

LOS ANGELES UNIFIED SCHOOL DISTRICT

SCHOOL CONSTRUCTION BOND CITIZENS' OVERSIGHT COMMITTEE

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Robert Campbell, Vice-Chair
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LAUSD Student Parent
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Tenth District PTSA
Neelura Bell
CA Charter School Association
Sandra Betts
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Ashley Kaiser
Assoc. General Contractors of CA
Mellina Lathe
LAUSD Student Parent
Charlotte Lerchenmuller
Assn. of CA School Admin. - Retired
Aleigh Lewis
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Jennifer McDowell
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Jason Peterson (Alternate)
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Asha Lang (Alternate)
LAUSD Student Parent
Jeanalee Obergfell (Alternate)
L.A. City Mayor's Office
Brendan Sullivan (Alternate)
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Joseph P. Buchman – Legal Counsel
Burke, Williams & Sorensen, LLP
Lori Raineri and Keith Weaver – Oversight Consultants
Government Financial Services Joint Powers Authority

Timothy Popejoy
Bond Oversight Administrator
Perla Zitle
Bond Oversight Coordinator

June 4, 2026

Dear Board President Schmerelson, Board of Education Members, and Superintendent Chait,

On April 30, the Superintendent's office forwarded [District staff's proposed revisions](#) to the BOC Charter and Memorandum of Understanding (MOU) to me in my role as BOC Chair. The transmittal did not include a proposal for its mutual review and consideration by the MOU signatories. The BOC waited over three years for the District to respond to its initial proposed MOU revisions.

Following receipt of the District's proposed revisions, I shared the proposal with BOC members and staff and asked the BOC Independent Legal Counsel to provide a review and prepare a memo to BOC members highlighting the differences between the District's proposal, the BOC proposed revisions, and the current MOU. A copy of that memorandum is attached.

Subsequently, at its May 28 regular meeting, the BOC received a presentation from the Independent Counsel regarding the District's proposed revisions. The presentation was followed by a discussion among BOC members.¹

The BOC voted unanimously (15-0) on a motion to reject the District's proposal and to defer further consideration of the MOU until the next five-year cycle for review. The next cycle is expected to begin following an independent review of the BOC in 2027 pursuant to MOU Sections 6.6 and 6.7. The most recent independent review of the BOC was completed and published in 2022. There were also member comments noting that it would be prudent to defer work on the MOU until a permanent Superintendent was appointed.

¹ The video of the meeting can be found at: <https://lausdca.new.swagit.com/videos/389440> (see agenda item #4).

As you will see in the BOC meeting discussion, many of the volunteer members of the BOC found the District staff's proposed revisions contrary to and disrespectful of their mandate as appointed BOC members to provide independent oversight of the District's bond program and to inform the public regarding its findings.

Among other fundamental changes, the District's proposal eliminated the BOC's mission statement and its "shared vision" with the District to work together to build, modernize, repair, and maintain schools that promote the full development of the child, are educationally and environmentally sound, enhance their neighborhoods through design and programming as centers of community, and reflect the wise and efficient use of limited land and public resources.

The proposed revisions also eliminated the District's commitment to provide the BOC with sufficient staff, consultant resources, and a secure office to conduct its oversight responsibilities.

The proposal also struck at the heart of the BOC's independence. The District proposed modifying the selection and appointment of BOC members by adding organizational requirements and providing veto powers to the Superintendent's office under the cover of its sole determination of "conflicts of interest." This proposal in particular would seem to undermine the interests and independence of the BOC's nominating entities, including the direct appointments by the Board of Education. As you know, the nominating entities also include Parent Teacher Student Associations (PTSAs), construction labor, contractors, city mayor and county auditor appointments, charters, LA Chamber of Commerce and other important constituents of the bond program and public education.

There are also elements of the District's proposal that interfere with the BOC oversight capabilities regarding the bond audits, COPs financing, and its fiduciary responsibility to the public and voters and the obligations of the District to provide transparency.

Over the past several fiscal years, the BOC has typically reviewed between 600-1,400 projects valued between \$1-2 billion each year. It is notable that this volume of project review for the BOC has increased since the approval by voters of the \$9 billion Measure US in 2024. This pace of BOC work, determined by the District's pipeline for project development and Board approval, will continue into the foreseeable future. The BOC's oversight role is an integral component of the public trust and partnership with the District that has contributed to the success of the bond program.

Thank you for your support of the meaningful oversight that the BOC strives to perform. I am available to discuss further at your convenience.

Sincerely,
/D. Michael Hamner/
D. Michael Hamner, FAIA
BOC Chair

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TO: LAUSD School Construction Bond Citizens' Oversight Committee

FROM: Joseph P. Buchman, BOC Legal Counsel

DATE: May 28, 2026

RE: Memorandum Regarding Response Received From District Superintendent's Office
To BOC Resolution 2025-31 Proposing Revisions To The BOC Charter And MOU

I. INTRODUCTION

Section 6.6 of the BOC's Charter and Memorandum of Understanding ("MOU"), which was [last amended in 2017](#), provides as follows:

In order to ensure the independence and effectiveness of the Committee, the District shall commission an unbiased, competent and independent review of the Committee's processes, including its utilization of staff, consultants, and counsel within five (5) years of the adoption of this MOU and within every five years thereafter.

On October 4, 2022, the Office of Inspector General (OIG) presented the final report of BCA Watson Rice, LLP, which it had commissioned at the direction of the District to conduct a Special Review of the Bond Oversight Committee (the "2022 Special Review", [linked here](#)).

Section 6.7 of the MOU provides:

The District and the Committee agree that to ensure oversight by the Committee continues to be as effective as possible, the efficacy of this Charter and Memorandum of Understanding will be evaluated on a periodic basis and a

formal review will be jointly conducted by the District and the Committee within five (5) years of the adoption of this Charter and Memorandum of Understanding and within every five years thereafter, immediately following the reviews stipulated in §6.6, to determine if any amendments to this Charter and Memorandum of Understanding should be made.

Following the publication of the [2022 Special Review](#), on April 27, 2023, the BOC established a BOC MOU Review Task Force pursuant to [BOC Resolution 2023-09](#). The BOC MOU Review Task Force was given the following scope of work in [Resolution 2023-09](#):

- a. Review the report of the 2022 Special Review,
- b. Deliberate regarding proposed amendments to the existing MOU,
- c. Meet with MOU signatories and/or their staffs to discuss amendments to the existing MOU,
- d. Draft revisions to the existing MOU for the BOC's consideration and recommendation to the District (Board of Education, Superintendent, and OIG) for incorporation into an updated MOU.

In accordance with its charge, the BOC MOU Review Task Force prepared proposed amendments to the MOU and on September 19, 2023, BOC staff forwarded to District staff a set of proposed amendments to the MOU based on the work of the BOC MOU Review Task Force. The BOC then awaited some response to the proposed amendments, but no formal response was forthcoming despite regular reminders from the BOC Chair made in the Chair's Remarks at the beginning of BOC meetings.

An informal reference to the proposed amendments to the MOU occurred during the BOC's [May 23, 2024 meeting](#), when Superintendent Alberto Carvalho addressed the BOC. The minutes of the meeting reflect that in his remarks Superintendent Carvalho mentioned the Memorandum of Understanding between the BOC and the LAUSD was in the final stages of staff review and would be presented to him, and shortly after shared with the BOC. He acknowledged that oversight was key to maintaining high standards of integrity, competitiveness, and product delivery, stating that beyond educational benefits, those investments in schools were driving the local economy, creating good-paying union jobs, and supporting community development.

After waiting almost two (2) years for a response from District staff to the BOC MOU Review Task Force's proposed amendments, on August 14, 2025, the BOC adopted its [Resolution 2025-31](#) directed to the Board of Education, the Superintendent, and the Inspector General, formally proposing amendments to the MOU. [Resolution 2025-31](#) included the following resolve:

2. The BOC requests that the Superintendent, President of the Board of Education and the Inspector General confer with the BOC Chair

to develop a methodology for working together to consider revisions to the MOU as contemplated by Section 6.7 of the MOU.

Following the adoption and transmittal of BOC Resolution 2025-31, at the BOC's meeting held on November 6, 2025, Mr. Jaime Torrens, Senior Advisor to the Superintendent, addressed the BOC. [The minutes of the meeting](#) reflect that Mr. Torrens expressed his appreciation to the BOC and indicated that the District has been working on the MOU revisions. He also emphasized that the District wanted to move forward quickly to a final resolution and recognized that delays occurred. He reassured BOC members that the matter would now be prioritized and brought to completion.

Next, at the December 11, 2025 BOC Meeting, Mr. Torrens again addressed the BOC regarding the MOU amendment process. [The minutes of the meeting](#) reflect that Mr. Torrens characterized two meetings he had had with Chair Hamner following the November 6, 2025 meeting as having included a review of a portion of the District's comments on the BOC's proposed amendments and that he and Mr. Hamner had had a productive back-and-forth discussion. Mr. Torrens expressed his view that the next step would be a working group composed of BOC members and District staff in early January to resolve the remaining issues. He expressed optimism and characterized disagreements as a normal part of the collaborative negotiation.

In response to Mr. Torrens' statements regarding a working group regarding the MOU, Vice-Chair Robert Campbell expressed concern about the process to date due to significant delays from the District in light of the substantial effort invested by the BOC to prepare amendments to strengthen the MOU. Mr. Campbell said that without receiving specific written comments or counterproposals from the District, it would be difficult to see a clear purpose for a working group. Mr. Campbell also asked when formal feedback identifying areas of disagreement would be provided.

Mr. Torrens responded that written comments were shared verbally with the BOC Chair and will be formally transmitted to the BOC within the next week, prior to the holiday break. Mr. Torrens explained that many areas are in agreement and remaining disagreements are in alignment with the 2022 Special Review. He stated he believes further discussion in a joint working group would bring resolution.

Chair Hamner concluded the discussion thanking Mr. Torrens for his participation. Mr. Hamner clarified for the record that he is not acting as a sole negotiator but as a conduit for the BOC due to his prior involvement in the MOU Task Force. He expressed optimism related to timeframe and discussion of remaining issues in the coming months.

Next, at the January 29, 2026 BOC Meeting, Mr. Torrens again addressed the BOC regarding the proposed MOU amendments and [the meeting minutes](#) reflect that Mr. Torrens stated that the District had made progress and submitted a response to proposed changes for the first six sections of the MOU to Mr. Hamner in mid-December. He said that the District was ready to

begin discussions on the first completed sections; but understands that the BOC wishes to defer any discussion until all of the District's responses to BOC proposed revisions have been submitted for BOC review. He reported that significant progress had been made including efforts to align the District's proposed revisions with the OIG report related to the MOU. He anticipated completion of revisions by the end of the first quarter and would promptly schedule a working group meeting comprised of the BOC Executive Committee and several District Staff.

Vice-Chair Campbell, who was the presiding officer for the meeting, noted that, upon receipt, the full and complete set of the District's responses to the proposed BOC revisions would be shared with all BOC members and made public in advance of consideration of an updated MOU. Mr. Campbell noted that, based on what he had seen, some of the District's responses to the proposed revisions seemed to negatively impact the oversight role of the BOC relative to the current MOU. However, he emphasized that judgement would be reserved until all proposed changes are submitted and reviewed. He expressed appreciation for the District's increased priority and involvement compared to past efforts.

Next, at the April 30, 2026 BOC Meeting, Chair Hamner reported that he had received an email at 9:43 a.m. that morning on behalf of Mr. Torrens attaching a full set of the District's responses to the proposed BOC revisions to the MOU. A copy of the District's responses is attached hereto in order to share them with all BOC members and the public.

II. THE BOC'S PROPOSED REVISIONS

Reference is made to the provided copy of [BOC Resolution 2025-31](#) for a complete copy of the BOC's proposed amendments to the MOU and a list of the proposed revisions and the reason for each. Many of the proposed amendments are for the purpose of adding clarity. Others, including the examples cited below, are substantive and address issues involving oversight by the BOC that have arisen since the last amendment and have been proposed to ensure oversight by the Committee continues to be as effective as possible as envisioned by Section 6.7 of the MOU.

- 7.3: The amendment in this section would formalize the BOC's ability, in order to fulfill its statutory obligation to review the independent annual performance and financial audits, to have access to the outside auditors performing the annual performance and financial audits of the District's bond expenditures in order to share information and to ask questions of the independent auditors.

- 7.7.1: The addition of this section would address future occasions when the District may elect to finance a project using Certificates of Participation (COPs) or other funding **sources and then later seek to use bond funds to defease the COPs or replace the** original funding source with bond funding. This amendment would provide that the District agrees it will not seek to use bond funds as the ultimate funding source for a project unless it has brought the proposed project, and its proposed initial funding mechanism, to the BOC for review and recommendation

prior to final action by the Board of Education committing to the project and its initial funding source.

- 8.1.1: The amendment in this section would make it clear that audits performed regarding the bond program shall be performed according to required standards, including Generally Accepted Government Auditing Standards (GAGAS).
- 8.1.2: The addition of this section would permit BOC Staff, upon request to the District, to consult with the IG and other District auditors to recommend topics and areas for potential audit, as part of the audit plan development process, for the BOC to receive the final report of any audit, and to permit the BOC, upon request, to review the workpapers of any completed audit that is paid for in whole or in part with bond funds.
- 8.1.3: The addition of this section would address, among other things, that office space shall be provided to the BOC to permit its staff to conduct its activities independently and professionally, with appropriate privacy, confidentiality and security.
- 8.1.4: The addition of this section, some of which is moved from existing provisions, would declare that the District shall not use its Human Resources staff or procedures to influence the work of the Personnel Commission in a way that violates the terms of the MOU or threatens the independence of the Committee or its staff.
- 9.2: The amendments in this section would ensure the BOC's independence by having the BOC's budgetary "identity" within the District's chart of accounts, organization code, and other structures removed from Office of the Chief Financial Officer and placed instead with a Department/Division head that is not responsible for auditing bond-related programs or involved with bond-funded projects.

III. THE DISTRICT'S PROPOSED AMENDMENTS

The District's proposed amendments to the MOU which were received in their entirety on April 30, 2026, responded to the BOC's proposed amendments and, among other amendments proposed by the BOC, the District's response rejects each of the BOC's proposed amendments cited in the previous section. The District's proposed amendments to the MOU also propose fundamental changes to the nature and structure of the BOC starting with the elimination of the BOC's mission statement to be strong and independent § 2.2. Based on a reading of the District's proposed amendments, the following emerge as categories of drastic changes the District would make to the BOC through amending the MOU:

A. Changes to the mission and vision for the BOC

In this category, the District's proposed amendments would eliminate the statements that the BOC is to be both strong and independent (MOU §2.2), that the BOC and the District have a shared vision regarding how bond funds should be used to build, modernize, repair and maintain high quality schools (MOU §2.1), and that the BOC and the District agree on things that are essential to realizing their shared vision (MOU §2.3).

B. Changes to how BOC members are selected and appointed.

In this category, the District's proposed amendments would eliminate the agreed autonomy of certain nominating authorities to select the individuals who will serve on the BOC. Instead, the District would have the Board consider the appointment of such individuals and reserve the right to decline their appointment should they choose in their unfettered discretion (MOU §3.1). Also, contrary to tradition and standing practice, the nominees of certain government officials would be required to be employed in the office of that official (MOU §§3.1.10, 3.1.11, 3.1.12).

C. Changes regarding provision and control of BOC staff

In this category, the District's proposed amendments would eliminate the assurance in the MOU that the District will provide the BOC with a Bond Oversight Administrator and Bond Oversight Coordinator (MOU §8.1.2). Also, the District would eliminate the MOU's assurance that the CFO's office, which is responsible for handling the BOC's expenses, "will in no way have any control over or responsibilities for the actions and activities of the Committee" (MOU §9.3). The [class description for the Bond Oversight Administrator](#) position states:

SUPERVISION: The Bond Administrator receives general direction from the Chairman of the Bond Oversight Committee. May exercise general supervision over lower-level management or technical personnel.

The [class description for the Bond Oversight Coordinator](#) position states:

SUPERVISION: General direction is received from the Bond Oversight Administrator. Supervision may be exercised over clerical staff.

The District's proposed elimination of MOU §§8.1.2 and 9.3 would leave the BOC with no assurance that it would receive the assistance of a Bond Oversight Administrator and Bond Oversight Coordinator, or that the BOC would be in charge of such staff as it has been for over 20 years.

IV. THE DISTRICT'S RATIONALE

In its response to the BOC's proposed MOU amendments, the District's stated rationale for rejecting the BOC's proposals and for seeking to eliminate long-standing MOU provisions, the

District cites a short section of the [2022 Special Review](#). The relevant paragraphs are the following (pages 8-9, emphasis added):

E. Potential Improvements to the BOC Charter/MOU and Functioning

We identified a number of potential improvements to the BOC Charter/MOU and the BOC functions as part of this review. **These are not formal recommendations, but improvement ideas that should be considered by the BOC, BOE, and District management as they work to update and amend the BOC Charter/MOU.** Many of these improvement ideas came from BOC members and staff, as well as District management personnel interviewed.

- **Clarification of BOC Authority** - The BOC was given much more extensive authority and responsibility by resolutions passed by the BOE and bond measures approved by the voters than is required by the Education Code. The BOC authority and responsibility is also much more extensive than that of other school district oversight committees. **This authority allows the BOC to engage in meaningful oversight with much more depth than would be possible without this authority. However, the role of the BOC was still intended to be advisory only, making recommendations to the BOE and reporting to the public.** Actual governance of the District is the role of the BOE, with all decision making the responsibility of the BOE and/or Superintendent and District management as delegated to them by the BOE.

Given the broad authority and responsibility given to the BOC there is the potential for the BOC to encroach upon the governance and decision-making authority of the BOE and District management. To avoid potential conflicts with the BOC in the governance and decision-making authority of the BOE and Superintendent and District Management, the authority or "lane" of the BOC could be clarified as part of the amendment of the BOC Charter/MOU. These amendments would need to consider the requirements outlined in the resolutions and bond measures giving the BOC its authority.

This short allusion to the *potential* for the BOC to encroach on the BOE and District's decision-making authority, is cited repeatedly by the District in its proposed amendments to the MOU as justification to define a lane for the BOC with which the current District administration is comfortable. Rather than simply proposing simple language affirming the fact that the BOC is advisory only, it is apparent that the District is instead seeking to amend the MOU to restrict the means by which the BOC is able to formulate that advice.

V. OPTIONS FOR NEXT STEPS

In its [Resolution 2025-31](#), the BOC requested that after responding to the BOC's proposed amendments to the MOU, that the Superintendent, President of the Board of Education and the Inspector General confer with the BOC Chair to develop a methodology for working together to consider revisions to the MOU as contemplated by Section 6.7 of the MOU. In light of the scope and tenor of the District's response, however, the BOC may wish to revisit this request and consider other options.

The MOU as adopted in 2017 shall remain the District's operative MOU with the BOC unless and until the BOC agrees to make changes thereto. The District's response reveals a mindset on the side of the District, however, that indicates changes to the MOU that the BOC has requested will not be considered. Consequently, the BOC may wish to contemplate different options now.

Alternative Actions:

1. Accept the District's proposed Amendments.
2. Decline any further negotiations with the District to revise the MOU at this time and await the next BOC review scheduled for 2027 per MOU §6.6.
3. Direct the BOC Chair to seek a methodology to continue working with the District to see if any revisions to the MOU can be agreed to at this time.