APPROVED

Da Vinci Schools

Minutes

Da Vinci Schools Board Meeting

Date and Time
Wednesday October 28, 2020 at 6:00 PM

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/96376406500, Meeting ID: 963 7640 6500, 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), J. Webber (remote), R. Ochoa (remote), R. Santiago (remote)

Trustees Absent
None

Guests Present
A. Johnson (remote), A. Wohlwerth (remote), Amy Sy (remote), Andrew McGregor (remote), B. Silvers (remote), C. Levenson (remote), Carisma De Anda (remote), Chris Howell (remote), Darlene Wonggaew (remote), E. D'Souza (remote), G. Long (remote), J. Hawn (remote), Kelly Anne Sassone (remote), M. Amato (remote), M. Rainey (remote), M. Ring (remote), M. Wunder (remote), S. Ayala (remote), S. Wallis (remote), Saya Wai (remote), 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 Wednesday Oct 28, 2020 at 6:04 PM.

B. Record Attendance and Guests

C. Approval of Agenda

B. Meath made a motion to approve.
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

D. Public Comments

Dr. Wunder commented that Zoom chat has been disabled for board meetings upon legal advice. The board meeting is a meeting held in public, and any public commentary should be given during the public comment period.

Brief further discussion between Mr. Meath and Dr. Wunder.
Mr. Andrew McGregor thanked Dr. Wunder, Dr. Hawn, and Mr. Amato and the board for the compensation presentation given at the previous board meeting, saying that he loves his work and the board's appreciation of that work. Ms. Darlene Wonggaew also thanked the board, comparing the board's action to the furloughs she had previously experienced in a different district. Ms. Amy Sy also thanked the Central Office and the board, adding that she appreciated having the opportunity to work with some of the board members' children. Ms. Kelly Ann Sassone added her thanks, saying that she hopes to stay with Da Vinci until retirement, as the organization values its employees.

Dr. Brann spoke of the previous board action at the October 22, 2020 special meeting, and that he appreciated the staff's comments.

II. Special Board Action

A. Approval and Installation Ceremony of New Board Members

Dr. Brann thanked the original board members for their perfect attendance and assistance in reaching a quorum at each board meeting.

Mr. Raynaldo Santiago, Jr. took the oath of office.
Mr. Raul Ochoa took the oath of office.
Dr. Jo Webber took the oath of office.

Mr. Ochoa and Dr. Webber thanked the board for the opportunity to join the Board. Dr. Brann thanked Ms. Morgan and the Wiseburn board members for their help in finding the new board members.

III. Information

A. From the Board

Mr. Morgan spoke of her excitement in being able to welcome and work with the new members, and added that she appreciates the opportunity to work with all the board members.

Mr. Boston welcomed the new board members, saying that he looks forward to working with them. He also thanked the teachers in attendance for their comments, saying that the students benefit greatly from their dedication.

Mr. Meath also welcomed the new members and thanked the teachers for their efforts.

Dr. Brann commented that especially in a year unlike any other, it has been wonderful to be part of Da Vinci and its success, and that the new board members will be part of that success. He spoke of his imminent 75th birthday, crediting his efforts to keep moving and do something meaningful.

B. From the CEO

Dr. Wunder thanked the teachers in attendance for their kind words, and thanked Mr. Amato and Dr. Hawn for their work. He also spoke of some teachers' feedback and opinion that experienced teachers were not valued. Dr. Wunder added that he expects such input would be revealed by the listening tour for strategic planning and a shared decision-making process that is being conducted by consultant Mr. Richard Greenberg along with Mr. Boston's and Dr. Hawn's assistance.

Dr. Wunder also shared an update on the state budget hold harmless clause's effect on Da Vinci's finances, saying there are rumors that enrollment growth dollars may be released in the Spring.

Dr. Wunder shared a brief slide deck on the work to clarify the relationship between Da Vinci Schools and Wiseburn Unified School District, as the Board had previously requested.

C. Financial Update

Mr. Amato reviewed the September 2020 financials.
The Balance Sheet shows Da Vinci retains a healthy cash position. Mr. Meath inquired if the new board members will be briefed on finances. Dr. Webber commented that she is familiar with balance sheets and profit & loss statements, but not in an education setting. Mr. Amato noted that he would be happy to create some education-specific information for the board.

Mr. Amato then shared the Profit and Loss statement, saying that the numbers shared are part of the original approved budget. The First Interim report will show the multi-year projections in more detail, and will be discussed at the November and December board meetings. He noted that expenses are tracking as expected, revenue is being tracked. Deferrals begin in February.

The Fiscal Year '21 Cash Flow Report reveals the deferrals that will occur in LCFF revenue. Other revenue will be received, but this LCFF revenue (just under $6MM) will be deferred (not received) until July through November 2021. Mr. Amato shared that there has been no indication from the state that the repayments will be held up. Mr. Meath noted that the state could defer the following year's payments to the year after.

Ms. Sabrina Ayala concurred, saying that is what occurred in the 2008 recession, when there were multi-year deferrals of 40%. Dr. Wunder added that Da Vinci will hope for the best and plan for the worst.

Ms. Morgan inquired about the 60-day cash reserve. Mr. Amato responded that the cash in pocket today would last for 60 days if all other revenue ceased. The deferrals have a significant impact on cash flow, but Da Vinci is projected to have about $1.5MM in cash at the end of June, and the deferrals are expected to begin being paid out in July. Mr. Amato reminded the board that the Da Vinci Schools Fund and the Da Vinci $1.5MM credit line may be relied on if necessary. The PPP loan is expected to be forgiven and converted to a grant. The team is awaiting details on the audit and forgiveness process. The line of credit is secured against the schools' enrollment funding.

Dr. Wunder shared that there are unfinished campus projects (kitchen, soccer field, restrooms, the Sandbox). He is confident in the team's ability to raise funds ($5-7MM) for the projects. Ms. Levenson has secured CTE grants to finish the Black Box theater, so work is underway on that project.

Mr. Meath shared that he would like a broader conversation regarding reserves. Mr. Amato concurred that it would be a good exercise for the Board to designate the reserves for specific areas.
Ms. Ayala pointed out that the Education Code's minimum 3% reserve does not apply to charter schools, but that it is not a good idea to have reserves that low. Further brief discussion ensued.

D. Operations Update

Mr. Bravo shared that the Department of Public Health visits have gone very well, thanks to the efforts of Dr. Emily Green, Dr. Ring, Dr. Hawn, the safety and facilities teams. These visits are mandated for schools which are bringing students on campus for one-on-one assessments, which Da Vinci is going to do for Special Education students.

Improvements of indoor air quality and disinfection systems are being explored with an eye toward improving air quality beyond COVID-19 concerns.

Mr. Bravo spoke briefly of an issue with water on the gym floor for which remediation was underway. Regarding CIF sports, Da Vinci has submitted a re-league request. Keeping in mind changeable public health guidelines, January is the earliest the pool may be used by the Da Vinci team.

The IT team has conducted headset distributions for student use in remote learning and future state online testing.

IV. Approval of Minutes

A.

Approval of Minutes of the September 30, 2020 Regular Da Vinci Schools Board Meeting

B. Meath made a motion to approve the minutes from Da Vinci Schools Board Meeting on 09-30-20.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Morgan	Aye
D. Brann	Aye
B. Meath	Aye
D. Boston	Aye
J. Webber	Aye
R. Santiago	Aye
R. Ochoa	Aye

V. Consent Agenda

A. Accept Check Register - September 2020

D. Boston made a motion to accept the September 2020 check register.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Webber	Aye
D. Boston	Aye
J. Morgan	Aye
R. Santiago	Aye
B. Meath	Aye
D. Brann	Aye
R. Ochoa	Aye

B. Approve and Adopt the Whistle-Blower Policy

D. Boston made a motion to approve and adopt the Whistle-Blower Policy.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

R. Ochoa	Aye
R. Santiago	Aye
J. Morgan	Aye
J. Webber	Aye
B. Meath	Aye
D. Boston	Aye
D. Brann	Aye

C.

Approve Student Board Member Proposal

D. Boston made a motion to approve the Student Board Member Proposal.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

R. Santiago	Aye
B. Meath	Aye
D. Brann	Aye
D. Boston	Aye
R. Ochoa	Aye
J. Morgan	Aye
J. Webber	Aye

D. Approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Communications

Brief clarifying comments on which Da Vinci Schools LEAs are in the El Dorado SELPA. Da Vinci Connect is currently participating in the Southwest SELPA, and will move to the El Dorado SELPA next year.
D. Boston made a motion to approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Communications.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

B. Meath	Aye
R. Santiago	Aye
J. Morgan	Aye
R. Ochoa	Aye
D. Boston	Aye
D. Brann	Aye
J. Webber	Aye

E. Approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Design

D. Boston made a motion to approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Design.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Boston	Aye
D. Brann	Aye
R. Santiago	Aye
J. Morgan	Aye
R. Ochoa	Aye

Roll Call

B. Meath Aye
J. Webber Aye

F. Approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Science

D. Boston made a motion to approve the 2020-2021 El Dorado Charter SELPA Local Plan and Participation Agreement for Da Vinci Science.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Webber Aye
R. Santiago Aye
R. Ochoa Aye
J. Morgan Aye
B. Meath Aye
D. Brann Aye
D. Boston Aye

G. Approve Resolution to Tentatively Adopt a Conflict of Interest Code

D. Boston made a motion to approve the Resolution to Tentatively Adopt a Conflict of Interest Code.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Boston Aye
R. Ochoa Aye
D. Brann Aye
J. Webber Aye
J. Morgan Aye
B. Meath Aye
R. Santiago Aye

H. Approve Agreement between Da Vinci Schools and California State University Los Angeles to Provide Remote Clinical Fieldwork Experience for CSULA Students

D. Boston made a motion to approve the Agreement between Da Vinci Schools and California State University Los Angeles to Provide Remote Clinical Fieldwork Experience for CSULA Students.
J. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Brann Aye
R. Ochoa Aye

Roll Call

B. Meath Aye
J. Morgan Aye
D. Boston Aye
J. Webber Aye
R. Santiago Aye

I. Approve Contract for Chief Financial Officer

Ms. Morgan shared that she noticed the contract had the CFO position reporting to the CEO as opposed to the Board of Trustees as in previous CFO contracts. Ms. Ayala commented that in her experience, the CFO does report to the CEO, but that the CFO often has an outlet to report any issues directly to the Board. The auditors may also report directly to the Board without the CEO and CFO present.

Mr. Meath inquired as to who conducts the CFO's evaluation. Dr. Hawn responded that the CEO would evaluate and direct the CFO on a day-to-day basis, although the CFO would report to the Board on the whole. There would be a "dotted line" between the CEO and CFO on the organization chart.

Dr. Brann commended Mr. Amato for quickly acclimating himself to Da Vinci Schools finances. Mr. Meath concurred that he is most impressed and pleased with Mr. Amato's work. Mr. Amato expressed his thanks and noted that he had the assistance of Sabrina Ayala, Dr. Wunder and Dr. Hawn in ramping up quickly.
B. Meath made a motion to approve the CFO contract with one change: the CFO reports to the Board.
D. Boston seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

R. Ochoa Aye
R. Santiago Aye
J. Webber Aye
D. Brann Aye
D. Boston Aye
B. Meath Aye
J. Morgan Aye

VI. Closed Session

A. Conference with Legal Counsel

Closed session was entered at 7:35 p.m.

VII. Closing Items

A.

Reconvene for Public Session & Closed Session Reporting

The board reconvened at 8:49 p.m.
Dr. Brann reported that no action was taken.

B. Adjourn Meeting

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

Roll Call

R. Ochoa	Aye
B. Meath	Aye
J. Webber	Aye
D. Brann	Aye
J. Morgan	Aye
D. Boston	Aye
R. Santiago	Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:50 PM.

Respectfully Submitted,
A. Wohlwerth