MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, June 7, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Anthony Saba, John Luker, Tyler Kunnel, and Kerry Flanagan

Absent: Robert Santana 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 the Governance Committee Meeting:

- May 17, 2022

Chris Scheithauer recommended an amendment to the minutes, particularly to the Solar Proposal topic – "carried to advance the Solar Proposal to the Board" would replace the current "carried to approve the Solar Proposal". A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the amended minutes from the May 17, 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 Shannon Zech, seconded by Sandi Jackson, 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. 2022 Board Retreat

Kerry Flanagan, newly appointed facilitator for the 2022 Board Retreat, met with the Committee to begin planning for the Retreat. Four goals for the first meeting: 1.) Gain feedback on previous retreats; 2.) Begin draft of agenda items for 2022 Retreat; 3.) Briefly look at overarching Retreat objectives and timeline; and 4.) Discuss additional comments or questions.

Framing questions for the Committee to consider from previous retreats:

- What are 1-3 strengths of previous Samueli Board retreats you want to continue?
- What are 1-3 opportunities for improving previous retreats?
- Are there any aspects of previous retreats you want to eliminate?

Feedback from the Committee:

- While needful/helpful, Board Education and presentations have been heavy in past retreats: Incorporate into monthly Board meetings; Reduces length of passive listening and allows for a more interactive/productive event
- Re-introduce Board discussion and debate: Cohesive Board that would lend individual strengths/skillsets towards collaborative problem-solving
- Consideration towards a social meal setting rather than a "working" dinner (as in the past): Separate location for meal; Interactive meal preparation
- Consideration for alternative Retreat venue and caterer

The Committee discussed at length agenda items that should be Retreat-specific and those that should be specific to monthly Board and Committee meetings, including:

- Board self-assessment survey data
- Internal Scorecard
- UC Irvine Survey Data
- Financial Priorities and/or Financial Reserves
- Campus Security
- School Expansion/Duplication

At the July 5th meeting, Kerry would present a draft Retreat agenda structured to include three key topic areas (non-routine), and framing questions for each topic. A rough draft would be circulated through the Committee prior to the meeting.

VI. Solar Proposal

The Committee voted unanimously to move ahead to the discussion of the solar panel proposal. John Luker reported an update on three separate vendor proposals, explaining the cost difference of one was significantly lower. Consequently, legal counsel would review the proposal to ensure its legitimacy. A new update would be provided to the Committee in July.

VII. Board Approved Policies and Procedures

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

Upon review, Chris Scheithauer confirmed that the 2022-23 Orangewood/Samueli Academy Shared Services Agreement would need to be resubmitted for Board approval. The previous vote included the approval of two Board members who had potential conflicts of interest. They would abstain from the second vote on June 21st.

VIII. 2021-22 Shared Services Reconciliation

Recommended as an item for approval was the reconciliation of the shared services for 2021-22. Per the Orangewood/Samueli Academy Shared Services Agreement, an end-of-year assessment of actual versus forecasted costs allows for a justifiable reimbursement to Orangewood. Following the execution of the 2021-22 Agreement, higher than forecasted expenses of $91,157 had accrued.

After a period of discussion, the Committee agreed the 2021-22 Shared Services Reconciliation should be advanced to the Finance Committee for further review.

IX. Lease Amendment

Recommended as an item for approval was an amendment to the Lease Agreement between Orangewood Real Property LLC and Samueli Academy. The current lease is discounted at 29% below market value. Following a new market appraisal of the completed campus and facilities, an increase of a discounted 23% was proposed.

The Committee reviewed the fair market rent appraisal prepared by CBRE, as well as projected financials of a lease increase for the next three years. After a period of discussion, the Committee agreed the Lease Agreement should be advanced to the Finance Committee for further review and then returned for a second review by the Governance Committee.

X. Visitor Policy

Recommended as an item for approval was the Visitor Policy, recently drafted upon advisement of the Orange County Department of Education. Different from the school's Safety Plan and Safety Procedures Manual, the Visitor Policy was designed specifically for visitor and volunteer guidance.

A motion was made by Shannon Zech, seconded by Chris Scheithauer, and carried to approve the Visitor Policy with a vote of: 3 – Ayes and 0 – Nays.

XI. 2022-23 Annual Election of Officers

Recommended as an item for approval was the proposed slate of officers for the 2022-23 school year. The document contained all submitted nominations for the following positions:

- Chris Scheithauer – Chair
- Liz Dorn-Parker – Vice Chair
- Richard Arum – Secretary
- Liz Dorn-Parker – Treasurer
- Anthony Saba – Executive Director
- John Luker – Chief Financial Officer

A motion was made by Shannon Zech, seconded by Sandi Jackson, and carried to approve the 2022-23 Proposed Slate of Officers with a vote of: 3 – Ayes and 0 – Nays.

Sandi Jackson would inquire on the legality of the nominees' ability to have a vote during the June 21st Board meeting. On behalf of the Board, Sandi would also formally request an acceptance of each nominated officer.

XII. Compliance Calendar

Chris Scheithauer reviewed the upcoming tasks within the Compliance Calendar. Performance Evaluation Forms are to be sent to the Executive Director, CFO, and Head of School in July. Feedback is to be finalized in August by the Governance, Finance, and Academic Committees, respectively. Final review for each is scheduled in September.

XIII. New Business

Sandi confirmed that the dates had been scheduled for the Board and Staff Back-to-School Party (Saturday, July 30th) and the Board and Staff Holiday Party (Saturday, December 10th).

XIV. Adjournment

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the June 7, 2022 Governance Committee meeting be adjourned at 6:05 pm with a vote of:
3 – Ayes and 0 – Nays.

The next meeting will be held on Tuesday, July 5, 2022, at 4:00 pm.

Chris Scheithauer, Chair