



Magnolia Public Schools

Nominating/Governance Committee Meeting

Date and Time

Thursday March 17, 2022 at 8:00 PM PDT

Location

<https://zoom.us/j/98382187391?pwd=Ly9ZYmpmdzZYQ2RjK1YxWmxnQmVyZz09>

Meeting ID: 983 8218 7391 **Passcode:** 914164

One tap mobile: +16699009128,,98382187391# US (San Jose)

All members of the public can participate by calling in using the numbers provided above.

In compliance with the Americans with Disabilities Act (ADA) and upon request, Magnolia Public Schools may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Members of the public who need special accommodations or translation are strongly encouraged to contact Magnolia Public Schools at least 24 hours in advance of the Board meeting so assistance can be assured.

Any public records relating to an agenda item for an open session which are distributed to all, or a majority of all, of the Board Members shall be available for public inspection. Magnolia Public Schools values public comment during Board meetings. Pursuant to AB 361 members of the public may address the Board during the Public Comment period on the day of the board meeting without the need to complete a public speaker form. We limit individual speakers to three (3) minutes and speakers with interpreters to six (6) minutes. For any questions regarding this meeting email board@magnoliapublicschools.org or call 213-628-3634 Ext. 100.

Nominating/Governance Committee Members:

Dr. Umit Yapanel, Chair

Ms. Sandra Covarrubias

Dr. Salih Dikbas (alternate)

CEO and Superintendent:

Mr. Alfredo Rubalcava

Agenda

	Purpose	Presenter	Time
I. Opening Items			8:00 PM
Opening Items			
A. Call the Meeting to Order			1 m
B. Record Attendance and Guests			1 m
C. Approval of Agenda	Vote		1 m
D. Public Comments			3 m
E. Announcements from CEO & Superintendent and Committee Members			3 m
F. Approval of Minutes from MPS Nominating/Governance Committee Meeting - February 8, 2022	Approve Minutes		1 m
II. Recommended Action Items			8:10 PM
A. Approval of Magnolia Public Schools 2022-23 Board of Directors Handbook	Vote	A.Rubalcava	15 m
III. Closing Items			8:25 PM
A. Adjourn Meeting			1 m

Coversheet

Approval of Minutes from MPS Nominating/Governance Committee Meeting - February 8, 2022

Section: I. Opening Items
Item: F. Approval of Minutes from MPS Nominating/Governance Committee Meeting - February 8, 2022
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Nominating/Governance Committee Meeting on February 8, 2022

APPROVED



Magnolia Public Schools

Minutes

Nominating/Governance Committee Meeting

Date and Time

Tue Feb 8, 2022 at 5:20 PM

Location

<https://zoom.us/j/98382187391?pwd=Ly9ZYmpmdzZYQ2RjK1YxWmxnQmVyZz09>

Meeting ID: 983 8218 7391 **Passcode:** 914164

One tap mobile: +16699009128,,98382187391# US (San Jose)

Nominating/Governance Committee Members:

Dr. Umit Yapanel, Chair

Ms. Sandra Covarrubias

Dr. Salih Dikbas (alternate)

CEO and Superintendent:

Mr. Alfredo Rubalcava

Committee Members Present

S. Covarrubias (remote), U. Yapanel (remote)

Committee Members Absent

None

I. Opening Items

A. Call the Meeting to Order

U. Yapanel called a meeting of the Nominating/Governance Committee of Magnolia Public Schools to order on Tuesday Feb 8, 2022 at 6:24 PM.

B. Record Attendance and Guests

Refer to attendance information stated above.

C.

Approval of Agenda

S. Covarrubias made a motion to approve the agenda as presented.

U. Yapanel seconded the motion.

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

Roll Call

U. Yapanel Aye

S. Covarrubias Aye

D. Public Comments

No public comments were made at this time.

E. Announcements from CEO & Superintendent and Committee Members

No announcements were made from the CEO & Superintendent and Committee Members.

F. Approval of Minutes from MPS Nominating/Governance Committee Meeting - January 14, 2022

S. Covarrubias made a motion to approve the minutes from Nominating/Governance Committee Meeting on 01-14-22.

U. Yapanel seconded the motion.

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

Roll Call

U. Yapanel Aye

S. Covarrubias Aye

II. Recommended Action Items

A. Committee Approval of Findings to Conduct Virtual Meetings Pursuant to AB 361/Government Code Section 54953

The Committee discussed and reconsidered the circumstances of the State of Emergency related to COVID-19 in which meeting in person can directly impact the ability of the Board and public to meet safely. As such, local officials are still continuing to recommend measures to promote social distancing.

S. Covarrubias made a motion to adopt the findings relating to the ability of the Magnolia Public Schools Nominating/Governance Committee to conduct meetings due to teleconference during the State of Emergency, in reference to AB 361/Government Code Section 54953.

U. Yapanel seconded the motion.

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

Roll Call

S. Covarrubias Aye

U. Yapanel Aye

III. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:28 PM.

Respectfully Submitted,

U. Yapanel

Coversheet

Approval of Magnolia Public Schools 2022-23 Board of Directors Handbook

Section:	II. Recommended Action Items
Item:	A. Approval of Magnolia Public Schools 2022-23 Board of Directors Handbook
Purpose:	Vote
Submitted by:	
Related Material:	2022-23 Board of Directors Handbook.pdf



Board Agenda Item #	II A: Recommended Action Item
Date:	March 17, 2022
To:	Magnolia Public Schools – Nominating/Governance Committee
From:	Alfredo Rubalcava, CEO & Superintendent
Staff Lead:	Alfredo Rubalcava, CEO & Superintendent
RE:	Magnolia Public Schools 2022-23 Board of Directors Handbook

Proposed Board Motion

I move for the Nominating/Governance Committee to recommend approval to the Board of Directors to adopt the 2022-23 Board of Directors Handbook.

Introduction

The MPS Board of Directors Handbook was first created with the focus on providing a standard of Board expectations, board recruitment procedures, and information for interested individuals to join the MPS Board and for newly admitted Board Members. The intent is to document board expectations and fulfill the requirements of Board accountability. The MPS Board of Directors Handbook serves as a live document, able to be amended accordingly with what we are afforded to in our MPS Bylaws and in the discretion of our Board.

Background

Feedback was collected from the Nominating/Governance Committee Meeting on November 18, 2021. Afterwards, staff went back and further worked alongside our legal counsel, YM&C. Since then, the MPS Bylaws were amended and was Board approved on February 24, 2022. The Board of Directors Handbook does not include the Student Board Member Pupil as it would be best to keep those separate since the expectations and procedures are not 100% aligned.

Budget Implications

N/A

Exhibits (Attachments):

- 2022-23 Board of Directors Handbook



BOARD OF DIRECTORS HANDBOOK 2022-23

TABLE OF CONTENTS

OVERVIEW OF MAGNOLIA PUBLIC SCHOOLS

- History of MPS..... X
- Vision & Mission..... X
- School Locations..... X
- Portrait of a Graduate..... X
- 2021-22 MPS Goals..... X

GENERAL BOARD INFORMATION

- Board Contact Information..... X
- Board Member Profiles..... X

BOARD OVERVIEW AND RESPONSIBILITIES

- Board Overview..... X
- Board Responsibilities..... X
- Board Roles..... X
- Board Recruitment Process..... X
- Chief Executive Officer Commitments..... X

BOARD COMMITTEES

- Governance / Nominating Committee..... X
- Finance Committee..... X
- Facility / Audit Committee..... X
- Academic Committee..... X
- Development / Stakeholder Committee..... X

BOARD & COMMITTEE MEETING CALENDAR

- Board Calendar..... X
- CommitteeCalendar..... X

SAMPLE BOARD MEETING AGENDA

- Board Meeting Agenda..... X

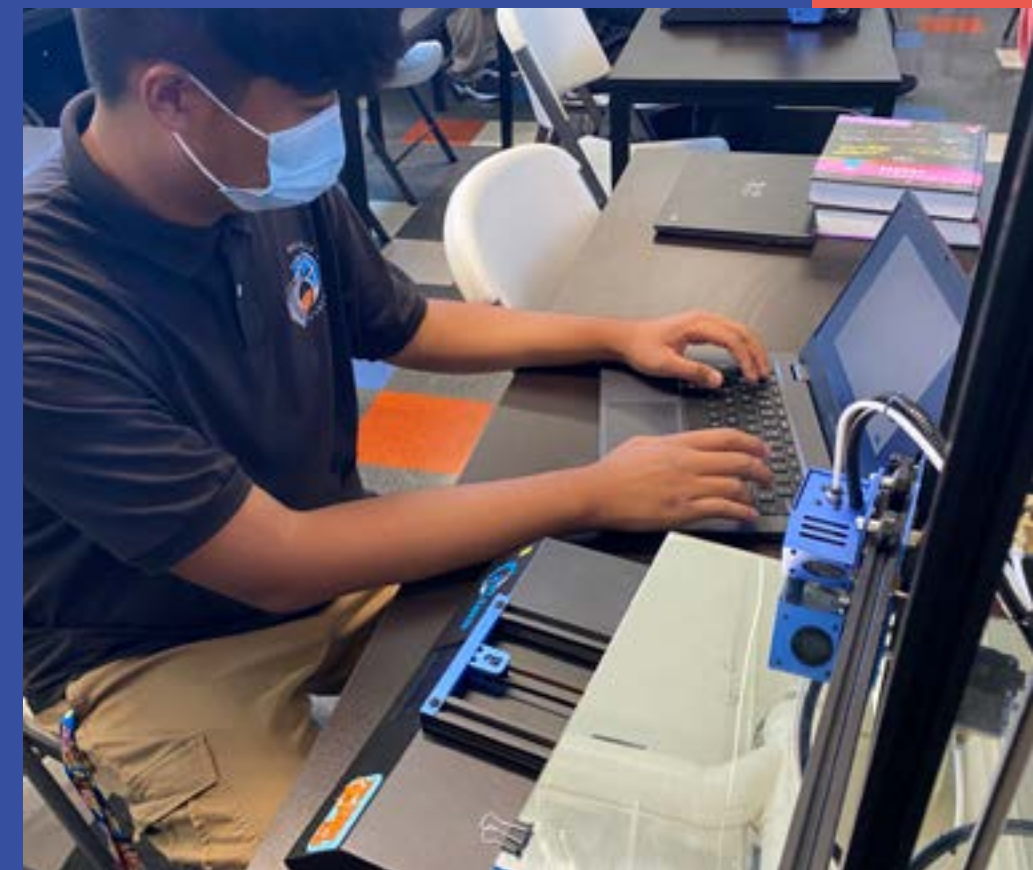
HOME OFFICE LEADERSHIP

- Executive Team..... X
- Directors..... X
- Staff..... X

BOARD POLICIES

- MPS Board of Directors Bylaws..... X
- Conflict of Interest Policy..... X
- Conflict of Interest Code..... X

OVERVIEW OF MAGNOLIA PUBLIC SCHOOLS



HISTORY OF MPS

The Magnolia Educational & Research Foundation ("Foundation") dba Magnolia Public Schools (MPS) is a non-profit organization established in August 1997. The Foundation is granted tax-exemption status (501(c)(3)) by the IRS and the State of California. The headquarters of the Foundation is located in Downtown Los Angeles, California. MPS oversees a network of charter schools throughout California dedicated to inspiring students to choose career paths in Science, Technology, Engineering, Art, and Math (STEAM), while providing a robust, standards-based education program within a supportive culture of excellence.

In 1998, the Foundation began organizing volunteer tutors for middle and high schools, especially in math, science and computer technology areas by utilizing their connections to major research universities throughout Southern California.

In 1999, the Foundation organized and implemented a joint program with Culver City Unified School District to provide tutoring for students all around the city. It also started a free tutoring program in the Sherman Oaks/Van Nuys Area of the San Fernando Valley. These programs resulted in cooperation with school districts to develop partnerships to support educational initiatives.

In the fall of 2002, the Foundation established its first charter school, Magnolia Science Academy-1 ("MSA-1"), in the San Fernando Valley. Since then, the Foundation has successfully replicated its educational program and philosophy at 9 other charter school sites throughout California.

OUR MISSION
Magnolia Public Schools provides a safe and nurturing community using a whole-child approach to provide a high-quality, college preparatory STEAM educational experience in an environment that cultivates respect for self and others.

OUR VISION
Graduates of Magnolia Public Schools commit to building a more peaceful and inclusive global society by transforming traditional ideas with creative thinking, effective communication, and the rigor of science.

MAGNOLIA PUBLIC SCHOOLS

VISION & MISSION

OUR VISION

Graduates of Magnolia Public Schools commit to building a more peaceful and inclusive global society by transforming traditional ideas with creative thinking, effective communication, and the rigor of science.

OUR MISSION

Magnolia Public Schools provides a safe and nurturing community using a whole-child approach to provide a high-quality, college preparatory STEAM educational experience in an environment that cultivates respect for self and others.

SCHOOL LOCATIONS

LOS ANGELES

Magnolia Science Academy -1 Reseda (Gr. 6-12)
18238 Sherman Way, Reseda, CA 91335
(818) 609-0507

Magnolia Science Academy - 2 Valley (Gr. 6-12)
17125 Victory Blvd., Van Nuys, CA 91406
(818) 758-0300

Magnolia Science Academy - 3 Carson (Gr. 6-12)
1254 E. Helmick St., Carson, CA 90746
(310) 637-3806

Magnolia Science Academy - 4 Venice (Gr. 6-12)
11330 W. Graham Pl., Los Angeles, CA 90064
(310) 473-2464

Magnolia Science Academy - 5 Los Lobos (Gr. 6-12)
18238 Sherman Way, Reseda, CA 91335
(818) 705-5676

Magnolia Science Academy - 6 (Gr. 6-8)
1512 Arlington Ave., Los Angeles, CA 90019
(310) 842-8555

Magnolia Science Academy - 7 Northridge (Gr. TK-5)
18355 Roscoe Blvd., Northridge, CA 91325
(818) 886-0585

Magnolia Science Academy - 8 Bell (Gr. 6-8)
6411 Orchard Ave., Bell, CA 90201
(323) 826-3925

ORANGE COUNTY

Magnolia Science Academy - Santa Ana (Gr. TK-12)
2840 W. 1st St., Santa Ana, CA 92703
(714) 479-0115

SAN DIEGO COUNTY

Magnolia Science Academy - San Diego (Gr. 6-8)
6525 Estrella Ave., San Diego, CA 92120
(619) 644-1300

PORTRAIT OF A GRADUATE

Our GOAL with Portrait of a Graduate was to craft a collective vision for Magnolia Public Schools that articulates our organization and community's aspirations for our students now and into the future.

At Magnolia Public Schools (MPS), our approach is an ongoing education effort, where our board of directors, home office, school leadership, teachers, families, students, and community are all viewed as one unified group. Magnolia's education program aims to create a nurturing community using a whole-child approach and has expanded on the successful community connections by building relationships with families and the surrounding communities that address the mutual interests of all parties through the Magnolia Public Schools - Portrait of a Graduate project.

Our overarching objective at Magnolia Public Schools is to create a vibrant and mutually beneficial partnership between school and community that supports our students' academic and personal success while addressing the needs of the communities we serve. With the focused conversation about knowledge, skills, mindsets, and literacies essential for 21st-century student success, the Magnolia Portrait of a Graduate Design Team has successfully crafted the meaning behind the Portrait. Through a design process that intentionally engaged our Magnolia community, the Portrait became our community's stated vision for Magnolia students.

We brought together a cross-section of Magnolia stakeholders to co-create the Magnolia Portrait of a Graduate that included 23 home office and school site leaders, a member of Magnolia's board, teachers, current twelfth-grade students, alumni, parents, and members of our community to form the Portrait of a Graduate Design Team.

The Portrait of a Graduate is the first step in framing a new vision for Magnolia Public Schools. Now that we have created our portrait, the exciting work of implementing this new vision begins in the Fall of 2021!

PORTRAIT OF A GRADUATE COMPETENCIES

The following are SIX COMPETENCIES and descriptions that the Portrait of a Graduate Design Team determined is important to include in our community's Portrait.

- ▶ Literacy with a Learner's Mindset
- ▶ Critical Thinking
- ▶ Creativity
- ▶ Effective Communication
- ▶ Adaptability
- ▶ Global Citizenship

Magnolia Graduate Profile

LITERACY WITH A LEARNER'S MINDSET

To demonstrate a depth of knowledge and literacy in multiple subject areas to make informed decisions. Students will overcome challenges by developing a positive attitude and belief about learning, embracing curiosity to experience new ideas, and sustaining the desire to learn, unlearn, and relearn.



CREATIVITY

To demonstrate originality, imagination, and new ways of thinking critically and independently. Students will transcend traditional ideas, rules, patterns, and relationships to create and convey new or meaningful ideas, methods, or interpretations.

ADAPTABILITY

To demonstrate flexibility when acclimating to various roles and situations. Students will work effectively in a climate of ambiguity and changing priorities, demonstrating agility in thoughts and actions. They will understand, negotiate, and balance diverse views and beliefs to reach workable solutions, responding productively to feedback, praise, setbacks, and criticism.

CRITICAL THINKING

To problem solve by identifying, evaluating, and prioritizing solutions to difficult or complex situations, and implementing and reflecting critically on a solution.

EFFECTIVE COMMUNICATION

To articulate thoughts and ideas effectively using oral, written, and non-verbal communication skills in a variety of forms and contexts, for a range of purposes and audiences. Students will also demonstrate empathy through awareness, sensitivity, concern, and respect for others' feelings, opinions, experiences, and culture.



GLOBAL CITIZENSHIP

To contribute to making the world a better place. Students will understand the world and its complexities, value and embrace diverse cultures and unique perspectives through mutual respect and open dialog, cultivate compassion, and take action in building more peaceful and inclusive environments.



SCHOOLWIDE LEARNING OUTCOMES (SLOs)

Turning our Portrait of a Graduate into a Reality for Every Student at Magnolia

The serious implementation of our portrait requires a thorough analysis of our Charter Management Organization (CMO) systems to identify the changes that will be required to take vision to scale including but not limited to strategic planning where Magnolia will use our newly developed portrait as the key driver of strategic planning. The Magnolia Public Schools academic department, led by the Chief Academic Officer will lead the Systems Design effort with school site leaders including Principals, Assistant Principals, and Deans to align all aspects of Magnolia Public Schools to make the newly developed Portrait of a Graduate a reality for every student. More specifically, the efforts will focus on the MPS Schoolwide Learning Outcomes (SLOs).

2021-22 MPS GOALS

Magnolia's Schoolwide Learner Outcomes (SLOs)

LITERACY WITH A LEARNER'S MINDSET

- Develop and implement literacy skills that impact all content areas so that they can be well-rounded individuals within society.
- Meaningfully engage in learning activities by knowing their readiness levels, interests, backgrounds, and making informed decisions about their learning pathways.
- Take ownership of their learning by creating long and short-term academic goals and reflecting on them throughout the school year.

CRITICAL THINKING

- Apply, analyze, identify, synthesize and evaluate information and experiences and connect the skills and content learned across the curriculum.
- Are inspired to be lifelong readers and critical thinkers.
- Are able to take a variety of sources and viewpoints, evaluate them critically, and make judgments that reflect an understanding of the possible consequences of those decisions.

ADAPTABILITY

- Develop self-awareness and self-advocacy skills and maintain physical, mental, social, and emotional well-being to guide in their pursuit towards a college degree and career choices.
- Collaborate, work effectively, and manage interpersonal relationships within diverse groups and settings. Respond productively to feedback, praise, setbacks, and criticism.
- Demonstrate consideration of others' ideas by keeping an open mind, questioning ideas, and demonstrating flexible thinking.

CREATIVITY


- Apply innovative skills and practices which connect to their learning experiences.
- Have opportunities for multiple methods of the expression of ideas in a project (ex. writing, drawing, creating video, slide presentations, memes).
- Incorporate new and meaningful ideas and methods through cross-curricular STEAM activities.

EFFECTIVE COMMUNICATION

- Demonstrate effective oral and written communication skills, using the expected academic language for the purpose, audience, and setting.
- Develop listening skills and exhibit empathy through awareness, sensitivity, concern, and respect for self and others' feelings, opinions, experiences, and cultures.
- Use technology effectively and respectfully to access, organize, research, and present information to become proficient communicators.

GLOBAL CITIZENSHIP

- Contribute to the improvement of life in their school and local community by demonstrating leadership skills and participating in community-based projects.
- Understand and reflect on connections between their local community and the broader world, through both current events and historical context.
- Are internationally-minded individuals who recognize and value other perspectives and cultures.



2021-2022 GOALS

1 BASIC SERVICES FOR A HIGH-QUALITY LEARNING ENVIRONMENT

All students and staff will have access to a safe, secure, healthy, and high-quality learning and working environment. Students will receive high-quality services that are fundamental to academic success, including full credentialed teachers, standards-aligned and high-quality instructional materials, and appropriately maintained school facilities.

- Teacher assignments and credentials
- Instructional materials and technology
- Clean and safe facilities that support learning
- Healthy and nutritious meals
- Well-orchestrated Home Office support services

2 EXCELLENCE

All students will have equitable access to a high-quality core curricular and instructional program and make academic progress on the California Content Standards. Students will pursue academic excellence and be college and career-ready.

- Broad course of study and standards-based curriculum
- Professional development for high-quality instruction
- MTSS - Academic enrichment, intervention, and student support
- Designated and integrated ELD programs
- Support for students with disabilities

3 INNOVATION

All students will have access to a well-rounded education that supports their readiness for college and the global world. Each student will become an independent, innovative scholar by practicing creativity in learning and using technology in transformative ways, and demonstrate high-quality learning outcomes.

- College/Career readiness programs and activities
- STEAM and GATE programs
- Digital literacy and citizenship programs
- Physical education, activity, and fitness
- Additional programs and activities that support well-rounded education

4 CONNECTION

All students, families, staff, and other stakeholders will have access to meaningful engagement opportunities that help cultivate leadership advocacy, and collaboration in a safe and nurturing environment. Stakeholders will feel a sense of community and connectedness.

- Seeking family input for decision making
- Building partnerships with families for student outcomes
- MTSS - PBIS and SEL support
- Annual stakeholder surveys
- Community outreach and partnerships



GENERAL BOARD INFORMATION



BOARD MEMBER PROFILES

Ms. Sandra Covarrubias graduated from Casa Loma College for Licensed Vocational Nursing. She has eight years of professional experience as a Vocational Nurse in NorthEast Valley Health Corporation in Canoga Park, CA; Amity Home Health in Granada Hills, CA; Majesty Hospice in Los Angeles, CA; and All Saints HealthCare in North Hollywood, CA as a pediatric nurse.

Her duties included and were not limited to providing nursing care, providing aid in daily living activities, administering medication by all routes, and obtaining assessments to determine the right plan of care for the patients. As a sub acute pediatric nurse, she executed the above duties along with providing care to long term ventilator dependency patients. She went beyond her nursing duties to even comfort patients and families with deteriorating diseases. During her tenure in the medical field she placed a hold on her studies and retired as nurse due to personal health issues. In that time she devoted full-time to providing the best education opportunities for her son. She became one of the first active parent volunteers for Magnolia Science Academy-2 & 7 and went on to become President of the Parent Task Force (PTF) for Magnolia Science Academy-2. Under her responsibilities she organized special events, coordinated parent volunteers in classrooms/school activities, aided in fundraising efforts through events and programs, and was involved in actively supporting community outreach and networking and building reliable communication networks among parents and teachers. Following suit, more parents joined onboard.

Her son graduated with High Honors from a Magnolia Science Academy school while obtaining his Associates Degree and went on to attend the University of California Los Angeles. Seeing her son be able to succeed fueled her inspiration to continue helping other students obtain resources and opportunities and subsequently joined the Magnolia Public Schools Board of Directors in 2017. She left a lasting impact at those schools in regards to parent involvement. Advocating the beliefs that parent involvement in a child's life makes a huge difference in ensuring the pathway of educational successes and that love for a child and their families are to always be at the forefront.

MPS Board Chair - LA Rep

Former Vocational Nurse

First Term Expires: 8/10/2022

scovarrubias@magnoliapublicschools.org

Dr. Umit Yapanel obtained his BS degree in Electronics and Communications Engineering in 1997, ranked 2nd in his class. He obtained two Master of Science degrees: one in Communications Engineering in 2000 and one in Electrical and Computer Engineering in 2001. From 2000 to 2004, he pursued his PhD degree in Automatic Speech Recognition at the University of Colorado at Boulder. He was an intern for two summers at IBM's TJ Watson Research Center in New York. Dr. Yapanel has published a book chapter, 8 journal articles, and more than 15 conference papers in the area of Automatic Speech Recognition and Child Language Development. In the past, Dr. Yapanel served as a founding board member from 2003-2007 at Lotus School for Excellence (LSE) a STEM charter school currently operating in Aurora, CO. Between 2007-2012, he has served as the board president of the school. Throughout the years, he has been involved in almost all aspects of school operations at Lotus; from doing the payroll in initial years to writing grants, purchasing its current facility to elementary school expansion. His vision for MPS is to create a network of schools to provide a world-class STE(A)M education to all of its students. His major mission is to help inspire more students to become the future scientists and engineers, as our Nation is facing a shortage of such qualified workforce.

MPS Board Vice-Chair

Senior Manager, Capital One Financial
 Second Term Expires: 10/11/2022
uyapanel@magnoliapublicschools.org

Ms. Diane Gonzalez Since joining the FBI 57 years ago Ms. Gonzalez has worked in various positions, some classified and some unclassified, but always in sensitive areas. She has held several Supervisory positions during her years with the Bureau. In 2001, Ms. Gonzalez became the Community Outreach Coordinator (COS) for the Los Angeles FBI Office, a rewarding position which she holds to this day. As a Community Outreach Specialist (COS) for the last 13 years, she has interacted with all the educational, religious and ethnic groups in Southern California. She has been responsible for beginning the first FBI- Citizens' Academy Classes servicing the great Los Angeles Area. She also started the Junior Special Agent Program for the Office and a reading program at the Bessie Pregerson Child Develop Center for underprivileged youths in a partnership with the Salvation Army Westwood. She is also on the Salvation Army Westwood Transitional Village (WTV) Advisory Council and has implemented the Community Relations Executive Seminar Training Program (CREST) in numerous ethnic and religious communities. In 2004 she helped to coordinate the FBI's Multi Cultural Advisory Committee. Ms. Gonzalez teaches and is certified to teach Internet and Identity Theft Classes to both students and adults. She is a coordinator and is part of the Special Olympics of Southern California for Law Enforcement Torch Run Council. She helps to coordinate the FBI's interagency communication and emergency response efforts.

MPS Board Member - LA Rep

Community Outreach Coordinator, FBI
 Second Term Expires: 12/9/2024
drgonzalez@magnoliapublicschools.org

Dr. Salih Dikbas joined Qualcomm Inc. in 2013 as a Staff Engineer. Prior to Qualcomm Inc., Dr. Dikbas was a System Engineer for Texas Instruments Inc. and helved develop a frame noise algorithm and co-authored the proposal of TI for next-generation video standard. Dr. Dikbas received his degree from Middle East Technical University, a M.S. from Clemson University and Ph.D. from Georgia Institute of Technology.

MPS Board Member - SD Rep

Senior Staff Engineer, QualComm Inc.
 Second Term Expires: 12/9/2024
sdikbas@magnoliapublicschools.org

Mr. Mekan Muhammedov A real estate investor and entrepreneur, Mekan Muhammedov is an executive with a passion for optimizing business operations. Prior to joining the Board, Mr. Muhammedov served as executive director of GG Construction in Dubai. He has a long history with Magnolia, having been employed by the organization between 2005 and 2014.

MPS Board Member - Orange Rep

Real Estate Investor & Entrepreneur
 First Term Expires: 4/23/2025
mekan@magnoliapublicschools.org

BOARD OVERVIEW AND RESPONSIBILITIES

BOARD OVERVIEW

The mission of the Board of Directors of Magnolia Public Schools is to provide concrete skills and expertise to the organization through leadership, commitment, support and oversight. Board Members are committed to supporting the values, mission, and vision of the organization with a lack of personal agenda, with an entrepreneurial spirit and through critical and strategic thinking. The Board of Directors shall strive to recruit directors representing parents and the charter school communities, from diverse professional and ethnic backgrounds.

Board members serve five-year staggered terms with the option to be reappointed at the pleasure of the Board of Directors. Regular meetings are held on the second Thursday of each month unless the second Thursday of the month should fall on a legal holiday in which event the meeting will be scheduled appropriately. The meeting schedule is designed to meet operational and compliance requirements.

BOARD RESPONSIBILITIES

MPS Board Members are committed to the following:

Attendance and leadership

Board members are expected to:

- ▶ Participate in annual Brown Act and Conflict of Interest Trainings.
- ▶ Complete annual assessments and identify the needs of the organization.
- ▶ Arrange their schedules around the board meeting calendar to ensure quorum and active participation and discussion. It is expected that Board members come prepared to meetings by reading materials beforehand
- ▶ Participate in at least one committee
- ▶ Visit one school per year

Actively promote MPS in the community

Board members are expected to:

- ▶ Attend education events, identify and cultivate influencers, introduce MPS to community members and expand MPS circles of influence
- ▶ Be abreast of issues by following K-12 education news and topics on a regular basis
- ▶ Attend WASC visits when scheduled and are encouraged to attend MPS events such as graduations.

Build the Board

Board members are expected to:

- ▶ Actively identify individuals to help broaden, strengthen and diversify the board by looking at the needs of the organization.
- ▶ Foster a culture of excellence within the board and leading by example (attending, preparing, committing, delivering).
- ▶ The Board may also create one or more advisory committees composed of directors and non-directors with the intent to encourage the participation and involvement of faculty, staff, parents and others through attending and participating in open committee meetings.

- ▶ Nominations to the Board will follow the precedence of the MPS Bylaws with the discretion of the Board Chair and Vice-Chair as explained.

Provide Specialized Assistance / Other

- ▶ Board members should lend specialized skills that can help the organization

BOARD ROLES

MISSION

- ▶ Understand and support MPS mission as a community resource throughout Southern California
- ▶ Serve as ambassadors and advocates for MPS by promoting the mission within their personal networks and the broader community

STRATEGY

- ▶ Review and provide feedback on both the short- and long-term goals and strategic plans of MPS to help the organization further its mission and achieve its vision
- ▶ Develop the strength of the board through recruitment, self-assessment, and training
- ▶ Ensure that the academic program of MPS is successful, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization
- ▶ Review annual organizational plan that includes concrete, measurable goals consistent with the charter and accountability plan.

GOVERNANCE

- ▶ Be an informed and engaged stakeholder, including attending board and committee meetings
- ▶ Understand and comply with the regulatory and legal requirements required a director of a public agency
- ▶ Ensure that MPS complies with state and federal regulations and upholds the mission of the charter
- ▶ Review, advise, support and hold accountable the CEO
- ▶ Provide fiscal oversight and monitor the organization's programs and services
- ▶ Ensure MPS is compliant with its internal policies and procedures
- ▶ Comply with all meeting requirements and administrative functions as outlined in the charters and bylaws
- ▶ Review and understand MPS' academic performance results as compared with its stated goals and similar schools

BOARD RECRUITMENT PROCESS

The MPS Board will seek to add new members as needed given the needs of the organization. There should be at least three board members and no more than eleven at any given time. The organization commits to designating at least one director who resides in each county where this corporation operates a charter school and to have at least one parent representative at all times.

The Board has approved the Amended and Restated Bylaws which includes the authority for the Board to create one or more advisory committees composed of directors and non-directors. The intent of the Board is to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

With the Board's discretion, members of the advisory committee may be found as good candidates to serve on the Board of Directors given the appropriate needs of the organization and requirements as stated in the MPS Bylaws.

Once candidates have been proposed, the MPS Nominating Committee will give their recommendations to the full board at least seven (7) days before the date of the designation or at such other times as the Board of Directors may set. Any member of the community may also refer a potential candidate to the Board for consideration.

Potential candidates may also submit their application for consideration through the Board Recruitment Application that is on the MPS Website. One Board Member and one staff member will be assigned to meet with each candidate to test for mission/culture fit and to ask the following questions:

- ▶ What is your past governance experience? Do you believe the board you served on was effective? Why or why not?
- ▶ Where are you from? Neighborhood, school, personal story.
- ▶ What work do you do right now? How might this work support the mission of this school?
- ▶ Why might you want to support this school? What unique contribution will you bring?
- ▶ What ideas if any do you have to leverage your networks and connections that could benefit the school?
- ▶ How might you advocate for the school publicly and privately?
- ▶ Do you have any past issues or conflict of interests that could potentially interfere with your service on the board?

Specific Board Needs:

- ▶ Diversity, including geography, ethnicity, functional skills, expertise, and community connections
- ▶ Specific skills/work experience/community relations
- ▶ Fundraising expertise
- ▶ Management/leadership experience including scaling organizations
- ▶ Marketing/PR experience
- ▶ HR, talent and recruitment
- ▶ Law expertise
- ▶ Facilities expertise

First Three Months of Board Membership:

Orientation Phase

Prepare the new Board Member to quickly become an asset to the organization by doing the following:

- ▶ Building relationships with other Board Members
 - Meet with the Board Chair to review:
 - ▶ Responsibilities and expectations
 - ▶ Committee structures and assignments
 - ▶ Agenda and minutes from prior board meeting
 - ▶ Annual agenda and calendar for board and committees
 - ▶ Debrief after first board meeting with Board Chair and CEO
- ▶ Meeting with CEO to review the Board Handbook specific to:
 - Organizational chart
 - Organizational goals
 - Talking points about local district, state education reform landscape
- ▶ Introduction to senior leadership team and overview of their areas of focus:

Chief Executive Officer & Superintendent The CEO embodies, advocates, and puts into operation the vision, mission, and strategic direction of MPS, and oversees all aspects of the organization, including financial, operational, educational operations, and strategic planning. The CEO is not a member of the Board, but will fulfill the role of the corporation's general manager and will have general supervision, direction, and control over the corporation's business and officers, subject to the control of the Board. The CEO hires, supervises, disciplines, and as needed, dismisses the Charter School's Principal, who, in collaboration with the CEO and the HR department at the MPS Home Office, hires, promotes, disciplines, and as needed, dismisses staff and teachers at the Charter School. The CEO also oversees hiring, supervision, professional development, evaluation and dismissal of all C-level positions at the Home Office. All the C-level positions (those with the word "Chief" in the title) report to the CEO. The Board ensures that the CEO is evaluated formally at least once annually, and the CEO, in turn, evaluates the Home Office staff.

Chief Financial Officer (annual budget, audits, monthly financials) The CFO is responsible for the financial performance of MPS and each of its schools. The CFO provides effective leadership to ensure sustainability, growth, and expansion and advises the CEO and Board on strategic financial plan, financial analysis and business modeling. The CFO ensures ethical and responsible decision-making, and appropriate financial management and governance practices.

Chief Operations Officer (school operations, human resources) The COO leads all internal operations and, working in partnership with the Magnolia's Home Office Executive Team, Board and other leaders, creates the strategic five-year plan and implement new processes and approaches to achieve it. The COO serves as the internal leader of MPS, coordinating the annual operations plan and leading the performance management process that measures and evaluates progress against goals for the MPS. The COO provides for all staff a strong day-to-day leadership presence; bridges all functions and supports an open-door policy among all staff; provides Board support; and leads the organization's Regional Directors and Principals. Additionally, the COO directs and manages the various core business, financial, process, and

systems functions of the MPS centralized Human Resources Department. Provides strategic and operational direction to assigned organizational components, and provides leadership to the institution in strategic human resources planning and policy, process, and systems development. Directs organizational structuring and staffing, and oversees the supervision of all managerial, professional, paraprofessional, and support staff in each organizational component. Facilities and Technology Departments report to the COO as well.

Chief Academic Officer (annual school goals, curriculum, academic data) Reporting to the CEO, the CAO is responsible for both sustaining and improving the culture of high academic excellence in all Magnolia Public Schools. The school administrators at each Charter School as well as the curriculum and instructional support staff report directly to the CAO, who has primary authority and accountability for the academic performance of all schools. The CAO provides leadership, vision, and strategic direction for MPS' curriculum, instruction, assessment and school improvement initiatives overseeing professional development for all school leaders and supervising academic management of the Charter Schools.

General Counsel and Facilities Director (facility projects, campus searches, legal communication and review) The General Counsel and Director of Facilities is responsible for working with architects, developers and consultants on the acquisition, design and construction of new facilities; planning, and project managing capital and tenant improvements; negotiating and managing leases; and managing relationships with landlords. The General Counsel and Director of Facilities also reviews vendor contracts.

Chief Accountability Officer (policies, authorizer accountability, state compliance) The Chief Accountability Officer is responsible for overseeing all non-financial reporting and compliance functions, preparing and implementing the annual surveys, and ensuring that the organization and staff use consistent, rigorous evaluation tools to maintain the efficacy of Magnolia programs.

Chief External Officer (enrollment data and trends, outreach and relations, advocacy, communications, community engagement) The Chief External Officer (CXO) is responsible for building relationships with major educational partners and constituencies, including the media, community groups, and other representatives and key influencers. Along with working with external partners to develop and identify key policy areas that impact MPS. In addition, they create and oversee strategy, programs and services aimed towards increased family and community engagement to strengthen such partnerships and build on new ones while maximizing collaboration and coordination with community partners across the diverse communities of Southern California. They oversee the Development side of MPS to develop goals, plans and strategies to diversify and increase philanthropic support through a comprehensive multi-year development strategy including pipeline development moves management and donor stewardship.

Beyond Three Months of Board Membership:

- ▶ Attend Committee and Board meetings
- ▶ Attend Board Retreat
- ▶ Attend MPS events and school functions
- ▶ Attend MPS Wide STEAM EXPO
- ▶ Attend CCSA Conference
- ▶ Attend WASC Visits

CHIEF EXECUTIVE OFFICER'S COMMITMENTS

COMMITMENT TO MPS BOARD MEMBERS

I fully commit to the MPS Board in the following ways:

- ▶ I will be mindful of the time commitments of the Board members
- ▶ I will commit the time to inform the Board members of all of the important issues related to the organization
- ▶ I will provide you in a timely way with the information you need to be an effective board member.
- ▶ I will prepare and/or review all written communication in advance of the Board meetings for items requiring decision-making, a vote, or affecting policy
- ▶ I will commit to making myself available for Board member questions
- ▶ I will manage the organization in the best way I know how by adhering to actions approved by the Board and by respecting the advice of the Board members
- ▶ I will provide Board liability insurance

CEO METRICS

Academic / Accountability

- ▶ Return to success full instruction and pivot post COVID opening of MPS Schools; 100% Four-Year Cohort Graduation Rate and 100% UC/CSU A-G Course Completion Rate across all MPS;
- ▶ All student groups across MPS will show growth on the CAASPP-ELA/Literacy and Mathematics assessments by a 3-point or more increase from the prior year as measured by the CA School Dashboard;
- ▶ 50% or more of all MPS students will be proficient on the CAASPP-ELA/Literacy assessments and 35% or more will be proficient on the CAASPP-Mathematics assessments, with the ultimate goal of 100% proficiency for all;
- ▶ 60% or more of all students will meet their growth targets on the MAP-Reading and Mathematics assessments, with the ultimate goal of 100%;
- ▶ All students across MPS will meet their expected growth targets in Reading as measured by the Lexile metrics;
- ▶ All MPS sites will organize a STEAM Festival/EXPO, with 100% of students creating and demonstrating a STEAM focused project, experiment, model or demo;
- ▶ Average Daily Attendance (ADA) Rate of 97% or more, with the ultimate goal of 100% ADA Rate;
- ▶ MPS will develop, align, and improve academic and behavioral resources, programs, supports, and services in addressing the needs of the whole child by utilizing a coherent MTSS framework that engages all systems leading to improved student outcomes; School experience survey participation and satisfaction rates of 85% or more for students, parents, teachers, and staff, with the ultimate goal of 100% participation and satisfaction rates;
- ▶ All MPS sites will maintain their WASC accreditation;

- ▶ All MPS sites will have successful authorizer oversight visits;
- ▶ Keep strengthening MPS' standards-based curriculum complete with scope and sequences for all subjects taught at every existing and expected grade level that exceeds national academic standards.

Personnel and Human Resources (HR)

- ▶ Clear and detailed strategy for teacher recruitment and staff retention.
- ▶ Expand the salary scale to include a performance-based evaluation for home office staff.
- ▶ Delegation of authority – the executive staff are required to perform their duties effectively in support of the overall success of the organization. Magnolia Public Schools (MPS) Executive staff will have current job descriptions that include evaluation metrics and the frequency of a performance evaluation. The performance evaluation will include the Board recommendation for a 6-month evaluation and a year-end evaluation to determine if the performance is acceptable.
- ▶ All the personnel paperwork documentation required by the authorizers, state and federal agencies will be ready before the first day of employment for every school year for every staff member. Staff employment paperwork which must be provided within a certain time frame, mandatory training which must be completed within a certain deadline will be completed by each staff member before respective deadlines. Human Resources will continue assisting school sites with authorizer site visits.
- ▶ MPS Employee Handbook and MPS Employee Agreements will be revised every year with respect to evolving needs and changing Labor Codes and Laws as well as post COVID-19 changes that need to be made.
- ▶ HR will enhance onboarding process to give extra support to the School Site Leaders.
- ▶ HR will provide more features of PayCom (HRIS online software system) to provide more options and keep MPS HR procedures aligned across all school sites.

Management & Board Oversight

- ▶ Clear, transparent and timely communication between MPS Home Office and MPS Board with timely reporting of any critical development and communication with other local agencies to the board;
- ▶ All committees are to meet each academic year according to a schedule set at the beginning of the academic year. Board members are to conduct committee meetings directly with responsible C-team members. All C-team members should present items directly to corresponding committee members in their respective areas with the CEO serving as facilitator of the discussion;
- ▶ In conjunction with the Board, continue to develop an effective public relation, marketing, and fundraising plan for 2021-22;
Secure philanthropic support that directly supports the mission and vision for 2021-22.
Report annually to the board on C-Team and school site performance;
- ▶ Train and support new board members appointed due to vacancies and in compliance with the terms of authorizer directions;
- ▶ Passing reports from authorizer site visits.

Finance

- ▶ Manage post Covid-19 financial uncertainty, utilize one-time state and federal funds effectively;
- ▶ Justify and explain any budget fluctuations over 3% from the June budget. Remain within 3% of the PI revised budget through the conclusion of the fiscal year;
- ▶ Secure private financing for obtaining private facilities for all of the co-located sites;
- ▶ Positive net income for combined all schools and Home Office at the end of the year;
- ▶ Improving compensation and support for school site staff;
- ▶ Unqualified independent audit report;
- ▶ Update the five-year capital plan following the bond issuance;
- ▶ Continue to provide leadership in the areas of financial planning, budgeting, accounting and management of the organization's financial resources;
- ▶ Maintain accurate accounting, payroll, cash management, and insurance systems are maintained.

Facilities

- ▶ Prepare a strategic plan for all schools at Prop 39 facilities;
- ▶ Support all schools in the process of acquiring their own facilities especially concentrate on MSA-5 securing private facility;
- ▶ Completion of capital improvement projects funded by grant;
- ▶ Implement asset management system to make sure that preventative maintenance action is taken to avoid large unplanned facilities/capital expenditures;
- ▶ Oversee, monitor, and maintain current requirements of facility leases;
- ▶ Apply for facility grants such as SB 740 and CSFIG;
- ▶ Continue overseeing that all physical environment reflects the organization's mission and values as well as enhances learning. Improve fundraising and philanthropic efforts to improve/invest in facilities.

Stakeholders

- ▶ Increase enrollment and improve efficiency of enrollment process. As well as strengthen enrollment campaign in conjunction with school sites;
- ▶ Extensively engage all MPS stakeholders such as parents, students, teachers and the local community in crafting the strategies, implementing academic policies and engaging in civic participation. School site leaders or MPS Central Office should address any concerns by these stakeholders in a timely manner;
- ▶ Continue to strengthen the MPS parent programs across all schools;
- ▶ Develop Partnerships to bring in more resources and utilize strategic planning for philanthropic partnerships;
- ▶ Optimize resources to the fullest extent to achieve organization efficacy at highest level.

BOARD COMMITTEES

GOVERNANCE / NOMINATING COMMITTEE

The Governance/Nominating Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility for matters pertaining to Board of Directors recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the organization as well as established policies and practices approved by the board and hiring the CEO.

Related to the full board:

- ▶ Analyze the skills and experience needed on the Board.
- ▶ Create a short and long-term board recruitment strategy.
- ▶ Work with Board Chair and CEO on a succession plan for board officers.
- ▶ Develop and review annually the procedures for Board recruitment.
- ▶ Develop an orientation and training plan for new trustees.
- ▶ Assist in the planning of an annual Board retreat and other deeper strategy sessions as needed.
- ▶ Develop and revise a Board member handbook outlining the responsibilities of the Board and Board members, Board policies, and other relevant information.
- ▶ Conduct board education as needed.
- ▶ Regularly evaluate the effectiveness of board meetings, and make recommendations for improvement to the chair and the full board as needed.
- ▶ Annually coordinate an evaluation of the full board and individual trustees.
- ▶ Create specific, measurable, board-level goals for the year as part of the full board planning process.

Related to the CEO & Superintendent:

- ▶ Develop an annual timeline to support and evaluate the CEO, and have this timeline approved by the full board.
- ▶ Annually review and revise as necessary the CEO's job description.
- ▶ Establish a process for the CEO to develop, share, and receive board approval of a set of annual organizational goals.
- ▶ In partnership with the CEO, establish a clear and consistent way for the CEO to report to the full board regularly on progress towards the board-approved annual goals.
- ▶ Annually create a survey instrument and process to conduct two structured check-ins between the full board and the CEO. It is anticipated that these will occur in November and March and will involve the CEO completing a self evaluation and surveying the full board.
- ▶ Annually implement a comprehensive CEO evaluation that includes a CEO self-evaluation, input from the full board, and anonymous input from the CEO's direct reports.
- ▶ Annually prepare or revise the CEO's contract as necessary.
- ▶ Annually recommend CEO compensation adjustments to the full board, as appropriate.

CHAIR: Umit Yapanel
MEMBERS: Sandra Covarrubias, Salih Dikbas (alternate)
STAFF LEAD: Alfredo Rubalcava

FINANCE COMMITTEE

The Finance Committee is commissioned by and responsible to the board and is responsible for working with the CFO to review the upcoming fiscal year budget; presenting budget recommendations; monitor implementation of the approved budget on a regular basis and recommending proposed budget revisions; and recommending appropriate policies for the management of Magnolia's assets, in addition to the following duties:

- ▶ Review critical policies including the Policies and Procedures Manual
- ▶ Review Budget vs. Actuals
- ▶ Review structure including added and eliminated positions annually
- ▶ Confirm if MPS is adequately insured and offering competitive/fairly priced benefits
- ▶ Review and discuss key variances
- ▶ Knowledge of sources of revenue and related cash flows
- ▶ Organizational salary structure each year
- ▶ Review and sign off on 990s
- ▶ Have knowledge of all financial requirements per authorizer

CHAIR: Salih Dikbas
MEMBERS: Mekan Muhammedov, Umit Yapanel (alternate)
STAFF LEAD: CFO (Finance)

FACILITY / AUDIT COMMITTEE

The Audit Committee is commissioned by the board for the oversight of the integrity of financial statements; the effectiveness of the internal control over financial reporting; the independent registered public accounting firm's qualifications and independence; the performance of the organization's internal audit function and independent registered public accounting firms; and the organization's compliance with legal and regulatory requirements; and the performance of the organization's compliance function.

The purpose of the Facilities Committee is to broadly oversee MPS' physical assets: its land, buildings, and equipment. More specifically, to ensure the adequacy and condition of capital assets, to develop and periodically review policies, to advocate for new structures and rehabilitate or remove older structures, and to ascertain that adequate funding exist for completion of the various projects.

The Audit Committee's primary roles are to:

- ▶ Review and recommend independent auditor firm to the board
- ▶ Review all observations and recommendations by auditors and responses by management

The Facilities Committee's primary roles are to:

- ▶ Determine the adequacy, condition, and use of existing facilities and evaluate the use of space, and the appropriateness of that space to its mission
- ▶ Review projections of future facility needs and requirements including the development of long term capital plans
- ▶ Review the proposed annual capital budget, including a breakout of all projects
- ▶ Approve selection of architects for projects involving new buildings and major additions
- ▶ Review project siting, bidding methods, and general program planning for major capital building projects

- ▶ Communicate with and educate the Board on MPS' physical assets and their condition

** The audit committee meets 1-2 times a year only, therefore it has been merged with the Facility Committee.*

CHAIR: Mekan Muhammedov
MEMBERS: Diane Gonzalez, Umit Yapanel (alternate)
STAFF LEAD: Patrick Ontiveros (Finance) and CFO (Audit)

ACADEMIC COMMITTEE

The committee's main role is to assure that academic excellence is defined, and that the board approves annual goals to attain academic excellence in addition to the following responsibilities:

- ▶ Define and continue to refine what academic excellence means for MPS
- ▶ Ensure that all board members understand the key charter promises that are made to the community and authorizers
- ▶ Work with the CAO to devise clear and consistent ways to measure progress towards stated goals
- ▶ Work with the CAO to set annual academic achievement goals
- ▶ Work with the CAO to share with the board annual successes, barriers to reaching academic excellence, and strategies to overcome these barriers
- ▶ Arrange for board training on issues related to academic oversight and academic achievement

CHAIR: Diane Gonzalez
MEMBERS: Sandra Covarrubias, Salih Dikbas (alternate)
STAFF LEAD: Erdinc Acar (Academics)

DEVELOPMENT & STAKEHOLDER COMMITTEE

The Development & Stakeholder Committee derived its roots from the Personnel Committee. The Committee has further expanded its support to the areas of development and communications while also supporting stakeholder, parent and community engagement and personnel items. Its goal is to nurture people's commitment to Magnolia Public Schools. Key functions to the Committee are:

- ▶ Seeking that each board member is active and engaged by soliciting annual gifts, and if appropriate, for a capital gift.
- ▶ Cultivate donors to make sure campaigns bring in the maximum amount to support MPS and all ten schools.
- ▶ Review policy and procedures for all fundraising programs and accountability
- ▶ Review annual MPS internal stakeholder surveys for students, parents and MPS teachers.
- ▶ Attend community events alongside MPS team members
- ▶ Review the benefit and compensation structure to ensure that MPS retains the best talent.

CHAIR: Sandra Covarrubias
MEMBERS: Umit Yapanel, Mekan Muhammedov (alternate)
STAFF LEAD: Brenda Lopez (Stakeholder), Suat Acar (Personnel)

2019-20 BOARD MEETING CALENDAR



2021-22 BOARD MEETINGS CALENDAR

Magnolia Educational & Research Foundation
Magnolia Public Schools

All meetings begin at approximately 6:30 pm - 7:00 pm (PDT). Any changes will be reflected on the MPS website: www.magnoliapublicschools.org

7/08/2021 - Zoom

8/12/2021 - Zoom

9/09/2021 - Zoom

10/14/2021 – Home Office

11/18/2021 – MSA-8

12/09/2021 – MSA-2

12/19/2021- Board Retreat

1/20/2022 – MSA-1

2/10/2022 – MSA-3

3/ 10/2022 – MSA-5

4/07/2022 – MSA-6

5/12/2022 – MSA-4

6/09/2022 – Annual Board Meeting - MSA-7

6/ 23/2022 – Home Office

BOARD AND COMMITTEE MEETING CALENDARS

2021-22 COMMITTEE MEETING CALENDAR



2021-22 MPS Committee Calendar

<p><u>September</u></p> <p>9/2/21 - Academic @ 6pm 9/9/21 - Stakeholder @ 6pm</p>	<p><u>October</u></p> <p>10/14 - Finance @ 5:30pm 10/7 - Facilities @ 5:30pm</p>	<p><u>November</u></p> <p>11/18 - Governance @ 6pm</p>
<p><u>December</u></p> <p>12/2/21 - Academic @ 6pm 12/9/21 - Stakeholder @ 6pm</p>	<p><u>February</u></p> <p>2/10 - Finance @ 5:30pm 2/3 - Facilities @ 5:30pm</p>	<p><u>March</u></p> <p>3/10 - Dev/Stake @ 6pm 3/17 - Governance @ 6pm 3/17 - Academics @ 7pm</p>
<p><u>April</u></p> <p>4/7 - Finance @ 5:30pm 4/14 - Facilities @ 5:30pm</p>	<p><u>May</u></p> <p>5/12 - Governance @ 6pm</p>	<p><u>June</u></p> <p>6/9 - Stakeholder @ 6pm</p>



SAMPLE BOARD MEETING AGENDA

BOARD MEETING AGENDA



Magnolia Public Schools

Regular Board Meeting

Date and Time

Thursday June 10, 2021 at 6:00 PM PDT

Location

<https://zoom.us/j/96079625045?pwd=emRTWFREUkdsWU1XSTI6SWk2M21tUT09>

Meeting ID: 960 7962 5045

Passcode: 339607

One tap mobile: +16699009128,,96079625045# US (San Jose)

All members of the public can participate by calling in using the numbers provided above.

In compliance with the Americans with Disabilities Act (ADA) and upon request, Magnolia Public Schools may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Members of the public who need special accommodations or translation are strongly encouraged to contact Magnolia Public Schools at least 24 hours in advance of the Board meeting so assistance can be assured.

Any public records relating to an agenda item for an open session which are distributed to all, or a majority of all, of the Board Members shall be available for public inspection. Magnolia Public Schools values public comment during Board meetings. For members of the public who would like to speak, we have speaker cards to be filled out prior to the beginning of the meeting. For teleconference meetings you can email us your request for public comment. We limit individual speakers to three (3) minutes and speakers with interpreters to six (6) minutes. For any questions regarding this meeting email board@magnoliapublicschools.org or call 213-628-3634 Ext. 100.

Board Members:

Mr. Haim Beliak, Chair

Dr. Umit Yapanel, Vice-Chair

Dr. Salih Dikbas

Ms. Diane Gonzalez

Ms. Sandra Covarrubias

Mr. Mekan Muhammedov

CEO & Superintendent:

Mr. Alfredo Rubalcava

Agenda

Agenda	Purpose	Presenter	Time
I. Opening Items			6:00 PM
Opening Items			
A. Call the Meeting to Order			1 m
B. Record Attendance and Guests			1 m
C. Approval of Agenda	Vote		1 m
D. Public Comments			5 m
E. Announcements from CEO & Superintendent and Board Members			5 m
II. Closed Session			6:13 PM
A. Public Announcement Of Closed Session	FYI		1 m
B. Conference with Legal Counsel - Anticipated Initiation of Litigation (§ 54956 (b))			
C. Public Employee Performance Evaluation (§ 54957) - Title: CEO & Superintendent			
D. Report Out Of Closed Session	FYI		1 m
III. Consent Items			6:15 PM
A. Approval of 2021-22 MPS Employee Handbook	Vote	D.Hajmeirza	5 m
IV. Action Items			6:20 PM
A. Approval of Contract for John Buck For financial advisory services	Vote	P.Ontiveros	7 m
B. Approval of IXL Agreement for all Magnolia Science Academy Schools	Vote	E.Acar	5 m
C. Approval of MSA-Santa Ana Street Signage Installation	Vote	S.Keskinturk	5 m
D. Approval of MSA-Santa Ana Workstation Purchase RFP Award	Vote	S.Keskinturk	5 m
V. Information/Discussion Items			6:42 PM
A. Public Hearing for the Local Control and Accountability Plans (LCAP) for All MPS	Discuss	D.Yilmaz	20 m
B. Public Hearing for the 2021-22 Budgets for All MPS	Discuss	S.Orazov	20 m
C. Creating a Standard of Care for Mental Health and Wellness Across MPS	Discuss	Dr. Lopez	10 m
D. Academic Updates	Discuss	E.Acar	10 m
E. Discussion on MPS Health and Safety Policy and Injury and Illness Prevention Program ("IIPP") COVID-19 Addendum	Discuss	D.Hajmeirza	5 m
VI. Closing Items			7:47 PM
A. Adjourn Meeting	Vote		1 m

HOME OFFICE LEADERSHIP

EXECUTIVE TEAM



ALFREDO RUBALCAVA
Chief Executive Officer

arubalcava@magnoliapublicschools.org

Alfredo Rubalcava became the Chief Executive Officer of Magnolia Public Schools in 2018. With over one decade of experience in education, Alfredo continues to be passionate about providing a high-quality education for students in Southern California. Being one of Magnolia's founding teachers, Alfredo has held various positions within the organization such as teacher, Athletic Director, Dean of Students, Principal, Chief External Officer and now Chief Executive Officer. Alfredo's experiences and expertise are vital in continuing Magnolia's mission and vision of graduating students who contribute to the global community and are educated members of society.

Alfredo prides himself in being able to share his knowledge of education and continues to energize teachers and staff to be champions in education for ALL students. Alfredo holds a bachelor's degree from California State University of Northridge.



DR. BRENDA D. LOPEZ
Chief External Officer

blopez@magnoliapublicschools.org

Dr. Brenda Lopez is an instructional leader with over 14 years of experience working with students, families, and school leaders. Her passion lies in connecting families to resources and empowering them as the first teachers of their child's education. Dr. Lopez believes in creating sustainable systems and structures that promote a culture of respect, trust, and accountability among families and schools. Dr. Lopez has successfully served the roles of teacher, after-school coordinator, Dean of Academics, Dean of Students, Dean of Culture, and most recently Director of Student Services. She currently serves as the Chief External Officer with Magnolia Public Schools. She earned her doctorate in Educational Leadership with a concentration in Educational Psychology from the University of Southern California. She earned her Master's degree in Teaching of Social Studies from Teachers College, Columbia University and her Bachelor's degree in history with a secondary teaching credential from Mount Saint Mary's University.



DAVID YILMAZ
Chief Accountability Officer

dyilmaz@magnoliapublicschools.org

As the Chief Accountability Officer of Magnolia Public Schools (MPS), David Yilmaz ensures MPS develops high quality accountability plans, implements the programs described in the charter petitions and complies with all applicable law and regulations. Mr. Yilmaz earned his M.S. in engineering from UC, Irvine and M.A. in school leadership from CSU, Dominguez Hills. He holds CA clear administrative services credential as well as clear single subject teaching credentials in mathematics and science. With 15+ years of teaching and administrative experience at MPS, Mr. Yilmaz strives to ensure MPS implements best practices aligned with our vision, mission, and core values.



ERDINC ACAR
Chief Academic Officer
eracar@magnoliapublicschools.org

Erdinc Acar is an accomplished and forward-thinking educator with 20+ years of leadership in developing and implementing leading-edge programs and services that align with the mission and vision of educational institutions. He has an outstanding record of improving processes by adapting and applying aspects of STAM/STEAM Education in school systems through comprehensive research, strategic evaluation and effective presentations of best practices in curricula, programs, tools and technologies. He has pioneered establishment of state-of-the-art online learning programs and professional development portals for academic advancement, combined with directing formative assessment and performance-based programs. He has served in top school level administrative positions in Nevada and California for over two decades. He holds the following degrees: Master of Education, Educational Leadership, University of Nevada, Reno; Master of Education, Science Education, Rutgers University, New Brunswick; and Bachelor of Science, Teaching Physics.



DR. STEVE BUDHRAJA
Chief Financial Officer
sbudhreja@magnoliapublicschools.org

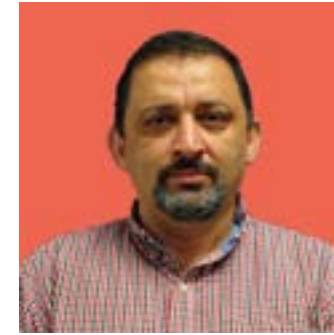
Dr. Steve Budhreja is an experienced financial leader who understands the importance of strategic planning. He has a successful track record of achieving success and ensuring positive outcomes for students throughout Los Angeles County. He earned his Doctoral Degree in Educational Leadership from California State University Long Beach and has extensive knowledge in finance, operations, facilities, transportation, and risk management with over 15 years of experience, including roles within the County Office of Education, K-12 School District as well as non-profit charter schools.

Dr. Budhreja is passionate about providing high-quality STEAM opportunities to all Magnolia Public School students, as well as supporting the staff who help to make it happen. He has served on diversity coalition committees throughout Southern California and is a strong advocate of inclusion and diversity. He currently resides in Torrance, California, and has two young daughters who attend public school in the Los Angeles area.



PATRICK ONTIVEROS
General Counsel & Director of
Facilities
pontiveros@magnoliapublicschools.org

Patrick Ontiveros is the MPS General Counsel and Director of Facilities, he is responsible for working with architects, developers and consultants on the acquisition, design and construction of new facilities; planning, budgeting and project managing capital and tenant improvements; negotiating and managing leases; and managing relationships with landlords. He has extensive experience in real estate development, project management and corporate counsel. Patrick received his Juris Doctorate from Columbia University School of Law and his Bachelor of Arts in Economics from Yale University.



SUAT ACAR
Chief Operations Officer
sacar@magnoliapublicschools.org

Mr. Suat Acar started his educational career as a math teacher in 1996 and taught all types of math for 11 years. He became a dean and a principal back in Arizona between 2007 and 2009. In 2009 he moved to Los Angeles CA to become a principal for Magnolia Public Schools. In 2015 he was promoted to being the Regional Director and later on the Chief Operations Officer in 2016. He is still serving California students and families in this position. Mr. Acar has a B.A. in Economics from Bosphorus University and a Master's degree in Education in Educational Leadership with a principal credential from Arizona State University. Mr. Acar is married with three kids.

DIRECTORS



DR. ARTIS CALLAHAM
Director of Special Programs
amcallaham@magnoliapublicschools.org

Artis M. Callaham, Ed.D. is has worked with several school districts within the county of Los Angeles for over approximately 30 years inclusive of her service for the last ten in the charter movement. Having earned a Masters in Counseling/Psychology and a Doctorate in Educational Leadership at USC she is well versed in instructional pedagogy and specializes in designing and implementing Universally Designed Instructional Programs. As a licensed educational psychologist, Dr. Callaham has written and published two manuscripts; one being the Study Manual for the Licensed Educational Psychologist's examination for the state of California. She brings to Magnolia Public Schools a wealth of innovative ideas, successful grant writing experience, a collaborative leadership style and a passion for empowering at risk youngsters that has proven to be an asset to the profession.



CAFER TURAN
Controller
cturan@magnoliapublicschools.org

Cafer Turan started his career at Magnolia Public Schools in 2011 as part of the Finance Department serving as an accountant and later as a Senior Financial Analyst. His role mainly focuses on overseeing the financials to ensure compliance with authorizers. Aside from his daily responsibilities, he also played a key role in assisting with the various audits from FCMAT, LAUSD OIG, State Auditors and SSCal that lasted over the course of four years. His early beginning goes back to the University of Pamukkale located in Turkey where he earned his Bachelor of Arts in Public Finance. He also gained several certifications relative to finance and accounting from University of California Riverside, Rutgers University, Harvard Business School. Payroll Practice and Management certification from the University of California and Masters in Professional Accounting from Colorado State University in June 2020. In 2019-20, he took on a larger role within the Finance Dept. as the new MPS Controller.



DERYA HAJMEIRZA

Director of Human Resources

dhajmeirza@magnoliapublicschools.org

Accomplished HR Professional with extensive experience and consummate achievements. Derya Hajmeirza prides herself on being a proactive change agent that spends time in the employee environment encouraging learning and career development. Throughout her career, Derya has gained valuable experience in all facets of Human Resources including employee/labor relations, organizational design, benefits, mergers & acquisitions, compensation, worker's comp management and health and safety.



JASON HERNANDEZ

Director of Student Services

jhernandez@magnoliapublicschools.org

Jason Hernandez is the Director of Student Services for Magnolia Public School (MPS). Jason Hernandez main responsibility is to represent and advocate for the student body by ensuring support structures and networks that enhance success for all students. Mr. Hernandez earned his B.S. in History and Single Subject Teaching Credential from Cal State Long Beach, and M.A. in school leadership and administrative service credential from Cal State Northridge. Mr. Hernandez brings 17+ years of innovative teaching and administrative leadership experience that has contributed to high quality learning experience and academic success for students and staff members.



THALIA VELAZQUEZ

Director of Creative Branding & Communications

tvelazquez@magnoliapublicschools.org

Thalia currently serves as the Director of Creative Branding and Communications at Magnolia Public Schools. In her role, she manages the renewal process, social media, and org-wide graphic design, amongst other duties. She holds a Bachelors in Communications and minor in Graphic Design from Azusa Pacific University and most recently received her certificate in Strategic Branding and Public Relations from UCLA Extension and is currently completing the two additional certificate programs: Project Management and Marketing with a concentration in Digital Marketing. Additionally, in 2017, Thalia completed the Advanced Social Media Strategy certificate program from Hootsuite and Syracuse University. She also brings a unique student perspective as an alumna from Magnolia Science Academy-1, the flagship campus for Magnolia Public Schools.



KATIE MANN

Director of EL and ELA Programs

kmann@magnoliapublicschools.org

Katie Mann started her career at Magnolia Public Schools in 2010 as a founding ELA teacher at Magnolia Science Academy-Bell. Throughout her tenure as a teacher, Katie has taught 6th and 8th grade ELA, Power English, supported ELD classes, and served as an English Department Chair. During the Fall of 2015, Katie transitioned into the role of Instructional Coach, where she supported teachers in all aspects of instruction. Katie joined the MPS home office team in 2019, where she currently serves as the ELA and EL Program Coordinator. Before beginning her career in education, Katie attended the University of California, Irvine, where she earned a Bachelor of Arts in English, with a minor in Education, a Master of Arts in Teaching, and a California Clear Single-Subject Credential.



ISHMAIL OZKAY

Director of Data Systems & Analytics

iozkay@magnoliapublicschools.org

Ishmail Ozkay has his BA and MS degree in Physics. He started his career and was a founding science teacher at Magnolia Science Academy-San Diego in 2005. After three years of teaching science in all grade levels, he was promoted to Dean of Academics. In 2011, he was promoted to Principal at Magnolia Science Academy 5. He transitioned in 2014 to the Magnolia Public Schools – Home Office and now serves as the Director of Data Systems and Analytics. He oversees, manages and maintains Magnolia's school information system-Infinite Campus and how it integrates between all online portals used by Magnolia teachers/students. Additionally, he supports the Academic Department with student testing and related data & reports: SBAC, MAP, ELPAC, etc.



DR. OMAR F. POLAT

Director of State and Federal Programs

ofpolat@magnoliapublicschools.org

Dr. Omar F. Polat is an instructional leader with over 19 years of experience working with students, families, and school leaders. He joined MPS as the principal of MSA 4 campus and successfully served that role for 2 years. For the last 8 years, Dr. Polat served various administrative positions in our flagship school, MSA 1. He currently serves as the Director of State and Federal Programs at the home office. He has provided scientific leadership, direction to the planning, development, implementation, and evaluation of many academic initiatives during his time at Magnolia Public Schools. Dr. Polat is also an Ed-Tech enthusiast as his Ph.D. has the specialization of Educational Technology.



RASUL MONOSHEV
IT Director

rmonoshev@magnoliapublicschools.org

Rasul Monoshev received a degree in Computer Engineering and has worked as a System Administrator. Currently, Rasul is the IT Director at Magnolia Public Schools and caters to all of Magnolia Public Schools technology needs. He received his Masters in Software Engineering at California State University of Fullerton.



BROCK ATAR
Senior Financial Analyst

batar@magnoliapublicschools.org

Brock Atar has been working for Magnolia since 2010. He started his career as a Payroll and Benefits Specialist at Magnolia's home office. He took various roles within the Finance department and became a Payroll Manager/Financial Analyst in 2020. Brock supports ten MPS schools and runs a payroll around of 400 employees. Brock Atar has a Bachelor of Science in Statistics with a minor in Accounting. In addition to that, Brock completed his MBA degree in 2019.



TRACI LEWIN
Director of Math Programs

tlevin@magnoliapublicschools.org

Traci Lewin started her career with Magnolia Public Schools in September 2011 as a Math Teacher at Magnolia Science Academy-Bell. In Spring of 2015, Traci transitioned into the role of Dean of Academics at MSA-Bell, where she supported the academic program of the school. In August of 2017, she joined the Magnolia Public Schools Home Office Support Team to further develop and align the math programs across the organization and provide support to school sites through coaching and mentoring. Before entering the education world, Traci worked in the Human Resources, Payroll, and Financial fields. She holds a Bachelor of Science Degree in Business Administration from the University of Phoenix and a Master of Arts in Education from Claremont Graduate University. Professional Licenses held include: California Clear Single-Subject Teaching Credential, Foundational-level Mathematics & Introductory Business, and California Preliminary Administrative Services Credential.



HARUN CIFTCI
Senior Financial Analyst

hciftci@magnoliapublicschools.org

Harun Ciftci is a Senior Financial Analyst with over a decade of experience in finance, accounting, and engineering. He holds a Bachelor of Science degree in Mechanical Engineering from Kocaeli University and a Master of Business Administration Degree from Southern States University.

He has a wide range of accounting and finance experience which enables him to provide relevant and timely advice and assistance to both for-profit and non-profit companies with their internal accounting, periodic reporting, forecasting, budget projections, and ultimately the development and implementation of succession plans.

In his personal life, he enjoys outdoor activities, home improvement projects, watching sporting events, and catching up with friends.

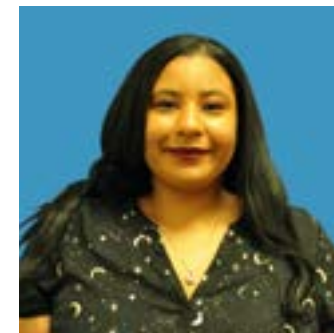
STAFF



BARBARA TORRES
HR Administrator

btorres@magnoliapublicschools.org

Barbara Torres is the HR Administrator at MPS and has been with the organization since 2013. She holds a Masters degree in Public Administration from CSULA and is an active advocate for East Los Angeles Women's Center. At MPS, she supports new hire onboarding and recruitment efforts.



JENNIFER HOOK
Assistant Executive Office
Manager

jwade@magnoliapublicschools.org

Jennifer Hook started her journey with Magnolia Public Schools in 2008 as an eighth grade student at Magnolia Science Academy-1. After graduating from MSA-1 in 2010 she went on to Magnolia Science Academy-7 as an Office Clerk and after school coach. After departing in 2016, Jennifer returned to the MPS family in the winter of 2018 where she now serves as the Assistant Executive Office Manager. Jennifer obtained her Bachelor degree from California State University-Northridge in Tourism, Hospitality, and Recreation Management.



Jennifer Lara serves as the Executive Assistant & Board Secretary at Magnolia Public Schools. In her role she assists the C level staff in different administrative and organizational capacities. In addition, she oversees, organizes and facilitates board and committee meetings and ensures there is governance compliance in all aspects. She received her Bachelor's degree in Psychology in 2018 from the University of California, Irvine. She is involved in the UCI Alumni Association and acts as a mentor to students from the UCI Student Alumni Association.

JENNIFER LARA
Executive Assistant & Board Secretary
jlara@magnoliapublicschools.org



Jenny Obuchi is the Academic Assistant at the Home Office in Downtown Los Angeles, where she assists the Chief Academic Officer and supports members of the academic team. She recently graduated with her Master's degree in Industrial and Organizational Psychology from The Chicago School of Professional Psychology. She started her path in education at a private elementary school in the heart of Los Angeles and, after 12 years of service, left to join Magnolia Public Schools in May 2015.

JENNY OBUCHI
Academic Assistant & Document Control Coordinator
jobuchi@magnoliapublicschools.org



Lesia Nwankwo has been with Magnolia Public Schools for 4 years, she is a dynamic, upbeat, and efficient accounting professional. Before joining the Magnolia family, she spent 5 years working as a Finance reporting Donor Relations Manager at Opportunity Village, a Not-For Profit in Las Vegas, Nevada. In addition to this experience, she worked 7 years with Schools, and 3 Years with Long Beach Unified School District in the Accounting/Finance Team.

LESIA NWANKWO
Accounts Payable & Vendor Relations
lnwankwo@magnoliapublicschools.org



Lydiett Woods joined Magnolia Public Schools with several years experience in education serving at-risk-youth and started her career at Magnolia Public Schools in 2009 as an office manager at Magnolia Science Academy-2. The following year Lydiett was promoted to the first-ever Executive Office Manager at MPS, supporting four Los Angeles County Magnolia schools. After 2 years in her new position 13 Magnolia Academies were also assigned to her supervision spanning from San Diego to Santa Clara in Northern California. Over the course of Lydiett's time with MPS she has developed new systems and procedures to ensure compliance and successful high stakes reporting to State, Federal and local authorizing agencies. As the MPS Executive Office Manager Lydiett continues to support office managers, school leaders and administrators. Lydiett began her career in education while gaining her Bachelors degree from Cal State University at Northridge and has received multiple awards including Certificate of Recognition from the City of Los Angeles.

LYDIETT WOODS
Executive Office Manager
lwoods@magnoliapublicschools.org



Murat Akbas started his career as a chemistry teacher and worked in various administrative positions in middle and high schools throughout the United States and abroad. After 15 plus years of HR management experience, he joined the Magnolia Public Schools team in July 2018 as an HR Administrator. Now, he is the Senior HR Manager of MPS with a main focus of HR system management, employee relations, HR reportings, teaching credentials, CALSAAS and HR school compliance issues (TB, credentials, mandatory trainings).

MURAT AKBAS
Senior Human Resources Manager
makbas@magnoliapublicschools.org



I joined MPS in 2006 as an ESL/SPED Teacher at MSA1. During my tenure at MPS, I have worn different hats in different locations. I worked 3 years at MSA2 as a Dean, 2 years at MSA4 as a Principal, 10 years at MSA1 as a Principal. I received my Master Degree and Admin Credential from California State University of Dominguez Hills. I currently live in Reseda. When I am not keeping busy with work, you can find me biking and hiking.

MUSTAFA SAHIN
Facilities Project Manager
msahin@magnoliapublicschools.org



WILLIAM GRAY
College and Career Readiness
Program and TOSA Coordinator
wgray@magnoliapublicschools.org

William Gray is excited to return to the Magnolia Family as its first College and Career Readiness Program and TOSA Coordinator. He started his career in education as a founding teacher at Magnolia Science Academy-8 Bell before joining its administrative team and eventually becoming Principal. He has also been an administrator at our MSA-3 Carson campus. He has held numerous administrative roles at other organizations in Los Angeles and Orange County, with a common theme of designing & leading educational programs that serve at-risk students. Will holds Bachelor's and Master's degrees from the University of California Irvine in History and Teaching respectively. He is currently pursuing his doctorate in Educational Leadership with a focus on high-poverty schools that are successfully closing the achievement gap.

BOARD POLICIES

MPS BOARD OF DIRECTORS BYLAWS

AMENDED AND RESTATED BYLAWS
OF
MAGNOLIA EDUCATIONAL & RESEARCH FOUNDATION

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Magnolia Educational & Research Foundation.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 250 East 1st Street, Suite 1500, Los Angeles, 90012 California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purposes of this corporation are to provide community support in educational and research areas, which include, but are not limited to the following: managing, operating, guiding, directing and promoting public charter schools; conducting scientific research at K-12 schools and colleges to identify and implement successful education practices; promoting and discovering the research modules in scientific areas with applied and practicable methods to promote prospective scientists; coordinating international conferences/competitions in various fields of academic study. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 1 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts, liabilities and all charter obligations of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for the public and/or charitable purposes of managing, operating, guiding, directing, promoting, and/or supporting one or more California public charter schools that serve students in grades K-12 and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board"). The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

a. Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 2 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 3. DESIGNATED DIRECTORS. The number of directors shall be no less than three (3) and no more than eleven (11), unless changed by amendments to these bylaws. The exact number of directors shall be fixed within these limits by a Resolution of the Board. All directors shall be designated by the existing Board of Directors. In addition to the number of directors otherwise prescribed by these Bylaws, pursuant to Education Code section 47604.2, the Board composition shall also include a seat reserved for a pupil member. All directors, except for the pupil member, shall have full voting rights, including any representative appointed by the chartering authority as consistent with Education Code Section 47604 (c). The pupil member shall have preferential voting rights. Preferential voting means a formal expression of opinion that is recorded in the minutes and cast before the official vote of the Board of Directors, but that shall not serve in determining the final numerical outcome of a vote.

The Board of Directors commits to designating at least one (1) director who resides in each county where this corporation operates a charter school. The Board of Directors shall strive to recruit directors representing parents and the charter school communities, from diverse professional and ethnic backgrounds and commits to designating at least one (1) director representing parents at all times.

Section 4. RESTRICTION ON EMPLOYEE DIRECTORS. No current employees of the Corporation may serve on the Board of Directors.

Section 5. DIRECTORS' TERMS. Each director, except for the pupil member, shall hold office for five (5) years and until a successor director has been designated and qualified. The terms of directors shall be staggered as determined by the Board. Staggering has been accomplished by the Board appointing directors on different dates. Staggering shall be maintained as directors shall be appointed to fill vacant seats at the expiration of each staggered term. The term of the pupil member shall be one (1) year commencing on July 1 each year.

Section 6. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors or, if none, the President will appoint a committee to nominate qualified candidates for all non-pupil member Board seats for designation to the Board of Directors at least thirty (30) days before the date of any designation of directors. The nominating committee shall make its report at least seven (7) days before the date of the designation or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 3 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

of all candidates nominated by committee. Any member of the community may also refer a potential candidate to the Board for consideration.

Pupils enrolled in a charter school managed by the Corporation in ninth through twelfth grades are eligible for election to the Board of Directors as the pupil member. The pupil member shall be elected by a vote of the students enrolled in a charter school operated by the Corporation in ninth through twelfth grades. If it is determined that the pupil member is not fulfilling their duties, the Board of Directors may appoint an alternate pupil member and if appointed, the Board shall suspend the prior pupil member's rights and privileges related to service on the Board of Directors.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be designated, no corporation funds may be expended to support a nominee.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; and (d) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by a simple majority of directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (c) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 4 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. QUORUM. A majority of the directors then in office shall constitute a quorum. The pupil member shall not be counted for purpose of establishing quorum. If a quorum is present, the affirmative vote of the majority of the directors at the meeting shall be a decision of the Board of Directors. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Directors may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 15. COMPENSATION AND REIMBURSEMENT. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of actual reasonable expenses incurred in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 16. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- e. Create any other committees of the Board of Directors or appoint the members of committees of the Board; or
- f. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 17. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 5 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 18. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 19. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

Section 20. COMPLIANCE WITH CONFLICTS OF INTEREST LAWS. The Corporation shall comply with applicable conflict of interest laws, including the Political Reform Act of 1974 (Chapter 1 (commencing with Section 81000) of Title 9 of the Government Code) and Govt. Code § 1090 et seq.

ARTICLES VIII MEETINGS

Section 1. PLACE OF BOARD OF DIRECTORS MEETINGS. The Board of Directors will designate that a meetings be held in the county in which the greatest number of pupils enrolled in Magnolia Public Schools reside which is in compliance with the Ralph M. Brown Act and Education Code Section 47604.1(c)(4)(A). The Board of Directors will establish a two-way teleconference location at each of the corporation's charter school sites and each resource center in compliance with the Ralph M. Brown Act and Education Code Section 47604.1(c)(4)(B).

All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 2. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act. ("Brown Act") (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board of Directors.

Section 3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the second Thursday of each month, unless the second Thursday of the month should fall on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next business day following the legal holiday. At least 72 hours before a regular meeting, the Board of Directors, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer or a majority of the Board of

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 6 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

Directors. If a Chairman of the Board has not been elected, then the President is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 5. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the county in which the greatest number of pupils enrolled in the charter schools managed by the corporation reside.;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

teleconference need not give their name when entering the conference call.²

Section 7. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

ARTICLE X OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and Chief Financial Officer, who shall be known as the "Treasurer." The corporation, at the Board's direction, may also have a Chairman of the Board, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article X Section 4, of these bylaws.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no President, the Chairman of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the President of the corporation set forth in these bylaws. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. PRESIDENT. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall preside at all Board of Directors' meetings. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. VICE-PRESIDENTS. If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special and, if special, how authorized; the notice given; and the names of the directors present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 12. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (d) have such

other powers and perform such other duties as the Board or the bylaws may require.

If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 13. VICE-CHAIRMEN. One Vice-Chairman of the Board of Directors will be assigned to each county in which a charter school operated by the corporation is located.

ARTICLE XI CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. In compliance with Government Code Section 1090 et seq., the corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

ARTICLE XII CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

Section 2. AGAINST NEPOTISM. If a member of an officer's or employee's immediate family is to be hired to work in a position directly subordinate or supervisory to the officer or employee, that fact should be disclosed in advance to the Board of Directors so that a determination can be made whether to permit an exception to the normal prohibition against nepotism.

ARTICLE XIII LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE XIV INDEMNIFICATION

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 10 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XV INSURANCE

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director’s, officer’s, employee’s, or agent’s status as such.

ARTICLE XVI MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XVII INSPECTION RIGHTS

Section 1. **DIRECTORS’ RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 11 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

the director’s interest as a director. Any such inspection and copying may be made in person or by the director’s agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVIII REQUIRED REPORTS

Section 1. **ANNUAL REPORTS.** The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the corporation’s fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation’s revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation’s expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant’s report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation’s books and records.

Section 2. **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** The corporation shall comply with the reporting requirements of Corporations Code Section 6322.

ARTICLE XIX BYLAW AMENDMENTS

Section 1. **BYLAW AMENDMENTS.** The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the corporation’s Articles of Incorporation, or any laws. The Board of Directors may only amend these Bylaws provisions fixing the authorized number of directors or establishing procedures for the nomination or appointment of directors by unanimous vote of all directors then in office. This section may only be amended by the unanimous vote of the all the directors then in office.

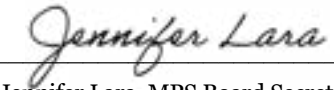
ARTICLE XX FISCAL YEAR

Section 1. **FISCAL YEAR OF THE CORPORATION.** The fiscal year of the Corporation shall begin on

Amended and Restated Bylaws of Magnolia Educational & Research Foundation Page 12 of 14
Adopted: 06/16/08 Amended: 04/19/12, 04/11/13, 12/12/13, 01/09/15, 02/16/15, 8/11/16, 10/26/16, 11/3/16,
10/11/18, 9/22/19, 2/24/22

July 1st and end on June 30th of each year.

I certify that I am the duly elected and acting Secretary of the Magnolia Educational & Research Foundation, a California nonprofit public benefit corporation; that these amended and restated bylaws, consisting of **13** pages, are the bylaws of this corporation as adopted by the Board of Directors on **February 24, 2022**; and that these amended and restated bylaws have not been amended or modified since that date.



Jennifer Lara, MPS Board Secretary

4886-7274-8303, v. 2

CONFLICT OF INTEREST POLICY

Board Governance Policies

Conflict of Interest Policy

MAGNOLIA EDUCATIONAL & RESEARCH FOUNDATION CONFLICT OF INTEREST POLICY

I. PURPOSE

The purpose of this Conflict of Interest Policy (“Policy”) is to protect Magnolia Educational & Research Foundation’s (“Charter School”) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Charter School. This Policy is intended to supplement, but not replace, (i) any applicable state and federal laws governing conflicts of interest applicable to California public charter schools; and (ii) the Charter School’s Conflict of Interest Code, adopted pursuant to the Political Reform Act (Government Code Section 81000 *et seq.*), including the exhibits attached thereto.

II. DESIGNATED EMPLOYEES

Employees of this Charter School, including members of the Board of Directors (“Board”) and candidates for election and/or appointment to the Board, who hold positions that involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest, shall be “designated employees.” The designated positions are listed in “Appendix A,” which is hereby incorporated by reference, attached to the Charter School’s Conflict of Interest Code.

III. DISQUALIFICATION

No designated employee shall make, participate in making, or try to use his/her official position to influence any Charter School decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

IV. MANNER OF DISQUALIFICATION

A. Non-Board Member Designated Employees

When a non-Board member designated employee determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to the Charter School Principal who shall record the employee’s disqualification. In the case of a designated employee who is head of an agency, this determination and disclosure shall be made in writing to his/her appointing authority.

B. Board Member Designated Employees

Board members shall disclose a disqualifying interest at the meeting during which consideration of the decision takes place. After disclosure of the disqualifying interest and all material facts, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

Board Governance Policies – Conflict of Interest Policy
Adopted: 7/21/16 Amended:

Page 1 of 2

Board Governance Policies

Conflict of Interest Policy

This disclosure shall be made part of the Board’s meeting minutes. The Board meeting minutes shall include the names of the persons who disclosed or otherwise were found to have a disqualifying interest in connection with an actual or possible conflict of interest, the nature of the disqualifying interest, any action taken to determine whether a conflict of interest was present, and the Board’s decision as to whether a conflict of interest in fact existed.

The Board member shall refrain from participating in the decision in any way (i.e. the Board member with the disqualifying interest shall refrain from voting on the matter and influencing or attempting to influence the vote on the matter) and comply with any applicable provisions of the Charter School bylaws.

Board Governance Policies – Conflict of Interest Policy
Adopted: 7/21/16 Amended:

Page 2 of 2

CONFLICT OF INTEREST CODE

MAGNOLIA EDUCATIONAL & RESEARCH FOUNDATION CONFLICT OF INTEREST CODE

The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission has adopted a regulation (2 California Code of Regulations §18730) that contains the terms of a standard conflict of interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Appendices, designating positions and establishing disclosure categories, shall constitute the conflict of interest code for the **Magnolia Educational & Research Foundation. (MERF)**

Individuals holding designated positions shall file statements of economic interests with the MERF, which will make the statements available for public inspection and reproduction (Government Code § 81008). All statements will be retained by MERF.

APPENDIX A DESIGNATED POSITIONS

<u>Designated Positions</u>	<u>Disclosure Category</u>
Members of the Governing Board	1, 2
Corporate Officers (e.g., CEO/President, CFO/Treasurer, Secretary)	1, 2
Chief External Officer	1, 2
Regional Director – South	1, 2
Regional Director – North	1, 2
Chief Operations Officer	1, 2
Chief Academic Officer	1, 2
Chief Accountability Officer	1, 2
Principals	3
Consultants/New Positions	*

*Consultants/New Positions shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The CEO/President or designee may determine in writing that a particular consultant or new position, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's or new position's duties and, based upon that description, a statement of the extent of disclosure requirements. The CEO/President or designee's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code (Government Code § 81008).

**APPENDIX B
DISCLOSURE CATEGORIES**

Category 1

Designated positions assigned to this category must report:

- a. Interests in real property located in whole or in part within a two-mile radius of:
 - The Los Angeles Unified School District, the Santa Ana Unified School District, or the San Diego Unified School District, or
 - Any facility utilized by MERF's charter schools, or
 - A proposed site for a MERF facility.
- b. Investments and business positions in business entities, or sources of income (including gifts, loans, and travel payments) that engage in the purchase or sale of real property or are engaged in building construction or design.

Category 2

Designated positions assigned to this category must report:

- a. Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) that are contractors engaged in the performance of work or services, or sources that manufacture, sell, repair, rent or distribute school supplies, books, materials, school furnishings or equipment of the type to be utilized by MERF.

Category 3

Designated positions assigned to this category must report:

- a. Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) that are contractors engaged in the performance of work or services, or sources that manufacture, sell, repair, rent or distribute school supplies, books, materials, school furnishings or equipment of the type to be utilized by the designated position's department. For the purpose of this category a Principal's department is his/her entire school.

This is the last page of the conflict of interest code for **Magnolia Educational & Research Foundation**.



CERTIFICATION OF FPPC APPROVAL

Pursuant to Government Code Section 87303, the conflict of interest code for **Magnolia Educational & Research Foundation** was approved on 11/11 2017. This code will become effective on 12/1 2017.



Brian G. Lau
Senior Commission Counsel
Fair Political Practices Commission

