MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, May 17, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Robert Santana, Anthony Saba, John Luker, Tyler Kunnel, John Fogarty, Kerry Flanagan, Bruce Honig, and Andrea Geans

Absent: Shannon Zech

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:

- April 12, 2022

A motion was made by Sandi Jackson, seconded by Robert Santana, and carried to approve the minutes from the April 12, 2022 Governance Committee Meeting with a vote of:
3 – 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 Robert Santana, and carried to approve the Committee findings pursuant to Government Code Section 54953(e) with a vote of:
3 – Ayes and 0 – Nays.

IV. Public Comment

Chris Scheithauer opened the floor for public comment, but no public was present.

V. Board Approved Policies and Procedures

The Committee reviewed the agenda items approved by the full Board during the April 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. Given the Board's specific role detailed in the updated Suspension and Expulsion Policy and Procedures, the policy would be added to the Board Policies and Procedures.

VI. 2022 Board Retreat

In preparation for the 2022 Board Retreat, the Committee met with two candidates for the role of Retreat Facilitator: 1.) Kerry Flanagan, owner/founder of Kerry B. Flanagan and Associates and former chief of staff for the California Charter Schools Association; and 2.) Bruce Honig, owner/founder of Honig IdeaGuides.

The candidates participated in separate interview sessions of fifteen minutes each, and responded to questions: a.) How they envisioned the Retreat process; b.) Their comfortability with retreats in general; and c.) Anticipated outcomes from the day of the Retreat. Both candidates engaged the Committee with questions of their own to gain an understanding of the Board's expectations for the Retreat.

During the May meeting of the Board of Trustees, Chris would ask members of the Board to consider potential strategic topics to address at the Retreat.

VII. Solar Proposal

Recommended as an item for approval was a proposal for solar panel installation from one of three vendors. John Luker introduced guests John Fogarty (SA Finance Committee member; Assistant Superintendent of Business Services, Irvine USD) and Tyler Kunnel (Director of Facilities and Construction, Orangewood Foundation), both individuals well-informed of the solar installation process.

The Committee engaged in a lengthy discussion while reviewing materials: a.) Comparison of three quotes; b.) Copies of each proposal; c.) Orangewood/Samueli Academy lease agreement signed in 2017; d.) Draft contract with proposed vendor; e.) Legal opinion on using preferred vendor; f.) Net metering explanation; g.) Analysis of cash reserves.

John Luker and Anthony Saba agreed to confirm with legal counsel that the proposal acquisition was in compliance with the public contract code of the Charter's Memorandum of Understanding, since the school would use non-public funds for the solar panel installation.

Anticipating a positive response from legal counsel, a motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the Solar Proposal with a vote of: 3 – Ayes and 0 – Nays.

VIII. 2022-23 Orangewood/Samueli Academy Shared Services Agreement

Recommended as an item for approval was the 2022-23 Shared Services Agreement between Orangewood and Samueli Academy. Minimal updates reflected: a.) monthly accounting and quarterly review of SA investments in the Orangewood Foundation endowment, provided by the Orangewood Finance team and b.) the increase of operational review by the Orangewood Director of Facilities and Construction.

A motion was made by Robert Santana, seconded by Sandi Jackson, and carried to approve the 2022-23 Orangewood/Samueli Academy Shared Services Agreement with a vote of:
3 – Ayes, 0 – Nays.

IX. Discussion – Annual Election of Officers

Nominations were considered for the annual election of officers. A final draft of the 2022-23 Proposed Slate of Officers would be voted on and recommended for Board approval in June.

XII. Compliance Calendar

Chris Scheithauer reviewed the upcoming tasks within the Compliance Calendar. Susan Barua's second Board term was scheduled for approval in the May meeting of the Board of Trustees.

The Committee agreed the Board term schedule and matrix would be reviewed annually in April, as well as individual attendance.

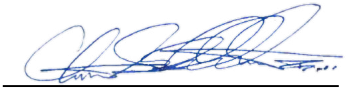
XIII. New Business

Before the meeting's conclusion, the Committee discussed final thoughts on the previous interviews. All agreed that both candidates were competent and qualified to facilitate the Retreat. However, in keeping with the Board's current theme, Kerry Flanagan was elected as Facilitator of the 2022 Board Retreat. Kerry would be notified of the decision and invited to all Governance and Board meetings prior to the Retreat.

XIV. Adjournment

A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the May 17, 2022 Governance Committee meeting be adjourned at 6:37 pm with a vote of: 3 – Ayes and 0 – Nays.

The next meeting will be held on Tuesday, June 7, 2022, at 4:00 pm.



Chris Scheithauer, Chair