MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, December 6, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Robert Santana, Anthony Saba, Chris Simonsen, Tyler Kunnel, Kerry Flanagan, 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 meeting of the Governance Committee:

- November 1, 2022

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the minutes from the November 1, 2022 meeting of the Governance Committee 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 Sandi Jackson, seconded by Shannon Zech, 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. Marquee Purchase

Recommended as an item for approval was the purchase and installation of an updated marquee. The current marquee had unreliable hardware that was no longer available, and the network connection was broken. Following discussions in a previous meeting, the Governance Committee had requested more bids be sought besides the original proposal from Sterling Signs. After months of research and outreach, a second formal proposal was received from YESCO.

Anthony Saba and Tyler Kunnel reviewed with the Committee a proposal analysis detailing the specifications/warranty/graphics/installation of digital leaders Daktronics (Sterling Signs) and Watchfire (YESCO). The two companies offered comparable products; however, the Daktronics 10 mm marquee was the most cost effective and offered user-friendly software with mobile options.

A motion was made by Sandi Jackson, seconded by Robert Santana, and carried to approve the proposal by Sterling Signs to install a Daktronics 10 mm marquee with a vote of: 4 - Ayes and 0 - Nays.

VI. Shade Structure Installation

Recommended as an item for approval was the installation of a shade structure in the common area outside the cafeteria/student union. Preparing to use federal funds from the ESSER III Grant and non-donated public funds from the cash reserve , the school had completed a formal public bid process - public notice, informational meetings, dialogue with ten potential bidders - and received two formal proposals from USA Shade and Zoom Recreation.

Tyler reviewed with the Committee a proposal analysis detailing the shade structures of both companies: manufacturer, warranty, installation, engineering/plans. He also explained other potential costs for architectural design/permitting, lighting, and security cameras. Both companies offered comparable shade structures; nevertheless, USA Shade offered in-house manufacturing and reasonable warranties.

A motion was made by Shannon Zech, seconded by Sandi Jackson, and carried to approve the proposal by USA Shade to install a shade structure with a vote of: 4 - Ayes and 0 - Nays.

VII. Review Post-Retreat Assignments/Feedback

Kerry Flanagan joined the Committee to discuss the post-retreat assignments and prompts, modified in the November meeting. Kerry would share with the Committee a complete document with all post-Retreat assignments, as well as tabs with assignments specific to the Governance, Finance, and Academic Committees. Chris Scheithauer would send the full document to each Committee Chair, and provide a report at the next meeting of the Board.

VIII. Governance Committee Responsibilities

Recommended as an item for approval was the potential update to the Governance Committee Responsibilities. Previously updated in 2019, the Committee found the Responsibilities to be satisfactory with no need for revisions, apart from a new timestamp.

A motion was made by Shannon Zech, seconded by Robert Santana, and carried to approve the Governance Committee Responsibilities with a vote of: 4 - Ayes and 0 - Nays.

IX. 2022-23 Goals of the Governance Committee

Recommended as an item for approval was the potential modification to the Goals of the Governance Committee, in relevance to the 2022-23 school year.

Discussion followed on goals from the previous year - those met, which to remove, and which to retain with updated language. A strong focus was placed on building out the Board's sub-committees with new persons of appropriate experience and diverse backgrounds.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the revisions to the Goals of the Governance Committee with a vote of: 4 - Ayes and 0 - Nays.

X. 2022-23 Goals of the Board of Trustees

Recommended as an item for approval was the potential modification to the Goals of the Board of Trustees, relevant to the 2022-23 school year. While reviewing the previous year's document, the Committee recognized that many of the Goals overlapped with Board Responsibilities and lacked strategic focus. The Committee unanimously agreed to table the agenda item until the next meeting.

XI. Board Approved Policies and Procedures

The Committee reviewed the agenda items approved by the full Board during the November 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.

XII. Compliance Calendar

Chris Scheithauer reviewed the upcoming tasks within the Compliance Calendar. The Committee remained current with tasks.

Sandi Jackson excused herself from the meeting for another engagement.

XIII. New Business

Anthony reported that resumes of candidates were collected and reviewed for the new position of Chief Philanthropy Officer. Interviews had been scheduled for the next two weeks.

XIV. Adjournment

The December 6, 2022 Governance Committee meeting adjourned at 5:49 pm with a vote of: 3 – Ayes and 0 – Nays.

The next meeting would be held on Tuesday, January 3, at 4:00 pm.

Chris Scheithauer, Chair