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Board Meeting

September 15, 2020

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| Board Member Attendance |  |
| Present (by video):Michela EnglishJenny AbramsonHadley CooperPatrick Clowney Nicole DavyTerry Eakin Mercedes KearneyJudy Lansing Kovler Emily Lawson Maura MarinoValerie Rockefeller | **Absent**Larry NussdorfBrian JonesNeils Ribeiro-Yemofio |
| Others Present:Laura Maestas, Chief Executive OfficerDan Englender, Chief Operating Officer/Chief Finance OfficerKatie Severn, Chief Academic OfficerSuraj Patel, Chief Talent Officer Kearney Shanahan, Counsel |

Michela English called the meeting to order. A quorum was present by video.

Katie Severn provided an update on the changes the team is putting in place to better support the needs of students and staff in light of the unique needs presented by COVID-19. Members of the Board who have children at DC Prep also shared what their families had experienced since the start of the year.

Dan Englender provided an update on the efforts that DC Prep has made to undertake lease negotiations for the former Wilkinson Elementary School. Terry Eakin moved that the Board consider a Tax Exempt Financing Resolution for the building in Ward 8. Judy Kovler seconded the Motion. Each Board member present voted to approve the Motion. The Motion was approved unanimously.

Laura Maestas provided an update on the efforts the executive team at DC Prep is making to engage the community surrounding the building in Ward 8.

Jenny Abramson motioned that the Board approve the Minutes of the June meeting. Judy seconded the Motion. Each Board member present voted to approve the Motion. The Minutes were approved unanimously.

The Board next expressed deep gratitude to Valerie Rockefeller, who wrapped up her Board service in the September meeting. Several Board members shared memories of Valerie’s significant contributions and the lasting impact she has had on DC Prep.

Valerie and Laura shared an update on the Governance Committee’s efforts to identify Board candidates. Valerie moved that the following three individuals be elected as Directors of the Corporation for a term of three (3) years:

* Collette Bruce
* Ahmad Hajj
* Sterling Thomas

Terry seconded the Motion. Each Board member present voted to approve the Motion. The Motion was approved unanimously.

Valerie, as Chair of the Governance Committee, proposed the following for approval by the Board:

1. Waive the Term Limit as defined in the Bylaws of the Corporation and elect Michela for an addition term of three years to the Board.
2. Elect Dan Englender to be Treasurer of the Corporation until his successor is duly elected and qualified.
3. Elect Hadley Cooper to be Secretary of the Corporation until her successor is duly elected and qualified.
4. Designate Emily Lawson as Chair of the Governance Committee until her successor is duly designated and qualified.

Valerie motioned that the Board approve all four of the proposals by the Governance Committee. Terry seconded the Motion. Each Board member present voted to approve the Motion. The Motion regarding the four proposals was approved unanimously.

Laura provided a brief update on the 2020 Bash, outlining how the Bash Co-Chairs had adapted the Bash format to a virtual context and shared where we stand relative to our Bash fundraising goal. Laura asked the Board to consider sharing information about the Bash with their personal networks.

The Board went into Executive Session to discuss and decide the SY20-21 salaries for the executive team for DC Prep. In Executive Session, the Board discussed the salaries for the executive team. A Motion was made and seconded to approve the proposed salaries.  Each Board member present voted to approve the Motion. The Motion was approved unanimously.

The Board came out of Executive Session and adjourned.