

STUDENT SUCCESS PROGRAMS

DBA – AUDEO CHARTER SCHOOL · THE CHARTER SCHOOL OF SAN DIEGO

(A California Non-Profit Public Benefit Corporation)

Len Hering RADM, USN (ret) – Chairman,
Scott Barton – Member, David Crean – Member, Tim Morton – Member, Eric Schweinfurter - Member

BOARD OF DIRECTORS MEETING MINUTES

Wednesday, December 7, 2022, 8:00 a.m.

Via Video Conference and at

Clairemont RC 4340 Genesee Avenue, Suite 109, SD 92117, College Avenue RC 4585 College Drive, Suite C, SD, 9211, Downtown RC 1095 K Street Suite A, SD 92101, Euclid RC 220 Euclid Avenue, SD 92114, Lake Murray RC 8776 Lake Murray Blvd., SD 29119, Mira Mesa RC 8290 B, Mira Mesa Blvd., SD 92126, Old Town, 2245 San Diego Avenue, Suite 115, SD 92110, Petco RC 1091 K Street, Suite A101, SD 92101, Point Loma RC 3145 Rosecrans Street, Suite D, SD 92110, Scripps Ranch RC 9910 Mira Mesa Blvd, Suite A2, SD 92131, Sorrento Mesa Office 10170 Huennekens Street, SD, 92121, Tierrasanta RC 10425 Tierrasanta Blvd, Suite 101, SD 92124, , and Kearny Mesa RC 7520 Mesa College Drive, SD 92111, K5 Home School Resource Center 10725 Tierrasanta Boulevard, CA 92124, La Jolla RC 7458 Girard Avenue, SD 92037, Mission Valley East RC 3230 Camino Del Rio North, SD 92108

Access to the live video conference was available prior to the start of the meeting at

CSSD: <https://charterschool-sandiego.net/board-governance/>
Audeo: <https://www.audeocharterschool.net/board-of-directors/>

1.0 OPEN SESSION

1.1 Call to Order

Hering called the meeting to order at 8:10 a.m.

1.2 Roll Call

Members present at the meeting: Scott Barton, David Crean, Len Hering, Tim Morton, and Eric Schweinfurter

Also in attendance: Amanda Akle, Lynne Alipio, Mary Bixby, Veneeta Chan, Angela Neri, Tim Tuter, and Paul Minney and Chastin Pierman from Young, Minney, Corr, LLC.

1.3 Approval of Adoption of the Board Findings Pursuant to Government Code Section 54953(e)(1)

The Charter School Board of Directors determines, in accordance with Government Code Section 54953(e)(1)(B), that meeting in person would present imminent risks to the health or safety of attendees. Pursuant to Government Code Section 54953(e)(3), the Board has also reconsidered the circumstances of the State of Emergency declared by the Governor on March 4, 2020, and finds the State of Emergency continues to directly impact the ability of the Directors to meet safely in person and/or that State or local officials continue to impose or recommend measures to promote social distancing.

It was moved by Barton and seconded by Crean to Approve the Adoption of the Board Findings Pursuant to Government Code Section 54953(e)(1).

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

1.4 Establishment of Quorum

The following directors, constituting a quorum of the Board were present at the meeting: Scott Barton, David Crean, Len Hering, Tim Morton, and Eric Schweinfurter

1.5 Pledge of Allegiance

Hering led all in the Pledge of Allegiance.

1.6 Approval of Agenda

It was moved by Crean and seconded by Morton to Approve the Agenda.
Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

2.0 PUBLIC COMMENT

Public comment for items of interest to the public and within the scope of Student Success Programs Board (non-agenda) shall be no longer than two (2) minutes. Public comment for agenda items shall be no longer than three (3) minutes. Speakers may not yield their time. In meetings held over Zoom, any person who wishes to make a comment on either non-agenda or agenda items shall use the “Raise Hand” feature of Zoom to notify the Board. In accordance with the Brown Act, no discussion or action may occur at this time, but it is the Board’s prerogative to respond or give direction to staff. All public comment will be heard at this point in the agenda as ordered below. Each agenda item being commented on will have a maximum of 20 minutes allotted and each non-agenda item will have a maximum of 10 minutes allotted. If necessary, the Board Chair may equivalently decrease the time for each speaker in order to stay within the allotted maximum.

2.1 Non-Agenda Public Comment

There were no comments from the public.

2.2 Agenda Public Comment

There were no comments from the public.

3.0 CLOSED SESSION

The Closed Session convened at 8:20 a.m.

3.1 Board Chairman Announcement Regarding Closed Session Items

3.2 Public Comment on Closed Session Items

MOVE TO CLOSED SESSION

3.2.1 Conference with Legal Counsel--Anticipated Litigation Significant Exposure to Litigation Pursuant to Paragraph (2) Or (3) Of Subdivision (d) Of Section 54956.9: (one case)

3.2.2 Conference with Labor Negotiators
Agency Designated Representative: Rear Adm. Len Hering, Sr.
Unrepresented Employee: Founder, President, and Chief Executive Officer

3.2.3 Conference with Labor Negotiators
Agency Designated Representative: Rear Adm. Len Hering, Sr.
Unrepresented Employee: Chief Business Officer, Chief Financial Officer/Treasurer, and Founding Director

Bixby and Alipio recused themselves for Close Session Items 3.2.2 – 3.2.3.

4.0 RETURN TO OPEN SESSION

The Board Returned to Open Session at 9:12 a.m.

4.1 Report out of action taken in closed session, if any.

No actions were taken in Closed Session.

5.0 ADMINISTRATIVE ITEMS

5.1 Approval of Resolution Regarding Executive Compensation for Founder, President, and Chief Executive Officer

Board Chairman Hering announced that when the Board considers renewing or extending a contract term or modifying total compensation to be paid to the SSP Founder, President and Chief Executive

Officer (referred to as the “CEO”), the Board must ensure that such compensation is reasonable. Board Chairman Hering further expressed that the Board must review comparable compensation data and properly document the basis for its decision which includes reviewing and recognizing the unique benefits provided by the CEO to SSP. The Board approved a Resolution which details the CEO’s unparalleled record of extraordinary success in almost thirty (30) years of charter school specific leadership with SSP and multiple other successful charter schools which has positively transformed thousands of student lives. The Board Resolution also provides a detailed list of the CEO’s many achievements on behalf of SSP and her contributions to education throughout her exemplary career.

It was moved by Barton and seconded by Crean to Approve the Resolution Regarding Executive Compensation for Founder, President, and Chief Executive Officer Presented in Item 3.2.2.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.2 Review of Comparable Compensation Data for CEOs/Superintendents/Executive Directors

Bixby and Alipio recused themselves from the room while the Board Members discussed the Public Employment for both Founder, President, and Chief Executive Officer and the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director in Closed Session.

Chairman Hering declared that the California Integrity Act of 2004 mandates that the Board review comparable executive compensation package for educational executives. The Board received two compensation studies for the CEO/Superintendents/Executive Directors. Chairperson Hering led the Board to review the two compensation studies which identified reasonable/non-excessive compensation for the CEO. Additionally, Chairman Hering announced that the SSP Compensation Committee took action at its November 17, 2022, meeting and is recommending to the Board that the studies be approved as identifying reasonable/non-excessive compensation.

It was moved by Barton and seconded by Crean to Adopt the Comparable Compensation Data for CEOs/Superintendents/Executive Directors.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.3 Oral Report of Executive Compensation Paid to the Founder, President, and Chief Executive Officer

Chairman Hering presented and read out loud the Oral Report of Executive Compensation Paid to the Founder, President, and Chief Executive Officer and stated that the annual salary is keeping with the compensation comparability study data that the Board received. The agreements are not being changed in any substantive way from the existing employment agreements except for an additional accrual of 10 days of vacation leave per year beyond the annual management vacation accrual.

5.4 Approval of Employment Agreement for the Founder, President, and Chief Executive Officer

It was moved by Crean and seconded by Barton to Approve the Employment Agreement for the Founder, President, and Chief Executive Officer.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.5 Approval of Resolution Regarding Executive Compensation for Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director

Board Chairman Hering announced that when the Board considers renewing or extending a contract term or modifying total compensation to be paid to the SSP Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director (referred to as the “CBO”), the Board must ensure that such compensation is reasonable. Board Chairman Hering further expressed that the Board must review comparable compensation data and properly document the basis for its decision which includes

reviewing and recognizing the unique benefits provided by the CBO to SSP. The Board approved a Resolution which details the CBO's unparalleled record of extraordinary success in almost twenty-eight (28) years of charter school specific leadership with SSP and multiple other successful charter schools which has positively transformed thousands of student lives. The Board Resolution also provides a detailed list of the CBO's many achievements on behalf of SSP and her contributions to education throughout her exemplary career.

It was moved by Crean and seconded by Morton to Approve the Resolution Regarding Executive Compensation for Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director Presented in Item 3.2.3.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.6 Review of Comparable Compensation Data for Charter School CBOs/CFOs/Business Managers

Bixby and Alipio recused themselves from the room while the Board Members discussed the Public Employment for both Founder, President, and Chief Executive Officer and the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director in Closed Session.

Chairman Hering declared that the California Integrity Act of 2004 mandates that the Board review comparable executive compensation package for educational executives. The Board received two compensation studies for the CBO/CFO/Business Managers.

Chairman Hering led the Board to review the two compensation studies which identified reasonable/non-excessive compensation for the CBO. Additionally, Chairman Hering announced that the SSP Compensation Committee took action at its November 17, 2022, meeting and is recommending to the Board that the studies be approved as identifying reasonable/non-excessive compensation.

It was moved by Crean and seconded by Morton to Adopt the Comparable Compensation Data for Charter School CBOs/CFOs/Business Managers.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.7 Oral Report of Executive Compensation Paid to the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director

Chairman Hering presented and read out loud the Oral Report of Executive Compensation Paid to the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director and stated that the annual salary is keeping with the compensation comparability study data that the Board received. The agreements are not being changed in any substantive way from the existing employment agreements except for an additional accrual of 10 days of vacation leave per year beyond the annual management vacation accrual.

5.8 Approval of Employment Agreement for the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director

It was moved by Crean and seconded by Morton to Approve the Employment Agreement for the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director Presented in Item 3.2.3.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

5.9 President's Report

5.9.1 Parent Square Presentation by Elizabeth Short

Parent Square Presentation by Elizabeth Short will be tabled to the next Regular Board Meeting.

5.9.2 Internal Communications

Bixby stated during the meeting on Internal Communications. Bixby noted that all of us are familiar with how the workplace is changing. We have evolved into a hybrid work situation. Our classrooms are always staffed. There are a good portion of the staff that need to be there for kids. We have person-to-person interactions going on every day at these sites. And yet we have a certain portion of our staff in different places; at home, at work, it is very diverse. We support this concept as our work has become more productive. Particularly, because we can use technology to come together frequently and there isn't the time lost in the long travel that some people have to do. So, we know we are challenged to preserve one of the things that we consider part of our secret sauce- our outstanding Culture. The question came up many years ago, and we have been working on how we preserve our culture of our School moving forward. Our culture, supports not only top flight instruction for our students, rigor and personalization and individualization, but also the support services that they deserve and need, but we want to be sure to keep that secret sauce. It is the basis for the innovation that we do, and it is people oriented. It is people dependent. How do we keep that team going and that sense of belonging to an organization that is truly prestigious in many ways but valued and loved? This year, with our Marketing and Communications Staff, we have emphasized internal communication. Through the year, you have received our videos that we do for different communications. We get some many wonderful letters from parents recognizing specific teachers, recognizing the organization, as a whole. I will keep sending those to you unless you tell me to please stop. For the most part, I hear you really enjoy them. It adds a fun vitality to everything we do. We have taken to having quarterly all staff meetings, we used to have instructional staff and office staff and yet our message is so similar to both, that we have decided to go to with these all-staff meetings, which are extremely informational and also very festive. The last meeting had a health fair that was associated with that day. The feedback that I got was that everyone really enjoyed it. I think we kicked up our internal communication, we take lots of pictures and we do lots of sharing--it's wonderful. I think the trend of workplace change can be a really good one and very fulfilling and actually help support our Mission and Vision, if in fact there is some real work in consideration given to how you are going to that. Just want to make you aware that's the background and that's why you get some of our videos coming across to you.

5.9.3 Manager Training

Bixby informed the Board that we have a very sophisticated managerial system throughout the school, particularly with the classrooms. We have Leads, Counselors, and people supervising other people. It's all a part of not only training for the future, but also, it's a way of helping our work be more personalized and individualized. That is a student-centered concept, but also extends to our faculty and staff. We want to be there for everybody, and we want to help them in a very personalized way. Everybody is an individual and need different things. We have all these people coming to work and each day is a little different and with a different need. We have managers out there that we really endeavor to support. We are bringing a different training which I will be giving personally. We are slowly presenting it throughout the year, which begins the first of the

year. We will be focusing on specific skills needed for managers. Within all our Altus Schools, we are committed to helping people lead. Our philosophy is that leadership exists at every level. Everybody is sometimes a leader, sometimes a follower. The difference is that leaders are working with creating change, not creating necessarily the status quo. We try to support everyone in helping to know how to be a leader. Learning how to be a Manager and that is a positional leadership that requires some specific skills for a variety of reasons. You are dealing with people, the legalities that relate to employment, how to motivate, and settling conflicts, help them dare to be different and step out and create innovation for their organization. We will be focusing in the next year and going forward on helping to develop those specific skills in all of our people. Our teachers work with subordinates within the Resource Center, and they too need support in learning how to manage. We are concentrating on that. Management training is going to be called out in the next couple of years to prepare people.

5.9.4 Conferences: California Charter Schools Association (CCSA), Charter Schools Development Center (CSDC), and Baldrige

Bixby reported that we are involved in attending various conferences that are offered. There are different staff members that attend the different conferences that are offered.

Also, this year we have select staff members that will be presenting and attending the Malcom Baldrige Conference. We have staff members that go out across the country to present, to share, to learn. Seeking information outside of ourselves is very important. Not only do we seek that information in an educational framework, but it is also part of our premise that we can learn from other sectors. Particular thru Baldrige, we are able to interface with business people, hospital care people and it is amazing that how much we have in common. We have local conference where staff participate, for example, the WASC Accreditation Team visits. We are very active in term of exposing people to the world outside of ourselves.

5.10 Strategic Plan Update

5.10.1 Audeo Charter School

5.10.1.1 School Participation Report for the period of 2022-2023
Months 1-3: 07/01/2022 – 09/16/2022

5.10.2 The Charter School of San Diego

5.10.2.1 School Participation Report for the period of 2022-2023
Months 1-3: 07/01/2022 – 09/16/2022

Tuter reviewed the School Participation Report for all Schools.

6.0 CONSENT AGENDA

All matters listed under the consent agenda are considered by the Board to be routine and will be approved/enacted by the Board in one motion in the form listed below. Unless specifically requested by a Board member for further discussion or removed from the agenda, there will be no discussion of these items prior to the Board votes on them. The President recommends approval of all consent agenda items.

6.1 Consent Action Items for the Audeo Charter School and The Charter School of San Diego for Each School

- 6.1.1 Approval of Meeting Minutes for September 6, 2022, October 17, 2022, November 1, 2022
- 6.1.2 Approval of the Comprehensive School Safety Plan 2022-2023
- 6.1.3 Approval of Uniform Complaint Policy and Procedures Policy 1800 Amendment
- 6.1.4 Approval of Access to Public Records Policy 1958 Amendment
- 6.1.5 Approval of Suspension and Expulsion Policy 3300 Amendment

It was moved by Crean and seconded by Morton to Approve the Consent Agenda Items 6.1.1 – 6.1.5.
Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

7.0 ACTION ITEMS

7.1 Actions Items for Audeo Charter School

7.1.1 Approval of the First Interim Report 2022-2023

It was moved by Crean and seconded by Morton to Approve the First Interim Report 2022-2023.

Ayes –5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

7.1.2 Review the Revised Preliminary Operational Budget Assumptions FY 2022-2023 and Approval of Revised Preliminary Operational Budget FY 2022-2023

The Board Reviewed and Discussed the Revised Preliminary Operational Budget Assumptions FY 2022-2023 and it was moved by Barton and seconded by Crean to Approve the Revised Preliminary Operational Budget FY 2022-2023.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

7.2 Actions Items for The Charter School of San Diego Charter School

7.2.1 Approval of the First Interim Report 2022-2023

It was moved by Crean and seconded by Morton to Approve the First Interim Report 2022-2023.

Ayes –5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

7.2.2 Review the Revised Preliminary Operational Budget Assumptions FY 2022-2023 and Approval of Revised Preliminary Operational Budget FY 2022-2023

The Board Reviewed and Discussed the Revised Preliminary Operational Budget Assumptions FY 2022-2023 and it was moved by Barton and seconded by Crean to Approve the Revised Preliminary Operational Budget FY 2022-2023.

Ayes – 5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

8.0 BOARD ANNOUNCEMENTS AND COMMENTS

Bixby noted that on behalf of the Faculty and Staff, we hope everyone has a wonderful holiday season.

9.0 ADJOURNMENT

It was moved by Crean and seconded by Morton to Adjourn the Meeting.

Ayes –5, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.