MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, July 5, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Anthony Saba, Chris Simonsen, John Luker, Kerry Flanagan, and Andrea Geans

Absent: Robert Santana

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:

- June 7, 2022

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the minutes from the June 7, 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 Shannon Zech, 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 joined the Committee to discuss further the 2022 Board Retreat and shared a PowerPoint presentation summarizing the four main goals: 1.) Finalize the retreat agenda format. 2.) Finalize retreat agenda items; 3.) Draft framing questions for retreat agenda items; and 4.) Identify other thoughts, questions, and next steps.

The Committee reviewed the draft agenda format and potential agenda items discussed during the June meeting. The original thought was to have two to three high-level strategic initiatives (weightier discussions at the beginning), less Board education, and more time for contemplation and dialogue integrated with team-building activities.

Feedback from the Committee:

- Less time was required for review/discussion of the Board self-assessment; attention would be given to areas for improvement rating "3 and less".
- UC Irvine Survey Data –
  - Helped inform strategic initiatives and should remain on agenda
  - Governance Committee would help identify key initiatives to present at Retreat – proposed was a separate agenda for UCI Survey Data
  - Presentation would be near beginning, allowing for subsequent initiative discussions

Potential topics for future Board/Committee meetings:

- YCP/Residential Program
- Campus Security
- Brown Act Training
- Learning Loss Mitigation and Social/Emotional Health

The Committee would consider additional strategic topics. Suggested topics: a.) Growth/Expansion of Samueli Academy; b.) Future Priorities and Financial Reserves (Financials requiring strategic discussion or timely action); c.) Annual Operational Endowment; and d.) Providing the school facilities as a community hub.

Logistical next steps included identifying the retreat location and caterer.

VI. Board Approved Policies and Procedures

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

VIII. 2021-22 Shared Services Reconciliation

Recommended as an item for approval was the reconciliation of the Orangewood/Samueli Academy Shared Services for 2021-22, an allocation of $91,157. First reviewed in June, the Governance Committee had tabled the agenda item, requesting a second review by the Finance Committee. In turn, the Finance Committee agreed to provide a quarterly assessment of any necessary reconciliations to stay within a comfortable percentage. Market rate analysis would help guide future reconciliations.

Discussion followed on the frequency necessary for audits and analysis.

A motion was made by Shannon Zech, seconded by Chris Scheithauer, and carried to approve the 2021-22 Shared Services Reconciliation with a vote of: 2 – Ayes, 0 – Nays, and 1 – Abstention by Sandi Jackson.

IX. Third Lease Amendment

Recommended as an item for approval was a third amendment to the Lease Agreement between Orangewood Real Property LLC and Samueli Academy. Previously reviewed during the June Governance Committee meeting, the amendment was sent back to the Finance Committee for a larger discussion.
The lease amendment would remain as is, reflecting a rent increase of three percent.

A motion was made by Shannon Zech, seconded by Chris Scheithauer, and carried to approve the Third Lease Amendment between Orangewood Real Property LLC and Samueli Academy with a vote of: 2 – Ayes, 0 – Nays, and 1 – Abstention by Sandi Jackson.

X. Solar Proposal

John Luker presented an update on the solar panel proposal, stating that the school was successful in retaining the promised legal counsel and agreements, as discussed in the June meeting. Due to the complexity of the proposal's structure (which included a third-party investment company), the Finance and Governance Committees would rely on feedback from the attorneys surrounding the final documents and operating purchase agreements. Once the legal recommendation was received, John would also provide the Committee with an executive summary of bullet point terms.

XI. Athletics Handbook

Recommended as an item for approval was the Athletics Handbook, updated for the 2022-23 school year. Recently reviewed by legal counsel, only minor revisions were needed – such as transportation to games.

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

XII. Student/Parent Handbook

Recommended as an item for approval was the Student/Parent Handbook, updated for the 2022-23 school year. Recently reviewed by legal counsel, minor revisions included updated names, dates, and new language on after-school supervision.

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

XIII. School Safety Plan

Recommended as an item for approval was the School Safety Plan, updated for the 2022-23 school year. Updates included egress/regress maps per building, dates of scheduled drills, and contact information of responsible personnel.

Professional feedback was sought from resources such as the Orange County Department of Education and the Santa Ana Police Department. The Committee agreed to advance the safety plan to the Board with the contingency that the school has received exact feedback from the proper authorities as stated on page 2 (**The school leadership and safety team has consulted with a representative from the local law enforcement agency, fire department, and other relevant first responder agencies in developing this Comprehensive School Safety Plan and will share it with a local law enforcement agency, fire department, and other relevant first responder agencies each time it is updated. (Ed. Code 32281(b).)*

A motion was made by Chris Scheithauer, seconded by Sandi Jackson, and carried to approve the School Safety Plan, contingent upon feedback from the respective authorities, with a vote of: 3 – Ayes and 0 – Nays.

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 will be compiled in August by the Governance, Finance, and Academic Committees, respectively. Final review for each is scheduled in September. Further, the Employee Handbook and Board and Governance Committee Goals would be presented for review and approval in August.

XIII. New Business

Anthony reported that an administration of oath was necessary for the newly elected officers, per Government Code 1360. As former Chair of the Board, Sandi Jackson would open the July 26th Board meeting with the attendance and then administration of the oath.

Due to a conflict of schedule, the next meeting was rescheduled for Wednesday, August 3rd.

XIV. Adjournment

A motion was made by Sandi Jackson, seconded by Chris Scheithauer, and carried to approve the July 5, 2022 Governance Committee meeting be adjourned at 5:40 pm with a vote of: 3 – Ayes and 0 – Nays.

The next meeting will be held on Wednesday, August 3, 2022, at 4:00 pm.

Chris Scheithauer, Chair