



**BOARD OF TRUSTEES
DECEMBER 16, 2025 SPECIAL MEETING MINUTES
HIGH TECH HIGH**

Date: December 16, 2025

Time: 12:30 p.m.

Place: HTH Conference Room, 2861 Womble Rd, San Diego, CA 92106
 Village-based Zoom accessibility:
 IT Office, High Tech High Mesa, 5331 Mt. Alifan Dr. Bldg. 900 San Diego, CA 92111
 Conference Room, High Tech High North County, 1420 W San Marcos Blvd, San Marcos, CA 92078
 Conference Room, High Tech High Chula Vista, 1945 Discovery Falls Dr, Chula Vista, CA 91915

Zoom(Video):
<https://hightechhigh-org.zoom.us/j/85663758839?pwd=MNxg8nX81kTVSpXOzrBD7KPG6tkYmd.1&jst=2>

Trustees present: Gary Jacobs, Chairman; Christine McComish, Secretary; Randolph Ward, Trustee; Lida Rafia, Trustee; Hadassah Avila, Student Trustee; Diego Harris, Student Trustee

Board Member	Present
Gary Jacobs, Chairperson	X
Christine McComish, Secretary	X
Albert Lin, Trustee	
Lida Rafia, Trustee	X
Randolph Ward, Trustee	X
Hadassah Avila, Student Trustee	X
Diego Harris, Student Trustee	X

Staff Present: Diana Cornejo-Sanchez, CEO; Isaac Jones, COO; Bobbi Norris, CFO; Patrick Frost, GC; Janie Griswold, CLO; Elizabeth Martinez, Executive Assistant to the Officers

Others present: Kathy Figueroa, interpreter
 High Tech High staff
 Members of HTH community

CALL TO ORDER at 12:45 p.m. by Gary Jacobs, Chairman. A roll call of trustees confirmed a quorum.

1.0 COMMENTS FROM THE PUBLIC

1.1 Members of the public were provided time to address the board.

2.0 CEO CONSENT ITEMS

2.1 Guided Workshop with Tim Ducker, Consultd

Comments included the following:

- Consultant Tim Ducker, who is leading today's Board development work, provided a high-level overview of the day's agenda, which included Welcome and Objectives, Ways of Working, Strategic Execution, Closed Session, Next Steps and Closing. CEO Cornejo-Sanchez expressed appreciation for the opportunity to continue engaging in Board development work, noting that as the organization marks its 25th year, this work is both timely and important. She emphasized the organization's commitment to strengthening its practices and continuing to grow as a strong and sustainable institution. Chairman Jacobs added that for much of the organization's first 25 years, the focus has been on rapid growth and expansion. He noted that this moment provides an opportunity to intentionally pause and dedicate time to deeper governance and development work.
- For the first activity, Board members and the HTH leadership team were asked to reflect individually on what an effective Board–CEO relationship looks like when it is functioning at its best. Everyone documented their reflections and then divided into two groups to discuss their perspectives. Rather than using written or verbal descriptions, each group collaboratively illustrated their shared ideas on poster paper with drawings. Following the exercise, the groups reviewed one another's drawings and discussed the themes they believed were being conveyed. The discussion revealed strong alignment between the two groups. Common themes included the importance of effective and efficient policies, clear communication of needs and expectations, openness to discussion, space for dialogue when differing viewpoints arise, and a strong sense of collaboration.
- Following the activity, Consultant Tim Ducker provided an overview of Board roles and responsibilities, outlining the three primary governance functions of the Board: Provide Oversight, Ensure Resources, and Set Strategy and Direction.
 - Provide Oversight
 - Board members are responsible for fulfilling the duties of care, loyalty, and compliance. This includes making decisions in the best interest of the organization; preparing for and actively participating in meetings; and maintaining

loyalty to the organization, with its interests superseding any personal or professional interests. Board members are expected to identify, manage, or avoid conflicts of interest; comply with applicable federal, state, and local laws; adhere to the organization's bylaws and policies; and honor donor intent.

- Ensure Resources
 - The Board is responsible for hiring, overseeing, and supporting the CEO; ensuring the organization has adequate financial resources; enhancing the organization's public standing and advocating for its mission; ensuring appropriate and effective fundraising; and developing a capable, engaged, and responsible Board.
- Set Strategy and Direction
 - The Board is responsible for articulating and safeguarding organizational values; participating in regular strategic planning; defining and affirming the organization's mission; setting the vision for the future; establishing major goals and strategies; approving annual and operational plans; and maintaining awareness of the Board's collective purpose.
- Tim facilitated a reflection discussion focused on what is uniquely challenging about serving on the Board for HTH. Secretary McComish noted that the Board's oversight role can be particularly challenging given the organization's commitment to high levels of personalization across schools and grade levels. She raised the question of how the Board can effectively balance governance oversight while allowing schools the autonomy to personalize their work. Trustee Ward added that another challenge stems from the organization starting as a single school, noting that as HTH has grown, aspects of the infrastructure may not have evolved at the same pace, potentially impacting organizational stability. Chairman Jacobs agreed and emphasized the importance of ensuring that adequate resources are in place to sustain the work occurring across all schools, while also maintaining organizational efficiency. Tim responded that a clearly articulated and well-established mission and vision should serve as the foundation for decision-making, helping to guide the Board and the organization through these challenges. Trustee Rafia highlighted an additional alignment challenge: some issues are brought to the Board later in the process, rather than at the beginning, which can limit the Board's ability to plan proactively and respond effectively. Trustee Ward echoed this concern, sharing that at times he may feel insufficiently informed prior to meetings, with the exception of the materials provided in advance. Secretary McComish suggested that the organization consider establishing standardized outcomes while allowing for personalized approaches in achieving those outcomes. Chairman Jacobs cautioned the Board on complacency, noting that while High Tech High was once ahead of everyone else, it is now more competitive with many charters and Project-Based Learning (PBL) schools. CEO Cornejo-Sanchez reminded the Board that when the pandemic hit, we

also simultaneously had the Union start, and throughout that process, it was causing a lot of friction and challenges. She noted that during this period, concerns were frequently raised about the organization's design principles being at risk. While PBL has become more widespread, she emphasized that HTH's approach remains distinct. Student Board Member Harris added that as a student, you can see where we lack in certain areas. He emphasized the importance of adapting systems and practices to support the organization's larger scale, while ensuring that core values remain intact over time. Tim emphasized the importance of analyzing all the information received to have the hard conversations and identify what isn't working and requires change. Student Board Member Avila concluded by expressing appreciation for her experience at HTH and emphasized that ensuring educators understand and uphold the organization's core values will be critical to achieving these goals.

- Tim facilitated a second activity, providing time for Board members to reflect on the following questions: When the Board is at its best, what does strong and equal participation and accountability look like in practice? And what are a couple of things that, if more consistent, would most improve how we work together? Following the discussion in two groups, Tim summarized several common themes that emerged. These included the importance of consistent attendance and full participation at Board meetings, as well as active engagement in student, staff, and community events. Additional themes included the value of rotating Board roles, establishing clear norms and structures—particularly for closed sessions—and maintaining open and ongoing communication between the Board and the HTH leadership team to strengthen collaboration and effectiveness.
- Tim emphasized the importance of a clearly articulated Mission, Vision, and Strategic Priorities, and provided an example to illustrate how a formal mission and vision statement might be framed. CEO Cornejo-Sanchez shared that a recent discussion at a Directors' meeting highlighted the value of having a consistent mission and vision that can be clearly communicated across all schools. She noted that, at present, HTH's Design Principles largely serve as the organization's mission and vision. Tim highlighted that it is the Board's responsibility to protect, advance, and advocate for these commitments. He then prompted the Board to reflect on several guiding questions, including: What synergies/patterns/themes are we seeing? What are 1-2 ways we could use board time or attention differently over the next year to better protect, advance, or advocate for the mission of HTH? How do the board consider/evaluate ideas/issues etc? What questions should be asked? During the discussion, the Board identified several key considerations related to protecting, advancing, and advocating for HTH's mission and vision.
 - Protect:
 - Fiscal Sustainability (Budget)
 - Mission Drift
 - Values and Funding

- Holistic Education and Student Focus
 - Endorsements
 - Advance:
 - Enabling a Strategic Plan through Systems and Data
 - Consider all Stakeholder Perspectives
 - Holistic Education
 - Risk Analysis
 - Partnerships
 - Benchmarking
 - Tradeoffs
 - Advocate:
 - Interactions and Presence with all Stakeholders
 - Holistic Education
 - Events/Conferences - PBL
 - Ambassadors, Politics, and Policy
 - Connections
- Tim noted that if something comes to the board's attention and it is not clear or the Board has a hard time fitting it into any of these three categories, the appropriate question to consider is whether the matter truly falls within the Board's responsibilities.
- For the final activity, Tim asked the Board to once again divide into two groups to reflect on the following questions: In relation to the organization's current strategic priorities, where is Board involvement most valuable, and where is it not? What does it look like in reality? How can the Board effectively monitor these priorities and the plans underneath them? Following the discussion, several common themes were identified, including the importance of Board presence and being well-informed about school-level experiences; understanding organizational resources and how they are allocated and utilized at the site level; actively monitoring progress by asking thoughtful questions and engaging with the CEO's report; and intentionally leveraging Board expertise, experience, influence, and networks to cultivate meaningful connections with HTH leadership, the CMO, and key stakeholders.

Open session was suspended at 3:50 p.m. Closed session convened at 3:55 p.m. and adjourned at 4:38 p.m. Open session re-convened at 4:38 p.m. A roll call was taken at this time to re-confirm a quorum.

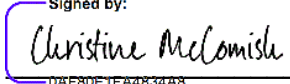
Board Member	Present
Gary Jacobs, Chairperson	X
Christine McComish, Secretary	X
Albert Lin, Trustee	
Lida Rafia, Trustee	X
Randolph Ward, Trustee	X
Hadassah Avila, Student Trustee	X
Diego Harris, Student Trustee	X

4.0 CLOSED SESSION ITEMS

4.1 No action taken.

5.0 ADJOURNMENT

There being no further business to be brought before the Board, it was the consensus of the Board to adjourn the meeting at 4:38 p.m.

Respectfully submitted by:  Signed by:
Christine McComish, Secretary, High Tech High Board