

ORANGE COUNTY COMMITTEE ON SCHOOL DISTRICT ORGANIZATION
MINUTES
Special Meeting
April 21, 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 6:32 p.m., April 21, 2025, in the Board Room of the Orange County Department of Education (OCDE).

2. FLAG SALUTE Pledge of Allegiance was led by Member David Johnson.

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	Randy Reta
Paulette Chaffee	Suzie Swartz

Absent:

Kathy Moffat

4. ADOPTION OF AGENDA Motion by Vice Chairperson Karin Freeman, seconded by Member Suzie Swartz, and carried by unanimous vote to adopt the agenda as presented.

5. ACCEPTANCE OF MINUTES Motion made by Member Kathleen Heard, seconded by Member Swartz, and carried by a unanimous vote to adopt the December 11, 2024 minutes as presented.

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

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

7. OLD BUSINESS

A. Legal Services for the Orange County Committee on School District Organization

1. Review options for legal counsel to support the County Committee.

Chairperson Benecke invited Mr. Dean West, Secretary, to the County Committee, to review options for legal counsel to support the County Committee. Mr. West explained that the process will include review of the memorandum from the Orange County Superintendent of Schools, an

opportunity for the County Committee to interview outside counsel, and then discussion and selection of legal counsel.

Mr. West presented the memorandum from County Superintendent, Dr. Stefan Bean, regarding Selection of Legal Counsel for the County Committee. He reported that the conflict of interest regarding the OCDE Legal Services Division related to the litigation between the Orange County Board of Education (OCBE) and the County Committee has been resolved. Mr. West explained that it was the legal opinion of Mr. Tony DeMarco, Partner with Atkinson, Andelson, Loya, Rudd and Romo, and that of the counsel which represented the County Committee in the litigation initiated by the OCBE, that attorneys within the OCDE Legal Services Division may resume representing the County Committee on day-to-day matters, provided General Counsel, Greg Roland, is placed within an ethical wall.

Mr. West explained the County Superintendent's proposal as outlined in the memo that in-house OCDE attorneys, such as Ms. Lysa Saltzman and Ms. Ruth Brewda, provide day-to-day legal services, while the outside counsel selected by the County Committee would be retained for special services and/or as needed.

Chairperson Benecke opened the floor for questions and discussion. Member Johnson expressed appreciation for Dr. Bean's proposal, noting that it was fair but suggested modifications. Member Johnson moved to adopt the County Superintendent's framework for legal services with certain modifications: (1) Number the bullet points in the County Superintendent's Memo dated April 10, 2025 as one through eight; (2) revise the sixth bullet point to add the quoted language: The County Committee will also select a firm from the proposed list, who will assist with special services "and the special services will be defined and selected by the County Committee"; (3) revise the seventh bullet point to add the quoted language: The selected firm shall be available to the County Committee if there is a dispute between the County Committee and the OCBoE "or OCDE," if there is a matter that is outside the subject matter expertise of the Legal Services Division, or if there is a future conflict of interest precluding the Legal Services Division from representing the County Committee; and (4) add a ninth bullet point: "This agreement stated above is subject to review by the County Committee's selected special services attorney firm and may be modified after recommendations made by the attorney firm without undue delay." The motion was seconded by Member Heard.

County Committee members discussed proposed modifications to the County Superintendent's proposal, the scope of representation, potential conflicts of interest, cost considerations, and the importance of retaining the authority to seek outside opinions. Member Schwartz suggested an alternative approach. Mr. DeMarco provided guidance regarding the motion process, amendments and substitute motions as well as responded to questions from County Committee members. The consensus of the County Committee was to interview proposed legal counsel present before taking action on the motion.

2. County Committee Members Interview legal counsel.

OCDE Legal Services: Ms. Saltzman and Ms. Brewda described their backgrounds and extensive experience advising the County Committee, including work on change of method of elections, territory transfers, and redistricting. They emphasized their knowledge of the Education Code, governance procedures, and Brown Act compliance. They stated they could continue providing day-to-day support, while recognizing potential conflicts would require outside counsel.

Olson Remcho LLP: Ms. Kristen Rogers outlined her firm's expertise in election law, redistricting, and governance matters, noting prior representation of the County Committee during litigation as well as current work with the Los Angeles County Committee. She indicated her role would focus on special or conflict matters, providing an independent perspective, and confirmed her availability to attend meetings in person as needed.

Law offices of Margaret A. Chidester & Associates: Ms. Margaret Chidester described her extensive background in education law and governance, including representing school districts and ROPs in matters involving governance, charter schools, and voting rights. She highlighted her availability as a local resource and her firm's focus on providing preventive legal advice.

Best Best & Krieger LLP: Mr. West reported that Mr. Michael Travis was invited but did not attend; however, his firm's information was provided in the meeting packet.

Mr. West also reported that Spencer Covert was requested to submit a proposal and while Mr. Covert indicated that he appreciates the County Committee's interest, potential conflicts may limit his ability to serve the County Committee.

3. Discussion from County Committee Members.

County Committee members discussed the structure of legal services and considered whether day-to-day support should continue to be provided by staff attorneys in OCDE's Legal Services Division or be shifted entirely to outside counsel. Several members emphasized the importance of the County Committee retaining authority to decide when outside opinions are needed, and concerns were expressed about potential conflicts of interest involving OCDE's General Counsel and whether the proposed ethical wall would provide sufficient protection. Members also discussed the cost of using outside counsel for routine matters versus relying on in-house counsel. Questions were raised about how "special services" should be defined and how outside counsel would be engaged in such circumstances. Overall, members expressed appreciation for the qualifications of all attorneys interviewed.

4. Select Legal Counsel.

Member Paulette Chaffee moved to have outside counsel represent the County Committee, with the exception day-to-day agenda preparation to be performed by in-house staff attorneys. The motion did not advance.

Member Swartz moved to amend Member Johnson's original motion to select Olson Remcho as outside counsel to the County Committee for special services, to use OCDE Legal Services for the day-to-day general matters, to have Olson Remcho review Member Johnson's suggested changes to the County Superintendent's proposal and to provide any recommendations that the County Committee might need moving forward. Ms. Chaffee seconded the amendment to the motion.

During discussion, members sought clarification of the distinction between "day-to-day" legal services and "special services." County Committee members expressed general agreement that staff attorneys in OCDE's Legal Services Division should continue to handle day-to-day routine matters such as agenda preparation, Brown Act compliance, and Education Code questions, while outside counsel would be engaged for litigation, potential conflicts of interest, or other matters deemed necessary by the County Committee, its executive officers, or OCDE counsel. Members expressed appreciation for the qualifications of all attorneys interviewed. Some noted concerns about possible conflicts of interest if local firms already representing OCDE or Orange County school districts were selected. Others emphasized the value of a "clean slate" with counsel not tied to existing relationships. Several members spoke positively about prior experience with Olson Remcho during past litigation, citing the firm's expertise, clarity, and independence.

The motion carried unanimously by roll call vote.

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

No comments from the public.

9. NEXT MEETING

Mr. West reported that at this time no meetings are scheduled for the County Committee; however, when there is a need for a meeting one will be planned accordingly.

Member Johnson announced that there will be a Celebration of Life for former County Superintendent, Dr. Al Mijares, that will take place on April 22, 2025, at 6pm.

10. ADJOURNMENT

There being no further business Chairperson Benecke requested a motion to adjourn the meeting. The motion was moved by Vice Chairperson Freeman, seconded by Member Lauren Brooks, and unanimously approved by all members present. The meeting was adjourned at 8:40 p.m.