested they include the indemnification as one of the subjects under the Memorandum of Understanding (MOU) between them and the Board. Mr. Spathas referred members to Exhibit B (Indemnification by the Board of Education) and Exhibit C (Certification from Cheryl Ward). Mr. Spathas said Indemnification will be a separate article and that for now they need to</p>

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	<p>table it and revisit it later. Mr. Stump reiterated that he thinks there should be an MOU paragraph. Mr. Spathas said he disagreed with the need for an MOU and instead they should expand the scope of the indemnification provision in the bylaws. Ms. Spehn stated that she would like to get the indemnification in the bylaws and does not want to delay the bylaws again because they are waiting for an MOU. She said the MOU does not need to be incorporated into the bylaws. Mr. Stump stated that his concern with the indemnification is that it's conditional and there hasn't been a clear statement that they have the same highest level of indemnification that employees of the district have or even members of the Board. Ms. Chong was invited to comment and clarified that the indemnity and defense accorded under this paragraph is the same as that provided to district employees and the Board of Education.</p> <p>Result: The committee approved Ms. Chong's statement be added at the end of the paragraph.</p> <p><u>Articles 3 and 4:</u> The committee agreed to combine Duties and Activities and reference the appropriate provisions of the Education Code.</p> <p><u>Article 5.D.:</u> There was discussion regarding staggered terms. Mr. Markey reminded them that because Mr. Johnson has sent a letter to the Board President asking for her input on staggered terms and she has not answered that mail yet, this paragraph will be changed before this gets fully ratified by the Board of Education.</p> <p>Result: His recommendation is to accept it as is and move ahead.</p> <p><u>Article 5.E.:</u> There was discussion regarding the filing of Form 700 and it was agreed that there needs to be clarification as to whether it would be formally filed versus submitted only to the district. Ms. Spehn asked if Form 700 is a requirement just of the Board or is it a Fair Political Practices Commission (FPPC) requirement. She stated that as long as it is only submitted to the Board of Education and they are not required to submit it to the State would she be in agreement because if they submit an annual statement to FPPC, as the form states, and if the FPPC requires a Taking Office Statement, then the members may be subject to a fine as a violation. Ms. Chong provided clarification by saying the form is filed only with the District's Office of Legal Services. They maintain it and if someone wants to</p>

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	<p>see it as a matter of public record, they disclose it. It is not required to be filed with the FPPC.</p> <p><u>Article 5.F.</u>: There was discussion regarding how many unexcused absences would be permitted and who would determine to remove a member. Result: Consensus was not reached.</p> <p><u>Article 6.A.</u>: After discussion, there were no strong objections to the one year term.</p> <p><u>Article 6.B.</u>: There was agreement that it needs to be stated in a more succinct way.</p> <p><u>Article 7. B.2)</u>: There was discussion regarding “shall” versus “may” and the unfair distribution of work among the members serving on subcommittees. There were only 2 objections from those who objected to “shall serve on 2 committees”. Result: The language will remain “shall”.</p> <p><u>Article 7.B.1)</u>: There was discussion on the number of members who should be on a subcommittee. Result: There was consensus for 5 and not 6 or 7.</p> <p><u>Article 7.B.3)</u>: The committee decided this needs to be linked to the number of people who are serving and if it is 5, then <u>7.B.3)</u> needs to be deleted.</p> <p><u>Article 7.D.</u>: There was discussion regarding the executive committee. Result: It was agreed to delete items (a) “appoint Subcommittee Chairs until elected” and (d) “set the ICOC meeting agenda”. Result: There was no consensus on (c) “to oversee emergency situations”. Mr. Spathas suggested leaving the language on and if it becomes a strong point they can talk about amending these documents in the future.</p> <p>Mr. Markey indicated that it was 6 p.m. and the rule is that the committee must vote to continue the meeting after that time.</p> <p>Motion: Ms. Spehn moved to continue for another 15 minutes; Mr. Gordon seconded the motion. The motion passed without objection.</p> <p><u>Article 8.C.</u>: There was discussion regarding quorum. Result: It was agreed that it takes 6 members present.</p> <p><u>Article 8.D.2)</u>: It was agreed to delete “or current edition” and “but not binding on the Chair”.</p> <p><u>Articles 9.A.1. through A.5.:</u> Ms. Chong agreed that these are operational issues. She questioned the need for an MOU because if there is a written document which defines the ICOC role and what the district wants to do, it seems redundant to have an MOU because it is already stated in this document.</p>

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	<p><u>Article 9.A.5.</u>: There was discussion regarding legal services. Mr. Johnson stated that they may also be needed at some subcommittee meetings. Result: It was agreed to add “including but not limited to having legal counsel present at ICOC and conduct ICOC related business” and that will include the subcommittees’ meetings “as requested by the Subcommittee Chairs”.</p> <p><u>Article 9.C.</u>: The committee agreed by consensus to add “to provide that which is inconsistent with education”.</p> <p><u>Article 10:</u> There was discussion regarding minority reports. Mr. Spathas summarized the comments that it would be a right but not an obligation to create a minority report, 4 or more would have to authorize the minority report going forward to have it go forward, 4 or more would have to approve it before it is included, and staff time, effort and energy would be required to help support the efforts of that minority report. Ms. Spehn stated that she has an obligation to the public and they have a right to know if she has a strong disagreement with the majority report, even if it is only a paragraph. She also clarified that any reports to the public should be through the website and not issue hard copy reports that they would have to distribute to the media. There was confusion as to which reports this provision is supporting. Result: The committee decided to discuss further at the full ICOC meeting.</p> <p><u>Article 11:</u> There was discussion regarding two-thirds and majority as well as adopt versus amend and the amount required for each. Result: It was requested that legal counsel provide some clarification on how it is normally done.</p> <p><u>Article 12:</u> It was agreed to change “citizens” to “district residents”.</p> <p>There was discussion as to whether the committee wanted to forward the bylaws as drafted at this meeting to the full ICOC meeting or complete the bylaw document at the next Governance meeting. Motion: Mr. Pinson moved to meet on 8-10-09; Mr. Morales seconded it. There was a verbal agreement and a show of hands. The motion passed without objection.</p> <p>Action Item: Ms. Chong to provide information regarding the use of two-thirds versus majority for</p>

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	<i>amending and adopting.</i>
3. Indemnification (Markey) (Exhibit) (Information Only) (10 minutes)	At the request of the members, the documents in this item were read by Mr. Markey during the preceding bylaws discussions.
4. Adjournment (Action)	Meeting adjourned at 6:37 p.m.

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