MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, November 1, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Anthony Saba, Chris Simonsen, John Luker, Tyler Kunnel, 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 meetings of the Governance Committee:

- September 6, 2022
- October 4, 2022

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the minutes from the September 6 and October 4 meetings of the Governance Committee 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 none was presented.

V. Boiler Plate Contract

Recommended as an item for approval was the Boiler Plate Contract, recently drafted on an American Institute of Architects (AIA) document. The Committee discussed at length the boiler plate contract and its construction-focused language.

The Committee agreed that the boiler plate contract should be modified, tailored for the purchases of the bleachers and marquee. Tyler Kunnel, Director of Facilities and Construction, would adjust the AIA document as such and then circulate through the Governance Committee before the November meeting of the Board.

A motion was made by Shannon Zech, seconded by Sandi Jackson, and carried to approve that staff draft the agreement specific to the bleachers and marquee purchases and circulate through the Governance Committee via one-way communication before November 11 with a vote of:
3 - Ayes and 0 - Nays.

VI. Bleachers Purchase

Recommended as an item for approval was a quote for two sets of bleachers to be installed on the soccer field as seating for families and fans, as well as additional seating for students during the school day.

Tyler reviewed with the Committee the leveling sheet which defined individual quotes from three contractors. Recommended for approval was the quote from BROC, LLC, the same contractor that installed bleachers in the gymnasium and who offered a five-year warranty on the product.

A motion was made by Shannon Zech, seconded by Sandi Jackson, and carried to approve the bid from BROC, LLC for bleacher installation, to be modified as an AIA document and circulated amongst the Committee before the November meeting of the Board, with a vote of: 3 - Ayes and 0 - Nays.

VII. Marquee Purchase

Scheduled as an item for approval was the purchase of an updated marquee. However, the facilities team awaited additional documentation.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the agenda item be tabled until the December 6 meeting of the Governance Committee, at which time additional documentation would be presented, with a vote of: 3 - Ayes and 0 - Nays.

VIII. Review Post-Retreat Assignments/Feedback

Joining the Committee was 2022 Retreat facilitator Kerry Flanagan. Post-retreat assignments had been drafted for each Board committee, based on prompts from the retreat's agenda items and strategic initiatives:

- Board Annual Assessment
- UCI Survey Data
- Samueli Academy: The Last 10 Years
- Samueli Academy: The Next 10 Years
- Finances: Cash Reserves and Endowment

Key recommendations and next steps from the feedback:

- Add to the compliance calendar - two months before the administration of the Board Assessment Survey, the Board would review in a regular meeting: a.) Board and committee attendance matrix, and b.) an evaluation of past-year goals met per respective committees
- UCI Survey data would be disaggregated by grade level
- Staff survey on satisfaction and retention

Kerry would modify the Post-retreat committee assignments, per the Governance Committee's recommendations and share the final draft with the Committee at its December 6 meeting.

IX. Endowment Proposals

Recommended as an item for approval was one additional development position to oversee a $20MM-$25MM comprehensive endowment campaign. This position would be funded by the endowment itself.

Anthony Saba reviewed with the Committee documentation and proposals provided by philanthropic consultants - both individual and corporate. All candidates advised a feasibility study prior to the launch of a two- to three-year campaign. While it was recommended that one of the presented companies be hired to conduct such a feasibility study, it was also suggested that the development position be filled by an individual rather than a firm - largely due to the on-campus presence, cost effective salary, and personable donor engagement.

A motion was made by Sandi Jackson, seconded by Shannon Zech, and carried to approve the additional development position be recommended for full Board approval with a vote of: 3 - Ayes and 0 - Nays.

X. Board Approved Policies and Procedures

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

XI. Adjournment

Due to time constraints, a motion was made by Chris Scheithauer, seconded by Shannon Zech, and carried to table the remainder of agenda items until the December 6 meeting of the Governance Committee with a vote of: 3 - Ayes and 0 - Nays.

The November 1, 2022 Governance Committee meeting adjourned at 5:48 pm with a vote of: 3 – Ayes and 0 – Nays.

The next meeting will be held on Tuesday, December 6, 2022, at 4:00 pm.

Chris Scheithauer, Chair