



K-12 PREPARATORY ACADEMY

**CHPA SPECIAL BOARD MEETING MINUTES**  
**Meeting was Held on MS Teams and Live Streamed**  
**Friday, June 30, 2023 – 2:30 P.M.**

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**Meeting Date: Friday, June 30, 2023**

**Recorded by: Lorrie Marquez**

**AN=Action Needed; AT=Action Taken; D=Discussion; I=Information Only; CR=Committee Referral**

**Present: Angela Giron, Matt Garcia, Don Ortega, Joseph Garcia, Steven Trujillo, Nick Angiocchi, Charity Maes**

**Guests: Richard Orona, CHPA Attorney joined via Steven Trujillo's cellphone at 3:25p.m.**

**Others Present:** Dr. Durán, Interim President/CEO; Lorrie Marquez, Executive Assistant; Marissa Davis, Director of Fiscal Services; Christian De La Oliva, President/CEO Elect; Michael Burgess, IT Coordinator

**1. This special CHPA Board of Directors' meeting was called to order at 2:40 p.m. via Microsoft Teams by Board President, Angela Giron.**

**2. Roll Call of CHPA Board Members constituted a quorum.**

**3. Executive Session 2:42p.m. AT** Nick Angiocchi moved to enter into Executive Session for discussion of personnel matters pursuant to C.R.S. 24-6-402-4 (B) (E) (F); seconded by Charity Maes, with a unanimous vote and no discussion. Motion carried. Richard Orona, Dr. Durán, Mr. De La Oliva, Marissa Davis and Lorrie Marquez were invited to stay connected for the session.

**Exit Executive Session 2:54p.m.**

**AT** Nick Angiocchi moved to exit Executive Session, seconded by Don Ortega with a unanimous vote and no discussion. Motion carried.

**4. Open Session 2:54p.m. I** Open session was held virtually via Microsoft Teams.

**5. Modifications/Approval of Agenda**

**I** Dr. Durán requested to add a new agenda item, 8. Discussion Item Recommended Bylaw Changes to the agenda for discussion only. The Bylaws Committee on recommendations will be discussed today to give board members can opportunity to review the information before bringing it back for ratification or approval at the July 18, 2023 board meeting.

**AT** Don Ortega motioned to accept the agenda with the addition, seconded by Nick Angiocchi with a unanimous vote and no discussion. Motion carried.

**6. Board Member Serving as Loaned Executive Findings – Richard Orona**

**I** Discussion of this item was postponed until Mr. Orona was able to log onto the meeting.

**I** Mr. Orona shared that he looked statutory requirement as it related to public entities but did not go into special govern a school and a board member with special expertise. He recommended that if a Board member is going to step

down from the Board to become a loaned executive that it be on a temporary basis, the position is not filled, and we Board keeps in mind that when the board member returns to the board that there is no conflict that the board member was doing as a loaned executive for the governing body of the Board. The temporary status will give the Board the most flexibility to get the board member back on to the board. The Board will need to look at what conduct was taken as a loaned executive regarding the opportunity to bring the board member back onto the Board. Dr. Durán reminded the Board that there was a prior loaned executive agreement. Mr. Orona shared that Mr. De La Oliva may change the function of the loaned executive. It would be a suspension of the of the board duties. Mr. De La Olive will work with Mr. Ortega to decide on a list of tasks for the loaned executive and if ready for approval at the July meeting. Mr. Ortega shared that he did provide Mr. De La Oliva a draft of a loaned executive agreement that was modeled on the first loaned executive agreement and that included the items he would like to see, and that Mr. Ortega can assist him with. Mr. De La Oliva requested to expedite the process; he was hoping to have a decision today for Mr. Ortega to start working with him on Monday. Mr. Orona shared that if there is no objection that this is an immediate need then it would be appropriate to take it up as an action item and to abide by the sunshine law to reserve the ability at the next board meeting for the public to have the opportunity to give any opposition and the Board address it again if necessary. The ultimate question before the Board is what is to be done with the Board seat, does the Board put the board seat on hold and can we put the seat on hold. Mr. Orona recommended that the Board come to an agreement that it is appropriate for the loaned executive position to go forward, not to infringe on Mr. De La Oliva's position. Mr. Trujillo shared that the Board could be setting future precedence for a member to take a leave from the Board for a period of time and how would the Board treat that request. Mr. Orona shared that he foresees the Board taking two actions, one to address the temporary step down of a board member and the second to deal with the loaned executive position. A board member could request to set down temporarily from the Board for many reasons, there is nothing that prohibits the Board from approving such a suspension of a board seat. Mr. Trujillo clarified that the first decision of the Board is to approve the leave of a board member following the Board's governing documents and second to demonstrate public support to Mr. De La Oliva with the finances. He asked if the Board could make the motion today for the two items and how do they make sure the motion will comport with the governing documents of the entity, state law, etc. to give use the ability to say yes. Mr. Orona shared that it must be looked at in both the timing and the substance. Timing is appropriate for the Board to act whether Mr. Ortega should step down for a temporary period of time that directly applies to if the loaned executive and the urgency and it would be appropriate for the Board to address both issues. Mr. Orona shared that there is no mention in the bylaws or state law that would limit the Board from acting on both. The suspension part instead of him just stepping down and leaving the seat open and to get him back on the Board.

**AT Steven Trujillo offered a motion a motion that the board support Mr. Ortega seat being temporarily suspended to allow for him to execute an agreement with the school as a loaned executive and that the suspension run congruent with the loaned executive time frame in that he served in a capacity of that contract and not that of a board member, Mr. Orona suggested to clarify that this is being put forth to the board as a voluntary**

measure with Mr. Ortega's support and is not an adversarial situation. Mr. Ortega added that it is with the intent of him stepping down for a limited period of time temporarily to assist Mr. De La Oliva and his team to move CHPA forward; Mr. Trujillo requested to include their statements in his motion that it has support from the school and Board leadership; seconded by Nick Angiocchi with no further discussion a roll call vote was taken as noted:

**Don Ortega Abstained from the vote:**

**Angela Giron Aye**

**Steven Trujillo Aye**

**Matt Garcia Aye**

**Charity Maes Aye**

**Nick Angiocchi Aye**

**Joseph Garcia was no longer logged onto the meeting and did not vote.**

**Motion Passed with 5 Ayes and 1 Abstention**

**Mr. Orona shared for the record that we still had a quorum present.**

I Mr. Orona recommended in Mr. De La Oliva's having broad discretion and making sure that the institution is properly employed that the Board not take up a motion to say no approving the loaned executive but that the Board supports Mr. De La Oliva process for bring on the loaned executive, it does not diminish Mr. De La Oliva's ability to employ the CHPA staff.

**AT Steven Trujillo motioned that the CHPA Board fully support Mr. De La Oliva as he begins his tenure and giving him that full support to comply with CHPA policies and procedures as he would always do to move forward, seconded by Charity Maes. With the recommended by counsel Mr. Trujillo amended the motion to include the caveat that in particular his opinion of needing the loaned executive was recognizing by the Board and they are supporting him for doing that with full discretion and expertise to do that, Charity accepted the amendment to the motion; with no further discussion a roll call vote was taken as noted:**

**Nick Angiocchi Aye**

**Steven Trujillo Aye**

**Charity Maes Aye**

**Matt Garcia Aye**

**Angela Giron Aye**

**Motion passed unanimously with 5 Aye's**

**Mr. Orona clarified that Don Ortega is no longer a Board member and will not vote.**

## **7. Approval Items:**

### **a. Revised Budget FY 2023-24**

- Resolution #627321**

I Don Ortega shared that the finance team met 6/28/23 to review the circumstances needed to submit the resolution to District 60. The team reviewed where CHPA is financially, how we would end at the current fiscal year and the response to the appropriation resolution. The team contacted 2 auditors, John Cutler and Associates and an auditing firm from Denver both indicated that we could record the ERTC funds in the 2022-2023 fiscal year. The plan is to book a receivable corresponding other income on 6/30/23 which will significantly change the fund

balance. The ERTC funds will allow a change to the original deficit budget of about \$1.2M and can submit a balance budget to District 60. The team will still have to adjust the 2023-24 budget for about \$620K. Mr. Ortega shared that Ms. Davis did identify some areas for savings. Ms. Davis shared that there are 3 cost centers that can be trued up; employee benefits with accurate figures after the open enrollment, the team was able to work with the Technology Department to reduce the amount of funds planned for equipment refresh and will work with the CCA team on the budgeted payment Benchmark curriculum to negotiation a payment plan over the 5 years. We will not use any fund balance in the fiscal year 2023-2024. Mr. Ortega shared that the new budget would allow CHPA to reinstate the TABOR requirement. He thanked Sarah Siegrist, Abacus and Ms. Davis for the hard work they did to receive the ERTC funds. Mr. Ortega recommended the board to support the appropriation resolution.

**AT Steven Trujillo motioned to support the revised budget and resolution 627321 as supported and reported by the finance committee of the Board, seconded by Charity Maes with a unanimous vote and no discussion. Motion carried.**

**b. Professional Services Contract Extension**

I Dr. Durán reminded the Board that the professional services contract is to extend Jack Bay contract for 60 days subject to the approval of legal counsel and Mr. De La Oliva. Don Ortega asked for clarification that Mr. De La Oliva has the discretion to not extend the contract. Mr. Orona shared that he had a preliminary conversation with Mr. Bay, he is interested in continuing his service with CHPA and knows his responsibilities would be limited and his compensation commensurate with the limited responsibilities. Mr. Orona also shared that he believed that the Board gave Mr. De La Oliva authority to make the decision to extend the contract. Steven Trujillo reminded the Board that the extension to the contract was to give Mr. De La Oliva an opportunity to get up to speed with grants, and to provide a long-range plan for CHPA and to avoid any gap of grant reporting. Mr. Orona shared his assignment was to negotiate a 60-day contract and for Mr. De La Oliva to decide if wants to recommend to the Board that Mr. Bay stays on in a more permanent role. There was a consensus of the Board to include Mr. De La Oliva in the contract negotiations with Mr. Orona and Mr. Bay. Mr. Orona will schedule a meeting as soon as possible, once the contract is complete the contract will be presented to the Board for approval.

**c. Revised President/CEO Contract**

I Dr Durán reminded the Board that the revised contract was to approve the additional \$2,500 for moving expenses by Mr. De La Oliva.

**AT Nick Angiocchi motioned to approve the revised CEO Contract, seconded by Don Ortega, with a unanimous vote and no discussion. Motion carried.**

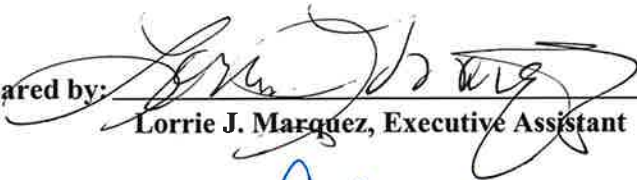
**8. Discussion Item – Recommended Bylaw Changes**

I Nick Angiocchi reviewed the proposed changes to the bylaws. Matt Garcia shared that in the spirit of transparency he did not agree with the proposed changes. Mr. Orona recommended that he be allowed to review bylaws changes for vetting of both state and federal laws.

**Additional Approval Item – HR REPORT**

I Dr. Durán shared that the request for approval of the HR report was to solidify the support for the finance team, there is pressing need to move forward to have the competent staff in the business office. Mr. Orona shared that it is appropriate to add the HR report to the agenda as an approval item with the caveat that it can be explained. Mr. Ortega shared that he was not comfortable with the document and the report should be taken to the next board meeting. Mr. Orona shared that since there is not a consensus to add the HR report he recommended the report be part of the next board meeting. Dr. Durán added that this was recommended as a cost saving recommendation.

9. Adjournment 4:17 p.m. AT Steven Trujillo motioned to adjourn, seconded by Nick Angiocchi with a unanimous vote and no discussion. Motion carried.

Prepared by:   
Lorrie J. Marquez, Executive Assistant

Date: 7/18/23

Verified by:   
Charity Maes, CHPA Board Secretary

Date: 07/18/2023

