

**Ingenuity Prep
Board Meeting Minutes**

Date of Meeting	June 22, 2020
Start time	3:00 p.m.
End time	5:00 p.m.
Location of meeting	Virtual (Zoom & Phone)
Board members in attendance	Peter Winik, Derrick Mashore, Josh Rales, Maura Marino, Patricia Martin, Debra Santos, Nicole Douglas-Johnson, Kaya Stone
Non-board members attending	<ul style="list-style-type: none"> ● Education Forward DC: Caitlin Campbell-Hahn ● IP Staff: Will Stoetzer, Ashanti Herndon, Jennifer Lindsay
Quorum	Yes
Chaired by	Peter Winik

Discussion	
Agenda Item	Summary of Discussion
Welcome/Minutes	<ul style="list-style-type: none"> ● The board meeting was called to order at 3:03 p.m. ● The board reviewed and approved the minutes from the March 2nd Regular Board Meeting and the May 15 Special Board Meeting. ● Will Stoetzer, CEO, introduced Ashanti Herndon, Ingenuity Prep’s new Chief Financial and Operations Officer. Board members shared welcome comments.
CEO Report	<ul style="list-style-type: none"> ● Mr. Stoetzer summarized key sections of the written CEO Report submitted to board members as part of their materials. Board members asked questions about key portions pertaining to SY19-20 close-out, Summer School and ESY, and SY20-21 Preparations. Mr. Stoetzer shared that the school is currently planning for a hybrid model to start SY20-21 but that the situation was also being closely monitored and a potential shift to an all virtual situation may be necessary. ● The Board was presented with a charter amendment to update the school’s charter to align with new language in the DC PCSB’s PMF As

	<p>Goals policy. There was no additional discussion or questions. A motion was taken to approve the amendment and it was approved.</p>
<p>Audit and Finance Committee</p>	<ul style="list-style-type: none"> ● Debra Santos, Chair of the Audit and Finance Committee, introduced the FY21 budget for the board to approval. Mr. Stoetzer led a presentation outlining key updates since the board last reviewed a draft of the budget during the March board meeting. Board members asked questions on a couple of topics including enrollment, status of approval on the Mayor’s budget, and potential risk mitigation strategies. A motion was taken to approve the budget and it was approved. ● Jennifer Lindsay, interim COO, asked that the board capture in the minutes additional detail related to the minutes for the May 2019 board meeting. To ensure accurate capturing in the minutes, it was restated and affirmed that at the May 2019 Board meeting, the following was discussed and considered by the board: <ul style="list-style-type: none"> ○ The nature of the potential conflict in the agreement with UpLiftEd which is the company of former CEO, Aaron Cuny. ○ The board determined that the contract was entered into fairly and without conflict. ○ That the contract was for a term last through December 2019 and was for a total value of \$24,000. ○ And that the contract was approved by the board with all board members approving and two board members abstaining. ● Ms. Lindsay presented to the board a slate of contracts exceeding or potentially exceeding \$25,000 that due to Ingeniuty Prep and PCSB procurement requirements are required to have board approval. The board reviewed the slate of contracts and a motion was taken to approve the contracts as a full slate. The board approved that motion. ● Ms. Santos put forward the FY19 990 form for the board to approve. It was noted that the 990 was approved by the Audit and Finance committee and had been circulated several weeks beforehand to the full board for review and questions. No questions were received at that time. Short discussion ensued about whether there were any significant shifts from the FY18 to FY19 form and Ms. Santos indicated that there were not. A motion to approve the FY19 990 form for submission was made and it was approved. ● Mr. Rales excused himself briefly from the board meeting as Mr. Stoetzer introduced a grant agreement letter from the Rales Foundation to support Ingenuity Prep over the 2020-21 school year.

	Mr. Stoetzer reviewed the total amount and terms of the grant agreement. There was no additional discussion. There was a motion to approve and it was approved. Mr. Rales abstained from the vote.
Real Estate	<ul style="list-style-type: none"> Mr. Stoetzer provided an update on the current status of the PR Harris facility and the work being done in preparation for SY20-21 and the long-term plans for the building.
Governance Committee	<ul style="list-style-type: none"> Mr. Winik recognized departing board members Derrick Mashore, Cecilia Kang, Josh Rales, and Nicole Johnson-Douglas who all had expiring terms and for whom this would be their last board meeting. Each member was thanked for their service to the board and commitment to the students and families of Ingenuity Prep. Several board members and visitors present shared additional comments of thanks and appreciation to the departing board members. Mr. Winik informed the board that an agreement had been signed with Education Board Partners to provide governance support for the SY20-21 school year primarily in the areas of board effectiveness and board member recruitment. Maura Marino, Governance Committee Chair, shared that officers would be elected shortly for the SY20-21 school year and that approval would be coming in the form of written consent in the coming days.
Executive Session	<ul style="list-style-type: none"> The Board motioned to move into Executive Session.
Adjournment	<ul style="list-style-type: none"> Following the completion of Executive Session, the board meeting was adjourned at approximately 5:10 p.m.

Motions		
Exact Wording of Motion	Made by Whom	Voting Results
Approval of Minutes	Motion: Josh Rales Second: Kaya Stone	All in favor; No abstentions
Approval of charter amendment	Motion: Josh Rales Second: Debra Santos	All in favor; No abstentions
Approval of FY21 Budget	Motion: Peter Winik Second: Maura Marino	All in favor; No abstentions

FY21 Contract Approvals	Motion: Derrick Mashore Second: Josh Rales	All approved
990 Approval	Motion: Maura Marino Second: Josh Rales	All approved
Rales Foundation Grant Approval	Motion: Debra Santos Second: Peter Winik	All approved (Josh Rales abstains)