

# Audeo Charter School

DBA – AUDEO CHARTER SCHOOL II • AUDEO CHARTER SCHOOL III • AUDEO VALLEY CHARTER SCHOOL  
GROSSMONT SECONDARY SCHOOL • SWEETWATER SECONDARY SCHOOL  
(A California Non-Profit Public Benefit Corporation)

Gregg Haggart – Chairman  
Laura Barreiro - Member, Wayland Myers – Member

## BOARD OF DIRECTORS MEETING Thursday, June 2, 2022, 11:00 a.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 Bonita Office 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 will be accessible 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/>
- 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
- 1.2 Roll Call
- 1.3 Consideration and 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.*
- 1.4 Establishment of Quorum
- 1.5 Pledge of Allegiance
- 1.6 Approval of Agenda [P.1-2](#)

### 2.0 PUBLIC COMMENT

If you would like to participate in public comment, please complete a speaker card and submit it to Staff. 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.

Speakers may not yield their time. In accordance with the Brown Act, no discussion or action may occur regarding items that are not on the agenda at this time but it is the Board's prerogative to briefly respond or give direction to staff. All public comment will be heard at this point in the agenda as ordered below. Public comment for agenda items shall be no longer than three (3) minutes. Speakers may not yield their time. 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
- 2.2 Agenda Items Public Comment

### 3.0 ADMINISTRATIVE ITEMS

- 3.1 Consider Approval of the Restated Articles of Incorporation [P.3-5](#)
- 3.2 Consider Approval of Amendment to the Bylaws [P.6-20](#)
- 3.3 Consider Approval of the Agreement between Mirus Education and Audeo Charter School [P.21-24](#)
- 3.4 Consider Approval of Rescheduling June 22, 2022, Board Meeting to June 24, 2022, 1:00 pm
- 3.5 Consider Approval of Board Meeting Minutes for March 18, 2022 [P.25-29](#)

### 4.0 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.

### 5.0 ADJOURNMENT

#### Next Regular Board Meeting: TBA

Meeting Agenda available at:

[www.audeo2.com](http://www.audeo2.com), [audeo3.com](http://audeo3.com), [audeovalley.com](http://audeovalley.com), [grossmontsecondarycharter.com](http://grossmontsecondarycharter.com), [sweetwatersecondarycharter.com](http://sweetwatersecondarycharter.com)

**Accommodation** –Audeo Charter School Non-Profit Board does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. Hayley Beaupre, has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in open and public meetings. Please notify Hayley Beaupre at (858) 678-3908 twenty-four (24) hours or more prior to disability accommodations being needed in order to participate in the meeting. Translation services are available by notifying Hayley Beaupre at (858) 678-3908 twenty-four (24) hours or more prior to the board meeting. In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the board in advance of a meeting may be viewed at 3252 Bonita Road, Chula Vista, CA 91910; or at the scheduled meeting. In addition, if you would like a copy of any record related to an item on the agenda, please contact Hayley Beaupre at (858) 678-3908.

#### *Certification of Posting*

*I, Angela Neri, hereby certify that I posted this agenda on the Audeo Charter School II, Audeo Charter School III, Audeo Valley Charter School, Grossmont Secondary School and Sweetwater Secondary School webpage on May 27, 2022.*

**RESTATED ARTICLES OF INCORPORATION  
OF  
AUDEO CHARTER SCHOOL  
2267362**

The undersigned certify that:

1. They are the Chairperson of the Board and the Secretary of Audeo Charter School, a California nonprofit public benefit corporation (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

**ARTICLE I**

The name of the Corporation is Audeo Charter School.

**ARTICLE II**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are:

- (1) to support, benefit, and carry out the purposes of, (a) Audeo Charter School II, a California public charter school and (b) such other public charter schools (“Related Public Charter Schools”) as may be established to provide public education based on the educational and teaching concepts, methods, models, techniques, systems and materials of Audeo Charter School II (collectively the “Altus Model”):
- (2) to manage, enhance, improve, disseminate, administer, guide and direct the Altus Model and its use by Related Public Charter Schools;
- (3) to establish, manage, administer, guide and direct Related Public Charter Schools that provide education based on the Altus Model, including Audeo Charter School II;
- (4) to establish, manage, administer, guide and direct such other educational programs including without limitation, preschools, elementary, middle schools, secondary, alternative schools or community programs;
- (5) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this corporations general and specific purposes.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III**

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Subject to the provisions of the non-profit public benefit provisions of the Non-Profit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

### **ARTICLE IV**

The authorized number and qualifications of members of the corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

**ARTICLE V**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational or charitable purposes meeting the requirements of Revenue and Taxation Code section 214 and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

- 3. The foregoing amendment to and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.
- 4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

\_\_\_\_\_  
Gregg Haggart, Chairperson of the Board

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\_\_\_\_\_  
Lynne Herrero Alipio, Secretary

**BYLAWS  
OF  
AUDEO CHARTER SCHOOL**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I  
NAME**

Section 1. NAME. The name of this corporation is Audeo Charter School.

**ARTICLE II  
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this Corporation is located at 10170 Huennekens Street, San Diego, State of California. The Board of Directors may change the location of the principal office. However, a change in the principal office may constitute a material revision to the charter(s). Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The specific purposes of this Corporation are:

(1) to support, benefit, and carry out the purposes of, (a) Audeo Charter School II, a California public charter school and (b) such other public charter schools (“Related Public Charter Schools”) as may be established to provide public education based on the educational and teaching concepts, methods, models, techniques, systems and materials of Audeo Charter School II (collectively the “Altus Model”):

(2) to manage, enhance, improve, disseminate, administer, guide and direct the Altus Model and its use by Related Public Charter Schools;

(3) to establish, manage, administer, guide and direct Related Public Charter Schools that provide education based on the Altus Model, including Audeo Charter School II;

(4) to establish, manage, administer, guide and direct such other educational programs including without limitation, preschools, elementary, middle schools, secondary,

alternative schools or community programs;

(5) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this Corporation’s general and specific purposes.

Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV  
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rule of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE V  
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.~~This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a non-~~

~~profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).~~

## ARTICLE VI CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no ~~voting~~ members within the meaning of the Nonprofit Corporation Law. ~~The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.~~

## ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as the "Board of Directors" or "Governance Council"). The Board may delegate the management of the Corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California;
3. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
4. Adopt and use a corporate seal; and alter the seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. All directors, except for the representative designated by the chartering authority, if any, shall be designated by the existing Board of Directors. The board of directors shall consist of at least three directors and no more than nine, unless changed by amendment to these bylaws. If the chartering authority designates a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. Any chartering authority representative of the authorizing body of a charter school operated by the Corporation who is appointed to be a director (or his or her alternate) shall not be counted for purposes of determining the presence of a quorum at a meeting of the Board. Each director shall hold office for six (6) years and until a successor director has been designated and qualified.

Section 4. PARENT REPRESENTATIVE. For so long as the Corporation operates one (1) or more duly authorized California charter schools, the existing Board of Directors shall appoint a Parent Representative to the Board of Directors from a list of qualified candidates. The Parent Representative shall be qualified according to the policies of the Corporation and must have a primary caregiver relationship to a student enrolled in a charter school operated by the Corporation. Should the Parent Representative cease to have a student enrolled in a charter school operated by the Corporation, the Parent Representative's seat will be deemed vacated. Should no qualified applicants apply, the Board of Directors shall leave the Parent Representative seat vacated until a qualified applicant applies and is appointed.

Section 5. CHARTERING AUTHORITY REPRESENTATIVE. No requirements for or restrictions on the appointment, service or terms for removal of other members of the Board of Directors shall apply to any chartering authority representative and such representative shall serve at the pleasure of and be removed only by the action of the chartering authority Governing Board or designee.

Section ~~65~~. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section ~~76~~. DIRECTORS TERM. Each director shall hold office for six (6) years and until a successor director has been designated and qualified, except for the Parent Representative, who shall hold office only so long as they have a primary caregiver relationship to a student enrolled in a charter school operated by the Corporation, but in no instance for more than four (4) years.

Section ~~87~~. NOMINATIONS BY COMMITTEE. The Chair of the Board of Directors or, if none, the President and Chief Executive Officer may appoint a committee to nominate qualified candidates for election-appointment to the Board of Directors at least thirty (30) days before the date of any election-appointment of directors. The nominating committee

shall make its report at least seven (7) days before the date of the ~~election-appointment~~ or at such other time as the Board of Directors may set and the Secretary shall forward to each board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section ~~98~~. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No Corporation funds may be expended to support a nominee for director.

Section ~~109~~. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; or (d) the failure of the directors, at any meeting at which any director or directors are to be ~~appointed~~~~deleted~~, to ~~appoint~~~~delete~~ the number of directors required to be ~~appointed~~~~deleted~~ at such meeting; and (e) termination of employment with the Corporation. In addition to the above, the Parent Representative position shall also be considered vacant should the current Parent Representative cease to have a primary caregiver relationship to a student enrolled in a charter school operated by the Corporation.

Section ~~110~~. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, or to the President and Chief Executive Officer or the Secretary of the board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section ~~124~~. REMOVAL OF DIRECTORS. Any director, except for the ~~chartering authority~~ representative ~~appointed by the charter authorizer~~, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). The ~~chartering authority~~ representative ~~appointed by the charter authorizer~~ may be removed without cause by the ~~chartering authority~~ ~~authorizer~~ or with the written consent of the ~~chartering authority~~ ~~authorizer~~. Any vacancy caused by the removal of a Board designated director shall be filled as provided in Section ~~123~~.

Section ~~132~~. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly ~~elected~~~~appointed~~ director or directors.

Section ~~143~~. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors, ~~except for the representative appointed by the chartering authority~~, may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the directors then in office at a regular or

special meeting of the Board, or (2) a sole remaining director. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

Section 154. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 165. PLACE OF BOARD OF DIRECTORS MEETINGS. ~~Meetings shall be held within the physical boundaries of the county in which the greatest number of pupils enrolled in the charter schools operated by the Corporation reside at the principal office of the corporation. The Board of Directors may designate that a meeting be held at any place within the jurisdiction of the Corporation that has been designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act and Education Code Section 47604.1. California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation. A two-way teleconference location shall be established at each school site and each resource center. The Board of Directors shall audio record, video record, or both, all Board meetings and post the recordings on each charter school's internet website.~~

Section 176. TELECONFERENCE MEETINGS<sup>1</sup>~~MEETINGS BY TELEPHONE.~~ Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils enrolled in the charter schools operated by the Corporation reside~~the boundaries of the granting agency in which the Corporation operates;~~
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>2</sup>
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at

<sup>1</sup> Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the certain requirements of paragraphs (a-), (c), and through (d) if the Corporation complies with the requirements of Section 54953(e). Section 54953 (e) shall remain in effect until January 1, 2024, unless this termination date is otherwise legislatively extended.

<sup>2</sup> This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

each teleconference location; and

- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>3</sup>

Section 187. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least one (1) meeting per quarter. The Board of Directors shall hold an annual meeting in June for purposes of organization, election of officers, and transaction of other business. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the ~~Ralph M. Brown Act (“Brown Act”) California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.~~

Section 198. AUTHORITY TO CALL SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, if any, or a majority of the Board of Directors. If a Chair of the Board has not been elected then the President and Chief Executive Officer is authorized to call a special meeting in place of the President of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 2019. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director’s office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director’s address or telephone number as shown on the Corporation’s records and shall be sent with at least such notice as is required in accordance with the terms and provisions of the Brown Act.

Notice of the time and place of special meetings shall be given to all media who have provided written notice to Audeo Charter School,

The notice shall state the time of the meeting, ~~and the place, if the place is other than the corporation’s principal office~~ and the business to be transacted at the meeting.

All notice requirements will comply with the terms and provisions of the. Brown Act.

Section 210. QUORUM. A majority of the directors then in office shall constitute a

<sup>3</sup> ~~The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting. This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.~~

quorum. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section ~~22~~4. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section ~~23~~2. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation, for their services as directors or officers, and only such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section ~~24~~3. CREATION OF POWERS OF COMMITTEES. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the Board of Directors resolution, except that no committee may:

- (a) Fill vacancies on the Board of Directors or any committee of the board;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal; or
- (d) Create any other committees of the Board of Directors or appoint the members of committees of the board;

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section ~~25~~4. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board

of Directors has not adopted rules, the committee may do so.

Section ~~265~~. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

Section ~~276~~. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

## **ARTICLE VIII OFFICERS OF THE CORPORATION**

Section 1. OFFICES HELD. The officers of this Corporation shall be a President and Chief Executive Officer, a Secretary, and a Chief Financial Officer. The Corporation, at the board's direction, may also have a President of the board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed under Article VIII, Section 4 of these bylaws.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President and Chief Executive Officer or the Chair of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this Corporation, except any appointed under Article IX, Section 4 of these bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chair of the Board, the President and Chief Executive Officer, or another officer to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need

not be filled on an annual basis.

Section 8. CHAIR OF THE BOARD. If a Chair of the Board of Directors is elected, he or she shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no President and Chief Executive Officer, the Chair of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the President and Chief Executive Officer of the Corporation set forth in these bylaws.

Section 9. PRESIDENT AND CHIEF EXECUTIVE OFFICER. Subject to such supervisory powers as the Board of Directors may give to the President of the board, if any, and subject to the control of the board, the President and Chief Executive Officer shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers including but limited to hiring, supervision and evaluation of employee, contract approval, supervising fiscal affairs, and effectuating the Corporate purposes etc. unless otherwise limited by the Policies of the Corporation. In the absence of the Chair of the Board, or if none; the President and Chief Executive Officer shall preside at all Board of Directors meetings. The President and Chief Executive Officer shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. VICE-PRESIDENTS. If Vice-Presidents are appointed, and if the President and Chief Executive Officer is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a Vice-President designated by the board, shall perform all duties of the President and Chief Executive Officer. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President and Chief Executive Officer. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of persons present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or by bylaws may require.

Section 12. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to

be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (ii) disburse the Corporation's funds as the Board of Directors may order; (iii) render to the President and Chief Executive Officer, Chair of the Board, if any, and the board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.

If required by the board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

## **ARTICLE IX CONTRACTS WITH DIRECTORS AND OFFICERS**

Section 1. **CONTRACTS WITH DIRECTORS AND OFFICERS.** ~~Section 2.~~ The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest). Pursuant to Education Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

## **ARTICLE X LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

## **ARTICLE XI INDEMNIFICATION**

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c), the approval of such indemnification may be made by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this Corporation.

**ARTICLE XII  
INSURANCE**

Section 1. INSURANCE. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

**ARTICLE XIII  
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. This Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committees of the board; and
- (c) Such reports and records as required by law.

**ARTICLE XIV  
INSPECTION RIGHTS**

Section 1. DIRECTORS' RIGHT TO INSPECT. Every director shall have the right

at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest, as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Corporation shall keep at its principal California office the original or a copy of the article of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

## **ARTICLE XV REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to each director within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursement for both general and restricted purposes;
- (e) Any information required under these bylaws; and
- (f) An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporations shall comply with Corporations Code section 6322.

**ARTICLE XVI**  
**EFFECTIVE DATES; AMENDMENTS**

Section 1. EFFECTIVE DATE. These bylaws and any amendments shall become effective immediately upon their adoption.

Section 2. AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the charter governing the charter school or make any provisions of these bylaws inconsistent with the charter, the Corporation's articles of incorporation, or any laws.

### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Audeo Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 15 pages (including this page), are the bylaws of this Corporation as adopted by the Board of Directors on ~~October 20, 2021~~June 2, 2022, and that these bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Corporation to this certificate on ~~October 20, 2021~~June 2, 2022.

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Lynne Herrero Alipio, Secretary

~~4870-6596-8413, v. 7~~4870-6596-8413, v. 6

## AGREEMENT OF MERGER

This AGREEMENT OF MERGER (“AGREEMENT”) is made as of **June 2, 2022**, by and between MIRUS EDUCATION (C2991213) (“MIRUS” or the “Disappearing Corporation”) and AUDEO CHARTER SCHOOL (C2267362) (“AUDEO” or the “Surviving Corporation”).

### RECITALS

1. MIRUS, the Disappearing Corporation, is a California nonprofit public benefit corporation with no members operating Mirus Secondary School, a California public charter school.
2. AUDEO, the Surviving Corporation, is a California nonprofit public benefit corporation with no members operating, Audeo Charter School II, Audeo Charter School III, Audeo Valley Charter School, Grossmont Secondary School, and Sweetwater Secondary School, California public charter schools.
3. The respective boards of MIRUS and AUDEO, deem it advisable to merge MIRUS into AUDEO.
4. In furtherance of such merger, the respective boards of MIRUS and AUDEO have each adopted this Agreement and approve the merger of MIRUS into AUDEO in accordance with the terms and conditions set forth herein and in accordance with California Nonprofit Corporation Law.

### AGREEMENT

In consideration of the mutual representations, warranties, covenants, and agreements contained herein, MIRUS and AUDEO agree as follows:

#### *1. Merger Terms*

1.1 *Effective Date.* The Surviving Corporation shall file with its corporate records a copy of this Agreement, together with officers’ certificates of the Disappearing Corporation and the Surviving Corporation. The merger contemplated by this Agreement shall become effective on July 1, 2022. (the “Effective Date”).

1.2 *Effect of Merger.* As of the Effective Date: (i) the Disappearing Corporation shall be merged into the Surviving Corporation; (ii) the separate legal existence of the Disappearing Corporation shall cease and Mirus Secondary School shall operate as a charter school under the Surviving Corporation as per Education Code section 47604(a); (iii) the Surviving Corporation shall continue its corporate existence under California law; (iv) the Surviving Corporation shall succeed to all the rights and property of the Disappearing

Corporation and shall be subject to all the debts, liabilities, and obligations of the Disappearing Corporation; and (v) the merger shall have all other effects prescribed by law.

1.3 *Directors.* As of the Effective Date, the MIRUS Board Members will resign, and the Mirus Secondary School will be governed by the Board of Directors of the Surviving Corporation. The Board of Directors of the Surviving Corporation shall consist of the following persons until changed in accordance with law and the Surviving Corporation's articles and bylaws:

Gregg Haggart  
 Laura Barreiro  
 Wayland Myers

1.4 *Employment Agreements.* The Surviving Corporation will assume all employment agreements of the Disappearing Corporation with the same terms and conditions. As such new contracts are not required for all existing employees of the Disappearing Corporation.

1.5 *Contracts.* All other contracts that do not terminate by their own operation effective June 30, 2022, made with the Disappearing Corporation prior to merging with the Surviving Corporation will be assumed, renegotiated or terminated through payout at the discretion of the Surviving Corporation.

## 2. *Representations and Warranties*

Each party to this Agreement makes the following representations and warranties regarding itself:

2.1 *Approval.* The Board of Directors of the Disappearing Corporation and the Board of Directors of the Surviving Corporation have duly approved this Agreement.

2.2 *Financial Statements.* The audited financial statements of the Disappearing Corporation for the fiscal year ended June 30, 2021 were prepared in accordance with generally accepted accounting principles applied on a consistent basis and fairly present, in all material respects, the financial position, activities, and cash flows of the party for the dates and periods indicated therein. The second interim financial report (financial activity November 1, 2021 – January 31, 2022) was prepared in accordance with the financial books and records of the Disappearing Corporation. To the Disappearing Corporation's knowledge and except as disclosed in the audited and unaudited financial statements described above, or as otherwise disclosed in writing to all parties to this Agreement, the Disappearing Corporation does not have any material liability that is required to be disclosed under generally accepted accounting principles but is not reflected or reserved against in such statement of financial position.

2.3 *No Material Adverse Change.* Except as otherwise disclosed in writing to all parties to this Agreement, there has been no material adverse change in the financial position or operations of the Disappearing Corporation since January 31, 2022. The business of the Disappearing Corporation shall be conducted in the ordinary and usual course and consistent

herewith, and the Disappearing Corporation shall use its best efforts to maintain its existing relations and goodwill with its vendors and employees until the effective date of this Agreement.

2.4 *No Actions; No Violations or Conflicts.* To the parties' knowledge and except as otherwise disclosed in writing to all parties to this Agreement, (i) there are no material legal or regulatory actions pending or threatened against the party including, without limitation, actions relating to this Agreement or the merger contemplated by this Agreement, and (ii) the Parties are not in violation of, and the Parties entry into and consummation of the merger contemplated by this Agreement will not conflict with or violate, any law, regulation, court order, charter, or contract, which violation could reasonably be expected to have a material adverse effect on the party's financial condition or operations.

3. *Conditions to Closing*

The obligation of each party to this Agreement to consummate the merger is subject to fulfillment of the following condition by the other parties to this Agreement by the Effective Date: the representations and warranties of the other parties, as set forth in Article 2 of this Agreement, are true in all respects both as of the date of this Agreement and as of the Effective Date. This condition may be waived in writing by any party in its sole discretion to the extent permitted by California law, but such waiver shall be effective only for that party.

4. *Other Provisions*

4.1 *Termination.* This Agreement may be terminated and the merger abandoned at any time before the Effective Date by consent of the Board of Directors of the Disappearing Corporation and the Board of Directors of the Surviving Corporation.

4.2 *Amendments.* This Agreement may be amended at any time before the Effective Date by consent of the Board of Directors of the Disappearing Corporation and the Board of Directors of the Surviving Corporation.

4.3 *Further Assurances.* The Disappearing Corporation shall from time to time, when requested by the Surviving Corporation, take any actions and execute and deliver any documents necessary or desirable to evidence or carry out the merger contemplated by this Agreement.

4.4 *Governing Law.* This Agreement shall be governed by California law.

4.5 *Counterparts.* This Agreement may be executed by facsimile and in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

\* \* \* \* \*

[Signatures on following page]

IN WITNESS WHEREOF, the parties, pursuant to the authority given them by their respective Board of Directors, have caused this Agreement to be signed by the respective authorized officers as of the day and year first above written.

MIRUS EDUCATION

By: \_\_\_\_\_

Name: Mary Searcy Bixby

Title: President

By: \_\_\_\_\_

Name: Denise Anne Shields

Title: Secretary

AUDEO CHARTER SCHOOL

By: \_\_\_\_\_

Name: Gregg Haggart

Title: Chairperson of the Board

By: \_\_\_\_\_

Name: Lynne Herrero Alipio

Title: Secretary

# AUDEO CHARTER SCHOOL

A California Non-Profit Public Benefit Corporation

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

*Gregg Haggart – Chairman*

*Laura Barreiro - Member, Wayland Myers – Member*

## BOARD OF DIRECTORS MEETING MINUTES

**Friday, March 18, 2022, 9:00 a.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 Bonita Office 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/>

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

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

### 1.0 OPEN SESSION

#### 1.1 Call to Order

Haggart called the meeting to order at 9:02 a.m.

#### 1.2 Roll Call

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

Also in attendance: Lynne Alipio, William Berry, Mary Bixby, Angela Neri, and Tim Tuter.

#### 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 – 0, 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 Myers and seconded by Barreiro to Approve the Agenda.

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

**2.0 PUBLIC COMMENT**

**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 opened at 9:09 a.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)

**RETURN TO OPEN SESSION**

The Board returned to Open Session at 10:10 a.m.

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

No actions were taken at Closed Session.

**4.0 ADMINISTRATIVE ITEMS**

**4.1 Governance Parental Representatives Postings 2022 – 2023 on Respective School Webpages and RC’s on January 14, 2022. Deadline to Submit Application: April 14, 2022**

Haggart noted that this is the annual publication for vacant Parent Board representative that started on January 14, 2022, and the deadline to submit an application is on April 14, 2022. This was publicized by posting on the website for Audeo Charter School II, Audeo Charter School III, Audeo Valley Charter School, Grossmont Secondary School, and Sweetwater Secondary School. The announcement is also posted at all the resource centers.

## 4.2 Presidents Report

4.2.1 Malcolm Baldrige Program Recognition of The Charter School of San Diego  
Bixby reported that The Charter School of San Diego received the 2021 Malcolm Baldrige National Quality Award. In 2015, the Charter School of San Diego became the first charter school to win a Baldrige Award, and it now becomes the first two-time awardee in the “education” category. This award was established by the U.S. Congress in 1987 to raise awareness of quality management and recognize U.S. companies that have implemented successful quality management systems which evaluates businesses and nonprofit organizations in seven areas defined by the Baldrige Excellence Framework: leadership; strategy; customers; measurement, analysis and knowledge management; workforce; operations; and results. The award is the nation’s only Presidential Award for Performance Excellence.

### 4.2.2 Altus Instructional and Operations Model

We have proceeded to formalize the term, Altus Schools, that unites our schools. We have currently filed the trademark name under the SSP Corporation as The Charter School of San Diego and Audeo Charter School are the pioneer schools that use this model. The license agreement will allow the affiliated schools to use the name. Altus Schools is a good way of sharing that all our Schools have a very specific instructional and operational model that has been very successful and recognized. As part of the charitable trust and the purpose of the corporation is to carry out and encourage other entities the use of the Altus Model educational and teaching concepts that the organizations can benefit.

### 4.2.3 Audeo Valley Accrediting Commission for Schools Western Association of Schools and Colleges (ACS WASC) Update

The ACS WASC Commissioners have determined Audeo Valley Charter School (6-12) meets the ACS WASC criteria for initial accreditation. It is the decision of the Commission to grant Initial Accreditation Status through June 30, 2025.

## 4.3 Strategic Plan Update

### 4.3.1 Audeo Charter School II

4.3.1.1 School Participation Report for the period of 2021-2022  
Months 7-8: 12/13/2021 – 02/04/2022

### 4.3.2 Audeo Charter School III

4.3.2.1 School Participation Report for the period of 2021-2022  
Months 7-8: 12/13/2021 – 02/04/2022

### 4.3.3 Audeo Valley Charter School

4.3.3.1 School Participation Report for the period of 2021-2022  
Months 7-8: 12/13/2021 – 02/04/2022

### 4.3.4 Grossmont Secondary School

4.3.4.1 School Participation Report for the period of 2021-2022  
Months 7-8: 12/13/2021 – 02/04/2022

### 4.3.5 Sweetwater Secondary School

4.3.5.1 School Participation Report for the period of 2021-2022  
Months 7-8: 12/13/2021 – 02/04/2022

Tuter reviewed the School Participation Reports for each School.

## 5.0 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.

### 5.1 Consent Action Items for The Audeo Charter School II, Audeo Charter School III, Audeo Valley Charter School, Grossmont Secondary School and Sweetwater Secondary School for Each School

- 5.1.1 Approval of Meeting Minutes for February 16, 2022
- 5.1.2 Approval of Student and Staff Interaction Policy 1400 Amendments
- 5.1.3 Approval of Board Qualifications Policy 2400 Amendments
- 5.1.4 Approval of Suicide Prevention Policy 3191 Amendment
- 5.1.5 Approval of Workplace Violence Policy 6015
- 5.1.6 Approval of Student and Parent Handbook 2021-2022 Amendment
  - 5.1.6.1 Audeo Charter School II
  - 5.1.6.2 Audeo Charter School III
  - 5.1.6.3 Audeo Valley Charter School
  - 5.1.6.4 Grossmont Secondary School
  - 5.1.6.5 Sweetwater Secondary School

It was moved by Barreiro and seconded by Myers to Approve the Consent Agenda Items 5.1.1- 5.1.6.5.  
Ayes – 3, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

## 6.0 ACTION ITEMS

### 6.1 Action Items for Audeo Charter School II

- 6.1.1 Approval of the Second Interim Report 2021-2022

It was moved by Barreiro and seconded by Myers to Approve the Second Interim Report 2021-2022.  
Ayes – 3, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

- 6.1.2 Approval of A-G Completion Improvement Grant Plan

It was moved by Barreiro and seconded by Myers to Approve the A-G Completion Improvement Grant Plan.

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

### 6.2 Action Items for Audeo Charter School III

- 6.2.1 Approval of the Second Interim Report 2021-2022

It was moved by Barreiro and seconded by Myers to Approve the Second Interim Report 2021-2022.  
Ayes – 3, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

- 6.2.2 Approval of A-G Completion Improvement Grant Plan

It was moved by Barreiro and seconded by Myers to Approve the A-G Completion Improvement Grant Plan.

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

### 6.3 Action Items for Audeo Valley Charter School

- 6.3.1 Approval of the Second Interim Report 2021-2022

It was moved by Barreiro and seconded by Myers to Approve the Second Interim Report 2021-2022.  
Ayes – 3, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.

6.3.2 Approval of the Dashboard Alternative School Status (DASS) Application 2022, 2023, 2024 Dashboards

It was moved by Barreiro and seconded by Myers to Approve the Dashboard Alternative School Status (DASS) Application 2022, 2023, 2024 Dashboards.

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

#### **6.4 Action Items for Grossmont Secondary School**

6.4.1 Approval of the Second Interim Report 2021-2022

It was moved by Barreiro and seconded by Myers to Approve the Second Interim Report 2021-2022.

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

6.4.2 Approval of A-G Completion Improvement Grant Plan

It was moved by Barreiro and seconded by Myers to Approve the A-G Completion Improvement Grant Plan.

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

#### **6.5 Action Items for Sweetwater Secondary School**

6.5.1 Approval of the First Interim Report 2021-2022

It was moved by Barreiro and seconded by Myers to Approve the First Interim Report 2021-2022.

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

6.5.2 Approval of A-G Completion Improvement Grant Plan

It was moved by Barreiro and seconded by Myers to Approve the A-G Completion Improvement Grant Plan.

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

### **7.0 BOARD COMMENTS AND ANNOUNCEMENTS**

Bixby informed the Board that Graduation will take place on June 15, 2022, at the Liberty Station North Promenade.

### **8.0 ADJOURNMENT**

It was moved by Barreiro and seconded by Myers to adjourn the meeting at 10:42 a.m.

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