

ORANGE COUNTY COMMITTEE ON SCHOOL DISTRICT ORGANIZATION

MINUTES

Annual Organizational Meeting

October 29, 2025

1. CALL TO ORDER

ORANGE COUNTY COMMITTEE ON SCHOOL DISTRICT ORGANIZATION

The meeting of the Orange County Committee on School District Organization (County Committee) was called to order by Chairperson Sheila Benecke at 6:06 p.m., October 29, 2025, in the Board Room of the Orange County Department of Education (OCDE).

2. FLAG SALUTE

Pledge of Allegiance was led by Member Kathleen Heard.

3. ROLL CALL

Chairperson Benecke asked Ms. Melanie Inskeep to take roll.

*Present:*

Sheila Benecke, Chairperson	Jackie Filbeck
Karin Freeman, Vice Chairperson	Kathleen Heard
Lauren Brooks	David Johnson
Marilyn Buchi	Kathy Moffat
Paulette Chaffee	Suzie Swartz

*Absent:*

Randy Reta

4. ADOPTION OF AGENDA

Motion by Member Marilyn Buchi, seconded by Vice Chairperson Karin Freeman, and carried by unanimous vote to adopt the agenda as presented.

5. ACCEPTANCE OF MINUTES

Member Suzie Swartz noted a spelling error of her last name in the last paragraph of page 2 of the draft April 21, 2025 meeting minutes. A motion was made by Member Buchi and seconded by Vice Chairperson Freeman to approve the County Committee minutes of the April 21, 2025 meeting with the noted spelling correction. The motion carried by a unanimous vote.

6. PUBLIC COMMENTS OF PERSONS DESIRING TO ADDRESS THE COUNTY COMMITTEE ON AGENDA ITEMS

Chairperson Benecke inquired whether there were any members of the public who wished to address the County Committee. No public comment was received.

7. ANNUAL ORGANIZATIONAL MEETING

A. Nominating Committee results and welcome of newly elected members:

- 1<sup>st</sup> Supervisorial District – David Michael Johnson
- 2<sup>nd</sup> Supervisorial District – Paulette Chaffee
- 3<sup>rd</sup> Supervisorial District – Sheila Benecke

Chairperson Benecke asked Mr. Dean West, Secretary to the County Committee, to provide the election results from the Nominating Committee.

Mr. West reported that the Nominating Committee re-elected members David Johnson for the 1st Supervisorial District, Paulette Chaffee for the 4th Supervisorial District, and Sheila Benecke for the 5th Supervisorial District and on behalf of Orange County Superintendent Dr. Stefan Bean, congratulated the members on their reelection.

B. Administer Oath of Office for elected members

Mr. West administered the oath of office to Members David Johnson, Paulette Chaffee and Sheila Benecke. Mr. West congratulated the members on being duly sworn members of the Orange County Committee on School District Organization for a four-year term until 2029.

C. Election of Chairperson

Mr. West conducted the election of Chairperson asking for nominations for the position of Chairperson. Chairperson Benecke nominated Member Swartz, motion seconded by Vice Chairperson Freeman, and approved by a unanimous vote of all members present. Chairperson Suzie Swartz assumed the chair and presided over the remainder of the meeting. Chairperson Swartz thanked Member Sheila Benecke for all her years of service as Chairperson.

D. Election of Vice Chairperson

Chairperson Swartz conducted the election for Vice Chairperson. Member Kathy Moffat nominated Member David Johnson, seconded by Member Paulette Chaffee, and approved by a unanimous vote of all members present.

8. RESOLUTION OF THE ORANGE COUNTY COMMITTEE ON SCHOOL DISTRICT ORGANIZATION REGARDING LEGAL COUNSEL

Chairperson Swartz asked Ms. Kristen Rogers of Olson Remcho LLP (Olson Remcho) to provide an overview and update regarding the proposed resolution regarding legal counsel.

Ms. Rogers explained that at the County Committee's April meeting, the County Committee had directed staff and counsel to further define the scope and terms under which Olson Remcho would provide legal services to the County Committee, particularly in situations involving conflicts of interest or matters outside the subject matter expertise of the OCDE Legal Services Division.

Ms. Rogers reported that Olson Remcho developed a proposed resolution, which is included in the agenda packet, to outline the respective roles of the

OCDE Legal Services Division and outside counsel. If approved, the resolution would be included as an attachment to the engagement agreement with Olson Remcho. Ms. Rogers reviewed specific provisions in the resolution noting that day-to-day legal services to the County Committee will continue to be provided by OCDE Legal Services, including Brown Act, Public Records Act, Education Code matters, territory transfers, and other routine matters. She further explained the circumstances under which Olson Remcho will also be available to provide legal services, including disputes, conflicts, specialized legal questions, or other matters as determined by the County Committee or its Executive Committee. Ms. Rogers also noted the resolution retains the “ethical wall” provision from Dr. Bean’s original proposal. Ms. Rogers responded to questions from the County Committee.

Vice Chairperson David Johnson asked Ms. Rogers for clarification of the term “special services” within the resolution to ensure broad access to outside legal services and to avoid unintentionally limiting the County Committee’s ability to obtain assistance from outside counsel if needed in the future.

Ms. Rogers explained that the final clause in Paragraph 10 of the Resolution was intentionally included to provide flexibility for the County Committee to utilize Olson Remcho’s services for such purposes as shall be determined by the County Committee or the County Committee Executive Committee. Ms. Rogers indicated that the resolution does not impose a limit on the types of matters that Olson Remcho can provide representation for the County Committee, it is within the County Committee’s prerogative.

Chairperson Swartz asked for clarification on whether consultation with Olson Remcho would be permitted in otherwise routine matters, such as territory transfers, or if the County Committee desired additional input beyond advice from OCDE Legal Services. Ms. Rogers confirmed this would fall under Paragraphs 10 and 11 of the proposed resolution, which authorizes consultation with the OCDE Legal Services. Ms. Rogers also explained that Olson Remcho’s fidelity is to the County Committee and Olson Remcho would only facilitate OCDE Legal Services consultation if there was no adversity or conflict of interest.

Member Benecke asked for clarification regarding paragraph 11 of the resolution, expressing concern about language allowing OCDE Legal Services to consult with “other firms” and asked whether it would be preferable to limit consultations to Olson Remcho. Ms. Rogers explained that the provision refers to OCDE Legal Services’ ability, not the County Committee’s, to consult with any outside firms already available to the Superintendent, including Olson Remcho, when additional expertise is needed. Member Lauren Brooks asked whether the language reflected the type of outside consultation as previously seen with

attorney Tony DeMarco. Ms. Lysa Saltzman explained that OCDE maintains legal service agreements with multiple specialized firms and occasionally consults them for subject-matter expertise. Ms. Saltzman provided an example of consultation with outside counsel in specialized areas, such as compliance with the California Environmental Quality Act in regard to transfer of territory matters. She also explained that Mr. DeMarco's involvement was initiated independently by the County Superintendent when OCDE Legal Services was conflicted out.

Member Kathleen Heard motioned and Member Karin Freeman seconded the motion to approve the resolution as presented. Chairperson Swartz opened the floor to discussion.

Member Benecke asked a question regarding paragraph 13 of the resolution, specifically seeking clarification on the phrase authorizing the County Superintendent of Schools, as Secretary to the County Committee or designee, to take actions necessary to effectuate the purposes of the resolution, and what the County Committee would be authorizing. Ms. Rogers explained that, if the resolution is approved, the next required step is execution of the retainer agreement with Olson Remcho. The resolution will be attached to the retainer agreement to define the scope of services. Ms. Rogers noted that paragraph 13 authorizes the Superintendent or designee to complete these administrative steps.

Member Freeman asked how the resolution would be identified once approved, noting that resolutions are typically assigned a number and date for public reference. Ms. Rogers explained that she is not familiar with the County Committee's numbering protocol but confirmed that the resolution would follow other County Committee resolutions and would be a public record.

Member Buchi asked for clarification on whether the bylaws define the Executive Committee as the Chair and Vice Chair, and also whether the Orange County Board of Education (County Board) has any role in approving the resolution. Ms. Rogers indicated that, to her understanding, the resolution is solely within the authority of the County Committee and does not require approval by the County Board. Ms. Rogers noted that the resolution formalizes the County Committee's agreement on the scope of services discussed in April and that the Orange County Superintendent has already confirmed his commitment to approve the related retainer agreement.

Member Benecke asked for clarification of paragraph 6 regarding conflict waivers and the circumstances under which the County Committee would be required to provide written consent. Ms. Rogers explained that, under rules

governing legal representation, conflicts are imputed to all attorneys within an office. She stated that if such a conflict arose between the County Committee and the County Board or OCDE, the OCDE Legal Services Division would be conflicted out unless waived, and paragraph 6 clarified that the authority to waive such a conflict rests solely with the County Committee as the client and privilege holder. She further noted that, should such a situation arise, her role would include providing the information necessary for the County Committee to make an informed decision regarding any waiver.

Chairperson Swartz asked for a vote on the motion, which was carried with a unanimous vote of all members present to approve the resolution as presented.

Chairperson Swartz requested that a copy of the final, numbered resolution be distributed to all members of the County Committee along with the County Committee Bylaws. Mr. West confirmed that the updated documents would be sent out.

9. PUBLIC COMMENT OF PERSONS DESIRING TO ADDRESS THE COUNTY COMMITTEE ON ANY PROPER MATTER NOT ON THE AGENDA

No comments from the public.

10. NEXT MEETING

Mr. West reported that there is no business currently before the County Committee and that no future meeting dates are scheduled at this time. He noted that potential trustee area election matters may arise and that should those matters proceed, County Committee members will be contacted to determine next meeting dates.

Mr. West also reported that his role as Secretary designee for the County Committee will transition back to Howard Marinier, Executive Director of Business Services, who has previously supported the Committee as Secretary designee. Mr. West noted that he will remain available as needed.

11. ADJOURNMENT

There being no further business Chairperson Swartz requested a motion to adjourn the meeting. The motion was moved by Member Benecke, seconded by Member Moffat, and unanimously approved by all members present. The meeting was adjourned at 6:46 p.m.