

# Yosemite Valley Charter School

## Special Board Meeting



June 23, 2022 at 5:00 PM | 3610 E. Ashlan Avenue, Fresno, CA 93726

Zoom Link: <https://zoom.us/j/4183238475>

Meeting ID: 418 323 8475

Join by Phone: (669) 900-6833

## Agenda

	Presenter(s)	Time
<b>I. Opening Items</b>		<b>5:00 PM</b>
A. Record Attendance		1 m
B. Call the Meeting to Order	Dr. Larry Jarocki	1m
C. Discussion & Potential Action on the Approval of the Agenda	Dr. Larry Jarocki	1m
D. Public Comment	Dr. Larry Jarocki	1 m
<b>II. Closed Session</b>		<b>5:04 PM</b>
A. <b>CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION</b> (Paragraph (1) of subdivision (d) of Section 54956.9) <i>Granite Mountain Charter School v. Yosemite Valley Charter School, et al.</i> (Case No.: 22CECG01468)	All Board Members, School Representative(s) & Legal Counsel	10 m
B. Report Out of any Action Taken During Closed Session	Dr. Larry Jarocki	1 m
<b>III. Other</b>		<b>5:15 PM</b>

A. Consideration and Approval of the Resolution to Authorize Indemnification & Advancement of Legal Expenses - Resolution #2022-1 & Exhibit A	Steph Johnson	5
<b>IV. Closing Items</b>		<b>5:20 PM</b>
A. Board of Director Comments & Requests	Board Members	5 m
B. Adjourn Meeting	Dr. Larry Jarocki	1 m

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Public Comment Rules: Members of the public may address the Board on agenda or non-agenda items through the teleconference platform, Zoom. Zoom does not require the members of the public to have an account or login. Please either utilize the chat option to communicate to the administrative team of your desire to address the Board or simply communicate orally your desire to address the Board when the Board asks for public comments. Speakers may be called in the order requests are received. Comments are limited to 2 minutes each, with no more than 15 minutes per single topic. If a member of the public utilizes a translator to address the Board, those individuals are allotted 4 minutes each. If the Board utilizes simultaneous translation equipment in a manner that allows the Board to hear the translated public testimony simultaneously, those individuals are allotted 2 minutes each. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to school staff or calendar the issue for future discussion.

Note: The Governing Board encourages those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services, to participate in the public meeting, please contact the Governing Board Office at (562) 758-0511 at least 48 hours before the scheduled board meeting so every reasonable effort can be made to accommodate you. (Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (**42 U.S.C. § 1213**))

Note: Times listed on the agenda are estimates only and do not represent the actual time each agenda item will take place during the Board meeting. Similarly, the length of time noted for each of the agenda items also represents estimated duration, and not the actual length of time allocated for each.

# Cover Sheet

## Closed Session

### CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION

(Paragraph (1) of subdivision (d) of Section 54956.9) Granite Mountain Charter School v. Yosemite Valley Charter School, et al.

(Case No.: 22CECG01468)

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<b>Section:</b>	<b>II. Closed Session</b>
<b>Item:</b>	<b>A. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Paragraph (1) of subdivision (d) of Section 54956.9) Granite Mountain Charter School v. Yosemite Valley Charter School, et al. (Case No.: 22CECG01468)</b>
<b>Purpose:</b>	<b>Closed Session Item</b>
<b>Related Material:</b>	<b>N/A</b>

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#### BACKGROUND:

- Legal counsel will conference with the Board Members about existing litigation.

**Cover Sheet**  
**Closed Session**  
**Report Out of any Action Taken During Closed Session**

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<b>Section:</b>	<b>II. Closed Session</b>
<b>Item:</b>	<b>A. Changing the Board Meeting Calendar for the May - Regular Board Meeting Date</b>
<b>Purpose:</b>	<b>Report Out of any Action Taken During Closed Session</b>
<b>Related Material:</b>	<b>N/A</b>

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**BACKGROUND:**

- Dr. Larry Jarocki will report out to the public, action, if any, taken while in Closed Session.

# Cover Sheet

## Other

### Consideration and Approval of the Resolution to Authorize Indemnification and Advancement of Legal Expenses

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<b>Section:</b>	<b>III. Other</b>
<b>Item:</b>	<b>A. Consideration and Approval of the Resolution to Authorize Indemnification and Advancement of Legal Expenses</b>
<b>Purpose:</b>	<b>Discussion &amp; Potential Action (Vote)</b>
<b>Related Material:</b>	<b>Undertaking Advancement of Expenses (4871-7505-9237.v1); 2022-1 Board Resolution Re Indemnification &amp; Advancement of Legal Expenses (4896-1058-7173.v1)</b>

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#### **BACKGROUND:**

- Discussion and decision to indemnify and advance legal expenses for Dr. Goodman.

#### **RECOMMENDATION:**

- Consider approval of the resolution to authorize indemnification and advancement of legal expenses for Dr. Laurie Goodman.

**RESOLUTION # 2022-1**  
**YOSEMITE VALLEY CHARTER SCHOOL**  
**RESOLUTION TO AUTHORIZE INDEMNIFICATION**  
**AND ADVANCEMENT OF LEGAL EXPENSES**

WHEREAS, Yosemite Valley Charter School (“YVCS”) is a California nonprofit public benefit corporation that operates as a California public charter school authorized by the Westside Elementary School District (“WESD”);

WHEREAS, an action has been filed against YVCS and Laurie Goodman, as an individual, *Granite Mountain Charter School v. Yosemite Valley Charter School*, Fresno County Superior Court Case No.: 22CECG0146, that includes causes of action for Conversion, Violation of Penal Code §496, Unlawful Business Practices in Violation of Bus. & Prof. Code §17200, Restitution Based on Quasi-Contract or Unjust Enrichment, Common Count: Money Had and Received, Common Count: Mistaken Receipt and Accounting (“Pending Litigation”);

WHEREAS, Article IX, Section 2 of the Corporation’s Bylaws provides, in pertinent part, “The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding . . . by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.”

WHEREAS, Corporations Code section 5238(b) provides, in part, that, “A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding . . . by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation . . .”

WHEREAS, Corporations Code section 5238(f) provides that, “Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.”

WHEREAS, based upon the information available to date, the Board of Directors finds that Dr. Laurie Goodman was an agent of YVCS acting in good faith and in a manner reasonably believed to be in the best interests of YVCS.

THEREFORE, IT IS RESOLVED, that upon written request of Dr. Laurie Goodman, the Board shall authorize the indemnification of the employee as outlined herein.

THEREFORE, IT IS RESOLVED FURTHER, that on written request of Dr. Laurie Goodman and upon receipt of an executed undertaking, in the form attached as Exhibit “A,” the Board authorizes the advancement of expenses to legal counsel identified and approved by the Chairman of the Board of Directors and incurred by Dr. Laurie Goodman in review and defense of the Pending Litigation.

PASSED AND ADOPTED by the Board of Directors at a special meeting held on June 23, 2022, by the following vote:

Ayes: [INSERT NAMES]

Nos: [INSERT NAMES]

Abstentions: [INSERT NAMES]

\* \* \* \*

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Secretary of Yosemite Valley Charter School, a California nonprofit public benefit corporation; that this resolution is true and correct as written and was duly adopted by the Board at a special meeting held on \_\_\_\_\_, 2022.

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Dr. Angela Tos, Secretary

4896-1058-7173, v. 1

## EXHIBIT A

### UNDERTAKING FOR ADVANCEMENT OF EXPENSES

UNDERTAKING, made as of this 23 day of June 2022, Dr. Laurie Goodman (“EMPLOYEE”) in favor of Yosemite Valley Charter School, a California Nonprofit Public Benefit Corporation (“Corporation”).

#### RECITALS

WHEREAS, Article IX, Section 2 of the Corporation’s Bylaws provides, in pertinent part, “The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding . . . by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.”

WHEREAS, Corporations Code section 5238(f) provides that expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

WHEREAS, it is understood and agreed that Section 5238(f) of the Corporations Code requires the delivery of such an undertaking as a condition for the advancement of such expenses on behalf of the person seeking indemnification; and

WHEREAS, EMPLOYEE has requested, pursuant to the Bylaws, Section 5238 of the Corporations Code and any other applicable provision of law that the Corporation indemnify her and advance attorneys’ fees and costs reasonably incurred on her behalf in connection with her legal representation in *Granite Mountain Charter School v. Yosemite Valley Charter School*, Fresno County Superior Court Case No.: 22CECG01468 (“Pending Litigation”).

WHEREAS, pursuant to its Bylaws and other controlling law, the Corporation has agreed to indemnify EMPLOYEE and to advance attorneys’ fees and costs in relation to the Pending Litigation pursuant to Board Resolution No. 2022-1.

NOW, THEREFORE, for valuable consideration, receipt of which is hereby recognized, EMPLOYEE agrees as follows: EMPLOYEE undertakes to repay all amounts advanced on her behalf by the Corporation in connection with the Pending Litigation unless it shall be determined ultimately that the EMPLOYEE is entitled to be indemnified as authorized in Section 5238 of the Corporations Code. Nothing in this Undertaking shall be construed to limit any existing right to indemnification that EMPLOYEE may have under the Corporation’s Articles of Incorporation or Bylaws,

under any indemnification agreement, and/or as a matter of California law.

IN WITNESS WHEREOF, this Undertaking has been executed as of the day and year above written.

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Dr. Laurie Goodman, EMPLOYEE

4871-7505-9237, v. 1