



Da Vinci Schools

Minutes

Da Vinci Schools: L.A. County Board Meeting (RISE High)

Date and Time

Wednesday August 14, 2019 at 6:00 PM

Location

Board Room, 201 N. Douglas Street, El Segundo, CA 90245

Da Vinci Schools: L.A. County ("DVLAC") welcomes your participation at its Board meetings. The purpose of a public meeting of the Board of Directors ("Board") is to conduct the affairs of DVLAC in public. Your participation assures us of continuing community interest in our schools. To assist you in speaking/participating in our meetings, the following guidelines are provided:

1. Teleconferencing will be held at the below address(es). Members of the public attending a meeting conducted via teleconference need not give their name when entering the teleconference location. Location: 192 Country Club Drive, Avila Beach CA 93424 and 8101 S. Vermont Ave., L.A. CA 90044.
 2. Agendas are available to all audience members at the door to the meeting.
 3. The Order of Business may be changed without notice. Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.
 4. Notice is hereby given that; consistent with the requirements of the Brown Act, special presentations not mentioned in the agenda may be made at this meeting. However, any such presentation will be for information only.
 5. "Request to Speak" forms are available to all audience members who wish to speak on any agenda items or under the general category of "Public Comments," which is time set aside for members of the audience to raise issues not specifically on the agenda. However, due to public meeting laws, the Board can only listen to your issue, not respond or take action on such comments. These presentations are limited to three (3) minutes and total time allotted to non-agenda items will not exceed fifteen (15) minutes. Non-English speakers who use a translator shall have six (6) minutes in which to address the Board.
 6. The Board may give direction to staff to respond to your concern. If you wish to be contacted, please indicate on the "Request to Speak" form.
 7. The chair will recognize such individuals who wish to speak on a specific agenda item at the appropriate time. When addressing the Board, speakers are requested to adhere to the time limits set forth, and to not repeat remarks made by those who preceded them.
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8. Any public records relating to an agenda item for an open session of the Board which are distributed to all, or a majority of all, of the Board members shall be available for public inspection at 201 N. Douglas Street, El Segundo, CA 90245, during Business Office operating hours.

The agenda and documents in the agenda packet will be made available, if requested, in appropriate alternative formats to any person with a disability as required by the ADA, 42 USC section 12132, and the federal rules and regulations adopted in implementation thereof. To request a disability-related modification or accommodation, including auxiliary aids or services, you must contact Da Vinci Schools: L.A. County (201 N. Douglas Street, El Segundo, CA) at 310-725-5800 at least 48 hours before a regular meeting, and at least 12 hours before a special meeting. (Government Code § 54954.2(a)(1).)

Trustees Present

B. Freiberg, J. Morgan, L. Jennings, P. Escala, T. Johnstone (remote)

Trustees Absent

A. Montes-Rodriguez, N. Whiteman

Guests Present

A. Wohlwerth, C. Levenson, E. Whalen, Lauren Murray, M. Mayotte, M. Ring, M. Wunder, Meika Nwaomah, V. Bravo

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

L. Jennings called a meeting of the board of trustees of Da Vinci Schools to order on Wednesday Aug 14, 2019 @ 6:05 PM at Board Room, 201 N. Douglas Street, El Segundo, CA 90245.

C. Approval of Agenda

Approval of minutes and action items were moved to beginning of agenda.

B. Freiberg made a motion to amend agenda.

J. Morgan seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

P. Escala	Aye
J. Morgan	Aye
L. Jennings	Aye
N. Whiteman	Absent
B. Freiberg	Aye
A. Montes-Rodriguez	Absent
T. Johnstone	Aye

D. Public Comments on Agenda Items

None

II. Approval of Minutes

A. Approve Minutes of the July 30, 2019 Regular Board Meeting

P. Escala made a motion to approve minutes from the Da Vinci Schools: L.A. County Board Meeting on 07-30-19.

L. Jennings seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

N. Whiteman	Absent
A. Montes-Rodriguez	Absent
T. Johnstone	Aye
B. Freiberg	Aye
P. Escala	Aye
L. Jennings	Aye
J. Morgan	Aye

III. Action Items

A. Accept July 2019 Check Register as Presented by Management

J. Morgan made a motion to approve the July 2019 check register.

P. Escala seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

J. Morgan	Aye
P. Escala	Aye
N. Whiteman	Absent
L. Jennings	Aye
A. Montes-Rodriguez	Absent
T. Johnstone	Aye
B. Freiberg	Aye

B. 2018-19 Unaudited Actual Financials

L. Jennings made a motion to approve the unaudited actual financials.

J. Morgan seconded the motion.

The motion did not carry.

Roll Call

J. Morgan	Aye
A. Montes-Rodriguez	Absent
L. Jennings	Aye
B. Freiberg	Aye
T. Johnstone	Aye
P. Escala	Aye
N. Whiteman	Absent

C. Approve 2019-2020 Student and Guardian Handbook

The board members requested clarification on what had changed in the handbook.

Dr. Ring commented that the handbook was updated to align to recent policies,

P. Escala made a motion to approve the 2019-2020 Student and Guardian Handbook.

B. Freiberg seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

L. Jennings	Aye
B. Freiberg	Aye
J. Morgan	Aye
N. Whiteman	Absent
P. Escala	Aye
A. Montes-Rodriguez	Absent
T. Johnstone	Aye

IV. Information: Board Comments and/or Administrative Reports

A. Governance/Brown Act Training

Merrick Wadsworth and Rahul Reddy of Procopio presented Governance and Brown Act Training.

Role of the Board

How do I know what policies we need? The list of required policies for charter schools is actually fairly short; every school's full list of policies will vary depending on need.

Brown Act

Actions of a public agency's governing board is required to be conducted in the open.

SB126 (2019) requires charter schools to follow the Brown Act (it is effective Jan. 1, 2020)

DVLAC meetings must be within the boundaries of L.A. County

Regular meetings require 72 hours' notice

Special meetings require 24 hours' notice

Emergency meetings (very rare) only for work stoppage or severe threat to health and safety

Board can take action only at a meeting. "Meeting" is any congregation of a majority of the members.

"Serial" meetings are often inadvertent (i.e., Replying All to an informational meeting is a serial meeting)

Personal communications to the board that do not involve the business of the school are not serial meetings.

*see other slide for more on serial meetings and what is not a meeting

Committees

Ad hoc committees are exempt from Brown Act: are composed only of Board members, are less than a quorum, and have limited existence.

Informal working groups set up by school leaders or parents, school site councils, etc are exempt.

Special meetings can be called by a majority of board members, administration

Board retreats must follow Brown Act

Teleconferencing

Address must be listed on the agenda, must be

SB 126 beginning Jan. 1 2020, must have board teleconference location at each site.

Adding items to the agenda

2/3 vote of board members present, or unanimous vote if less than 2/3 of full board is present, that there is a need to take immediate action and need arose subsequent to the agenda being posted.

Moving items is okay, but adding items to the agenda is limited.

Agenda

Brief general description of business

Posted publicly at location and online, plus one-click

Consent agenda is okay for routine items

Be careful with "information only" vs. "action" items

Agenda packet is a public record at the time that it is available to the board members. Public posting not required.

Closed Sessions

Limited to certain topics (anticipated litigation, public employment, (Gov. Code 54954.5 - safe harbor)

No disclosure of what happens in closed session, unless action is taken, in which case the action must be reported out. The Board may direct an attendee of the closed session to disclose if necessary.

Rights of the Public

Public may speak before action is taken on any item

Attend meeting without signing in (agency may ask for information, but may not require it)

Must be in a publicly accessible location (ADA)

May criticize the Board and/or school community

Public comment is not a conversation

Employees are members of the public and have the right to speak without fear of retaliation

Meeting minutes

No hard and fast rule on detail in the minutes

Open session items usually in a narrative format

Public Records Act

Sunshine laws -

any writing relating to the conduct of the public's business regardless of how stored.

Exempt from act are student records, personnel and medical records, attorney-client communications

Emails may be public - whether or not they are business or personal email address.

Text messages may be public records

Anyone can make a public records act request. It can come in any form, although written is most common.

Direct cost of copies and data extraction can be charged.

Duty to respond within 10 days from receipt of request, but reasonable time to produce documents.

Fiduciary Duties

Fiduciary relationship is any relationship between parties in which one of the parties has a duty to act "with the utmost good faith for the benefit of the other party."

Duty of Care

Duty of loyalty

Personal Liability

Broad nonprofit law immunity for volunteer Board members

Members can be personally liable when:

acting outside the course & scope of duties (managing rank-and-file employees rather than policy-making)

Duty of Care

act with care, skill, prudence and diligence

Be informed, stay informed, be proactive, ask questions, listen to all perspectives, rely on your resources

Duty of loyalty

Must act in good faith and in the best interests of the corporation

Avoid conflicts of interest

Trend toward more scrutiny

Policies

Corporations Code

Political Reform Act

Gov. Code section 1090

Corporations Code

Applies to all nonprofit public benefit corporations

Members must avoid "self-dealing" transaction - no material financial interest in transaction.

Political Reform Act

Charter Schools are subject to the PRA

Board members and other officials must file Form 700 annually (April 1 each year)

Financial interests of spouse and sometimes dependents count

Civil and criminal penalties for violations

Potential Section 1090 issues; Financial interest is broadly defined

Appearance of impropriety is an issue

Nepotism - can cause problems - consider a policy

Common law

IRS rules for executive compensation

Best Practices

B. From the Board

Dr. Jennings commented on the RISE High lunch to mark the beginning of the year for staff.

Dr. Johnstone concurred that it was great to meet everyone at the lunch, and Ms. Freiberg regretted being unable to attend.

Mr. Escala spoke of being happy to be local once again. He is the new Superintendent of Schools for the Archdiocese of Los Angeles, overseeing 276 Catholic schools from Santa Maria to Laverne. He grew up in San Pedro and is happy to come back and serve in L.A. The board congratulated Mr. Escala.

C. From the CEO

Dr. Wunder spoke of meeting with Nichol Whiteman, saying that she remains committed to RISE High and the board.

Ms. Carla Levenson, Da Vinci Schools Director of External Relations and Communications presented the new RISE High website at dvrise.davincischools.org, saying that it was the product of many hands over several months, including principal Kari Croft and Mr. Kevin Hunley, Da Vinci Schools' webmaster.

The website contains links for the Board, board meeting agendas and minutes, public notices, curriculum, resources, and enrollment. It is also translatable in many languages. Mr. Whalen commented that the website was shown during family orientation, to familiarize the families with the resource.

Ms. Levenson requested information and events to post on the RISE High blog and board member bios to post on the RISE High website.

D. RISE High Update

Mr. Erin Whalen spoke of the start of the school year, the two weeks of professional development staff undertook, orientation for students and parents/guardians, and the work of transferring student credits from previous schools so that students' RISE High coursework can start in the appropriate place.

He thanked Dr. Mary Ring for training and assisting new staff with their case loads and launching the new school year.

Enrollment numbers are at 184, although there are some discrepancies which need resolving. Parent orientation has helped with resolving those numbers, as some parents need assistance with registration and enrollment.

Dr. Jennings asked a question on the percentage of new students - Dr. Ring responded that the figures can be given to the Board.

Dr. Ring commended the staff for a great start to the year, and thanked Mr. Whalen for handling the launch at both sites without Ms. Kari Croft.

Dr. Jennings spoke about meeting with a friend who coincidentally had just started working at Hop Skip Drive, a RISE High vendor.

E. Financial Update

Mr. Mayotte gave the financial update.

The LACOE deadline for unaudited actuals and July 2019 financials is July 15, 2019, which Mr. Mayotte's team is prepared to meet.

Revenue figures were adjusted by \$100K from the last draft due to the XQ monies and the \$200K Weingart Foundation contribution.

Currently, Powerschool shows 160 students, but by April, 200 is anticipated enrollment. If ADA is off by 20%, a new budget will be submitted to LACOE.

Mr. Mayotte spoke about the handling of assets during the transition from RISE LLC to the current entity, Da Vinci Schools: L.A. County. The budget was \$3,000, but \$116K was lost when RISE LLC was separated out from the actuals. The variance came from the \$52K adjustment from RISE LLC which wasn't reported in the short year financials, but is being reported in the new period by CSMC. The remaining variance is due to late invoice submissions.

There was some variance in expenses. In the June financials, total supplies of \$7K was reported through July 15; total supplies for the year were \$120K. Through July 31, an additional \$70-80K in supply expenses hit the month of June. These late submissions of expenses make it difficult to forecast and track the budget.

Overall, in the month of June, \$1.05MM of the \$2.7MM of the expenses for the entire year were recognized. \$330K came from APCH; the final contribution amount was determined late. The final numbers were within 2.5% to 3% of the projected budget, disregarding the revenue adjustment.

Overall, as a non-classroom-based school, the goal is to be as close to break even as possible. \$1.3MM of the available \$2MM XQ funds for the year have been spent, as the condition of spending more of the funds is that RISE High have higher expenses, which it does not have. Being out of compliance incurs a penalty in revenue the following year.

XQ balance for 2019-20 is projected to be \$4,685,000, but does not include \$518K in reserves from the asset transfer from RISE LLC to Da Vinci Schools: L.A. County.

V. Closing Items

A. Adjourn Meeting

B. Freiberg made a motion to adjourn the meeting.

P. Escala seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

T. Johnstone	Aye
N. Whiteman	Absent
P. Escala	Aye
L. Jennings	Aye
A. Montes-Rodriguez	Absent
B. Freiberg	Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:37 PM.

Respectfully Submitted,
A. Wohlwerth