

# MIRUS EDUCATION

*dba Mirus Secondary School*

(A California Non-Profit Public Benefit Corporation)

*Denise Shields – Secretary and Member*

## SPECIAL BOARD OF DIRECTORS MEETING

**Wednesday, June 1, 2022, 1:00 PM**

**Via Video Conference and at**

*Main Street RC 16967 Main Street, Suite 107, 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*

Access to the live video conference will be accessible prior to the start of the meeting at

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

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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 Mirus Education 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 Mirus Education 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 New Community Board Member Diana Estrada effective June 1, 2022
- 3.2 Consider Approval of New Community Board Member Angela Tasaka effective June 1, 2022
- 3.3 Consider Approval of the Agreement of Merger between Mirus Education and Audeo Charter School [P. 3-6](#)
- 3.4 Consider Approval of Board Meeting Minutes for March 17, 2022 [P. 7-9](#)

### 4.0 BOARD ANNOUNCEMENTS AND COMMENTS

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: June 21, 2022, 3:00 pm  
Meeting Agenda available at: [www.MirusCharter.com](http://www.MirusCharter.com)

**Accommodation** – Mirus Secondary (“School”) does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. Alex Carrillo, has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in School’s open and public meetings. Please notify Alex Carrillo at (760) -244-3764 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 Alex Carrillo at (760) 244-3764 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 10170 Huennekens Street, San Diego, CA 92121; 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 Karen Miranda at (760)244-3764.

*Certification of Posting*

*I, Angela Neri, hereby certify that I posted this agenda on Mirus Secondary School webpage on May 27, 2022.*

## 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

# MIRUS EDUCATION

*dba Mirus Secondary School*

(A California Non-Profit Public Benefit Corporation)

*Denise Shields – Secretary and Member*

## BOARD OF DIRECTORS MEETING MINUTES

**Thursday, March 17, 2022, 1:00 PM**

**Via Video Conference and at**

*Main Street RC 16967 Main Street, Suite 107, 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*

Access to the live meeting was made available at:

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

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### 1.0 OPEN SESSION

#### 1.1 Call to Order

*Mary Searcy Bixby called the meeting to order at 1:00 p.m.*

#### 1.2 Roll Call

Board Members Present: *Denise Shields*

Staff Present: *Mary Bixby, President and CEO; Lynne Alipio, Treasurer and CFO, and*

*Tim Tuter, Executive Director*

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

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

*It was moved and seconded by Shields to approve the Adoption of the Board of Directors Finding accordance with Government Code Section 54953(e)(1) to promote social distancing and to conduct the meeting virtually.*

Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved

#### 1.4 Establishment of Quorum

*The following members constituting a quorum of the Board were present at the meeting: Denise Shields.*

#### 1.5 Pledge of Allegiance

*Bixby led all in the Pledge of Allegiance*

#### 1.6 Approval of Agenda

*It was moved and seconded by Shields to approve the agenda.*

Ayes—1, 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 ADMINISTRATIVE ITEMS

### 3.1 Approval of Regular Board Meeting Date Change to March 17, 2022

*It was moved and seconded by Shields to approve the Regular Board Meeting Date Change to March 17, 2022.*

Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved

### 3.2 Acceptance of Chairperson Debbie Giaquinta Letter of Resignation effective March 1, 2022

*It was moved and seconded by Shields to accept Chairperson Debbie Giaquinta Letter of Resignation effective March 1, 2022.*

Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved

### 3.3 Acceptance of Board Member Aaron Smith Letter of Resignation effective March 1, 2022

*It was moved and seconded by Shields to accept Board Member Aaron Smith Letter of Resignation effective March 1, 2022.*

Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved

### 3.4 Approval of Employer Resolution Tax Deferred Deduction Plan for Service Credit Purchases

*It was moved and seconded by Shields to approve the Employer Resolution Tax Deferred Deduction Plan for Service Credit Purchases.*

Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved

### 3.5 Approval of Resolution to Tax Defer Member Paid Contributions-IRC 414 (H)(2)

#### Employer Pickup

*It was moved and seconded by Shields to approve the Resolution to Tax Defer Member Paid Contributions-IRC 414 (H)(2) Employer Pickup.*

*Ayes—1, Nays—0, Absent—0, Abstain—0, Motion Approved*

### 3.6 Presidents Report

- 3.6.1 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.*

### 3.6.2 Altus Instructional and Operation Model

*We have proceeded to formalize the term, Altus Schools, that unites our Schools. 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.*

## 3.7 Strategic Plan Update

### 3.7.1 Mirus Secondary School

#### 3.7.1.1 School Participation Report for the Period of 2021- 2022 Months 7-8: 12/13//2021 – 02/04/2022

*Tutor reviewed the School Participation Reports for each School.*

## 4.0 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.

- 4.1.1 Approval of Meeting Minutes for February 15, 2022
- 4.1.2 Approval of Student Use of Technology Policy 3130 Amendment
- 4.1.3 Approval of 3270 Board Policy and Procedures: Suicide Prevention Amendment
- 4.1.4 Approval of Internal Fiscal Control Policy 4165 Amendment
- 4.1.5 Approval of Workplace Violence Policy 6015
- 4.1.6 Approval of Student and Parent Handbook 2021-2022 Amendment

*It was moved and seconded by Shields to Approve the Consent Agenda Items 4.1.1 – 4.1.6.  
Ayes – 1, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.*

## 5.0 ACTION ITEMS

### 5.1 Action Items Specific for Mirus Secondary School

- 5.1.1 Approval of the 2nd Interim Report 2021-2022  
*It was moved and seconded by Shields to approve the 2nd Interim Report 2021-2022.  
Ayes – 1, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.*
- 5.1.2 Approval of A-G Completion Improvement Grant Plan  
*It was moved and seconded by Shields to approve the A-G Completion Improvement Grant Plan  
Ayes – 1, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.*

## 6.0 BOARD ANNOUNCEMENTS AND COMMENTS

*Bixby informed the Board that Graduation will take place on June 8, 2022, at the Hilton Garden Inn and Convention Center in Victorville.*

## 7.0 ADJOURNMENT

*It was moved and seconded by Shields to adjourn the meeting at 1:29 p.m.  
Ayes – 1, Nays – 0, Absent – 0, Abstain – 0, Motion Approved.*