Special Meeting of The Odyssey School
Board of Directors

Tuesday, February 23, 2016
7:00 pm

Board members in attendance:
Christina Carlson, Marg Collins, Christine DeLeon, Ami Desai, Brenda Bausch Dickhoner, Wes Frakes, Jason Fritz, Corey Goodrich, Chad Harman, Heather Lamm, Jon Liu, Andrew Mohraz, Brian Moore, Illana Poley and Justin Silverstein. Jen Stefanacci was on the phone.

Welcome

- Christina Carlson, chair of the board, and Wes Frakes, executive director, welcomed everyone attending the special board meeting. Each guest had been invited to take two pieces of candy as they entered the room. A basket was passed around the room; everyone was asked to keep one piece for themselves and to take a second and add it to the basket to symbolize that all together, we are crew.

- Each member of the board introduced themselves.

- Typically public comment is held at the beginning of each meeting; this evening it has been moved later in the agenda to provide context about the purpose and process of this and every board meeting. Our agenda items are short; have reserved the majority of the time for public comment so that everyone can be heard.

Discussion of Norms

- As a reminder, when a member of the board wants to make a comment, we use our thumbs. When we want to share support for a comment, we use our hands to symbol rejoice.

- Last year our community worked very hard to create a mission, vision, and special sauce for Odyssey. Under Item Three of the special sauce, we state that we live by crew and community. Many of us may feel wounded, but we are crew and we live by community. I ask that we show kindness and patience. Andrew Mohraz, chair elect of the board, will speak next and then introduce Terry Croy Lewis from the League of Charter Schools.

Board Governance

- The board received a suggestion to provide some context and offer an overview of its structure, as well as to provide clarity to terms and to the way that charter schools conduct their business.

- The board has invited Terry Croy Lewis from the Colorado League of Charter Schools. The League represents charter schools across the state and Odyssey is a member. The League also provides advocacy and resources for charter schools across the state.

- Odyssey by-laws manage the affairs of the school and the business of the board. The Executive Director serves as a non-voting member of the board. We currently have
16 board members. These include the Executive Director, family representatives selected through Family Council, two staff elected from Staff Council and ten community members.

- It is the role of the board to set the budget, ensure legal compliance, hire and evaluate the Executive Director and terminate or renew the contract of the Executive Director.

- We also have committees such as finance and development. Our executive committee includes our officers – the chair, past chair, chair elect, secretary and treasurer. We are aware that there could be some confusion between the executive committee and Executive Session.

- A PowerPoint is available on the school website about the role of the board.

Presentation from the League of Charter Schools

- Terry Croy Lewis, Vice President of School Quality and Support at the Colorado League of Charter Schools (the League) presented.

- Terry has worked on charter schools for about 20 years. She helped start two schools, has been on a charter board as board leader and is currently on a charter board. She has also been a school leader. She has one child attends who attends RMSEL and one who will be at DSA next year.

- Terry provides training to boards and charter schools including governance, fundamentals, school leadership evaluation and school leader resources. The League has an annual conference (this week) and topics include governing workshops and parent workshops.

- Especially when there is controversy or an unknown within charter schools, people become more engaged and board governance becomes especially important.

- Executive Session: This should not happen on a regular basis, but needs to happen sometimes and the law allows for it. This protects the board, students and staff for good reason.

- Executive Session needs to be called and voted on by the board and a majority of the board needs to vote to go into Executive Session. Minutes, kept in some form, must be kept for 90 days.

- Reasons for Executive Session include:
  - Buying and selling property;
  - Conferences with an attorney regarding legal advice;
  - Matters required to be kept confidential – such as student academic reasons, or security;
  - Personnel matters, though not about a person on the board or to appoint someone to the board, nor discussion of general personnel policies such as salary schedule. Appropriate when an employee or group of employees are being discussed;
  - Individual students to protect their privacy (though be careful about even talking about a student in executive session).
- Reason for Executive Session must be noted in the minutes. Generally this is to protect people and discussions that require privacy.

- Votes must happen outside of Executive Session, e.g. to give a school leader a contract.

- They are board differences at different schools. Some allow staff to vote, some do not, etc.

- We provide training to boards on public comment and provide best practices on how to handle public comment. Boards should always have an opportunity for public comment. It is good to have community members engaged in the process. Usually it should be at the beginning of the meeting to encourage people to come and comment and then be able to leave the meeting. We encourage it to be early so people can come just for the beginning and then leave.

- There should be a limit on time; we suggest three minutes. District school board meetings typically follow this in a similar process.

- Public comment should follow the norms of your school; be professional because this is going in the public record. There should be no personal attacks. The board chair can interrupt at any time to stop a comment that is unprofessional; be respectful of the time keeper. Don’t expect the board to respond to your questions if that would require any discussion. One person cannot respond to public comments, the board would need to discuss any response. Make sure that comments are not about individuals; procedural questions would be helpful and the board chair could respond to questions about procedures.

- Odyssey School will be fine. I’ve been through many of these types of situations where a lot of people have something to say. There are many things that cannot be shared and that can be frustrating. There is a lot that the board cannot say.

- Be aware that the board won’t engage in a discussion. The board observes the comments.

**Historical and Current Processes for Evaluation of the Executive Director**

- In the recent past, there has not been a formal vote to approve the goals of the Executive Director. The Executive Director and Executive Committee would meet to discuss goals for the year. A small group would meet with the Executive Director to evaluate and resolve challenges. A group would discuss at the end of the year to evaluate the ED. The board would discuss goals though a portion of goals would be discussed in the fall to consider CSAP data, etc. Goals are not discussed in the bylaws but we have discussed if a review of the process is needed.

- Last year, the transition committee worked on a framework for this year’s goals. This was not dissimilar to goals used in prior years.

- The framework was shared with Wes last spring, again when he arrived in Denver, and last fall the Executive Committee met with Wes again to review his goals.

- A final goals document was shared with Wes and the Executive Committee early in November.
• Also in November, Wes developed a SWOT analysis, received feedback and presented it to the board.

Contract Renewal

• In prior years the contract was not discussed through ongoing evaluation. Committee meetings, staff surveys, interviews and small group meetings informed evaluation.

• Historically and currently, the Executive Director has been eligible for a bonus. This is tied to the ED’s ability to meet these goals. Weighting has happened at different times in the year depending on which year.

• Historically, had the ED not performed at an acceptable level, the board would have discussed whether or not to renew the contract.

• The board has talked about governance processes; it seems that process should follow a similar timeline to teachers.

• No vote has been taken; a vote of the board is an affirmative vote – we vote to renew, we vote to approve, we vote to pass.

• Discussions around renewal happen in Executive Session because of personnel matters. This is not to leave out the community, but rather out of respect for the person involved.

• Discussions in Executive Session are to be confidential; no formal action has been taken in Executive Session. We understand that it feels like information may have been leaked. As frustrating as this is, we cannot discuss Executive Session or personnel issues. These are meant to be confidential in respect for all parties.

• Wes has had an opportunity to discuss what was discussed in Executive Session.

• There are many lessons learned. Many for me, many for the board.

• I suggest an Executive Session for our next board meeting. I suggest the League come to mediate and for us to discuss what we hear tonight, including how to respond to what we’ve heard, and how to move forward.

• Again, thank you for coming.

• Wes will speak next.

• Heather:
  - Some of what Christina presented are facts and some opinions.
  - I offer a thought of what happened last year.
  - Last year in the search process we had a very exhaustive process. We came up with a criteria for what we wanted. We came up with a succession plan. We had that vetted by staff and family. We had criteria for how we were going to evaluate, how to have family input. We had a very detailed process laid out for how and when people were going to have input. We had a process that was tough but we valued the input of the community. We do not have a board approved process for evaluating an Executive Director, especially around termination of an Executive Director. We do not have a
process and a criteria that is approved by the board. That is a problem and I apologize to all of you that we are in that situation. A lot more though has to go in to what it means to fire someone than to give a $5,000 bonus.

Wes

- Thank you for coming tonight. I recognize that many of you made sacrifices to be here. During the interview process, the exact same thing happened. People showed up. We show up because we care. And we value the meaning of crew.
- I begin with crew and I end with crew. I will show up tomorrow with the value of crew in my heart.
- These past few months have been really trying. I’ve been a school leader for a very long time. In my last school, I could never fill up a room with this many parents. Violence, drugs, but somehow we ended up being very successful.
- They hated us at the beginning and we ended up crushing it for kids.
- There is a lot that is happening that is good here – we have a lot of structures, and I want to lift that up.
- A lot here that is beautiful. I come to place where a lot is figured out; teachers are pretty darn great. Families are supported; students are ready to learn.
- The walls of Odyssey are thick. Four, six, seven months is not a lot of time to learn. The last few months have been an important eye opener.
- We are all here – I play a role, we all play a role. I am here because I show up for kids. Staff show up for kids, you all show up for kids. That is a beautiful place to be.
- The board has a lot of work to do. We have work to do on goals. If that wasn’t a question, we wouldn’t be here right now.
- We have work on how to manage a school leader, I need to learn how to manage a board.
- There is learning that needs to happen, both on my part and the board’s part.
- We need to think about healing and what the next step is.
- My children go here, your children go here.
- It is imperative that we think about how to get this community back. It might be simple to lay it on somebody’s feet, but we need to do this work.
- We need to think about the calendar, families have questions about what rigor looks like here, families have questions about structures. We need to learn some of those things. I am learning about those things. I know enough to be dangerous.
- We need to figure out the math; and we need to figure out how we report achievement. We have the capacity to do those things.
- The building is primed for it. We have systems, we have support. We have puzzles we can solve together.
- With or without me, the puzzles will exist and we need to solve those for our children.
• I’m planning to do that until the very last day that I am here.
• Today when you come up, it is not about me or you or you. It is not about individuals. It is about this concept of crew. If I have to stamp my feet or pull my hear out about that, I will.
• But there are puzzles to solve. Real puzzles. Some include individuals, some include groups. But tomorrow I will be here for kids and I hope you will too.
• We are going to show up tomorrow for kids.
• Try to keep that in mind. We are in this together. We are going to do this together.

Public Comment
The following people provided public comment.
Eric Hecox
Kate Shiroff
Larry Georgeson
Kristen VanDeVelde
Amy Anderson
Rachel Ryckert + family
Tori Meyers
Ann Cisneros
Kerby Meyers
Alex Stefanacci
Erin Wilhoite
Jon Exall
Shane O’Boyle
Peter Sherman
Krista Brown
Alex Ooms
Gary Friedman
Amanda Troutman
Kevin Swearingen
Emily Stone
Bret Wilhoite
Michael Whitehead-Bust
Gretchen Morgan
Julie Hogan
Eugene Howard
Peter Druck
Lisa Damm
Andreas Damm
Bridget Arend
Birgit Kieft
Michael Sanchez

Closing

- As per our next regularly scheduled meeting, we are going to see if the League can work with us to address some of the governance issues we discussed, to work through your feedback and address some of the process.

- Brian moved to adjourn; Brenda seconded. All voted to approve.

[Signature]
President of the Board

[Signature]
Date
3/18/16
Special Odyssey Board Meeting
February 23, 1016

I first want to thank you all for allowing us to be a part of this process. When I first heard of the Odyssey Board's plan to not renew Wes Frakes' contract I was very confused and concerned. In my former life, I was an administrator for a nonprofit school. Just before I was hired, the ED of the school was relieved of her duties with much the same swiftness and fervor that we have seen over the last few days here at Odyssey. I later learned that the ED was embezzling funds and had a serious drinking problem to boot. The entire incident rocked the school community; people took sides, feelings were hurt, people quit, and others let go. After the dust settled, an independent review was conducted assessing the Board's actions. It was concluded that the Board had acted appropriately considering the severity of the infractions. I say all this because while I understand that we as the community are not to know the specific grievances the Board has with Wes, I myself can comfortably assume they do not rise anywhere near the level of embezzlement and/or alcoholism. And it begs the question, no matter the outcome of this chain of events, would a review of this board's actions yield the same favorable assessment described above? I am so grateful for each and every one of you for the hard work you do for our school, community and children. But I would be remiss if I did not say shame on SOME of you for how you have conducted yourselves. And I believe you would agree with me when I say it is shocking how quickly the confidence in a Board can be eroded and how long it can take to repair the damage to even such a tight knit community as this. But there is hope! Together we begin this healing process. I request that Wes's contract be renewed for the 2016-17 school year and mediation be provided so Wes can, with the appropriate amount of time, grow into the successful, strong leader we know he can be.

With Gratitude,
Larry Georgson
Dear Board of Directors,

Our journey with Odyssey began in 2002. My husband, Billy, was an Education Counselor with Denver Kids (a nonprofit within DPS) that worked with a small group of students from father absent homes whom attended Odyssey. Billy was amazed at how quickly the team of teachers and leaders of the school welcomed him into the environment and considered him a special advocate for their students. They saw him as an asset for their school and their precious students. Eventually, his involvement led to serving on the Rites of Passage panel for several years, and then on the board for three years. His daughter, Mikayla was only 2 when he first became involved in the school, but he told me he wanted his daughter and our future kids to attend Odyssey because there was just something special about it. Mikayla is now 14 and will be an Odyssey graduate this year. Our son, Matthias is 7 and has been at Odyssey for the last three years and our youngest, Macy, will attend kindergarten here next year.

We have been proud to call Odyssey our home and we believe in what the school stands for. We hope that our kids will be able to continue to experience what so many other kids have had the opportunity to do at Odyssey throughout the years. However, we are concerned about the direction this school is taking and about hasty decision making with respect to leadership, without transparency in the process.

We understand that change is inevitable. How we handle change is what’s important. Odyssey’s culture is one of commitment to inclusiveness, sense of community, and making a positive impact in the lives of our children. This charge involves parents, teachers, school leaders and board members working together, not in silos or secrecy.

Making major decisions about school leadership is no doubt the responsibility of the board. However, the board is responsible for understanding the pulse of the community as a whole. Thoughtful and thorough due diligence is imperative. The choices we make today will affect us for years to come. Odyssey is a small community school that relies on its stellar reputation to be considered a desirable school in an ever-crowded market of special neighborhood schools, language schools, private schools, etc. At Odyssey, every student matters. It really does, literally and figuratively. If a tragedy hits a student, the Odyssey community feels it. If three students in 7th grade do poorly in a standardized test, our school feels it. If we don’t hit our fundraising dollars, the entire school feels it.

If we make an impulsive decision, it affects all of us. Our place in the community will feel this. I’d like for the board to consider the following points:

- How will we look in the community?
- How many parents will be attracted to this school after this situation? Bad news travels fast in today’s social media.
- How many parents will pull their kids out of the school? There are lots of other school choices with less drama.
• Who will want to lead this school knowing the previous ED was given less than 6 months’ time to prove himself?
• Will the next ED watch over their back with every school decision?
• What teachers will want to come here under so much change?
• Has Wes been given a fair chance to help this school and what feedback or coaching have we given him to help him make changes in response to that feedback?

I just don’t see what good will come out of more years of disruption and uncertainty. I don’t think any of us have all the facts, but on the surface, it does not seem we have given Wes a fair chance and it hasn’t felt like the spirit of Odyssey has been considered in the process. It took us 7 months to find a leader we thought would do this school justice and be able to uphold all that the school stands for, and it appears the board is giving him less than that amount of time to evaluate his leadership and make progress on coaching he has been given.

Not only is Wes the ED here, but he also has 2 kids who attend Odyssey. I presume that would give him more of a vested interest than most of us in seeing the school succeed, so that our children can succeed. We are lucky to be part of a school that values diversity, community, academics, etc. Wes and the rest of the board have a responsibility to help this school remain competitive and loved.

My husband and I ask that the board renew Wes’ contract, put strategic process in place to evaluate metrics that are important to the school, and leverage mediation as part of the process. Lastly, if he needs additional resources, such as leadership training, executive coaching, we highly recommend spending additional resources as opposed to searching for another leader.

Thank you for your time.

Billy and Krista Brown
Statement to the Odyssey Board of Directors
Alexander Ooms
Tuesday, February 23, 2016

Thank you for the opportunity to address the Board. Please enter my written statement into the public record and include it with the minutes.

I am Heather Lamm’s husband and father to two Odyssey students.

I have been deeply involved in Charter schools for close to 20 years, primarily as a Board Member of three different schools, a Board Member of a national service provider, and I am currently an appointed Board member of the Colorado Charter Schools Institute, which authorizes and oversees 35 schools throughout the State.

Time is short: I will be very direct.

I’ve read a lot of Board minutes. When I read Odyssey’s minutes, two aspects struck me: One is that this is a sophisticated Board with accomplished professionals. I mean that sincerely.

But that is in some ways what makes the contrast with the second point so alarming. For the second point is that this is a board with remarkably poor governance. Let me explain why.

Charter schools are recognized under Colorado law as a “public body” and as such their Boards have to follow certain rules, including rules as to how and what action a Board may take. This is what ensures that Boards are open, inclusive, and transparent.

State law requires that “No … formal action of a … local public body shall be valid unless [it meets certain requirements].” [24-6-402 (8)]

The important distinction here is that only formal actions are valid under State law. And only valid actions can have consequences. There is no middle ground. Actions that are not formal are not recognized as valid.

And the minutes clearly show that this Board has had no valid action regarding either the process or the evaluation for the executive director. Specifically:

This Board has taken no valid formal action to set any goals, performance metrics, criteria, or process for evaluation of the Executive Director. This Board may have had conversations about goals or metrics, it may even have suggested some goals or metrics, but these were done absent formal action, and under State law they are not valid cannot be the basis of any formal action.
I also need to be clear that past practice is never a substitute for formal action. Nor, unfortunately are good intentions. Nor is the admission of error. Nor is deep emotion. The Board has many of these things. But it does not have valid formal action, and it does not have proper governance.

Now let me also be clear: the Executive Director is an at-will employee, so the Board does not need to have any prior formal action. This Board is free to fire Wes because it feels like it. Because today is Tuesday and not Wednesday. Because he wears funny sweaters. That is your privilege.

But if this Board decides to pursue non-renewal, it cannot be justified on any prior action. As Board members, you must each personally be willing to stand and up and be accountable for a decision that cannot be based on anything other than personal preference and your own conscience.

Having entered into this quicksand, it is my opinion that this Board now must act very quickly to find a way out.

I respectfully ask that this Board:

1) Take formal action to either nonrenew the ED’s contract, or to negotiate a new contract that includes a mutually acceptable evaluation process, by March 1.

2) If you vote to negotiate a new contract, at that point I also ask that all non-elected members recuse themselves from both the negotiation and any future evaluation of this Executive Director. This well has been poisoned, and we all need fresh water.

Thank you for your time.