MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, April 4, 2023 - 4:00 PM
Held via Zoom

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

I. Opening Item

The meeting was called to order by Chris Scheithauer at 4:04 p.m.

II. Approval of Minutes

The Committee reviewed the minutes from meeting of the Governance Committee:

- March 7, 2023

A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the minutes from the March 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 approved policies and procedures. Chris wanted to confirm that the new committee members will be added to the website and the Board Policy for Teleconferencing will be placed on the website as well. Tracy Garcia will ensure these items are updated on the website.

V. 2023 Board Retreat Facilitator – Kerry Flanagan

The Committee reviewed the agreement with Kerry Flanagan for the Board Retreat Facilitation. A motion was made by Sandi Jackson, seconded by Robert Santana, and carried to approve the Facilitator Agreement with Kerry Flanagan with a vote of: 3 – Ayes and 0 – Nays.

Anthony will move forward with signing the agreement with Kerry Flanagan.

VI. Updated Executive Director Job Description

The Committee reviewed the updated Executive Director Job Description presented. Chris Scheithauer indicated he would like to weave in the language from the bylaws for both the Executive Director and Chief Financial Officer positions. This would go into the general purpose area of the job description.

Anthony will work on the language and include it on next month's Governance Committee agenda for approval.

VII. Updated Chief Financial Officer Job Description

Committee reviewed the updated Chief Financial Officer job description. Chris Scheithauer reiterated the need to weave in the language from the bylaws into the job description. He also suggested changing the following: The position reports to the Executive Director and provides reports to the Board of Trustees and Executive Director.

Anthony will make the changes and bring back the revised job description to the next Governance Committee meeting in May.

VIII. Discussion Regarding Creation of a Leadership Succession Plan

The Committee reviewed the Procedure for Hiring the Executive Director. The Committee identified some grammatical and languages changes to the document. Anthony will make the changes and the document will be brought back to the Governance Committee for review at the May meeting.

The Committee reviewed the Procedure for Hiring the Head of School. The Committee identified edits that needed to be made to the document. Anthony will make the changes and the document will be brought back to the Governance Committee for review at the May meeting.

IX. Creation of Board Attendance Policy

The Committee reviewed the Board Attendance Policy as written. The goal is that once a year the Chair will review attendance and report on attendance to the full Board. The policy should read that the Chair of the Board and Governance Committee reviews the attendance matrix annually at the end of each fiscal year.

Sandi Jackson made a motion to approve the Board Attendance Policy as amended. Chris Scheithauer seconded the motion and the motion carried with a vote of 3 – Ayes and 0 – Nays.

X. Midyear Review of Progress on Board Retreat Initiatives

The Committee reviewed the current Board Retreat initiatives. Chris Scheithauer asked to delete prompt 15 from the Governance Committee.

All Committees have completed or are on track to complete all initiatives. Committee discussed the need for Anthony to start thinking about a big picture overview of a succession plan. This would be a high-level overview. Anthony will begin to put this together over the next few months.

XI. Compliance Calendar

The Committee reviewed the compliance calendar items. The Board review of the matrix and terms for election purposes will be included on next month's agenda.

Review of Shared Service Agreement will be moved to the June meeting. Chris Scheithauer asked Tracy Garcia to let John know on the Finance Committee that we made that change. This change should be reflected on the Compliance Calendar moving forward.

The Committee indicated they would not review the OCDE MOU at the next meeting.

May meeting will include a Slate of Officers discussion.

XII. New Business

NONE

XIII. Adjournment

Sandi Jackson made a motion to adjourn the Governance Committee Meeting on April 4, 2023, at 5:32 p.m. Chris Scheithauer seconded the motion and the motion carried with a vote of: 3 – Ayes and 0 – Nays.

The next meeting would be held on Tuesday, May 2, 2023, at 4:00 pm.

Chris Scheithauer, Chair