

Final minutes approved 11/21/2011

FAME Public Charter School
Board of Directors Regular Meeting
3330 Kearney St., Fremont CA
Thursday, September 23, 2010, 6:15 PM

Reasonable accommodation for any individual with a disability -- Any individual with a disability who requires reasonable accommodation to participate in a Board meeting may request assistance by contacting us at (510) 687-9111, ext. 104 by 3:00 P.M., Wednesday, September 22, 2010

Board Members Present	Absent
Dr. Chisholm	X
Mr. Cerny	X
Mr. Kastriotis	X
Mr. Khan	X

Minutes and Agenda

1. CALL TO ORDER & APPROVAL OF AGENDA

1.01 Roll Call/Establishment of Quorum/Recital of Mission Statement

Dr. Robert Chisholm, Board President; called the meeting to order at: 6:17pm

A quorum was present

1.02 Approval of Agenda as Posted or Revised

Motion to Approve Agenda as Posted

Moved: Mr. Khan Seconded: Dr. Chisholm

Discussion: Mr. Kastriotis wanted to know what item 8.2 was for and who added it to the agenda. Ms. Lisa Corr, Board legal counsel, indicated that she had suggested that the item be in a closed session since it was a personnel matter. Mr. Kastriotis was concerned that it was added to the agenda without board approval. Mr. Chisholm indicated that he approved to add it to the agenda. Mr. Cerny indicated that he requested the agenda to include an item about requesting FCMAT to conduct an audit of the school. Dr. Chisholm indicated that FCMAT cannot be brought in since it is a personnel matter and that they do not audit personnel matters. Lisa Corr indicated that the board chair has discretion on what to add to the agenda and Mr. Cerny's request is not on the agenda because FCMAT does not do those kinds of reviews. The board would be able to review it under item 6.05 for which she has brought information about services for personnel investigation.

2. Approval of Minutes

2.01 Approval of Minutes for regular meeting August 20, 2010

Motion to Approved Minutes from August 20, 2010 board meeting

Moved: Mr. Kastriotis Seconded: Mr. Cerny

Discussion: Mr. Kastriotis requests to table citing that he had not had enough time to review the minutes.

Motion to amend first motion to table:

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Moved by: Mr. Kastriotis Seconded by: Dr. Chisholm

Motion Carried: 4-0

2.02 Approval of Minutes for regular meeting August 30, 2010

Motion to Approved Minutes from August 20, 2010 board meeting

Moved: Mr. Kastriotis Seconded: Dr. Chisholm

Discussion: Mr. Kastriotis asked to table citing that he had not had enough time to review the minutes.

Motion to amend first motion to table

Moved by: Mr. Kastriotis Seconded by: Mr. Cerny

Motion Carried: 4-0

3. COMMUNICATION FROM PUBLIC *(Limited to 3 minutes per person, but there is no limit on the number of members of the public who may speak. Note that the Board hears comments from the public on matters not on the agenda but does not respond at this time on non-agendized items.)*

3.01 Public Comment regarding matters NOT on the Agenda

Ejaz Khan: Indicated that it was brought his attention during Back to School night that Arabic classes are being reduced at the school. The classes are a main reason they send their son to the school and he is very concerned about it and hopes the Board reconsiders.

Syed Asif: would like the Board to comment on the concerns of many parents about staff turnover.

Karim Serageldin: indicated that the employee contract states that the Board must approve hiring and firing employees; he stated that principals are being moved to different sites and that staff are concerned about protocols and if they are being following properly. He stated that he wants the truth and the facts about these issues and clear guidance.

Aaleyah Gaphoor: indicated that she had choice of two schools, FAME or Roosevelt; she chose FAME based on conversations with Kathy Al-Khalaidi and Asha Mays. She doesn't wasn't Asha May to be transferred and would remove her son if things are not improved.

Duha Dweili: Stated that the main reason their family is at the school is for kids to learn Arabic, now courses are being cut back and the best teacher was removed and there have been no Arabic classes for one month and that they would remove their kids if things are not improved.

Jennifer Liu: Indicated that she felt harassed, intimidated, and undermined by a series of e-mail, phone calls, and disruptions at the Leslie Street site. She said she was approached the prior week, on Wednesday evening, about a temporary principal exchange between herself and Asha Mays during an unauthorized board meeting. Without further agreement or board action, the following morning the CEO had called to tell her she had decided to move her permanently to the San Leandro site. She later received a message indicating that she could either accept the position or move to a teacher position. Further, the police were called to her site and private security hired to monitor campus. She had not been notified of either of these actions and questioned how she could ensure safety of her students when she was not being notified of what was happening or that police have been called.

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Omar Mojaddedi: that the past week there was no director on site and no notification had been received by staff about what was going on. Staff was confused and bewildered throughout the week and we owe it to our students to have consistent messages and to know what is going on at our school

Linda Mohammed: this past week had been very hectic and the children were afraid. You have to take charge. If you can't take charge get off the Board and let someone else do their job.

Leiza Rahimi: surprised to find security at Leslie's site when she arrived and the principal could not give an answer as to why they were there because she was not informed, no one could tell her why there was a security guard. Need to teach the people on the top to respect people.

Ismael Dastagirzada: questioned the cut back in the Arabic language program.

Asha Mays: stated that she had been a principal for one year and in one year there had not been one complaint about her performance but this past week she had been feeling her job was at stake. Today there were security guards at San Leandro and she had no idea why they were there. She has served FAME faithfully and never been a person who has not had integrity. The San Leandro program has been showing steady improvement and she wanted to continue her work there and not be transferred to a different school site.

Camille Dana: suggested that the next Board meeting be moved into the cafeteria so everyone could hear and be seated in one area.

Wendy Ross: concerned about consistency and continuity of staff and that staff were being transferred around when they were doing so well. Seeing politics rather than what's best for the kids.

Jenoge Khattar: major changes have been going on but little open communication contributing to an atmosphere of insecurity at the school. Has enjoyed time and affinity with coworkers and loves the kids. However hopes things improve; he had good connection with Iyad Wazwaz and Krista Kastriotis. It has been a confusing week because of connection had under Mr. Wazwaz's leadership.

Daniel Corin: Read a prepared statement by Mr. Wazwaz as he was not allowed on campus and also played a video recording of his comments.

Mr. Wazwaz indicated his concerns about the leadership of the school. He reviewed the events of Monday, September 20th, 2010, leading up to his being placed on administrative leave. He noted that that prior to that Monday he had filed an official complaint with the Board regarding the hostility and malicious behavior of Ms. Alaiwat in the work place and that as of yet there has been no action taken. He indicated that the focus of the school had been derailed and it was time to reassess the mission and vision as a community. He indicated that what been happening will continue if drastic measures are not taken.

Marlene Cleaver: concerned about morale of school and questioned how the Board members are being selected and how parents could be represented on the Board.

Sarah Whittington: spoke on behalf of Mr. Wazwaz, Ms. Mays and Ms. Liu indicating that they had been supportive administrators and had helped to make the school a safe and nurturing environment. She asked the Board to support the administrators.

Georgine Taylor: spoke on behalf of the site administrators and the work they had been doing to help build and grow the school.

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Babalwa Kwanele: indicating that she had received a call from the CEO asking for her support in removing Mr. Cerny from the Board. She requested the Board to instruct the CEO to refrain from calling parents and asking them to do that. She also commented on the school's engagement of Oracle Investigators and their possible involvement with the FBI.

Musa Sarari: commented on the school's association with the FBI.

Steve Salinas: indicated that he was just learning that evening that there were security guards at his son's school and that he had a right to know why they were there and he wanted a response this evening.

Mike Cerny: stated that his granddaughter used to go the school and he was speaking as a parent. He was concerned that the Board members were not informed that security guards were called to the campuses.

Abul Malik Love: stated that his main concern was that the school push past this crisis and to work for the future of the kids.

Hiba Ahmad: as a teacher for six years she had watched FAME grow and the reason for the progress is due to the hard work of the principal, Mr. Wazwaz.

Ajas Khan: commented on the cut back in the Arabic classes.

Afaque Ahmed: commented on class size.

Marwa: commented that the school had spent a lot of money to set up a computer lab but that there was no teacher. Also expressed concerns about the school's association with the FBI.

Mohamed Shabaan: stated that Fremont is the safest city in Alameda County and the campuses don't need security guards. If we are moving forward and we see progress and then there is an obstacle we need to remove it. If I have a company and it's not doing well, I remove the CEO.

Yasmine Ebrat: a Kindergarten student stated that the school was really important to her and that the principal was important and FAME is the best school.

Nahil Ireiqat: stated that if the teachers don't feel secure in their environment then they can't teach. The principal was working before school started and many nights until midnight, and then he is let go just like that. She no longer feels secure in her position or with the school.

Mr. Kastriotis questioned if anyone on the Board new about dismissing Mr. Wazwaz and that the two principals were being switched. He said that he wasn't informed. He received calls from parents today and didn't know what to say and he felt like a fool. He wanted to know if the Board president knew about the changes.

Ms. Corr suggested that Ms. Alaiwat explain why there were security guards at the school the past few days. Dr. Chisholm suggested that she address the issue during the CEO report. He called for a 5 minute break.

3.02 Public Comment regarding matters ON the Agenda

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4.0 BOARD DISCUSSION ITEMS

4.01 Presentation by the Boy Scouts of America

Joe Barton; Boy Scout Coordinator for the Tri-City area: Presented and overview of Boy Scouts and stated the goals as opportunities to practice leadership, community service and practice their faith.

Irshad Rasheed: Boy Scout volunteer, Chairman for the Boy Scout Islamic community; discussed his involvement as a Muslim parent and that he had become very passionate about bringing these activities to the community so the community can grow, and be a part of mainstream America and still keep their faith. Boy scouts are the only organization that encourages boys to keep their faith. Eagle Scouts is the highest honor in Boy Scouts and is looked favorably on by colleges. He encouraged FAME parents to start a troop.

Janice Tipton King, neighborhood scout leader: The school owns the troop and would be the leader of the troop.

Joe indicated they would like to hold an information night to be able to explain the program and see if there is interest in starting the troop.

Dr. Chisholm indicated that an information night could be set up.

4.02 10 minute Q&A for Boy Scouts presentation - none

5. OFFICER & SCHOOL DIRECTOR REPORTS

5.01 CEO – Maram Alaiwat; Charter SELPA Board Meeting Update

Ms. Alaiwat indicated that she would not be reporting on the SELPA board meeting and since a large amount of the public was present would like to offer a few comments. She thanked the audience for being at the meeting. She stated that she was a parent and founded this school nine years ago for our students.

She stated that several Facebook entries were brought to her attention that indicated that the school would be picketed. She determined that this would be a security threat and that whenever there was a security threat, she had to make a decision; if she didn't act then she could put children in jeopardy. She stated that she did not need to inform the principals ahead a time but that it was her role to determine whether or not security measures needed to be taken.

She further commented that she agreed with the public that the Board was ineffective and encouraged them to shut down the Board. She stated that they had been giving her different directives so she can't do her job effectively.

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The secretary was unable to capture all of Ms. Alaiwat's comments. The remaining comments were captured on the video recording of the meeting.

6. ITEMS FOR BOARD CONSIDERATION/APPROVAL

6.01 Appointment and Seating of three new Board members

Motion to appoint Irshad Rasheed, Arjumand Iqbal, and Naeem Malik to the FAME Board of Directors

Moved: Dr. Chisholm Seconded: Mr. Khan

Discussion: Mr. Kastriotis stated that he was in favor of adding Mr. Rasheed and Ms. Iqbal but did not want to add another person at this time and that the Board we should give the opportunity for more women to be on the board. Suggested that the board open the process for another three or four weeks to see if can get another woman to participate so there was more balance to the Board. Mr. Cerny stated that he would vote for the same two people and agrees that the Board should seek another woman candidate.

Dr. Chisholm withdrew the first motion and made a new motion to add Mr. Rasheed and Ms. Iqbal to the Board and to open the process again for one more position.

Moved: Mr. Cerny Seconded: Mr. Kastriotis

Ayes: Mr. Kastriotis, Mr. Cerny, Dr. Chisholm, Mr. Khan

Motion Carried: 4-0

Mr. Irshad introduced himself and indicated that he sits on other boards and knows how boards typically work. He stated that this Board works very differently and he was making a commitment to do the best for the parents and the children as he could.

Ms. Iqbal introduced herself stating that she had three kids in the school and that she was there to support the school and all of the children.

Dr. Chisholm asked that the candidacy be reopened and posted to the website and stated that new applicants will be entertained at the next board meeting.

6.02 Board ratification of allocation of professional development funds.

Discussion: Ms. Alaiwat indicated that money was allocated to the CEO and another employee for professional development and she indicated that she does not want to use the money. She indicated that the money that was spent should be returned. Dr. Chisholm indicated the funds were not budgeted before and were requested to allow two staff members, Maram Alaiwat and Krista Kastriotis, to attend PhD programs. Mr. Khan requested that those that benefited from the money return it to the school.

Motion to ratify reallocation of professional development funds previously distributed to two employees to the general fund.

Moved: Mr. Kastriotis Seconded: Ms. Iqbal

Ayes: Mr. Kastriotis, Mr. Cerny, Dr. Chisholm, Mr. Khan, Mr. Rasheed, Ms. Iqbal

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Motion Carried: 6-0

6.03 Board ratification of CEO's right to manage personnel, including hiring, discipline and dismissal.

Discussion: Mr. Kastriotis gave a history of the item indicating that back in March/April the Board was compelled to remove the authority of the CEO of firing and hiring personnel. At the time the Board felt that it would be helpful for morale and personnel management. To date he did not believe the the situation had improved and we continue to have serious issues.

Mr. Rasheed indicated that from his prospective Boards do not get involved with hiring and firing, they don't monitor personnel issues as those are the practical's of day-to-day operations. He stated that he didn't have enough information but by the response of the parents that evening there are concerns about how things are going but he wasn't in a position to say one way or another.

Dr. Chisholm noted that he had originally voted in favor of this action but that it was like putting handcuffs on the CEO and employees can feel like they can get away with things because the Board will protect them. He personally didn't want to be involved in hiring and firing and all he wanted to know was that if someone was terminated there was absolute proof so that the person cannot come back and sue the school.

Mike Cerny stated that an individual was told that they couldn't fire someone, it was done anyway and that is what prompted the board. He stated that if the CEO is given the authority to fire individuals that he guaranteed you that every staff member that spoke tonight will not be here tomorrow. These parents are here because, just like that we pull people out of jobs, and the school is being disrupted. He believed the person in charge should have that power but not when it intimidates people.

Mr. Irshad stated that he didn't know enough to participate in the vote. Mr. Khan stated that he does not want to be involved in any way in hiring or firing people.

Dr. Chisholm made the motion to ratify the CEO's right to manage personnel, including hiring, discipline and dismissal.

Moved: Mr. Khan Second: Mr. Kastriotis

Ayes: Mr. Khan, Ms. Iqbal, Dr. Chisholm

Noes: Mr. Cerny, Mr. Kastriotis

Abstentions: Mr. Rasheed

Motion Failed

6.04 Board ratification of CEO's authority under fiscal policy #2800.1 dated January 2010

Motion to ratify CEO's authority under Fiscal Policy #2800.1

Moved: Mr. Kastriotis Seconded: Mr. Cerny

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Discussion: Mr. Kastriotis stated that the fiscal policies provide that the CEO has ability to expend up to \$5,000 in emergencies with the provision that at the next board meeting she has to bring documentation to the next board meeting. Also, CEO has the power to spend \$5,000 on reimbursable expenses. In the past, the board has given the CEO authority to enter into contracts up to \$5,000. However, the board removed that ability determining that regular business and contractual agreements should be brought to the Board in a list and let the board ratify them. He feels it is the proper procedures for a school so that there is transparency. Both Mr. Rasheed and Ms. Iqbal indicated that they did not have enough information to participate in a discussion or decision on this item.

Mr. Kastriotis stated that he could withdraw the motion and if the new board members need more time. There was agreement.

Mr. Kastriotis moved to withdraw his previous motion to ratify the CEO's authority

Seconded: Mr. Cerny

Ayes: Mr. Kastriotis, Dr. Chisholm, Mr. Cerny, Mr. Khan, Mr. Rasheed, Ms. Iqbal

Motion Carried: 6-0

6.05 Approval of contract for licensed, independent investigator, Oracle Investigations, to conduct investigation of confidential personnel matters.

Discussion: Dr. Chisholm indicated that legal counsel suggested he conduct the investigation of the complaints received by the Board but that he did not feel that he was qualified to handle it due to the complexity of the issues.

Ms. Lisa Corr indicated that there are a number of confidential personnel complaints and the Board president had asked legal counsel to make a recommendation for an external investigator. Further, the Board had received a Uniform Complaint from an employee against two board members. The complaint must be investigated within 10 days and a response made within 60 days. Our recommendation is that any Board member being named in the complaint step away from the discussion now.

Mr. Kastriotis recused himself from the discussion stating that he would hire his own investigator to review the allegations made against him.

Mr. Cerny stated that suddenly the Board is being asked to hire Oracle which works with the FBI; he questioned MYM's representation of the school. MYM wrote the CEO contract for five years and made it iron clad which has put the School in a bind. Legal counsel should withdraw their representation.

Ms. Corr stated that the firm represents the School; they draft policies and contracts at the direction of the Board. They do not create things on their own, they revise as requested keeping the School within legal limits and the Board itself takes action. We will continue to give you advice based on the law, we do not serve any one individual Board member and we do not represent any employee.

Dr. Chisholm stated that maybe to save money he could conduct the investigation but it would be best to hire an independent firm.

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Ms. Corr stated again that if the board members in question are going to continue to stay in the meeting it is against legal counsel advice. The members who have the charges filed against them should remove themselves from the discussion.

Mr. Cerny recused himself from the conversation in order to protect the board against further liability.

Dr. Chisholm stated that MYM was the most prestigious law firm in the state of California and the Board could trust their recommendation. The Board need someone who is unbiased and doesn't know anyone making the complaints, they will do fact finding only and will not be making any recommendations of actions. The Oracle person has huge qualifications and has done this for years for schools.

Ms. Corr presented the Board with some background documentation on Oracle. She stated that at this time there are outstanding complaints and current Board policy requires the Board to investigate and respond to the complainant. Typically the CEO is the investigator but in this case the CEO is involved the complaints which then cause the investigation to fall to the Board chair unless he/she doesn't feel comfortable then can ask outside agency to conduct the investigation. MYM has worked with Oracle in the past and they meet FAME's qualifications. The founder of Oracle founded a charter school and was also a teacher and also in law enforcement. Our office has worked with them on one investigation and we felt like the facts they provided to the client were very helpful and the board was able to take them and make a response to them. The investigator doesn't make recommendation just finds facts, presents them to the Board and the Board takes it from there. If the board does not take action on the Uniform Complaint, the complainant has the ability to go to the state board.

Mr. Irshad recommended hiring Oracle and Dr. Chisholm agreed. He said he would instruct the investigator to ask questions of everyone including the Board.

Dr. Chisholm made the motion to contract Oracle Investigations to conduct investigation of confidential personnel matters.

Moved: Mr. Khan Seconded: Ms. Iqbal

Ayes: Dr. Chisholm, Mr. Khan, Mr. Rasheed, Ms. Iqbal

Abstention: Mr. Kastriotis, Mr. Cerny

Motion Carried: 4-0

Mr. Kastriotis and Mr. Cerny rejoined the meeting.

7. OTHER BOARD DISCUSSION ITEMS

7.01 Review and/or Modification of board meeting schedule for 2010-2011

Ms. Iqbal stated that she was not able to make it to meetings by 5:30 and requested that meeting start times be moved to 6:00 instead. There was agreement among the members.

7.02 Review of Fiduciary Obligations of members of the Board of Directors

Ms. Corr indicated that their office had an opportunity under a grant to do quite a bit of training in preparation for a Charter renewal which included roles of the Board and she wanted to share some information so that may help the board work together in the best interest of the Board and school.

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She provided materials for Board review suggesting that they could be agendized at a later time if the Board wishes. She provided the following:

Article on the five dysfunctions of charter schools boards.

Outline of Fiduciary Duties

Sample Code of Ethics for Board Members

Mr. Rasheed stated that another Board he was on used a code of ethics and he would like to see this brought before the board. He suggested that legal could draft a board of ethics documents for board members that they can adopt and sign. Dr. Chisholm stated that is could be agendized as a discussion item at the next board meeting.

Dr. Chisholm adjourned the meeting to close session and read the items into the minutes.

Ms. Corr recommended that any board member who has a complaint against them not go into closed session on section 8.01

Dr. Chisholm indicated that the Board could hear 8.02 first and then members could recuse themselves from 8.01.

8. ADJOURNMENT TO CLOSED SESSION POSTED PURSUANT TO THE RALPH M. BROWN ACT CALIFORNIA GOVERNMENT CODE SECTION 54954.5

8.01 Conference with legal counsel – Significant exposure to litigation pursuant to subdivision (b) Section 54956.9 (multiple cases)

8.02 Public Employee Appointment - Title: Director of Special Education

9. REOPENING IN OPEN SESSION

Announcement of action taken in closed session.

Dr. Chisholm reported that Mr. Cerny and Mr. Kastriotis recused themselves from item 8.01.

Dr. Chisholm reported that no action was taken in the closed session.

10. MEETING ADJOURNMENT

The meeting adjourned at 11:15 PM.

As required by the Brown Act, in CA Government Code Section 54969, notice of this regular meeting was posted, delivered, and received at least 72 hours before the time of the meeting. None of the agenda items will begin earlier than the posted opening meeting time. The Board may alter the sequence of the agenda items at the meeting.