MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Thursday, August 11, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Robert Santana, Anthony Saba, Chris Simonsen, John Luker, Kerry Flanagan, Paul Tobin, and Andrea Geans

I. Opening Item

The meeting was called to order by Chris Scheithauer.

II. Approval of Minutes

The Committee reviewed the minutes from the Governance Committee Meeting:

- July 5, 2022

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the minutes from the July 5, 2022 Governance Committee Meeting with a vote of: 4 – Ayes and 0 – Nays.

III. Governance Committee findings pursuant to Government Code Section 54953(e)

The Charter School Governance Committee determines, in accordance with Government Code Section 54953(e)(1)(B), that meeting in person would present imminent risks to the health or safety of attendees. Pursuant to Government Code Section 54953(e)(3), the Governance Committee has also reconsidered the circumstances of the State of Emergency declared by the Governor on March 4, 2020, and finds the State of Emergency continues to directly impact the ability of the Committee to meet safely in person and/or that State or local officials continue to impose or recommend measures to promote social distancing.

A motion was made by Shannon Zech, seconded by Robert Santana, and carried to approve the Committee findings pursuant to Government Code Section 54953(e) with a vote of: 4 – Ayes and 0 – Nays.

IV. Public Comment

Chris Scheithauer opened the floor for public comment, but none was presented.

V. Solar Proposal

A motion was made by Shannon Zech, seconded by Sandi Jackson, and carried to move forward with agenda item number eleven (#11) with a vote of: 4 – Ayes and 0 – Nays.

John Luker introduced Paul Tobin, an attorney with Buchalter Law Firm who also served as vice chair of the Orangewood Foundation Board of Directors. Paul and his legal team had offered their services pro bono to thoroughly review the complex structure of the most favored proposal, given the anticipated interest of a third-party investment company.

Legal counsel had deemed the presentation to be a viable arrangement; thus, John and his team sought potential bid revisions from the three original solar vendors – Motive Energy, Shorebreak Energy, and REP Solar. Of the three, Motive Energy provided the most competitive quote: after an

investment of $850,000 for solar, the school would receive approximately $190k-$200k in annual savings on energy usage (a payback period of approximately four years with a 22.3% return on the investment).

The Committee reviewed sample documents provided by Motive Energy, and discussed particulars such as equipment maintenance, audit approval, and tax credits and/or responsibilities. More conversations were scheduled with the respective legal teams to discuss terms within the Power Purchase Agreement (PPA).

Originally listed on the agenda as an item for approval, the contract with Motive Energy required final negotiations and references.

A motion was made by Chris Scheithauer, seconded by Shannon Zech, and carried to approve that John Luker pursue final contract negotiations with Motive Energy, and then return documentation to the Governance Committee for further review in September, with a vote of:
3 – Ayes, 0 – Nays, and 1 – Abstention by Sandi Jackson.

VI. 2022 Board Retreat

Joined by Retreat Facilitator Kerry Flanagan, the Committee reviewed the draft agenda for the 2022 Board Retreat. Members communicated at length on the three potential strategic topics: UCI Survey Data Results, Finances/Reserve Allocation/Annual Endowment, and especially Growth and Expansion – thoughtful definition to the said term, the feasibility for deeper and further development of the current programming: strategic partnerships, consideration for new pathways and/or strengthening core programs already in place, and envisioning Samueli Academy in another ten years with improvements.

The Retreat would be held at the Call & Jensen offices in Newport Beach. Chris and Sandi would finalize dinner plans.

VII. Board Approved Policies and Procedures

The Committee reviewed the agenda items approved by the full Board during the July meeting of the Board of Trustees, to see of their relevance on the Samueli Academy website and/or within the Board Approved Policies and Procedures Handbook.

VIII. Employee Handbook

Recommended as an item for approval was the Employee Handbook, with minor updates made by legal counsel and the People and Culture Team.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the Employee Handbook with a vote of: 4 – Ayes and 0 – Nays.

IX. Dispute Resolution and Arbitration Agreement

Recommended as an item for approval was the Dispute Resolution and Arbitration Agreement, with minor updates of concise language made by legal counsel. The Committee agreed the Agreement should be reviewed each June, and the compliance calendar would be updated to reflect such. Further, the Agreement would be added with other annual documents for Samueli Academy employees to review and sign.

A motion was made by Shannon Zech, seconded by Chris Scheithauer, and carried to approve the Dispute Resolution and Arbitration Agreement with a vote of: 3 – Ayes and 0 – Nays.
Member Robert Santana left the meeting due to extenuating circumstances.

X. Civic Center Act and Facilities Use Policy

Recommended as an item for approval was the Civic Center Act and Facilities Use Policy, recently drafted by legal counsel to recognize the use of the Samueli Academy facilities by members of the community. Anthony had also consulted with representatives of the Santa Ana and Garden Grove school districts on language within their respective policies.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the Civic Center and Facilities Use Policy with a vote of: 3 – Ayes and 0 – Nays.

XI. Application for Use of School Facilities

Recommended as an item for approval was the Application for Use of School Facilities, an application form newly drafted as a supplement to the Civic Center Act and Facilities Use Policy.

Discussion followed on potential labor and operational fees that had not been included on the form. Redlines to the Application would be available for further consideration by the Board.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the Application for Use of School Facilities, with its pending changes, with a vote of:
3 – Ayes and 0 – Nays.

XII. Compliance Calendar

A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to move forward with agenda item number fourteen (#14) with a vote of: 3 – Ayes and 0 – Nays.

Chris Scheithauer reviewed the upcoming tasks within the Compliance Calendar. The Committee would review the Goals of the Board and Governance Committee for the 2022-23 school year.

XIII. New Business

Anthony reported a great start to the 2022-23 school year.

XIV. Closed Session

Pursuant to California Government Code Sec. 54957, a motion was made at 5:39 pm by Sandi Jackson, seconded by Shannon Zech, and carried to approve the Governance Committee meet in a closed session to review the Performance Evaluation of the Executive Director with a vote of: 3 – Ayes and 0 – Nays.

XV. Return to Open Session

The Committee returned to Open Session at 6:32 pm with a vote of: 3 – Ayes and 0 – Nays. During its meeting on September 6, the Committee will review the complete compilation of feedback on the performance evaluations of the Executive Director, Chief Financial Officer, and the Head of School.

XIV. Adjournment

The August 11, 2022 Governance Committee meeting adjourned at 6:34 pm with a vote of: 3 – Ayes and 0 – Nays.

The next meeting will be held on Tuesday, September 6, 2022, at 4:00 pm.

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Chris Scheithauer, Chair