



Harvest House, Leesburg, VA
Board of Trustees Annual Retreat Minutes
Sunday, September 22, 2019

Members Present:

Patricia Sosa, Chair
Brahim Rawi, Vice-Chair
Margaret Yao, Secretary
James Moore, Treasurer
Yeshimebeth Belay (Mama Tutu), Member
Allison R. Kokkoros, Member
Bo Pham, Member
Vilma Rosario, Member
Hector Torres, Member
Johan Uvin, Member (following election to the Board)

Members Not Present:

Francisco Ferrufino, Member

Staff in Attendance:

Kristine Dunne, General Counsel
Jay Haddock, Senior Advisor
Stacy Kirk, Executive Assistant to the CEO
Gerardo (Jerry) Luna, Chief Financial Officer
Patricio Sanchez, Director of Learning & Evaluation

Visitors in Attendance:

Michela Perrone, Consultant

Quorum: Yes

The meeting was called to order at 9:15am.

Minutes Approval (VOTE):

Minutes of the Board's May 8, 2019 meeting and July 26, 2019 telephonic meeting were brought forward for approval. Hector Torres moved to approve the minutes, and James Moore seconded. The May 8, 2019 and July 26, 2019 minutes were approved by unanimous vote.

New Board Member Resolution (VOTE):

Patricia Sosa introduced a resolution for Johan Uvin to join the Board of Trustees. She highlighted his extensive experience with adult education and his tenure in the U.S. Department of Education under the prior administration. Margaret Yao presented the motion to approve the

resolution, and Brahim Rawi seconded. The motion for Johan Uvin to join the Board passed unanimously. Thereafter, Johan was invited to join the Board meeting.

Review of School Year 2018-2019:

Allison Kokkoros provided Board members with a review of SY18-19, starting with a dashboard highlighting three years of school performance data. She shared that the School is meeting its targets and asked Board members if there were other data points they wished to see on future dashboards. She answered questions from Board members regarding enrollment capacity and clarified that the School's enrollment ceiling is 2,100 for budget purposes, but more students are allowed to enroll beyond this number. She discussed the current landscape of academic programs available for adult immigrant students, and shared the School's various recruitment efforts undertaken to continue surpassing the ceiling each year.

Patricio Sanchez shared an update on the Performance Management Framework (PMF). He explained that the DC Public Charter School Board is now assessing the PMF in a very different way, i.e. cumulative instead of by individual performance standards. He walked members through the PMF calculator for SY18-19 and shared the expectation that the School should again reach Tier 1 status. Nonetheless, due to the new business rules, the score will likely not be as high as it would have been following last year's business rules. He emphasized that students' performance has not changed from previous years, but rather the way their performance is graded, which especially impacts Level 6 ESL. He shared that the data shows that student performance has actually increased from last year, but this is not necessarily reflected under the PMF business rules. We continue to raise issues such as this with PCSB in this first year of the new business rules. The Board also encouraged considering other metrics that may be appropriate for evaluating student performance.

Patricio then referred members to the charter contract goals and shared that all 10 goals were met by the School during SY18-19. Johan Uvin commended the School for this extraordinary performance, especially compared to other programs across the United States. (Patricio departed the meeting following his presentation.)

Allison highlighted the Development and Communications reports from SY18-19. Patricia commented that the School's social media outreach and impact are excellent. Allison shared that the increased media coverage is thanks in great part to Senior Advisor Jay Haddock and the Communications team.

Allison then turned to the Strategic Plan progress report for SY18-19 and highlighted key aspects. She expressed that she hopes the Board feels proud of what the School is accomplishing as outcomes of the Strategic Plan, especially since they helped set the priorities that guide the Strategic Plan four years ago. Board members applauded the organization for using its strategic plan as a living document that guides the School's priorities. Patricia asked if there are any anticipated changes to the Strategic Plan for the next year. Allison shared that there may be a revision to the Plan regarding leadership development based on priorities and feedback received

from team members regarding bandwidth. The Board encouraged her to continue to assess bandwidth and staffing in light of changing needs.

CEO Priorities for School Year 2019-20:

Allison shared her priorities for the current school year. These included supporting the immigrant community, increasing professional development opportunities for staff, fostering community engagement, ensuring reaccreditation through the Middle States Association, and seeking new resources to support the School's priorities.

Current Charter School Landscape:

Allison provided an overview of the current charter school landscape. She mentioned that charter schools are often labeled as contributing toward racial inequity, though here in DC charter schools serve a higher proportion of lower-income community members than DCPS. She added that the school needs to be clear about its values, purpose, and how it is effecting change in low-income communities.

The Board discussed the unique nature of the School as an adult charter school that serves the DC immigrant community. Allison stated that there are 9 adult charter schools in DC and about 100 across the nation, with the latter all operating under different accountability measures depending on the state.

Kristine Dunne shared information on the School's updated Public Information page on the School website. The Board discussed upcoming requirements under the School Transparency Policy and pending legislation pertaining to charters schools. Jay Haddock shared about his experience with open meetings logistics. (Jay Haddock departed the meeting following the discussion.) The Board discussed its meeting plans for the upcoming year.

The Board adjourned for a lunch break and training at 12:23pm. Board members were invited to review provided materials including Board member commitment forms, annual conflict of interest disclosure forms, and Board contact information, and to return the forms once completed and signed.

Develop Board Plan for 2019-20:

Consultant Michela Perrone led a training and planning session for Board members.

The meeting was called back to order at 2:42pm. The Board decided to initiate two task forces: (1) Board Engagement Task Force, and (2) Development & Advocacy Task Force.

Finance Committee Update (Loan Guarantee Resolution - VOTE):

Jerry Luna shared that the School is at the end point of \$19.5 million in loans, and that it is a great environment for refinancing with the end of the existing new market tax credits. He mentioned that there are two loans outstanding: one for the original renovation of the Harvard Street Campus, and one for the Sonia Gutierrez Campus construction. The Finance Committee

solicited and reviewed various banks for the refinance, with M&T Bank emerging as the optimal choice. Community Capital Corporation would be the borrower and the School the guarantor, the same as with the existing loans. CCC's cash reserves will be used to pay down the debt. Board members discussed refinancing details. James Moore moved to approve the Resolution for the School to guarantee up to \$16 million in refinance loans. Margaret seconded the motion. The Board unanimously approved the resolution.

Continuation of Meetings Discussion (VOTE):

The Board concluded the discussion of meeting planning for the year. Bo Pham moved that the Board hold a community engagement town-hall meeting with the School community this school year. Allison seconded the motion. The motion was approved by unanimous vote. Hector Torres presented a second motion that an official open Board meeting will be held in the event of a proposed school closure or expansion, campus location change, grade level change, or charter relinquishment. Vilma Rosario seconded the motion. The motion was approved by unanimous vote.

New Officer Elections Resolution (VOTE):

Vilma introduced the motion to approve the resolution to reelect the current officers for another two-year term through September 21, 2021. Bo seconded the motion. The motion was approved by unanimous vote.

Conflict of Interest Forms and Renewal of Jay Haddock's Contract (VOTE):

Board members received a new conflict of interest form to complete. Kristine reminded Board members that they must complete a new conflict of interest form each year, and update their disclosures throughout the year when there are any changes.

The Board asked Hector be recused and leave the room for discussion on potential conflict of interest involving the School's continued employment of his spouse, Jay Haddock. Board members entered a discussion about renewing the contract for senior advisor Jay Haddock. The Board last year decided that it did not pose a conflict of interest but put in place certain parameters on the employment contract, including that it be reviewed annually by the Board. Allison shared that as the Board required, Jay has provided regular status reports to her on his work. She highlighted Jay's many accomplishments this past year supporting her and the School's development and communications team, including securing new donors, contributing new approaches to the School's outreach and recruitment, and garnering more media coverage for the School. Allison is seeking to continue Jay's limited-term employment as senior advisor for one year. She committed to reviewing the existing job description and updating it as appropriate to include deliverables. The Board discussed the potential conflict of interest and determined that none existed, subject to the ongoing terms of his employment and including that the Board review it again in a year. Vilma motioned to continue Jay's employment contract for another year. Bo seconded the motion. The Board unanimously approved the motion.

Hector returned to the Board meeting.

Executive Session:

The Board moved into executive session to discuss personnel matters, including annual review of the CEO's performance. Allison recused herself as a board member, and staff members including Allison left the room. Following the executive session and in compliance with the Executive Compensation Policy, Bo moved to award Allison a performance bonus for her outstanding performance. Vilma seconded the motion. The Board unanimously approved the motion.

Upon Allison's return to the meeting, the Board shared that it had given her an outstanding performance rating for School Year 2018-19, and awarded her a performance bonus in recognition of her performance.

Adjourn:

Patricia motioned to adjourn the meeting, and Margaret seconded. The Board unanimously approved the motion. The meeting adjourned at 4:35pm.

Minutes prepared by Stacy Kirk, Executive Assistant to the CEO


Respectfully submitted by Margaret Yao, Board Secretary