



**Da Vinci Schools Board of Trustees
Meeting Minutes
May 13, 2015**

Chet Pipkin, President	Matthew Wunder, Chief Executive Officer, Da Vinci Schools
Don Brann, Vice President	Kate Parsons, School Director, Da Vinci Design
Brian Meath, Treasurer	Nathan Barrymore, School Director, Da Vinci Communications
Cheryl Cook, Secretary	Tom Cox, Chief Financial Officer, Da Vinci Schools
Art Lofton, Trustee, via phone	Tom Johnstone, Superintendent, Wiseburn Unified School District
Israel Mora, Trustee	Chris Jones, Director of Curriculum, Instruction & Technology, WUSD
Jennifer Morgan, Trustee	Jhezrel Valentine, Executive Assistant, Da Vinci Schools

Call to Order

Meeting was called to order at **6:12 P.M.** by **Chet Pipkin**

Approval of Minutes

Minutes from **May 4, 2015**: Will be submitted for approval at June 25th meeting.

Board Approvals

First: **JENNIFER MORGAN**; Second: **CHERYL COOK**; Motion carries: **6-1**

Mr. Mora participated via conference call until he physically arrived at 6:40 P.M.

Mr. Meath participated via conference call until he physically arrived at 6:49 P.M.

MOU/FUA Discussion

Mr. Pipkin leads the conversation by stating there's been a couple of significant changes to the document. One change being they've reached an agreement with regards to the lease term and it's essentially forty years, with an evergreen clause that extends approximately every five years or so. On the topic of governance, **Mr. Pipkin** explains that it lands where it was previously, already agreeing to have two Wiseburn board members on the Da Vinci board and one more resident from Wiseburn. A change that could be seen as positive is that there's no potential for a continual stream of the Da Vinci Board nominating new board members from the Wiseburn School Board. Instead, it can only happen a maximum of five times. The Da Vinci Board can then appoint a board member without any further confirmation by the WUSD Board. Also, a lot of cleanup of the wording. **Mr. Pipkin** further stating he wants to note the Wiseburn perspective as well as the Da Vinci perspective was to try and test and vet this out assuming the worst. Assuming that there were *really evil thinkers* on the WUSD Board and or there were *really evil thinkers* on the Da Vinci Board and in the event that there are *really evil thinkers*, how do we protect



ourselves from these *very evil future thinkers*. I think we have wording that holds up very well if we have *evil thinkers* that are not focused on what is right for the kids, from either perspective, and while that's a great way to get this all vetted out, I think it's even more critical for us to recognize and celebrate the fact that we don't have *evil thinkers* on either board. So, while this has been tested and vetted from an appropriate and really negative perspective, it's not our situation. We have a more bonded group now, than ever. With that, I'll pause and open it up to anyone who wants to share any perspective on the two documents that we'll be asking for a motion on shortly.

Dr. Wunder asks that Mr. Pipkin give some perspective on the importance of the scorecard.

Mr. Pipkin responds saying, he thinks that in an effort to test all of these concepts -- that if we had boards that didn't have the best focus for the kids from either a Wiseburn or Da Vinci perspective, combined with the perspective from Da Vinci was that they were bringing a lot of assets to this and we (Da Vinci) do not want to find ourselves homeless if some Wiseburn thinking, now or later, comes to the conclusion that for whatever reason, we don't want you (Da Vinci) in that building, and a sincere desire on the part of Da Vinci to protect and honor that. And similarly, a concern out of Wiseburn that if Da Vinci is not doing a great job with schools, we (Wiseburn) don't want to be stuck with such schools in our building. Everyone aligned around that, but how do we get protection in place where people really want the school out for the wrong reason, but they try and make that up as an excuse, or Da Vinci really has the wrong motivation and are just trying to stay in the building. One of the tenants for that is how well we measure how well the schools are doing and whether or not they are doing well enough to qualify to be chartered again and for the lease to be renewed. You'll find that in Exhibit E. The committee did a great job coming up with a simple way to measure that. These are highly measurable straight forward methods specifically for the purpose to measure for the lease and chartering the schools again. It includes some binary sets where you either get the accreditation or you don't. I think it has a lot of good outcomes that are going to be healthy for Wiseburn and Da Vinci, both.

Ms. Morgan asks what our current Wiseburn attendance rate is.

Dr. Johnstone responds with eighty percent.

Ms. Morgan asks, regarding that, at what percentage do we start to have an intervention meeting.

Mr. Pipkin responds with, when it drops below sixty-five percent is when we have a discussion about why it's going down.

Ms. Morgan continues, saying that Wiseburn feels strongly that with that measurement they are giving the residents what they are asking for by show of attendance.

Mr. Pipkin adds, it's with a recognition that people vote with their feet. So, where they show up, shows where they think good work is taking place.

Dr. Brann asks, once these are voted on, are they sent to anybody.

Dr. Wunder responds explaining that if it's approved tonight, then Wiseburn approves it tomorrow night, the Facilities Use Agreement will then get attached to the Three Party Agreement and it will get sent to the CDE and OPSC. Explaining, the money is there sitting in a checking account and we'll get the first twenty million dollar installment next week.



Mr. Lofton adds that he thinks it's a brilliant strategy to put in an iron-clad document because there has been so much hard work done, collectively, between the Wiseburn and Da Vinci collective team that this positions us for the success that we have now with the success that he knows will be ahead, so I'm happy, he states, that we spent the effort to get this document in place that helps to protect us all, as well as the kids going forward.

Mr. Pipkin adds that in addition to the two documents currently being considered, there will be a third document, an MOU between Da Vinci and Wiseburn Schools that we are fondly calling the Magna Carta MOU, which incidentally, we are about ninety percent aligned on the terms.

Dr. Brann asks that in the FUA, in the Governance section, is that a required portion of a FUA that OPSC and CDE are expecting, or is it something that was added.

Dr. Johnstone responds saying, it's Exhibit 1, and in fact, on the FUA the state document is also an exhibit. Adding, they go hand-and-hand.

Dr. Brann continues, clarifying his question, asking is the *governance language* one of the required components. Further asking, if not, then why it is included.

Dr. Johnstone responds, saying no.

Dr. Wunder adds the subcommittees felt that the relationship between the lease and the governance was linked and that you could not do one without the other.

Dr. Brann asks for further clarification.

Mr. Pipkin adds that the assessment was universal and that the significance of the relationship between of the use of the building, the term for the use of the building, and the ongoing term for the evergreen use of the building was so overwhelmingly significant that if the two organizations were going to be that bonded in this relationship, then we should have really robust methods for assuring two boards that are working extremely close with one another. Neither group was comfortable with signing up for a term that long without doing everything possible to have a lot of facilitated, and even forced collaboration between the two boards.

Dr. Brann offers that he made his position clear that he believes the governance language goes too far once it gets into the fourth, fifth, sixth and seventh member of the Da Vinci Board. Stating that everyone heard, in prior meetings, what his feelings are based on, and that he stands in the same position as he did previously with the same reasoning.

Dr. Brann asks, if there is more in the two documents that are not required, that we will be sending and if so, why were those things put in there instead of just put into the MOU between the District and Da Vinci.

Mr. Pipkin explains that he is unsure what the absolute minimum requirement is for inclusion would be with the state, and it was not the concern of the group to submit the minimum. The intent was more about what the two organizations want to achieve would be covered in the one or the other, and they did try and address every material issue that they thought existed, both because it was thought to be a good idea and secondly, they didn't think either side would have approved or recommended, going forward, if there was a large outstanding issue sitting out there unaddressed.



Dr. Brann asks, what will be in the MOU between Wiseburn and Da Vinci that is not covered here, in these two documents. Asking, why do we need an MOU?

Dr. Wunder responds stating that some of the elements are, as somebody who looks back at this document in twenty years, the relationship, the history and what are the guiding precepts that bring us together and what do we believe all kids, that we educate, do, so values and principles, history, special education, branding and marketing and decision making. Anything that was not real estate in nature is there.

Dr. Johnstone adds that the MOU (between Wiseburn and Da Vinci) is more of a philosophical statement and more the principles and relationship-oriented, whereas the Facilities Use Agreement and Three-Party Agreement are more specific to real estate terms and business.

Dr. Wunder reemphasizes that the document is to be able to look back and get a sense of what any given decision is made upon.

Mr. Pipkin states that the Magna Carta MOU is very less prescriptive, while the FUA and Third Party Agreement is very prescriptive.

Mr. Lofton asks, given that this document is very prescriptive, is there a mechanism in place if the parties, one or the other, wanted to make a change to this document, how would that happen.

Mr. Pipkin responds, stating, yes. There is a section that states that no more than every ten years calls for an equal number of board members from Da Vinci and Wiseburn to form an ad hoc committee that would work through the process. But that if a concern arises, a committee could be formed as needed.

Dr. Wunder stating that in order to change the document you would need a simple majority vote and it would be ratified by both boards.

Motion to Adjourn

First: **DON BRANN**;

Second: **CHERYL COOK**;

Motion carries: **7-0**

Adjournment

Meeting was adjourned at **6:55 P.M.**

Closed Session

No Closed Session

 Denotes action item – **No action items to bring forth**