

NOTICE OF THE BOARD OF DIRECTORS OF FLAGSTAFF ARTS & LEADERSHIP ACADEMY, INC. (FALA)

FALA Mission: We are an inclusive and transformative learning community that cultivates creativity and critical inquiry. Come as you are; we'll grow together.

Pursuant to A.R.S. §38-431.02, notice is hereby given that the Board of Directors of FALA will hold the following:

Event: Special Board Meeting open to the public
Date: December 1, 2022
Time: 5:30 PM
Link: <https://meet.google.com/xvm-jriz-rpj>
Phone #: +1 475-558-0179; PIN: 428 873 057#

Event information

- The Board/committee may consider any item on this agenda in any order and at any time during the meeting.
- Pursuant to A.R.S. §38-431.04, members of the Board/committee may participate either in person or by telephone, video or internet conferencing speakerphone or other technological devices.
- The Board may vote to hold an executive session for the purpose of obtaining legal advice from the Board's attorney on any matter listed on the agenda pursuant to A.R.S. §38-431.03(A)(3).
- Persons with a disability may request reasonable accommodation, such as a sign language interpreter, 24-hours in advance by contacting Eli Cohen, Executive Director, 928-779-7223.
- Materials for this meeting are available at the following:
 - <http://flagarts.com/category/news/>
 - 3401 N. Fort Valley Road, Flagstaff, AZ 86001

Meeting Agenda

- I. **Call To Order - [Virtual Meeting Process](#)**
 - A. **FALA Board President James Yih called this meeting to order at 5:30pm.**
- II. **Roll Call**
 - A. James Yih, President - **Present**
 - B. Dr. Kyle Winfree, Vice President - **Present**
 - C. Ron Borkan, Treasurer - **Present**
 - D. Andy Bessler, Secretary - **Present**
 - E. Debra Edgerton, Member - **Present**
- III. **Approval of Agenda**
 - A. **James motions to approve the agenda. Kyle seconds. James aye. Kyle aye. Ron abstains. Andy aye. Debra aye. No nays. 1 abstention. Motion carries 4-0-1.**
- IV. **Action Items**
 - A. *Discussion and possible action to administratively reassign Exceptional Student Services Director Christina Wolfe. (*Possible executive session per A.R.S. 38-431.03(A)(1) (personnel) and A.R.S. 38-431.03(A)(3) (advice from legal counsel)).
 - i. **James motions to go into executive session strictly for the purpose of legal counsel for this item. Kyle seconds. James aye. Kyle aye. Ron aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 5-0.**
 - ii. **Board enters executive session at approximately 5:35 pm.**
 - iii. **James motions to leave executive Session at 6:23 pm. Kyle seconds. James aye. Kyle aye. Ron aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 5-0.**

- iv. **The board left executive session and returned to the public session.**
 - v. The Board provided opening remarks and engaged in a lengthy discussion regarding this agenda item.
 - vi. **Detailed Discussion notes will be added here.**
 - vii. **James made a motion to table action item A for a future meeting. Kyle seconds. James aye. Kyle aye. Ron aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 5-0.**
 - viii. No administrative reassignment was effected.
 - ix. **The meeting went on a break at 7:27 pm until 7:37 pm.**
- B. *Discussion and possible action regarding Executive Director Eli Cohen's grievances against the Board of Directors. (*Possible executive session per A.R.S. 38-431.03(A)(1) (personnel) and A.R.S. 38-431.03(A)(3) (advice from legal counsel)).
- i. **Debra motions to enter executive session for legal counsel. James seconds. James aye, Kyle aye, Ron aye, Andy aye, Debra aye. No nays. 0 abstentions. Motion carries 5-0.**
 - ii. **The board entered executive session at approximately 7:40 pm.**
 - iii. **James motions to exit executive session and enter into public session at 7:54pm for Action Item B. Kyle seconds. James aye. Kyle aye. Ron aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 5-0.**
 - iv. The board entered into a discussion regarding the merits of the grievance after the board consulted with legal counsel. Nathan provided comments at board's request.
 - v. Nathan: Thank you and good evening everybody. To not belabor this point but this is my assessment of Eli's grievance. We have received a grievance with additional items 11 and 12 added earlier this evening. Upon review of this grievance, it is my legal opinion is there is no legal merit for any specific actions on this grievance document. Not to say that there aren't fundamental issues that need to be addressed. Clearly there is a disconnect and work needs to be done to make sure the board and the executive director and staff are all working together, working towards the same goals. There are certainly processes that the board and your school can engage in to remedy the clear disconnect that this grievance represents but as far as the specific grievances 1-12, no, it is my legal opinion that there is no legal merit to any of them.
 - vi. James thanks Nathan for his legal advice and asked the board for any motions or provide comments.
 - vii. **Kyle: Following Nathan's legal advice, I motion to dismiss Eli Cohen's grievance against the board. Maybe I will add in that it is worth us pursuing a meeting to discuss future communication between the executive director and the board.**
 - viii. **Debra seconds the motion.**
 - ix. James: We have a motion to dismiss the grievances in whole and we should follow up with some discussion of communication with the executive director. I see Eli has his hand up.
 - x. Ron: I read through the grievance, the third version today. Each time I read through it, I got more and more alarmed. Clearly, the ED and the board are not the same page. It is alarming that the school has had as a school function in its ability to succeed when the governance of the school are at such odds. I think about mediation or some sort of process that we could engage in to try and get us back on track but Eli's grievance against the President, the Vice President, against all the members of the board, it is a disaster. I think it behooves us at the earliest convenience as soon as possible to try and resurrect the communications with is the first line in the grievance policies that makes effective communications that are critical to the school to function and clearly we have lost that somewhere. We need get that back for the sake of the school and the kids. I support the motion to dismiss but I can't ignore this. It is horrible.
 - xi. James recognized Eli for 3 minutes:
 - xii. Eli: Thank you. I don't think I need 3 minutes. My concern is that this grievance process feels like part of the problem because I am filing a grievance against the board to the board and the board's and organization's own legal representation is advising on whether or not it is legal. I realize that is the current process. But I think it speaks to the fact that our processes need work. In the end, I did not expect this to work and I made a comment to this effect. This is part of the overall issue that Ron spoke to. I really want

us to try and address. Is that we are in a place where there is a final barrier to openness and transparency and that we get to a certain point and then things get shut down. That is part of this unhealthiness. So I would request if the board was open to it, than someone other than Nathan to review this to see if whether or not there is any legal merit to this. Or that an outside institution is brought in to actually review some of these grievances like Christina's. To look if there is actually merit or what could be done for possible solutions up to one of the parties that is in the middle of it. And that seems as if it not a healthy way to move forward as an organization because it is inherently not equitable. So that is my comment.

- xiii. James: Thanks. I don't want to get into it, but I am fundamentally insulted that you would question our attorney's ability to give sound legal advice. And I will leave it at that.
 - xiv. Kyle: I am exceptionally disturbed that Eli is citing this threat. Look at the grievance policy that he has put into the handbook.
 - xv. Debra: Nathan represents FALA and the best interest of the school.
 - xvi. **James reiterates that Kyle motioned to dismiss Executive Director Eli Cohen's grievance against the board as presented and to follow up with some sort of solution in a future meeting to address fundamental issues we have in communication FALA's ED. Debra seconded. James aye. Kyle aye. Ron aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 5-0.**
- C. *Discussion and possible action regarding formal or informal disciplinary or corrective action against Executive Director Eli Cohen. (*Possible executive session per A.R.S. 38-431.03(A)(1) (personnel) and A.R.S. 38-431.03(A)(3) (advice from legal counsel)).
- i. **Ron left the meeting at approximately 8 pm.**
 - ii. **James motions the board into Executive Session at 8:03 pm. Kyle seconds. James aye, Kyle aye, Andy aye, Debra aye. No nays. 0 abstentions. Motion carries 4-0-0.**
 - iii. **James motions to leave executive session and re-enter public session at 9:11 pm. Kyle seconds. James aye. Kyle aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 4-0.**
 - iv. **James motions to table Action Item C. Debra seconds. James aye. Kyle aye. Andy aye. Debra aye. Motion passes 4-0.**
 - v. **James called a 10-minute break starting at 9:13 pm to return at 9:24 pm.**
- D. *Discussion and possible action to review draft Performance Improvement Plan for Executive Director Eli Cohen. (*Possible executive session per A.R.S. 38-431.03(A)(1) (personnel) and A.R.S. 38-431.03(A)(3) (advice from legal counsel)).
- i. **James motions for the board to go into executive session. Kyle seconds. James aye. Kyle aye. Andy aye. Deb aye. Motion passes 4-0.**
 - ii. **Board leaves the public session and goes into Executive Session to discuss PIP for Eli Cohen at 9:25 pm.**
 - iii. **James motion to leave executive session at 10:32 pm and enter public session to discuss Action Item D. Andy Seconds. James aye, Kyle aye. Andy aye. Debra aye. Motion passes 4-0.**
 - iv. **James motions to direct to both board members Kyle and Andy to continue to revise the draft PIP as discussed in executive session. The board will review and approve the PIP at a future board meeting. Kyle seconds. James aye. Kyle aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 4-0.**
 - v. Eli was recognized to speak: He welcomed the improvement plan but had concerns regarding Kyle's lead role in the PIP as Kyle is the main focus of his grievance for items such as harassment and slander and creation of an unsafe work environment. He feels not safe at work having direct contact with Kyle.
 - vi. Andy: Duly noted.
 - vii. **James motions to table items remaining items. Kyle seconds. James aye. Kyle aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 4-0.**

- E. *Discussion and possible action to administratively reassign Executive Director Eli Cohen. (*Possible executive session per A.R.S. 38-431.03(A)(1) (personnel) and A.R.S. 38-431.03(A)(3) (advice from legal counsel)).
- F. *Discussion and possible action to appoint an Acting Executive Director. (*Possible executive session per A.R.S. 38-431.03(A)(3) (advice from legal counsel)).

V. Future Agenda Items

A. Standing Items

- i. Finances – Monthly
- ii. Strategic Plan Updates – Quarterly
- iii. Sexual Health Education Curriculum – by August of each year
- iv. Annual Board Meeting – August
- v. Annual Financial Audit Review and Approval – December

B. Additional Potential Items

- i. Policies
- ii. Review adopted grievances policy and faculty handbook grievance process
- iii. New ASBA policies (Immunizations, Seizures)
- iv. New Finance policies
- v. PTO payout/use policy
- vi. Trip Chaperone policy - Field Trip section (IJOA-R)
- vii. Facilities Rental policy

C. Board

- i. Interview board candidates
- ii. Potential training

D. Review of Market Research

E. Review of Staff Attrition

VI. Adjournment

A. James motions to adjourn the meeting. Kyle seconds. James aye. Kyle aye. Andy aye. Debra aye. No nays. 0 abstentions. Motion carries 4-0.

B. Meeting adjourned at 10:35 pm

Agenda Posted: 2022-11-30 10:15 AM

Minutes Posted: 2022-12-06 04:55 AM