APPROVED

Da Vinci Schools

Minutes

Da Vinci Schools Board Meeting

Date and Time
Tuesday March 24, 2020 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).)

Trustees Present
B. Meath, D. Brann, J. Morgan (remote), K. Latuner (remote)

Trustees Absent
None

Guests Present
A. Johnson (remote), A. Wohlwerth, E. D'Souza (remote), J. Hawn, Kiumars Arzani, M. Mayotte (remote), M. Rainey (remote), M. Ring (remote), M. Wunder (remote), Miles Denniston, S. Wallis (remote), Sabrina Ayala, Sarah McCrory, Scott Warner, V. Bravo (remote), V. Rodriguez (remote)

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 Tuesday Mar 24, 2020 at 7:33 AM.

B. Record Attendance and Guests

C. Approval of Agenda

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

Roll Call

D. Brann	Aye
B. Meath	Aye
K. Latuner	Aye
J. Morgan	Aye

D. Public Comments

None

II. Celebration of Trustees' Service

A. Acknowledgement and Celebration of Israel Mora and Roger Bañuelos' Service to Da Vinci Schools as Board Trustees.

Dr. Brann spoke about publicly thanking Mr. Mora and Mr. Bañuelos at both the Da Vinci Board meetings and the Wiseburn Board meeting, and that California SB 126 forced the resignations of three board members.

III. Information

A. From the Board

Dr. Brann commented on the pandemic and the opportunity to use distance learning, thanking the faculty and staff for their work.

B. From the CEO

None

C. Operations Update

Mr. Bravo spoke of the continued efforts of operations staff during the COVID-19 pandemic regarding
meal delivery (operating out of Dana Middle School for all Da Vinci schools) and custodial staff working staggered shifts to clean the facilities.
The security staff is maintaining regular patrols.
All facilities are closed.
The IT team is working on programming lights for cost savings.

Dr. Brann would like to see meal distribution expanded, commenting that LAUSD is offering meal service at 60 locations, and can be reimbursed for meals for non-LAUSD students. Mr. Bravo spoke of exploring options, especially for the RISE High students at the APCH site and for adults.

D. Financial Update

Mr. Mayotte gave the update covering the 2nd Interim Financial report, speaking of the uncertain Annual Fund revenue and the reduced expenditures created by the coronavirus-forced schoolwide homeschooling. ADA in this report is based on full months prior to the end of February, not the P2 attendance, due to the pandemic.

P1 ADA increased significantly compared to the previous 2018-2019 school year.
Mr. Mayotte also gave an overview of each school's three-year financial projection. DVC in hole, but should be positive reserves going forward. Connect is expected to end up

close to breaking even, due to large depreciation allocations from the Del Aire site construction. DVD's net income will be steady into the future, due to a high unduplicated pupil percentage (UPP) and a less-costly program. DVS will continue to have negative revenue due to low staff turnover, a falling UPP population, and expensive programs like FRC.

Da Vinci's net consolidated revenue is expected to remain positive into the future.

Dr. Brann asked about ADA value, which Mr. Mayotte clarified is about $10K per student, or over $1.5MM.

Dr. Wunder credited the work of the teachers in keeping up ADA under the distance learning forced by the coronavirus pandemic. He also spoke about the importance of the Connect charter petition material revision approval. He believes Connect's budget will be positive whether or not the material revision is approved. Dr. Wunder thanked Dr. Brann and the others who have invested time in working with the Wiseburn Unified School District on this effort.

Mr. Meath asked about State forgiveness for reduced ADA. Mr. Mayotte verified that only the ADA through the month of February will be used in the funding calculations. Dr. Wunder spoke of preparing for a potential cut in funding, citing previous experience in 2008-2009. He spoke of having a potential reservation of 15% of revenue. Mr. Mayotte clarified that about $4MM would be left in reserves due to construction at the Del Aire site. The CFO recommends $9MM in reserves.

Dr. Brann spoke about his fears that the May Revise will not be as positive as it would have been without the pandemic. He feels Da Vinci should expect less funding.

Ms. Latuner asked about the attendance percentage during the pandemic. Dr. Wunder responded that schools are not being held to the usual attendance requirements, but that students are highly engaged. Mr. Mayotte spoke of the unprecedented circumstances.

Further discussion ensued regarding connectivity and student access:

Ms. D'Souza, principal of DVC, spoke of reaching out to students and families from whom they haven't heard.

Ms. Rodriguez, principal of DVD, spoke of having 45-48 students who needed Chromebooks issued to them, and that she hasn't heard of any connectivity issues.

Mr. Wallis, principal of DVS, spoke of having some students who have internet access via their phones, but for those students with a single computer at home, family competition for computer access is an issue. Mr. Wallis' staff is working on tailoring assignments for mobile devices.

Mr. Meath commented on his office staff working from home, and finding the same issue that a staffer may have a computer at home, but that everyone in their family is trying to use it at the same time, and that the network has been slow; shifting hours may help.

IV. Approval of Minutes

A. Approve Meeting Minutes of the February 19, 2020 Regular Da Vinci Schools Board Meeting

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

Roll Call

K. Latuner Aye
J. Morgan Aye
D. Brann Aye
B. Meath Aye

B. Approval of Minutes of the February 26 Special Da Vinci Schools Board Meeting

Dr. Brann pointed out that a paragraph was repeated on page 4. The minutes were approved with the correction.
B. Meath made a motion to approve the corrected minutes from Da Vinci Schools SPECIAL Board Meeting on 02-26-20.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

B. Meath Aye
J. Morgan Aye
K. Latuner Aye
D. Brann Aye

V. Consent Agenda

A. Accept the Resignation of a Member of the Da Vinci Schools Board of Trustees

B. Meath made a motion to accept the resignation of Israel Mora from the Da Vinci Schools Board of Trustees.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

B. Meath Aye
D. Brann Aye

Roll Call

K. Latuner Aye
J. Morgan Aye

B. Accept the Resignation of Member of the Da Vinci Schools Board of Trustees

B. Meath made a motion to accept the resignation of Roger Bañuelos from the Da Vinci Schools Board of Trustees.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Brann Aye
K. Latuner Aye
B. Meath Aye
J. Morgan Aye

C. Accept Check Register - February 2020

Ms. Latuner asked a clarifying question about an amount of $20K.
Ms. Johnson, Director of Special Education, responded that the amount was for the placement of a student at the Success Learning Center. Dr. Ring added that the usual cost of such placements is between $36K and $45K per year.
B. Meath made a motion to accept the February 2020 check register.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Brann Aye
B. Meath Aye
K. Latuner Aye
J. Morgan Aye

D. Approve Da Vinci Schools Fiscal Policies and Procedures

B. Meath made a motion to approve the Da Vinci Schools Fiscal Policies and Procedures.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Morgan Aye
K. Latuner Aye
B. Meath Aye
D. Brann Aye

E. Accept the Second Interim Financial Report as Presented by Management

B. Meath made a motion to accept the Second Interim Financial Report as presented by Management.

J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Brann Aye
B. Meath Aye
K. Latuner Aye
J. Morgan Aye

F. Approve 2020-2023 Contract with CSMC for Back Office Services

Ms. Morgan asked about the termination of the contract if necessary. She asked for clarification on contradictory language: page 32 number 14, CSMC can cancel, but on page 161, cancellation by either party.

Mr. Kiumars Arzani responded that Sabrina Ayala, Dr. Wunder, and he had gone over the contract. Typically, a contract may be cancelled by either party within 60 days. Because the initial contract was meant to be shorter, the cancellation time was longer. He will go over the contract and respond.

Mr. Meath asked Dr. Wunder if legal counsel had looked at the contract. Dr. Wunder responded that he had not, but could. Mr. Meath asked if having legal counsel look at the contract would materially impact the work that CSMC is doing.

Mr. Arzani commented that the language in the proposal supersedes the language of the generic, system-generated contract. Ms. Ayala spoke of the transition plan and the annual budgeting process currently underway.

Dr. Brann tabled the item, and asked that the contract be reviewed by legal counsel and re-presented to the Board for approval at a subsequent meeting. Mr. Meath added that this would not change the Board's intent to approve the contract.
Dr. Wunder spoke of his high level of confidence in Mr. Miles Denniston and CSMC's work.
Mr. Arzani spoke of the contract on page 35, the agreement in the proposal supersedes the language of the contract.

Page 21 of the proposal, shorter than normal contract, on a 1-year contract, a 6 months' termination penalty shall apply, and on a 2-5 year contract, a 60 day notice shall apply.

VI. Closed Session

A. Conference with Legal Counsel

Closed session was entered at 8:23 a.m.

VII. Closing Items

A. Reconvene for Public Session & Closed Session Reporting

Open Session reconvened at 9:45 a.m.

Dr. Brann reported that no action was taken.
Dr. Brann and the Board agreed to hold a Special meeting of the Board to advance a new trustee will be held on 3/26/20 at 7:30 a.m., with a follow-up special meeting on 3/31 at 7:30 a.m. (if needed).

B. Adjourn Meeting

J. Morgan made a motion to adjourn.
D. Brann seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

B. Meath	Aye
D. Brann	Aye
J. Morgan	Aye
K. Latuner	Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:54 AM.

Respectfully Submitted,
A. Wohlwerth