

MINUTES

OFL-CAPISTRANO, INC.

A California Nonprofit Public Benefit Corporation

BOARD OF DIRECTORS REGULAR MEETING

March 23, 2026

Zoom Meeting Dial-In: 1-669-900-6833

Zoom Meeting ID: 849 3636 4890

Meeting Location: 31878 Del Obispo, Suite 105, San Juan Capistrano, CA 92675

A regular meeting of the Board of Directors (“Board”) of OFL-Capistrano, Inc., a California nonprofit public benefit corporation (“OFL-C” or the “School”) was held on March 23, 2026 at the meeting location and by teleconference according to the Agenda posted in accordance with the Ralph M. Brown Act and distributed to the Directors in compliance with the corporation’s Bylaws. Members of the public were provided the opportunity to observe the meeting and offer public comment using the dial-in information provided on the Agenda.

OPEN SESSION

1. Call to Order

The meeting was called to order at 1:03 P.M. (PT) by Ms. Beth Smyth, President of OFL-C.

2. Welcome and Roll Call

The following Directors, constituting a quorum of the Board, were present:

Ms. Beth Smyth, President and Board Member

Ms. Kimya Barnes, Secretary, Treasurer, and Board Member

The following Directors were absent:

Ms. Kimberly Bailey, Board Member

The following individuals identified themselves as being present:

Ileana Kiriakos, Superintendent, OFL-C

Maricela Frymark, Senior Director of Policy and Compliance, OFL-C

Candice Varner, Director of Schools, OFL-C

Jessica Boucher, Principal, OFL-C

Heidi VanDerWende, Teacher, OFL-C

Levik Mansourian, Senior Divisional Controller, 9 Dot Education Solutions, LLC (“9 Dot”)

Alex Salazar, Divisional Controller, 9 Dot

Melissa Bauer, Senior Manager of Corporate Compliance, 9 Dot

Susan Fischer, Corporate Compliance Specialist, 9 Dot

Jennifer Robitaille, Executive Director, OFL-California, Inc.

Greg Bordo, Legal Counsel for OFL-C, Blank Rome LLP

3. Public Comment

Ms. Smyth stated members of the public may address the Board at regular meetings on agenda or non-agenda items that are within the subject matter jurisdiction of the Board, and at special meetings on agenda items only, by using the call-in information set forth above. Speakers may be called in the order that requests are received, or grouped by subject area. Members of the public were asked to limit comments to two (2) minutes with no more than 15 minutes per single topic so that as many people as possible may be heard. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to School staff or calendar the issue for future discussion.

There were no comments made by members of the public.

4. Items for Information and/or Action

A. Consent Agenda

All items listed under Consent Agenda are considered by the Board to be routine and consistent with approved policies and practices of the School. The Board was asked to approve all of the Consent Agenda items by a single vote unless requested by a Board member to be discussed and considered for action separately.

A.1 Minutes of January 26, 2026

The Board was provided in their meeting materials with the minutes of the January 26, 2026 Board meeting for the Board's review and approval.

A.2 OFL-C Consent Log Including Superintendent's Time Off Requests, Credit Card Consent Log, and Additional Duties Timecards

The Board was provided in their meeting materials with the OFL-C Consent Log Including Superintendent's Time Off Requests, Credit Card Consent Log, and Additional Duties Timecards for the Board's review and approval and/or ratification.

A.3 OFL-C Report of Charter Services Agreements for Fiscal Year 2025-2026

The Board was provided in their meeting materials with the OFL-C Report of Charter Services Agreements for Fiscal Year 2025-2026. The Board was asked to review and consider the approval and/or ratification of the OFL-C Report of Charter Services Agreements for Fiscal Year 2025-2026. The Procedures subsection (in the Procurement Policy, in the Fiscal Policies and Procedures) outlines that the Board will receive, on a regular basis, a report of the School's service contracts approved pursuant to this section. This has been the Report of Charter Services Agreements. The Report of Charter Services includes all service providers and associated expenses within the outlined approval thresholds and is organized alphabetically by service provider based on Board member request. The proposed motion was to approve and/or ratify the OFL-C Report of Charter Services Agreements for Fiscal Year 2025-2026.

A.4 OFL-C Uniform Complaint Policy and Procedures

The Board was provided in their meeting materials with the OFL-C Uniform Complaint Policy and Procedures. The Board was asked to review and consider approval and/or ratification of the OFL-C Uniform

Complaint Policy and Procedures (“UCP”) to align with new California Department of Education (“CDE”) regulations and recommendations regarding the UCP scope. The UCP contains rules and instructions about UCP complaints related to any alleged violation of federal or state laws or regulations governing certain educational programs and activities offered by OFL-C. This revision included the following: (i) the programs and activities section outlining the scope of UCP now includes minor updates to better align with current CDE guidance and recommendations including the addition of School or Athletic Team Names, Mascots, or Nicknames pursuant to the Education Code; (ii) merging language stating allegations of Discrimination, Harassment, Intimidation and/or Bullying may be subject to UCP and filing a complaint through the UCP process is an option. The Board approved Anti-Discrimination, Harassment, Intimidation and Bullying Policy also outlines complaints and grievance procedures specific to such actions; (iii) changing the Designation of Responsible Employee overseeing complaints, investigations and responding to UCP complaints from the school Principal to the Senior Director of School Policy; (iv) outlining the optional Superintendent Review and discretion to evaluate the complaint and/or proposed decision before a final written decision is issued. If the Superintendent elects to do so, then based on all the evidence obtained during the investigation, the Superintendent may approve, modify or reject the proposed decision and issue a final decision that meets requirements; and (v) the addition of a statement affirming the Board has approved the UCP. The revised UCP will be included in the Student Handbook annually and added to the School's website to ensure school compliance requirements. The UCP was developed in accordance with California Education Code Section 33315 and Title 5, California Code of Regulations, §§ 4600-4694. The School has primary responsibility for ensuring compliance with applicable state and federal laws and regulations, and will investigate and seek to resolve UCP complaints in accordance with this UCP policy. The fiscal impact was limited to policy transaction costs that may be absorbed in the School’s operating budget. The Superintendent recommended the approval of this item. The proposed motion was to approve the OFL-C Uniform Complaint Policy and Procedures, as revised in January 2026, and to grant the Superintendent or designee the ability to update the policy to comply with any minor changes in CDE regulation and/or the Education Code.

Ms. Barnes moved to approve the Consent Agenda. Ms. Finn seconded. The motion passed unanimously by roll call vote.

B. Information Item(s)

B.1 OFL-C Charter Update

Ms. VanDerWende presented the OFL-C Charter Update. For Academics, she reported that a new semester of small group classes and cohorts began in January, featuring joint virtual classes with Online Programs and new in-person offerings such as Biology B, Earth & Space Science B, American Government, English 11B, English 12B, Algebra 2B, and Geometry B. She highlighted a new pilot class for reading and math intervention utilizing Freckle software based on Renaissance Star (“RenStar”) scores to target foundational skills for high-needs students, as well as upcoming testing skills preparation for Smarter Balanced Assessment Consortium (“SBAC”) testing. Teachers held achievement chats with students and families to review progress from the fall semester and set goals for the remainder of the school year, with a particular focus on seniors preparing for graduation.

For Post-Secondary and Community Involvement, students went on a field trip to the Universal Technical Institute in Long Beach, where they toured the campus and learned about hands-on training programs for auto mechanics, aviation, and welding. She reported that the senior cohort participating in the College Readiness Experience the World (“C.R.E.W.”) program, concluded their in-person meetings for the year. Students also participated in a field trip to The Ecology Center to tour an organic farm and participate in community service. Additionally, one of the Post-Secondary Counselors attended a Human Trafficking information session hosted by Saddleback Community College. For Social and Emotional support, the

School Psychologist, Post-Secondary Counselor, and Associate Marriage and Family Therapist held a Stress Management and Mental Health Workshop where students learned stress management strategies and created junk journals during their lunch period. The monthly Craft Group and Student Council continued to provide during lunch options for social interaction between classes. Ms. VanDerWende asked the Board if there were any questions, to which there were none.

B.2 OFL-C Student Handbook for Fiscal Year 2026-2027

Ms. Maricela Frymark, Senior Director of Policy and Compliance, presented a preview of the OFL-C Student Handbook for the 2026-2027 school year. A draft of the handbook was being brought as an information item to allow for Board feedback before seeking formal approval in May. Ms. Frymark noted that the Board package included a redlined version to clearly identify proposed changes developed in collaboration with legal counsel and internal teams. Ms. Frymark highlighted the following notable updates included in the handbook: (i) embedded the new proposed 2026-2027 Academic Calendar; (ii) legal updates to the UCP; (iii) updated language regarding the Discipline Policy and Search and Seizure Policy; (iv) the addition of a mandated annual dual enrollment notification; and (v) embedded a required notification concerning the California College Guidance Initiative (“CCGI”).

Ms. Frymark further detailed legislative updates embedded in the handbook, such as safety planning and emergency contact information language required by Assembly Bill (“AB”) 495 and graduation adornment language complying with AB 1369. She clarified that AB 1369 prohibits schools from having a pre-approval process for students wishing to wear cultural or religious adornments at graduation. Additionally, the Family Educational Rights and Privacy Act (“FERPA”) language was revised in alignment with new Education Code requirements from AB 495. Ms. Frymark asked the Board if there were any questions.

Ms. Kimya Barnes inquired whether the final copy for review in May would still contain redlined edits. Ms. Frymark clarified that while a clean version is required for public distribution, she could provide a separate redlined document for the Board's final review. Ms. Barnes requested that this final redlined review be included in the May materials.

B.3 OFL-C Financial Update

Mr. Salazar presented the OFL-C Financial Update. The OFL-C Financial Update was based on the January 2026 close, and included the Senate Bill 740 (“SB 740”) report, the detailed income statement, the variance analysis, the balance sheet, and the cash forecast. On the SB 740 report, the projected Second Principal Apportionment (“P2”) Average Daily Attendance (“ADA”) rate was 262.10. Based on the projected P2 ADA, the total forecasted revenue was \$4,087,859. Certificated Salaries and Benefits were \$2,457,656 or 60.12% of revenue. Instruction and Related Services, including Certificated Salaries and Benefits, were \$4,040,719 or 98.85% of revenue. For the non-instructional expenses, Operations and Facilities was \$196,112 and Administration and All Other Activities was \$326,231. The projected deficit, before the spending benchmarks were considered, was \$475,203 or an 11.62% deficit percentage rate for the year. The School exceeded its Certificated Salaries and Benefits spending benchmark by \$812,293. The School exceeded its total Instructional Related Services spending benchmark by \$789,200. The projected deficit remained the same, after the spending benchmarks were considered, at \$475,203 or an 11.62% deficit percentage rate for the year. Mr. Salazar asked the Board if there were any questions.

Ms. Smyth asked if the high deficit was due to the decrease in enrollment. Ms. Boucher confirmed that the School over-projected enrollment for the months of July and August and was looking into expenses that they could cut back on to save.

Ms. Smyth inquired about the state of the School's marketing. Ms. Varner elaborated that she and Ms. Boucher had been working with an outreach specialist to increase enrollment, including conversations with the District Authorizer to increase marketing parameters to reach a broader audience.

Ms. Barnes asked if OFL-C tracks trends of enrollment across school years. Ms. Boucher confirmed that the School does track trends of enrollment. Ms. Varner noted that the School started a new projection strategy which could have attributed to the inaccurate projection.

Mr. Salazar reviewed the income statement, which is a line-by-line, month-by-month report of details which included the School's actuals from July through January and the budget for February through June, rolled up into the SB 740 report. Mr. Salazar noted that total revenue remained at \$4,087,859, total payroll, including certificated and non-certificated salaries and benefits, was at \$2,538,972 or 62.13% of revenue, and total expenses were \$4,563,062. Mr. Salazar reviewed the Variance Analysis report and indicated that the threshold of 1% of Year-to-Date expenses was \$27,232. 1% is taken out of the year-to-date expenses as a threshold, and any variance that is favorable or unfavorable will be highlighted and explained. For Certificated Salaries and Wages, this line item was re-forecasted in October, resulting in savings for the School. For Non-Certificated Stipends, this line item was over budget because Credit Enrichment and Semester 1 stipends were not budgeted. For Curriculum, this line item was under budget due to actual curriculum purchases to date being less than the amount budgeted.

Mr. Salazar reviewed the balance sheet, which is a snapshot of the School's assets and liabilities from inception to date. As of January 31, 2026, OFL-C had total assets of \$5,064,432; total liabilities were \$1,326,993; and total net assets were \$3,737,439. Mr. Salazar proceeded to review the cash forecast. As of January 31, 2026, OFL-C had \$930,366 cash in bank. At the end of fiscal year 2025-2026, the School was projected to have \$587,257 cash in bank. The Cash Reserve showed as negative due to investment with the investment account valuing \$2,185,167 as of the end of January. Mr. Salazar asked the Board if there were any questions.

Ms. Smyth asked who the Non-Certificated Stipends went to. Mr. Salazar clarified that a coding issue caused stipends for all staff to only go into Non-Certificated Stipends and that corrections were in the process of being made.

Ms. Barnes asked what caused the savings in the Curriculum line item. Ms. Boucher explained that the decrease in enrollment could have led to a decrease in the amount, therefore cost, needed for curriculum related expenses.

C. Action Item(s)

C.1 OFL-C Second Interim Report

The Board was provided in their meeting materials with the OFL-C Second Interim Report. The Board was asked to review and consider approval of the OFL-C Second Interim Report. According to the CDE's Interim Status page, local educational agencies ("LEAs") are required to file two (2) reports during a fiscal year (interim reports) on the status of the LEA's financial health. The first interim report was due December 15 for the period ending October 31, and the second interim report was due March 17 for the period ending January 31. County superintendents are to report to the Superintendent of Public Instruction and the State Controller the certification for all districts in their county within seventy-five (75) days after the close of the reporting period. The interim reports must include a certification of whether or not the LEA is able to meet its financial obligations. Certifications are classified as positive, when the LEA will meet its financial obligations for the current and two (2) subsequent fiscal years; qualified, when the LEA may not meet its obligations; or negative, when an LEA will be unable to meet its obligations for the remainder of the current

or subsequent fiscal year. As part of the School's Fiscal Policies and Procedures, the Second Interim Report is included in the Reporting Requirements, and accounting procedures conform to Generally Accepted Accounting Principles (“GAAP”).

Mr. Salazar presented the OFL-C Second Interim Report for review and approval. He noted that the report is prepared for the authorizer, Capistrano Unified School District, for oversight purposes and includes actuals through January 31, 2026, as well as a budget for the remainder of the fiscal year. Mr. Salazar stated that the report was certified by Principal Jessica Boucher. He reported total projected revenue of \$4,087,860 and total expenditures of \$4,563,064, resulting in a projected deficit of \$475,204 for the year. Mr. Salazar also reviewed the multi-year projection between the current year totals and projections for fiscal years 2026-2027 and 2027-2028. Mr. Salazar asked the Board if there were any questions.

Ms. Barnes asked how the School planned to use the remaining \$9,168 in the grant due to expire in June 2026. Ms. Boucher explained that the Educator Effectiveness grant is restricted for use to professional development expenses. Since teachers are less busy in June, the School typically uses the remaining funds then. Ms. Boucher noted that some teachers planned to attend a Canva conference that the funds will be used for.

Ms. Barnes moved to approve the OFL-C Second Interim Report. Ms. Smyth seconded. There was no further discussion from the Board. The motion passed unanimously by roll call vote.

C.2 OFL-C Academic Calendar for Fiscal Year 2026-2027

Ms. Frymark presented the OFL-C Academic Calendar for Fiscal Year 2026-2027. The Board was asked to review and consider approval of the OFL-C Academic Calendar for Fiscal Year 2026-2027. She explained that as a year-round school, these calendars are used together to govern instructional operations, assist with state reporting, communicate holidays, and plan for school events such as graduation and sports. The proposed calendars ensure the School remains in session for at least two hundred forty (240) instructional days between July 1st and June 30th of each school year, as required by the Charter Petition. Ms. Frymark noted that the calendars include specific provisions for exempt and non-exempt employees and incorporate "floating weeks," during which some staff members are off while the School is remains open to provide services to students and the school community. There was no anticipated fiscal impact, and the Superintendent recommended approval. Ms. Frymark asked the Board if there were any further questions, to which there were none.

Ms. Smyth moved to approve the OFL-C Academic Calendar for Fiscal Year 2026-2027. Ms. Barnes seconded. There was no further discussion from the Board. The motion passed unanimously by roll call vote.

C.3 OFL-C Response to Immigration Enforcement Policy and Procedures

The Board was provided in their meeting materials with the OFL-C Response to Immigration Enforcement Policy and Procedures. This policy establishes comprehensive procedures for OFL-Capistrano’s response to immigration enforcement activities affecting students, families, and employees. The policy affirms the School’s commitment to maintaining a safe, inclusive, and disruption-free learning environment while ensuring compliance with California Education Code (“EC”) and federal student privacy laws. Specifically, the policy aligns with and implements requirements set forth in: EC §234.7 regarding protections related to immigration enforcement at school sites; EC §49061(c) regarding directory information limitations; Family Code §6550-6552 concerning the Caregiver’s Authorization Affidavit; Civil Code §1798.3(a) regarding personal information protections; and the Family Educational Rights and Privacy Act (“FERPA”). The policy formalizes required procedures for protecting student information, managing campus access,

responding to enforcement actions, providing parent notification, and addressing bullying or harassment related to national origin or immigration status.

Ms. Frymark presented the OFL-C Response to Immigration Enforcement Policy and Procedures. The Board was asked to review and consider approval of the OFL-C Response to Immigration Enforcement Policy and Procedures. Ms. Frymark noted that the policy is approximately seventeen (17) pages long and touched upon the specific action steps staff must take when receiving an information request or responding to an officer on campus. She emphasized that the policy prohibits the collection of citizenship or immigration status unless required by law and prohibits the use of school data to create registries based on race, gender, or religion. Ms. Frymark highlighted the legal distinction between public and non-public areas on campus, noting that staff are prohibited from providing voluntary disclosure of student records or voluntary consent for enforcement agents to access non-public areas, such as offices or classrooms, without a valid judicial warrant. She clarified that staff have the authority to demand a warrant in these non-public areas, whereas shared parking lots at resource centers are generally considered public areas where such authority may differ. Additionally, she noted that the policy requires immediate parental and Board notification if officers gain access to a student or request records.

Regarding student safety, the policy dictates that the School must allow emergency contact updates at any time and encouraged family preparedness planning. Ms. Frymark confirmed that the School had already posted the Attorney General's "Know Your Educational Rights" guidance in the required languages at all resource centers pursuant to EC §234.

Regarding implementation, Ms. Frymark explained that staff members, including those at the front desks, have been provided with resources to handle these situations with care and privacy. Ms. Frymark noted that the policy reduces liability by defining staff roles and legal consultation requirements. The fiscal impact was limited to the cost of incorporating the updated Caregiver Affidavit into the Student Information System ("SIS"), which will be absorbed by the operating budget. The Superintendent recommended approval of this item. Ms. Frymark asked the Board if there were any questions.

Ms. Barnes questioned the practical feasibility of the following these protocols during high-pressure, in-person enforcement actions and what the typical timeline for warrant vetting would be. Ms. Frymark explained that the review process should not take long, with just a phone call.

Ms. Barnes asked if the School incorporated de-escalation strategies into training for staff. Ms. Frymark confirmed that the School planned to train center coordinators on how to maintain composure and de-escalate the situation.

Ms. Smyth moved to approve the OFL-C Response to Immigration Enforcement Policy and Procedures to ensure compliance with California law and to formally adopt uniform procedures herein protecting student privacy, school safety, and continuity of instruction, and to grant the Superintendent (or Designee) the authority to make modifications to the policy and/or procedures to align with legislative changes. Ms. Barnes seconded. There was no further discussion from the Board. The motion passed unanimously by roll call vote.

5. Adjournment

Ms. Smyth indicated that the next regularly scheduled Board meeting will be on May 18, 2026 at 1:00 P.M. (PT). There were no other additional comments or questions prior to adjournment.

Ms. Barnes moved to adjourn. Ms. Smyth seconded. The motion passed unanimously by roll call vote. The meeting was adjourned at 1:44 P.M. (PT).

Kim Barnes

Ms. Kimya Barnes
Secretary, OFL-Capistrano, Inc.