MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, March 7, 2023 - 4:00 PM
Held at Call & Jensen, Newport Beach

Attendees: Chris Scheithauer, Sandi Jackson, Robert Santana, Anthony Saba, Chris Simonsen, 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:

- February 7, 2023

A motion was made by Chris Scheithauer, seconded by Sandi Jackson, and carried to approve the minutes from the February 7, 2023 meeting of the Governance Committee with a vote of: 3 – Ayes and 0 – Nays.

III. Public Comment

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

IV. Board Approved Policies and Procedures

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

V. Policy Governing the Use of Traditional and Virtual Teleconferencing Options

Recommended as an item for approval was the Policy Governing the Use of Traditional and Virtual Teleconferencing Options, recently drafted by legal counsel following the Governor's end to the COVID-19 state of emergency. The policy identified two options for remote attendance at Board/sub-Committee meetings under the Ralph M. Brown Act: the pre-COVID traditional teleconferencing, as well as relaxed virtual attendance rules under Assembly Bill 2449.

Discussion followed at length on matters including:

- Limits on utilization of virtual teleconferencing (twice a year per calendar year or 20% of regular meetings),
- Whether to include static virtual link or phone number for the public to access from within posted agenda,
- Maximum length of time for notice of Board member's virtual attendance per Just Cause Reasons / Emergency Circumstances,
- Potential visit from legal team of Young, Minney, and Corr LLP to provide guidance to Board,
- Include in the Board Policies and Procedures manual, near the page on Board Meetings,
- Track virtual number of virtual attendances alongside meeting attendance.

A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the Policy Governing the Use of Traditional and Virtual Teleconferencing Options with a vote of:
3 – Ayes and 0 – Nays.

VI. Identify and Discuss Potential Retreat Facilitator

The Committee discussed potential facilitators for the 2023 Board Retreat, and agreed to their contentment with 2022 Facilitator Kerry Flanagan. Anthony Saba would confirm Kerry's availability for the retreat.

Concerning the 2023 Retreat, the Board would be presented with two dates to choose from at the March meeting – October 9 or 16.

VII. Review Prompts from 2022 Board Self-Assessment

The Committee reviewed the various prompts found within the annual Board Self-Assessment. The language of Prompt #15 would replace the current with the following language: "The Board has an effective plan in place to ensure the financial sustainability of the school into the future."

Discussion followed at length on Prompt #20 regarding succession plans for both Board and school leadership. Next steps included:

- Add as agenda item to April meeting, and keep agenda light to allow for discussion,
- Review Job Descriptions of Executive Director, Chief Financial Officer, and Head of School,
- A Succession Plan/Policy would be formalized from details found in the respective hiring process and job description documents.

VIII. Policy/Procedure for Chronic Non-Attendance of Board Members

Chris Scheithauer explained that while there is no formal attendance policy in place, currently, the Governance Committee does conduct an annual review of each member's monthly attendance. The Committee agreed that it was better to handle any chronic absenteeism on a case-by-case basis.

Anthony would draft a policy, incorporating broad language from the Board Bylaws. The draft would receive further revision at the April meeting.

IX. Discussion on Recognition of Past Board Members

Concerning recognition of past Board members, the Committee considered:

- Wall plaque / Name plate with name and/or photograph,
- Recognition on website,
- Planting of trees,
- Sustainability of recognition over the school's longevity,
- Acknowledgement specific to reason for Board departure.

The agenda item was tabled and would be discussed at a later date.

X. Compliance Calendar

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

XI. New Business

Chris Scheithauer asked for any new business, and none was presented.

XII. Adjournment

The March 7, 2023 meeting of the Governance Committee adjourned at 6:01 pm with a vote of: 3 – Ayes and 0 – Nays.

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

Chris Scheithauer, Chair