APPROVED

Da Vinci Schools

Minutes

Da Vinci Schools Board Meeting

Date and Time
Wednesday September 30, 2020 at 6:00 PM

Location
Zoom teleconference

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. Teleconferencing will be conducted through Zoom. Join Zoom meeting at https://zoom.us/j/94862162343 Meeting ID: 948 6216 2343, or dial (669) 900-6833.
2. Agendas are available to all audience members on the Da Vinci Schools website at www.davincischools.org.
3. Audience members who wish may 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.
4. 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.
5. 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.

6. 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. Please contact the CEO's office at 310-725-5800.

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 (remote), D. Boston (remote), D. Brann (remote), J. Morgan (remote), K. Latuner (remote)

Trustees Absent
None

Guests Present
A. Johnson (remote), A. Wohlwerth (remote), B. Silvers (remote), C. Levenson (remote), Carisma De Anda (remote), Deepti Reim (remote), E. D'Souza (remote), Isabel Umekubo (remote), J. Hawn (remote), James Py (remote), Jo Webber (remote), Kristina Becht (remote), M. Amato (remote), M. Rainey (remote), M. Ring (remote), M. Wunder (remote), Nolee Bugarin (remote), Raul Ochoa (remote), Ray Santiago (remote), S. Ayala (remote), S. Wallis (remote), S. Warner (remote), Sarah Horne (remote), V. Bravo (remote), V. Rodriguez (remote), Wendy Cha (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 Wednesday Sep 30, 2020 at 6:00 PM.

B. Record Attendance and Guests

C. Approval of Agenda

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

Roll Call
K. Latuner Aye

Roll Call

B. Meath Aye
J. Morgan Aye
D. Boston Aye
D. Brann Aye

D. Public Comments

None

II. Special Order of Business: Ratify Term Extensions and Accept Resignation of Board Members

A. Ratify Board Term Extension to September 9, 2023 For Donald Brann and Derrick Boston

B. Meath made a motion to ratify the term extension of Don Brann.
K. Latuner seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

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

B. Meath made a motion to ratify the term extension of Derrick Boston.
J. Morgan seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

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

B. Accept Resignation of Karen Latuner

J. Morgan made a motion to accept the resignation of Karen Latuner.
D. Brann seconded the motion.
Dr. Brann thanked Ms. Latuner for her service, as did Ms. Morgan. Mr. Meath echoed the other member's comments, saying that it is with regret that he accepts the resignation. Mr. Boston thanked Ms. Latuner and wished her all the best. Ms. Latuner thanked the Board members.
The board **VOTED** to approve the motion.

Roll Call

D. Brann Aye

Roll Call

B. Meath Aye
J. Morgan Aye
K. Latuner Abstain
D. Boston Aye

III. Information

A. From the Board

Mr. Boston shared that he had attended a meeting with parents and staff of Da Vinci Science to support the teachers and show gratitude for the work they have been doing during the pandemic. He extended his thanks to all Da Vinci Schools teachers and administrators, saying that they need to know parents and the Board are grateful to them and support their work. Mr. Meath thanked Mr. Boston for his comments.

Ms. Morgan shared the process for finding new members for the board, saying that the applicants were required to be Wiseburn residents. The panel of four narrowed down the 18 applicants to six, then selected three members. Ms. Morgan introduced Raul Ochoa, Ray Santiago, and Jo Webber. Ms. Morgan noted that the three live in varied Wiseburn neighborhoods, and will be able to offer varied perspectives. Dr. Brann thanked everyone who participated in the selection process.

Dr. Brann requested the Da Vinci staff come up with recommendations to clarify the differences between Da Vinci Schools and Wiseburn Unified School District, saying that there is confusion in the community as to roles, responsibilities, and the relationship between Da Vinci and Wiseburn. Dr. Brann also requested Dr. Wunder, Mr. Amato and the financial team to produce their second video on expenses and compensation and distribute it in October. The first video's topic was revenue.

B. From the CEO

Dr. Wunder thanked Ms. Latuner, saying that she had been with Da Vinci since the beginning with the PLTW pathway at El Camino and then nationally at PLTW. He also welcomed the new trustees. Discussion of planned in-service sessions for the new members ensued.

Mr. Meath requested a section on board membership, including trustee vs. staff roles and responsibilities, be included in the in-service session.

Dr. Wunder shared that Mr. Merrick Wadsworth of Procopio had presented the Brown Act and conflict of interest training to the Da Vinci Schools: L.A. County Board of Directors, and requested that Ms. Wohlwerth share the resulting slide deck and video with the Da Vinci Schools Board. Mr. Boston requested he also be included in the in-service and Procopio video sharing.

C. Presentation: Student Board Member Proposal

Dr. Wunder introduced student Carisma De Anda and Da Vinci Science teacher Wendy Cha.

Ms. De Anda thanked the Board for the opportunity to present. She began by saying that having student board members would improve education, give the board the students' perspective from all schools, and afford transparency to students. In the proposal, each Da Vinci school would have three student board members. Students would hold their own meeting each month to share information, and one student member would attend each board meeting. Interested students would apply to be a member, and site principals would select student members. Students would be eligible for elective credit. Connect (K-8, HS, and DVX), Communications, Design, and Science would be represented by students.

Dr. Brann commented that the Youth & Government chapter at Da Vinci and a student Board member proposal would increase civic engagement. He looks forward to staff recommendations.

Mr. Meath and Mr. Boston echoed comments on the well executed presentation. RISE has a separate board and so would deliberate on this proposal separately.

D. Financial Update

Mr. Amato presented the balance sheet, saying that Da Vinci has a healthy cash position. Da Vinci is entering the deferral phase of LCFF revenue, and although more cash is being spent than is being received, the $1MM line of credit to Banc of California was paid off in September, and $1.5MM line of credit is now available to Da Vinci again, if needed.

The Profit & Loss report was covered; Mr. Amato shared that Da Vinci will be able to weather the deferrals of state revenue. The current bottom line through August shows a loss of $1.5MM, which is reflective of the deferrals - a smaller amount of receivables versus expenses. PPP funds will be available in December.

Mr. Meath drew attention to the fact that the July/August budget summary showed a loss that is not expected to continue or grow, since by the end of the year, profit will be higher due to LLM and PPP funds.

Dr. Brann inquired if Mr. Amato had an estimate of the total deferral amount for 2020-21; Mr. Amato did not, saying that deferral funds will be applied from February to November. Mr. Warner commented that the team expects 31% of LCFF revenues to be deferred.

E. Financial Reserve Level Discussion and Recommendation

Mr. Amato also spoke about the Reserve analysis. Reserves are the result of the profits and loss, or assets and liabilities of the organization over time.
After the last 2018-19 audit, Da Vinci had just over $4MM in reserves. With $25.8MM total expenses, the reserve percentage at the end of FY2019 was 15.7%. To Mr. Boston's inquiry about when the results of the next audit are expected, Mr. Amato responded they will arrive by the end of November 2020. The unaudited financials presented in August showed the adjusted unrestricted net surplus of just under $700K, which bumps up the reserve balance to $4.768MM, which is a 20.2% reserve percentage.

For the Fiscal year 2020-21, LLM Federal funds, other special funds like grants and donations, and the PPP funds will result in $9.85MM in projected reserves. With projected expenses just over $24MM, the reserve percentage is projected to be 40.6% at the end of the fiscal year.

Discussion ensued regarding the ideal reserve level Da Vinci Schools should hold.
Dr. Brann asked what 1% of the reserves equates to in dollars. Mr. Amato's response: 1% is $243K.
Mr. Boston inquired about trends. Given good data, does Mr. Amato expect similar ratios as in prior years?
Mr. Amato will send historical data to the Board. During years of investing in the organization deficits are expected. Mr. Boston asked if the $23-25MM range of expenses is roughly in line with previous years. Mr. Amato responded that due to the size of the schools, expenses were less. Expenses grow if enrollment grows and personnel expenses increase.
State average reserve is between 15 and 20%, which encompasses a wide variety of schools.

Dr. Wunder pointed out that Communications and Connect were not fully enrolled, and the extra funds were put into the staff and expenses as opposed to reserves. Retirement and healthcare expenses have gone up, and several millions have been invested in facilities, all of which affect reserve levels.

Dr. Brann inquired about whether the 3% state minimum reserve level also applies to charter schools. Ms. Ayala responded that the Education Code does not require charters to have that minimum percentage, but many district authorizers require it. Dr. Brann asked if Wiseburn's requirement is 15%. Dr. Wunder shared that the Da Vinci schools were aggregated to the 15% reserves.

Mr. Meath's concern is the sustainability of the reserve level, given PPP loan and the State's finances. If Da Vinci sets an excessively high reserve level, the board may regret it in the future. He would be comfortable with a 20% reserve. He inquired about what happens if Da Vinci goes below the level it sets. Mr. Amato clarified that going below the set level would require board action. Mr. Meath reminded the board that the money is meant to be spent to educate students. Dr. Brann agreed with Mr. Meath.

After brief discussion of deferrals, Ms. Morgan is in favor of spending the money if needed, but she also reminded the board of the unfinished projects on campus (soccer field, kitchen) and maintenance deferral requirements from Wiseburn. Dr. Wunder offered to bring back a deeper analysis at the next board meeting.

He also shared that he that legal counsel would agree that only the board, not staff, can set the reserve level. Ms. Ayala advises the board set a low minimum and have goals. Also, the board doesn't have to state an amount. Dr. Wunder commented that, dependent on discussions with Wiseburn, the reserve level would be aggregated across Da Vinci sites.

Mr. Meath noted in response to Ms. Morgan's concerns that reserve funds may be designated for future projects. He feels further conversation on encumbrances is needed. Mr. Warner agreed.

Discussion of tabling the action item for the future after further discussion ensued.

F. Operations Update

COVID-19 - Mr. Bravo shared that the schools have taken delivery of PPE (various size masks, face shields, thermometers, and hand sanitizer) and canopies.

Athletics - Mr. Bravo looks forward to seeing the outcome of the CIF Athletics meeting the next day. A Da Vinci athletics website is being set up for families' information. There will only be a Fall and a Spring athletics season this school year. Cross Country, Boys' volleyball, and Girls' volleyball will start in December. The job description for the interim Athletic Director position is being finalized.
Mr. Bravo is in discussions with the Aquatic Center regarding any unused pool hours allotted to Da Vinci, and distribution of any fees resulting from alternate swim club use.

Meal Program - The meal program has seen its highest numbers to date, and Free and Reduced Lunch applications are still being pursued. The security team has been helping out with meal distribution.

Safety Team - Safety officers are also patrolling campuses daily, occasionally helping with student wellness visits, and helping with student supply distributions.

Technology - Student ID cards will be produced but held until students return to campus. The Technology Advisory Committee led by consultant John Umekubo, will hold first meeting. Over 75-80 hot spots have been distributed to students and some staff.

Facilities - The facilities team has been painting, performing maintenance, cleaning and disinfecting the meal distribution areas, and are receiving professional development

training for additional disinfection protocols. The Covid-19 indoor air quality program will be made a long-term program to maintain improved air quality at the sites. The facilities team addressed an energy spike issue with the help of Engie and Emcor. Last, an outdoor photo shoot executed under L.A. Department of Public Health requirements netted $5,600.

IV. Approval of Minutes

A. Approval of Minutes of the August 26, 2020 Regular Da Vinci Schools Board Meeting

J. Morgan made a motion to approve the minutes from Da Vinci Schools Board Meeting on 08-26-20.
B. Meath seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

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

B. Approve the Minutes of the September 2, 2020 Special Board Meeting

B. Meath made a motion to approve the minutes from Da Vinci Schools SPECIAL Board Meeting on 09-02-20.
D. Brann seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

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

V. Consent Agenda

A. Accept Check Register - August 2020

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

Roll Call

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

Roll Call

D. Brann Aye
D. Boston Aye

B. Approve Financial Reserve Level

Item tabled.

C. Approve the Learning Continuity and Attendance Plans for Da Vinci Connect, Communications, Design, and Science

B. Meath made a motion to approve the Learning Continuity and Attendance Plans for Da Vinci Connect, Communications, Design, and Science.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

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

D. Approve the School Plan for Student Achievement for Da Vinci Connect, Communications, Design, and Science

B. Meath made a motion to approve the School Plan for Student Achievement for Da Vinci Connect, Communications, Design, and Science.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

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

E. Ratify the 2020-21 Master Partnership Agreement between Da Vinci Schools and Southern New Hampshire University

B. Meath made a motion to ratify the 2020-21 Master Partnership Agreement between Da Vinci Schools and Southern New Hampshire University.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Boston Aye
D. Brann Aye

Roll Call

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

F. Ratify Master Contract with Siva and Associates Non-Public Agency for Occupational Therapy Services

B. Meath made a motion to ratify the Master Contract with Siva and Associates Non-Public Agency for Occupational Therapy Services.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

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

G. Approve Report of Alternative Authorization of Teacher Assignments

B. Meath made a motion to approve the Report of Alternative Authorization of Teacher Assignments.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

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

VI. Closed Session

A. Conference with Legal Counsel

Closed session entered at 7:41 p.m.

VII. Closing Items

A. Reconvene for Public Session & Closed Session Reporting

Public session reconvened at 9:50 p.m.
Dr. Brann reported that no action was taken.

B. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:50 PM.

Respectfully Submitted,
A. Wohlwerth