APPROVED

Da Vinci Schools

Minutes

Da Vinci Schools SPECIAL Board Meeting

Date and Time
Wednesday February 26, 2020 at 8:30 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, I. Mora, J. Morgan, K. Latuner, R. Bañuelos

Trustees Absent
None

Trustees who left before the meeting adjourned
I. Mora

Guests Present
A. Wohlwerth, Aileen Harbeck, B. Silvers, M. Rainey, M. Ring, M. Wunder, V. Bravo

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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 Wednesday Feb 26, 2020 at 8:31 AM.

B. Record Attendance and Guests

C. Approval of Agenda

I. Mora made a motion to approve.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Public Comments

None

II. Information

A. From the Board

Mr. Mora reminded the group that the discussion in the meeting was important, and that they are laying the future foundation for the organization.

Mr. Bañuelos spoke of the FRC Regional that DV is hosting. He thanked Mr. Bravo for his work in preparing to host the event (March 7-8).

Dr. Brann thanked Mr. Mora and Mr. Bañuelos for their service to the Da Vinci Board. He spoke of Mr. Bañuelos' dedication and caring. Mr. Bañuelos thanked Dr. Brann, saying that it was an honor and privilege to serve on the Board.

B. From the CEO

None

III. Consent Agenda

A. Approve Da Vinci Institute Travel to Isendoorn College

Ms. Morgan felt it important to look at the travel policy for the future.
Dr. Brann spoke of the Institute's stage of growth.
Mr. Bañuelos asked for clarification on the financial impact. Isendoorn College is paying for the staff time, substitute teacher, travel, and expertise. There is no cost to Da Vinci.
B. Meath made a motion to approve.
D. Brann seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Approve Amended Da Vinci Connect Charter Petition Material Revision

Dr. Wunder summarized the need for the amended Connect charter material revision, and the interwoven need to change the Bylaws and Magna Carta.

Dr. Brann spoke of the changes to the board composition dictated by the passing of SB 126, and the subsequent need to change the Bylaws and Magna Carta, which in turn necessitate the changes to the Da Vinci Connect charter material revision.

Mr. Bañuelos commented that he wanted to verify that the changes, such as the program's 60% in-class/40% online split*; Wiseburn resident "priority" vs automatic admission; special education cost responsibilities; facilities use/location; and enrollment numbers projection discussed in earlier board meetings were incorporated into the final version of the charter material revision.

Mr. Mora commented that he feels the community's needs and wants should be considered due to the $87MM bond. He expressed his concerns about the next steps if the Wiseburn Board does not approve the Connect charter material revision at their next meeting. He expressed his opinion that the item would not pass. Dr. Brann commented that the Da Vinci Board has been waiting for the Wiseburn Board to decide. Mr.

Bañuelos spoke of the Chet Pipkin offer being a loan, not an outright gift, and thus it did not solve financial issues. He felt that a joint board meeting should have been called to discuss the petition, to facilitate moving forward for longevity.

Ms. Morgan commented that the changes to the Bylaws and Magna Carta due to the SB126 requirements being tied to the Connect material revision was confusing. Mr. Mora spoke of the Wiseburn Board's desire to delay the Connect charter material revision and global. Mr. Meath supported Ms. Morgan's position that the charter material revision was the central issue.

Dr. Silvers spoke of the difference in legal counsel's advice. The Wiseburn counsel's position is that everything in the charter should be brought to code.

Ms. Rainey commented that she would need something to tell the 12 pilot students, some of whom are Wiseburn residents, that would not be seen as political.

Mr. Bañuelos said that he is looking at the situation as not political, but as a future governance structure issue.

Mr. Meath spoke of his comfort with the charter and that the changes would be installed before the Wiseburn Board meeting.

Ms. Latuner spoke of her concern the students who need a decision, and her belief that there is nothing that cannot be resolved if the two sides get together and have a relationship.

Dr. Brann added that the Facilities Use Agreement and the Magna Carta be updated. He felt that the charter approval is time sensitive.

Mr. Mora wanted a conversation about the consequences should the Wiseburn board reject the material revision.

Dr. Wunder's perception was that there were ultimatums given on both sides. He stated that the fundamental difference between Wiseburn and Da Vinci's legal counsel is that Wiseburn required that all governance and financial matters needed to be resolved prior to approving the Connect charter petition. Da Vinci's legal counsel and leadership position is that the governance issue was resolved in the charter petition that was submitted on October 16, 2019, and that other remaining issues could be and would be resolved within the Magna Carta over the next few months. Dr. Wunder emphasized that this charter modification delay was an extreme burden on staff to start the new Connect high school.

Mr. Mora expressed his desire to meet with Drs. Wunder and Silver and members of both boards to resolve the issues and move forward. Dr. Silvers said that he had offered to meet with Dr. Wunder and call a Wiseburn special meeting. Further discussion ensued.

*This was incorrect - the minutes of the prior board meeting show the split was 60% online/40% in-class.

C. Resolution Approving Amended and Restated Bylaws and Magna Carta Contingent Upon Wiseburn Unified School District's Approval of Da Vinci Connect Material Revision

Ms. Morgan commented that as a Wiseburn resident, she feels it necessary to discuss governance. Discussion ensued regarding quorum issues, board member selection process, and financial issues.

Mr. Bañuelos spoke of the need for alignment and the need for the information to be passed from the CEO and Superintendent to the boards.

Several board members spoke of the need for more time to resolve the issues.

Mr. Meath expressed his view that he is not willing to support the charter if it is not approved by the Wiseburn board the following night, and that the Bylaws will stand as-is until there is mutual agreement to change them.

Dr. Wunder expressed his commitment to working with the boards toward a special meeting.
I. Mora left.

IV. Closed Session

A. Conference with Legal Counsel

Closed session was entered at 9:41 a.m.

V. Closing Items

A. Reconvene for Public Session & Closed Session Reporting

Public session reconvened at 9:57 a.m.

Mr. Bañuelos left the meeting at this point.

Mr. Meath asked if Procopio agrees with Atkinson Andelson's view that the bylaws and Magna Carta must be combined with the charter petition in order for the petition to be valid.

Dr. Wunder responded that Procopio's view is that neither the governance structure nor the financial commitment is required to pass the charter petition, and Atkinson Andelson's view is that they are tied together.

A discussion on the financial aspect ensued. Wiseburn requested funds, which DV agreed to by adding a one-year suspension of the Measure CL funds transfer from Wiseburn to Da Vinci in the Magna Carta. Wiseburn wanted to change the language going forward imposing a March deadline by which both parties agree to the Measure CL funding dispensation, or Wiseburn keeps the funds.

The Board agreed to take a vote on Item B., the Charter material revision and Item C., the Resolution to Approve the Amended and Restated Bylaws and Magna Carta contingent upon Wiseburn Unfied School District's approval of the Connect Material Revision.
B. Meath made a motion to approve Item B., the amended Connect charter material revision subject to the confirmation of the revisions that Mr. Banuelos discussed are in the final document to be presented to the Wiseburn Board, noting that Mr. Mora and Mr. Banuelos had both indicated they would abstain on any vote on the agenda items B. and C.
D. Brann seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

K. Latuner	Aye
B. Meath	Aye
D. Brann	Aye
I. Mora	Absent
J. Morgan	Aye
R. Bañuelos	Absent

B. Meath made a motion to approve Item C., based on the documentation presented that was agreed to by the two legal teams and what he understood to be both board presidents, noting that Mr. Mora and Mr. Banuelos had both indicated they would abstain on any vote on the agenda items B. and C.
K. Latuner seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

R. Bañuelos	Absent
I. Mora	Absent
K. Latuner	Aye
D. Brann	Aye
B. Meath	Aye
J. Morgan	Aye

Ms. Morgan expressed her desire that both Wiseburn and Da Vinci need to meet to discuss these types of items for an intervention before the issues get to the point of contention at board meetings.

B. Adjourn Meeting

J. Morgan made a motion to adjourn.
K. Latuner 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 10:11 AM.

Respectfully Submitted,
A. Wohlwerth