**MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE**

Tuesday, May 7, 2024 – 4:00 p.m.
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Robert Santana, Anthony Saba, Chris Simonsen, Kerry Flanagan, Miles Durfee and Tracy Garcia

## I. Opening Item

The meeting was called to order by Chris Scheithauer at 4:00 p.m.

## II. Approval of Minutes

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

- April 2, 2024

A motion was made by Sandi Jackson, seconded by Robert Santana, and carried to approve the minutes from the April 2, 2024, 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

Governance Committee members reviewed the Approved Policies and Procedures grid. Nothing new to address.

## V. Board Retreat Planning

The committee discussed areas in which to do a deeper dive into for the board retreat.

Work-Based Learning – Deeper dive into the status of the program and growth areas/opportunities. Identify with Oscar Reyes any strategic points of discussion for the retreat.

Alumni Program – Share data and provide a brief update on the program.

Suggestion: Prior to the retreat have the board receive a report on work-based learning program to provide more time for board members to digest and review the information for a more strategic discussion at the retreat.

Anthony will report how the money from S&S was infused into the work-based learning program last year.

Category – Internal Growth – A suggestion was made to bring topics to the board ahead of time for interest

Sandi Jackson will reach out to her caterer to see if she is available for the retreat again this year.

**VI. Expense Report and Travel Policy**

Anthony presented the new Expense Report and Travel Policy that as drafted by People and Culture from Orangewood Foundation. This policy will be the same for all Orangewood Staff as well.

A motion was made by Sandi Jackson to approve the Expense Report and Travel Policy and to ensure the Employee Handbook is updated to reflect the new policy and move the Expense Report and Travel Policy along to the full board for approval. Robert Santana seconded the motion and the motion carried with a vote of: 3 – Ayes and 0 – Nays.

**VII. Dhont Center Rental Acquisition**

Anthony Saba provided background information on the need and the space challenges that Samueli Academy is facing.

The Governance Committee members were in favor of the acquisition based on the need presented. Robert Santana requested for Anthony to do some market research for properties in the area. Anthony will look into office space in the area and will present with the full proposal to the board of trustees.

The committee discussed the termination clause in the lease agreement. Anthony will also speak with John Luker about the last appraisal date for the property.

Robert Santana made a motion to approve the Amendment to the lease agreement to include the Dhont Center contingent upon Orangewood Foundation receiving the approvals they require from Licensing. Sandi Jackson seconded the motion and the motion passed with a vote of: 3 – Ayes and 0 – Nays.

**VIII. Slate of Officers**

The Governance Committee reviewed the current slate of officers. Chris Scheithauer will reach out to the current officers to determine if they would like to continue in their current roles.

**IX. Compliance Calendar**

The Governance Committee reviewed the Compliance Calendar. Self Evaluations for performance reviews will be sent out tomorrow.

**VIII. New Business.**

Sandi Jackson shared she will be attending a tour with Anthony next Thursday at Samueli Academy and believes the guest may be a good fit as a potential Governance Committee member in the future.

## IX. Adjournment

Sandi Jackson made a motion to adjourn the meeting of the Governance Committee. Robert Santana seconded the motion and the motion passed with a vote of: 3 – Ayes and 0 – Nays.

The meeting was adjourned at 5:30 p.m.

The next meeting will be held on Tuesday, June 4, 2024, at 4:00 pm.

**Chris Scheithauer, Chair**