



January 13, 2021

Ron Freitas, Board President
Dr. Cathy Nichols-Washer, Superintendent
Lodi Unified School District
1305 E. Vine Street
Lodi, CA 95240

Re: Agreement for Services

Dear Board President Freitas and Superintendent Nichols-Washer:

Enclosed are two copies of the contract for the Good Beginnings workshop presented by CSBA GCS Consultant, Teri Vigil. The workshop is scheduled for February 13, 2021 between the hours of 9:00 am and 1:00 pm. Along with the Board President, please execute both copies. Keep one copy for your file and return one copy in the self-addressed envelope provided to you in this package.

Virtual Sessions on Zoom or other virtual platforms require pre-planning in order to ensure the best and most productive use of time for both the Governance Team and the GCS Consultant. Please follow the protocols and best practices suggested below to ensure you have a seamless and successful workshop and to ensure your compliance with Brown Act requirements.

The Brown Act requires that this meeting be held in open session. Although you are holding your meeting virtually, you must still ensure that your agenda is developed and posted within the appropriate time limits and in the appropriate locations. Please note that for both regular and special meetings, the agenda must specify that members of the public be given ample opportunity to comment on any agenda item.

You may have participants that are unfamiliar with virtual technology. To accommodate all and ensure everyone is comfortable with your session, please follow these preparation details:

- Conduct a practice session/rehearsal with your facilitator, your board president, and your executive assistant at least one day prior to your meeting. Check all equipment and practice audio volumes, sharing of documents, and, if necessary, the sharing of PowerPoint presentations.
- Open your meeting 15 minutes prior to the actual start of the meeting.

Review housekeeping details with your board and the public at the beginning of your meeting i.e.,:

- All participants should be on mute unless they are speaking.
- For those participating from home, be sure distractions such as pets, or children, or loud noises are minimized.
- Use the “raise your hand” feature and be recognized by the facilitator prior to speaking.
- Keep answers brief and speak to the topic at hand but feel free to provide feedback and input as necessary.
- Use the “Chat” feature to submit questions and/or concerns. These will be monitored by the Executive Assistant or a CSBA staff member and passed over to your GCS Consultant.
- Employ courtesy and respect as you interact with your fellow board members and/or the audience.
- Speak clearly and loudly enough to be heard by fellow board members and your audience.
- If you must leave the room for any reason, leave your laptop on mute and open until your return. Send a message, via Chat that you must be excused for a moment but will return.
- Please make sure every board member completes the GCS Feedback worksheet before the end of the workshop

Following are some samples of instructions you may want to pass on to your staff, your Board Members, and your Public:

GENERAL INSTRUCTIONS

1. This Board Workshop will be held virtually, via an online video conferencing tool called Zoom. You DO NOT need a Zoom account to participate in the meeting. You will simply need the meeting link or the phone number and Meeting ID provided, and can participate as a guest.
2. All meeting participants will have the option to join the meeting either: a. via the Zoom app on your laptop/desktop computer, cell phone, or tablet, b. via the Zoom website on your internet browser (be aware that this offers a more limited experience), or c. via conference call on your cell phone or landline, following the prompts provided when you call.
3. If you plan to join the meeting via the Zoom app, please click the meeting link to join about ten minutes early, to allow time for the app to download to your device. Or you can download it ahead of time here: <https://zoom.us/download>.
4. This Board Workshop will be monitored by a technical moderator, to ensure all participants have the proper settings in place for the duration of the meeting.
5. All meeting participants will first be placed into a virtual “waiting room” when they join the meeting, and will be admitted to the meeting prior to the meeting’s start. If there is a closed session item, members of the public and non-essential staff will be placed back into the waiting room until the meeting returns to open session or the district may set-up two Zoom meetings, an open meeting for the public and a closed session meeting for the Governance Team.

BOARD MEMBERS

1. All members of the Board will have their audio ON during the entirety of the Board Workshop. Upon first entering the meeting, the microphone audio will be automatically turned OFF (muted). The moderator will manage the microphone audio settings to turn on the audio for each Director.
2. All members of the Board should have their video ON during the entirety of the Board Workshop. Upon first entering the meeting, the video will be automatically turned OFF, but you may "Start Video" upon entering the meeting. The moderator may manage the video settings to turn the video on as well, if desired.
3. All members of the Board should remain on the meeting from beginning to end. If any Board members must leave the meeting early, they should make the meeting moderator aware prior to disengaging.
4. No private conversations - any side conversations dramatically impair everyone's ability to hear the meeting.
5. When taking action, all votes of the Board will be by roll call.

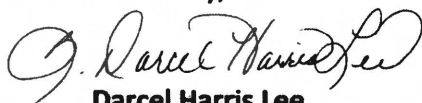
PUBLIC

1. All public participants will have their video and microphone automatically turned OFF upon entering the meeting. They will still be able to hear everything that is being said by the Board members and staff.
2. All public participants will have their video turned OFF by the moderator for the entirety of the Board Meeting. (This means your own webcam; you will still be able to see Board members in the video conference, as well as any presentations provided.)
3. Members of the public will be able to contribute their comments during the Public Comment section of the meeting in the manner determined by the Board.
4. The Zoom chat feature should be used for questions related to technical difficulties during the Zoom meeting, or general protocol questions. Any message posted to the chat will be fielded and responded to by the meeting moderator only.

FOR TECHNICAL ASSISTANCE, PLEASE CALL: (Provide your board members and your public with a call-in number for technical assistance.)

Should you have questions or need further assistance, please do not hesitate to call me at (916) 669-3242 or reach out to your consultant directly. We look forward to working with your governance team.

Genuinely,



Darcel Harris Lee

Director, Trainings

Enclosures: Agreement for Services

California School Boards Association

AGREEMENT FOR GOVERNANCE CONSULTING SERVICES

THIS Agreement made and entered into by and between the CALIFORNIA SCHOOL BOARDS ASSOCIATION, a nonprofit California corporation, hereinafter referred to as “CSBA” and Lodi Unified School District hereinafter referred to as “District.”

CONDITION PRECEDENT

To be eligible for this program, the district must be a member in good standing of CSBA.

The parties hereby agree as follows:

1. DUTIES AND RESPONSIBILITIES OF DISTRICT

1.1 District agrees to:

- a. assure attendance by all board members, and the superintendent of Lodi Unified School District as requested by CSBA;
- b. provide appropriate facilities or virtual platform for each session; and
- c. provide necessary food and refreshments (this is not needed for a virtual workshop).

2. DUTIES, RESPONSIBILITIES AND RECOMMENDATIONS OF CSBA

2.1 CSBA agrees to:

- a. conduct phone interviews with board members and superintendent as appropriate;
- b. provide governance consulting services, which may include a virtual workshop to be completed not later than June 30, 2021 on governance leadership, such as district goal setting, board self-evaluation, superintendent evaluation, developing norms and protocols, developing a governance planning calendar, and other governance-related activity as CSBA and District may agree.
- c. provide any necessary copyrighted course materials as needed for the governance leadership workshop;
- d. provide summary materials from the governance consulting services.

3. COMPENSATION AND REIMBURSEMENT OF EXPENSES

- 3.1 In consideration for the consulting services, the District agrees to pay CSBA a base fee of \$2,700.
- 3.2 Payment is due within 30 days upon receipt of invoice from CSBA, following the service delivery.

3.3 In the event that District cancels the workshop after it is scheduled, District agrees to reimburse CSBA for any travel expenses already incurred by the consultant at the time of the cancellation.

4. CONTRACT TERMINATION

4.1 The terms of the Agreement shall terminate no later than June 30, 2021, or sooner if all provisions have been satisfied.

4.2 Unless otherwise terminated pursuant to this Agreement, CSBA or District may terminate this agreement without cause by giving thirty (30) days written notice to the other party.

4.3 Should CSBA default in the performance of this Agreement or materially breach any of its provisions, District may terminate this Agreement by giving written notification to CSBA.

4.4 Should District default in the performance of this Agreement or materially breach any of its provisions, CSBA may terminate this Agreement by giving written notification to District.

5. GENERAL PROVISIONS

5.1 For the purposes of communication between the parties, the following shall be the representatives of the parties:

Ron Freitas
Board President

Dr. Cathy Nichols-Washer
Superintendent

Naomi Eason, Ed.D
Assistant Executive Director,
Member Services

Lodi Unified School
District
Address: 1305 E. Vine
Street
Lodi, CA 95240
Phone: 209-331-7000

Lodi Unified School
District
Address: 1305 E. Vine
Street
Lodi, CA 95240
Phone: 209-331-7000

California School Boards
Association
3251 Beacon Boulevard
West Sacramento, CA 95691
Phone: (916) 669-3293
Fax: (916) 371-3407

5.2 This Agreement is the entire agreement and supersedes any oral or written agreements previously entered into concerning the conduct of the Governance consulting services.

5.3 If any provision in this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions will nevertheless continue in full force.

5.4 This Agreement will be governed and construed according to the laws of the State of California.

AGREED

LODI UNIFIED SCHOOL DISTRICT


BY: 
Ron Freitas, Board President

DATED: 1/21/2021

BY: 
Dr. Cathy Nichols-Washer, Superintendent

DATED: 1/21/2021

CALIFORNIA SCHOOL BOARDS ASSOCIATION

BY: 
Naomi Eason, Ed.D.
Assistant Executive Director,
Member Services

DATED: 1/14/2021