

Audeo Charter School

DBA – AUDEO CHARTER SCHOOL II • AUDEO CHARTER SCHOOL III • AUDEO VALLEY CHARTER SCHOOL
GROSSMONT SECONDARY SCHOOL • MIRUS SECONDARY SCHOOL • SWEETWATER SECONDARY SCHOOL

(A California Non-Profit Public Benefit Corporation)

Gregg Haggart – Chairman

Laura Barreiro - Member, Wayland Myers – Member, Cristina Stevens - Member

BOARD OF DIRECTORS MEETING MINUTES

Wednesday, December 7, 2022, 1:00 p.m.

Via Video Conference and at

North Carlsbad RC 3821 Plaza Drive Suite 401, Oceanside, 92056, South Carlsbad RC 6965 El Camino Real, Suite 202, Carlsbad, CA 92009, and Escondido RC 200 E. Via Rancho Parkway, Suite 143, Escondido, 92025, and Apple Valley RC 27130 Eucalyptus Avenue, Suite A, Moreno Valley, CA 92555, and El Cajon RC 111 Fletcher Parkway, El Cajon, 92020, La Mesa RC 5975 Severin Drive, La Mesa, 91942, Paradise Valley RC 123 Worthington Street, Suite 104, Spring Valley, 91977 and Main Street RC 16967 Main Street, Suite 108, Hesperia, CA 92345, Palm Desert RC 72840 Highway 111, Suite C103, Palm Desert, CA 92260, Topaz RC 14135 Main Street, Suite 201, Hesperia, CA 92345 and Bonita RC 3252 Bonita Road, Chula Vista, CA 91910, Chula Vista RC 1655 Broadway Street, Suite 13, Chula Vista, CA 91911, Otay Ranch RC 1392 E. Palomar Steet, Suite 202, Chula Vista, 91913, Plaza Bonita RC 3030 Plaza Bonita Road, Suite 1000, National City, 91950

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

Audeo II: <https://audeo2.com/board-and-governance/>

Audeo III: <https://audeo3.com/board-and-governance/>

Audeo Valley: <https://audeovalley.com/board-and-governance/>

Mirus: <https://miruscharter.com/board-of-directors/>

GSS: <https://grossmontsecondarycharter.com/board-and-governance/>

SSS: <https://sweetwatersecondarycharter.com/board-and-governance/>

This agenda contains a brief, general description of each item to be considered.

Except as otherwise provided by law, no action shall be taken on any item not appearing in the following agenda.

1.0 OPEN SESSION

1.1 Call to Order

Haggart called the meeting to order at 1:02 p.m.

1.2 Roll Call

Members present at the meeting were Laura Barreiro, Gregg Haggart and Wayland Myers.

Absent: Christina Stevens

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 Audeo 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 Barreiro and seconded by Myers to Approve the Adoption of the Board Findings Pursuant to Government Code Section 54953(e)(1).

Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

1.4 Establishment of Quorum

The following directors, constituting a quorum of the Board were present at the meeting:

Laura Barreiro, Gregg Haggart and Wayland Myers.

1.5 Pledge of Allegiance

Haggart led all in the Pledge of Allegiance.

1.6 Approval of Agenda

It was moved by Barreiro and seconded by Myers to Approve the Agenda.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

2.0 PUBLIC COMMENT

Public comment for items of interest to the public and within the scope of the Audeo Charter School, Inc., 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 Items Public Comment

There were no comments from the public.

3.0 CLOSED SESSION

The Closed Session convened at 1:14 p.m.

3.1 Board Chairman Announcement Regarding Closed Session Items

3.2 Public Comment on Closed Session Items

There were no comments from the public.

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: Greg Haggart
Unrepresented Employee: Founder, President, and Chief Executive Officer
- 3.2.3 Conference with Labor Negotiators
Agency Designated Representative: Greg Haggart
Unrepresented Employee: Chief Business Officer, Chief Financial Officer/Treasurer, and Founding Director

Bixby and Alipio excused their attendance for Closed Session Items 3.2.2 – 3.2.3.

4.0 RETURN TO OPEN SESSION

The Board returned to Open Session at 1:56 p.m.

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

No actions were taken at Closed Session.

5.0 ADMINISTRATIVE ITEMS

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

Board Chairman Haggart announced that when the Board considers renewing or extending a contract term or modifying total compensation to be paid to the Founder, President and Chief Executive Officer (referred to as the “CEO”,) the Board must ensure that such compensation is reasonable. Board Chairman Haggart further expressed that the Board must review comparable compensation data and also properly document the basis for its decision which includes reviewing and recognizing the unique benefits provided by the CEO to Audeo Charter School Corporation. 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 Audeo Charter School Corporation and multiple other successful charter schools which have positively transformed thousands of student lives. The Board Resolution also provides a detailed list of the CEO’s many achievements on behalf of Audeo Charter School Corporation and her contributions to education throughout her exemplary career. It was moved by Barreiro and seconded by Myers to Approve the Resolution Regarding Executive Compensation for Founder, President, and Chief Executive Officer Presented in Item 3.2.2. Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

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

Bixby and Alipio excused 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 Haggart 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 Gregg Haggart led the Board to review the two compensation studies which identified reasonable/non-excessive compensation for the CEO.

It was moved by Barreiro and seconded by Myers to Approve the Comparable Compensation Data for CEOs/Superintendents/Executive Directors
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

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

Chairman Haggart 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 6 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 Barreiro and seconded by Myers to Approve the Employment Agreement for the Founder, President, and Chief Executive Officer.
Ayes – 3, Nays – 0, Absent – 1, 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 Haggart announced that when then Board considers renewing or extending a contract term or modifying total compensation to be paid to the 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 Haggart further expresses that the Board must review comparable compensation data and also properly document the basis for its decision which includes reviewing and recognizing the unique benefits provided by the CBO to Audeo Charter School Corporation. 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 Audeo Charter School Corporation and multiple other successful charter schools which has positively transformed thousand of student lives. The Board Resolution also provides a detailed list of the CBO’s

many achievements on behalf of Audeo Charter School Corporation and her contributions to education throughout her exemplary career.

It was moved by Barreiro and seconded by Myers 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 – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

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

Bixby and Alipio excused 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 Haggart stated 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.

Chairperson Haggart led the Board to review the two compensation studies which identified reasonable/non-excessive compensation for the CBO.

It was moved by Barreiro and seconded by Myers to Approve Comparable Compensation Data for Charter School CBOs/CFOs/Business Managers.

Ayes – 3, Nays – 0, Absent – 1, 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 Haggart 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 6 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 Barreiro and seconded by Myers to Approve the Employment Agreement for the Chief Business Officer, Chief Financial Officer/Treasurer and Founding Director Presented in Item 3.2.3.

Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

5.9 Ratification of Terms of Lease Renewal for APN # 586-271-30-00

It was moved by Barreiro and seconded by Myers to Ratify the Terms of Lease Renewal for APN # 586-271-30-00.

Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

5.10 President's Report

5.10.1 Parent Square Presentation by Elizabeth Short

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

5.10.2 Internal Communications

Bixby reminded the Board that they periodically receive emails from us that include videos with different types of activities that represent the Schools. It is a way of getting to know us better. We have focused this year on internal communications as we move more to becoming a more hybrid workplace, which has worked well for us. As we work online and meeting online, we find that we are as productive, if not more, and we get a great

deal done that way. We have a wonderful culture, a culture that is foundational and creates a base for innovation. It is critical that we stay in touch with all our staff. We have the sense of being Altus schools, a collection of a lot of wonderful individual schools. I would like to give a “shout out,” to the Communications Department (Golledge and Akle) for primarily helping us to bring together some wonderful and inspiring moments in the life of our Schools. It is helpful to not only to inspire teamwork and collaboration, but also to give a sense of belonging. This also helps with our extraordinary employee retention rates.

5.10.3 Manager Training

Bixby reported that we have always done management training. We are embarking on a more concerted effort that Akle will champion this initiative for the year. Bixby is working on the development and the presentation of a series of workshops that help prepare our managers for things like creating expectations, and expectations for outcomes for staff that people are guiding, and how to deal with difficult dialogs. There are a series of eight items that will begin in January. We believe that leadership exists at every level, and we also realize that our positional leaders have some unique skills that they need help with developing.

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

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

Also, we have local conferences where staff participate, for example, in the WASC Accreditation Team Visits.

We live a vibrant life in terms of working with the Education, Business and Hospital sector.

5.11 Strategic Plan Update

5.11.1 Audeo Charter School II

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

5.11.2 Audeo Charter School III

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

5.11.3 Audeo Valley Charter School

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

5.11.4 Grossmont Secondary School

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

5.11.5 Mirus Secondary School

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

- 5.11.6 Sweetwater Secondary School
 - 5.11.6.1 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 II, Audeo Charter School III, Audeo Valley Charter School, Grossmont Secondary School, Mirus Secondary School, and Sweetwater Secondary School for Each School

- 6.1.1** Approval of Meeting Minutes for September 6, 2022, October 3, 2022, October 17, 2022
- 6.1.2** Approval of Suspension and Expulsion Policy 3110 Amendment
- 6.1.3** Approval of the Comprehensive School Safety Plan 2022-2023
 - 6.1.3.1** Audeo Charter School II
 - 6.1.3.2** Audeo Charter School III
 - 6.1.3.3** Audeo Valley Charter School
 - 6.1.3.4** Grossmont Secondary School
 - 6.1.3.5** Mirus Secondary School
 - 6.1.3.6** Sweetwater Secondary School

It was moved by Barreiro and seconded by Myers to Approve the Consent Agenda Items 6.1.1 – 6.1.3.6.

Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.0 ACTION ITEMS

7.1 Action Items for Audeo Charter School II

- 7.1.1 Approval of the First Interim Report 2022-2023**

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.2 Action Items for Audeo Charter School III

- 7.2.1 Approval of the First Interim Report 2022-2023**

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.3 Action Items for Audeo Valley Charter School

- 7.3.1 Approval of the First Interim Report 2022-2023**

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

Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.3.2 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.4 Action Items for Grossmont Secondary School

7.4.1 Approval of the First Interim Report 2022-2023

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.4.2 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.5 Action Items for Mirus Secondary School

7.5.1 Approval of the First Interim Report 2022-2023

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.5.2 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.6 Action Items for Sweetwater Secondary School

7.6.1 Approval of the First Interim Report 2022-2023

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

7.6.2 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 Barreiro and seconded by Myers to Approve the Revised Preliminary Operational Budget FY 2022-2023.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.

8.0 BOARD COMMENTS AND ANNOUNCEMENTS

From time to time, the Board has topics of interest that they would like to share with the community. These are informational in nature and do not require action.

Barreiro noted that her son's former teacher at Sweetwater Secondary School was the best teacher she saw in her son's entire education.

9.0 ADJOURNMENT

It was moved by Barreiro and seconded by Myers to adjourn the meeting at 2:51 p.m.
Ayes – 3, Nays – 0, Absent – 1, Abstain – 0, Motion Approved.