APPROVED

# Da Vinci Schools

# Minutes

## Da Vinci Schools Board Meeting

**Date and Time**
Friday April 5, 2019 at 7:30 AM

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

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

1. Agendas are available to all audience members at the door to the meeting.
2. "Request to Speak" forms are available to all audience members who wish to speak on any agenda items or under the general category of "Public Comments," which is time set aside for members of the audience to raise issues not specifically on the agenda. However, due to public meeting laws, the Board can only listen to your issue, not respond or take action. These presentations are limited to three (3) minutes and total time allotted to non-agenda items will not exceed fifteen (15) minutes. Non-English speakers who use a translator shall have six (6) minutes in which to address the Board.
3. The Board may give direction to staff to respond to your concern or you may be offered the option of returning with a citizen-requested item.
4. The chair will recognize such individuals who wish to speak on a specific agenda item at the appropriate time. When addressing the Board, speakers are requested to adhere to the time limits set forth, and to not repeat remarks made by those who preceded them.
5. Any public records relating to an agenda item for an open session of the Board which are distributed to all, or a majority of all, of the Board members shall be available for public

inspection at 201 N. Douglas Street, El Segundo, CA 90245, during Business Office operating hours.

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

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**Trustees Present**
A. Lofton, B. Meath, D. Brann, I. Mora, J. Morgan, R. Bañuelos

**Trustees Absent**
*None*

**Guests Present**
A. Wohlwerth, Aileen Harbeck, C. Levenson, Chris Howell, M. Mayotte, M. Rainey, M. Ring, M. Wunder, T. Account, Y. Saldaña-Bautista

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## I. Opening Items

### A. Call the Meeting to Order

D. Brann called a meeting of the board of trustees of Da Vinci Schools to order on Friday Apr 5, 2019 at 7:30 AM.

### B. Record Attendance and Guests

### C. Approval of Agenda

B. Meath made a motion to approve agenda.
R. Bañuelos seconded the motion.
The board **VOTED** unanimously to approve the motion.

### D. Public Comments

The Robotics team was offered the opportunity to speak during this time, as there were no other public comments, and out of consideration for the students' schedules.

The students gave the presentation which earned them a place at the First Robotics Competition (FRC) World Championships.

At the conclusion of the presentation, Dr. Brann, Ms. Morgan, Mr. Bañuelos commended the Robotics team for their wonderful work on the team, in the community, and for a great presentation.

Ms. Aileen Harbeck also commended the team for their presentation.

## II. Information

### A. From the Board

Ms. Morgan spoke about the many senior activities happening, such as college acceptances and decisions, and promposals. She spoke of the four years of hard work and students who are ready to move on to the next chapter of their lives.

Mr. Bañuelos thanked the faculty and administrators for their work, and spoke of the excitement of seeing the students prepared to take their next steps in life as they graduate from high school.

Dr. Brann spoke of the many college acceptance letters posted around the counselors' offices in the schools. He spoke of being proud of the work and the students.

Dr. Brann also spoke of the Leonardo Da Vinci exhibit running from May 24 through September 8, 2019 at the Ronald Reagan Presidential Library in Simi Valley, and encouraged taking a visit to see it.

### B. From the CEO

Dr. Wunder shared a flyer on the Da Vinci Institute; a fundraising update; and his thoughts on the direction of the organization for the next five years. He also reminded the Board that new Board officers are needed, with the resignation of Mr. Pipkin from the Board.

### C. Presentation: Robotics

The Robotics team gave the presentation which won them a place in the 2019 FRC World Championships.

The Board members expressed appreciation.

Note: out of consideration for the students' time, the presentation was given an earlier time on the agenda, during Public Comments.

### D. Del Aire Campus Discussion

Mr. Bravo spoke about the Del Aire campus and the expectation that Da Vinci Connect and RISE would move there. Da Vinci Extension will be moving into a different location. Dr. Wunder spoke of expecting a proposal from Mr. Bob Tarnofsky of Continental Development in the next week.

Mr. Bravo shared the coordination efforts taken with Da Vinci Connect and RISE High staff to assess their needs for the number of rooms and offices that will be required.

Safety and environmental inspections were held. Surplus furniture is being discussed with LACOE, and some furniture was donated to local educational agencies (i.e., Mykel's Place). Mr. Bravo spoke of wanting to get the contracting in place in order to avoid a mid-year move and have the schools in place by August 5.

Mr. Mora asked about the Connect map. Portables with restrooms will be placed near the tennis courts for Connect's younger students in Core 1. Mr. Mora asked for ongoing, yearly costs. Mr. Bañuelos asked if there would be any empty buildings/spaces on the campus. There will be no unused space.

Dr. Wunder pointed out that there will be no increase in the number of classroom spaces from the Aviation campus to the Del Aire campus.

Further discussion on utility connections and the separation of the two schools ensued. Restrooms will be separate. Fencing will be used to separate each group.

Dr. Wunder spoke about projected construction costs totalling $813K. RISE will contribute, and charitable funding is being sought to offset RISE costs, bringing the total Da Vinci costs to an estimated $580K.

Ms. Levenson spoke of CTE (career technical education) grants which could total $2MM. Four of the seven grants for which Da Vinci applied have scored highly. The CTE Board will meet in May to make final decisions. If the grant is awarded, half of the amount would be for construction, and half would be for equipment.

Ms. Morgan asked about an MOU agreement for Connect. Mr. Mora agreed that an MOU should be written and adopted. Discussion on the potential length of occupancy ensued. Dr. Wunder spoke about expecting five years in the Del Aire campus, to which Mr. Mora and Mr. Bañuelos agreed is a reasonable timeframe.

Mr. Mora asked about campus management. Mr. John Fernandez, Director of Facilities, currently runs two campuses, and has done so in the past. Mr. Fernandez and his team will not be able to execute all the work themselves. Mr. Mora suggested having Mr. Bañuelos oversee the contracting, to which Mr. Bañuelos agreed.

Mr. Mora shared that the Wiseburn Unified School District is prepared to commence demolition of the Aviation campus in the fall. Dr. Brann thanked the staff for the update.

## E. Cost Sharing Discussion

Mr. Meath went over the ongoing and one-time costs
Mr. Mayotte spoke about operating costs increasing $1MM/year.

Mr. Meath spoke of the need for sharing costs with Wiseburn to maintain reserves. Dr. Wunder spoke of the WUSD costs, and how there seems to be no definitive process for who (Da Vinci or Wiseburn) pays for what. Mr. Meath shared his belief that a policy regarding cost sharing needs to be adopted.

Mr. Mora said that the Finance committee should discuss the situation with Drs. Wunder and Silvers. Dr. Wunder believes there are more one-time costs that are not related to enrollment growth.

Dr. Brann mentioned the Annual Giving Program and the need for donations.

Dr. Wunder said that Mr. Mayotte has worked long and hard on accurately allocating costs and on equity of resources to the schools.

Mr. Mora said that he would like to discuss whether or not the Board wants to let any school run under a deficit. Mr. Meath suggested the Finance committee begin the conversation. Ms. Morgan asked about untapped sources of funding, like sports facilities rental. Dr. Wunder spoke of first needing to determine the costs of utilities, security, custodial staff, etc. for rentals.

Dr. Brann thanked Mr. Mayotte for his work, saying that it help to quantify the issue.
Mr. Bañuelos asked about the outlook for ongoing costs as opposed to one-time costs. What does it really cost to run the building?
Mr. Meath spoke of $1.25MM new ongoing costs and $3.5MM in one-time costs. He reminded the Board that reserve money can only be spent once.

Mr. Bravo spoke of the work done by Mr. John Fernandez and Mr. Jesse Corral, IT Director, to minimize the waste in lighting and energy use, prompting Mr. Bañuelos to ask Mr. Mayotte for an update on the energy consultant. Mr. Mayotte said that we have given all energy bills to the consultant in preparation for a meeting with him.

## F. Financial Update

Dr. Wunder and Mr. Mayotte gave the financial update.

Dr. Wunder discussed enrollment and ADA, saying that projected P2 enrollment and ADA trend is 2,109 and 2,023, respectively. Both are great, but could be better. 2019-20 projections are about 2200, not including RISE High.

Mr. Mayotte presented the 2nd Interim financials, saying that potential income is not included in the 2nd Interims - only published income revenue is included. Final Net income is expected to fall between $500K and $1MM.

Positive changes and cost efficiencies have been achieved, such as $50K savings from back office reduction and elimination; a minimal increase in the Special Education Maintenance of Effort ($200K savings); an increase in the Unduplicated Pupil Percentage (part of the Local Control Funding Formula) which will result in $70K more revenue this year, etc. Reserves and income have been impacted, are now trending down but are being managed well. Reserves need to be 20% for cash flow purposes.

Dr. Wunder spoke of the May Revise and compensation differences between Da Vinci and other districts. After the May Revise, Dr. Wunder would like to revisit faculty and staff compensation. Dr. Brann agrees that such a discussion should wait until after the May Revise and next year's budget are known. He also mentioned the State being $2.2BN below the Governor's proposed budget.

Mr. Meath asked about the policy or procedure for granting teacher stipends or extra periods. Dr. Wunder responded presently, it is at the principals' discretion. He asked for the Board's direction. Mr. Meath suggested discussing it at the Finance committee meeting.

Dr. Wunder mentioned that Fundraising is on track to achieve $3.5MM, not including the XQ funds.

Next steps:
Go slow and smart
Create more revenue (enrollment; ongoing sustainable funding from County, State, Federal sources; facilities rental)
Increase efficiencies (lower operational costs; consolidate some purchasing - bulk)
Consolidate Special Education services with Wiseburn and reduce NPS placements
Explore COLA for 2019-20 after the May Revise

Discussion on facilities use and ADA ensued.
Ms. Morgan volunteered to help brainstorm ADA solutions for "student downtime" during POLs and SLCs. Dr. Ring said that attendance policy revisions during POLs and SLCs will be brought to the Board in the future.

Mr. Bañuelos initiated a brief discussion about the duration of the short-term loans being requested of Wiseburn. The request is for one year, and any future requests would only be made if needed.

## III. Approval of Minutes

### A. Minutes of the February 20, 2019 Regular Board Meeting

B. Meath made a motion to approve minutes from the Da Vinci Schools Board Meeting on 02-20-19 Da Vinci Schools Board Meeting on 02-20-19.
R. Bañuelos seconded the motion.
The board **VOTED** unanimously to approve the motion.

### B. Minutes of the February 28, 2019 Special Board Meeting

B. Meath made a motion to approve minutes from the Da Vinci Schools SPECIAL Board Meeting on 02-28-19 Da Vinci Schools SPECIAL Board Meeting on 02-28-19.
R. Bañuelos seconded the motion.
The board **VOTED** unanimously to approve the motion.

### C. Minutes of the February 28, 2019 Joint Board Meeting

B. Meath made a motion to approve minutes from the Da Vinci Schools and Wiseburn Unified School District Joint Board Meeting on 02-28-19 Da Vinci Schools and Wiseburn Unified School District Joint Board Meeting on 02-28-19.
R. Bañuelos seconded the motion.
The board **VOTED** unanimously to approve the motion.

## IV. Consent Agenda

### A. Election of Board Chairperson/President

This was pulled from the agenda for further discussion

### B. Low Performing Students Block Grant applications

J. Morgan made a motion to approve the Low Performing Students Block Grant applications.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

### C. Check Register - February

J. Morgan made a motion to approve the February Check Register.
B. Meath seconded the motion.

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

**D. 2nd Interim Financials**

J. Morgan made a motion to approve the 2nd Interim Financials.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

**E. Type II - Direct Funded Charter School**

Brief discussion on direct funding ensued.

Mr. Mayotte explained that In an effort to create greater efficiency, Da Vinci Schools would like to centralize accounting with CSMC, especially as Wiseburn Unified School District is winding down accounting services currently being executed in PeopleSoft at LACOE. By becoming a Type II Direct Funded Charter School, Da Vinci Schools will also improve cash flow by one week.
R. Bañuelos made a motion to approve Da Vinci Schools to leave LACOE for accounting and become a Type II Direct Funded Charter School.
I. Mora seconded the motion.
The board **VOTED** unanimously to approve the motion.

**F. Beacon Day School 2018-2019 Master Contract**

J. Morgan made a motion to approve the Beacon Day School 2018-2019 Master Contract.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

**G. Del Aire Campus Renovation Expenses**

J. Morgan made a motion to approve the Del Aire Campus Renovation expenses.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

**H. Proposal for Professional Design Services - Kitchen**

J. Morgan made a motion to approve the Proposal for Professional Design Services - Kitchen.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

**I. Resolution to Approve the Amended Articles of Incorporation and Amended and Restated Bylaws of DV**

Discussion ensued. Although the Board members voted to approve this item, due to the request to re-work the Amended and Restated Bylaws, this Resolution could not be

adopted.  Both the Resolution and the Bylaws will be changed and presented at a subsequent meeting.

### J. Amended Articles of Incorporation of Da Vinci Schools

R. Bañuelos made a motion to approve.
I. Mora seconded the motion.
The board **VOTED** unanimously to approve the motion.

### K. Amended and Restated Bylaws of Da Vinci Schools

Discussion on Article 3, Section 9 regarding regular meetings ensued.

Legal counsel will be queried for advice on the legal ramifications on requiring monthly meetings, and the item will be modified as necessary and re-presented at a subsequent meeting of the Board.

### L. Resolution to Transfer RISE Charter School, LLC Assets to Da Vinci Schools: L.A. County and to...

R. Bañuelos made a motion to approve and adopt the Resolution to Transfer RISE Charter School, LLC Assets to Da Vinci Schools: L.A. County and to Wind-up and Dissolve RISE Charter School, LLC.
I. Mora seconded the motion.
The board **VOTED** unanimously to approve the motion.

### M. Move to Del Aire Campus

J. Morgan made a motion to approve requesting Wiseburn Unified School District for commencement of repair of the Del Aire Campus and subsequent move of Da Vinci Connect and Da Vinci RISE High to the campus upon completion of repairs.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

### N. Request from $1.1MM in short-term borrowing from WUSD

J. Morgan made a motion to approve request to borrow up to $1.1MM from Wiseburn Unified School District at a percentage not to exceed 5% for six 10-day periods.
B. Meath seconded the motion.
The board **VOTED** unanimously to approve the motion.

### O. New Da Vinci Schools Trustee

This item was pulled for further discussion.

## V. Closed Session

### A. Conference with Legal Counsel

Closed session entered at 9:13

## VI. Closing Items

### A. Reconvene for Public Session & Closed Session Reporting

Public session recommenced at 9:44 AM

Mr. Mora made a motion to approve the election of Dr. Donald Brann as Board Chairperson/President (Item A).
Ms. Morgan seconded the motion.
The votes were unanimously in favor; motion carried; Dr. Brann was elected Board Chairperson/President.

Mr. Mora made a motion to approve advancing the nomination of Mr. Kenneth Brown as a new Da Vinci Schools Board Trustee to the Wiseburn Unified School District Board for their approval (Item O).
Dr. Brann seconded the motion.
The votes were unanimously in favor; motion carried; Mr. Brown's nomination will be sent to the Wiseburn Unified School District Board for their approval.

### B. Adjourn Meeting

D. Brann made a motion to adjourn the meeting.
R. Bañuelos seconded the motion.
The board **VOTED** unanimously to approve the motion.
There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:49 AM.

Respectfully Submitted,
A. Wohlwerth