



**Annual Board Meeting (held via video conference)**  
Board of Trustees Meeting Minutes  
September 23, 24, & 29, 2020

**Wednesday, September 23, 2020**

**7:00pm – 9:00pm**

**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

**Members Not Present:**

Francisco Ferrufino, Member

**Staff in Attendance:**

Alejandra Amaroli, Communications and Development Manager  
Kristine Dunne, General Counsel  
Stacy Kirk, Executive Assistant to the CEO  
Jerry Luna, Chief Financial Officer

**Quorum:** Yes

The meeting was called to order at 7:00pm.

**Minutes Approval (VOTE):**

Minutes of the Board’s May 13, 2020 meeting were brought forward for approval. Johan Uvin moved to approve the minutes, and Hector Torres seconded. The May 13, 2020 Board meeting minutes were approved by unanimous vote.

**CEO Report**

Allison Kokkoros provided an overview of the Board dashboard showing key School performance and financial data from the past few school years. She noted that the PCSB has not yet announced how performance will be measured, but that last year would likely be a hold harmless year in terms of the PMF and charter contract goals.

Regarding assessments, the focus this year will be more on formative assessments than norm-referenced standardized ones such as CASAS. Allison noted that the School has a plan in place to have a sampling of students take summative assessments if they end up being required.

Allison shared an update on enrollment. The School has historically exceeded its enrollment ceiling, which is currently 2100 and the top number for which the School receives its per-pupil funding. The pandemic has created enrollment challenges for adult charter schools in light of their non-compulsory nature. In recognition of this, adult schools have been given a hold harmless year whereby they will receive funding this school year based on School Year 2020/21 enrollment projections. Now the School is looking ahead to SY21-22, as projected enrollment is already due in October. For this current school year, nearly 1900 students are enrolled at the moment, but no-shows are expected as usually happens, with the anticipated final enrollment being approximately 1800, or 86% capacity. Allison shared that it took significant staff effort supporting enrollment, especially with the shift of the enrollment process from in-person to mostly remote due to the pandemic.

Allison noted that while funding for this school year is stable, there are unknowns ahead for SY21-22. The School will be fiscally prudent this year in anticipation and will continue to fundraise strategically, as well as conduct strong advocacy efforts with peer charter schools.

Allison concluded her discussion of the Board dashboard by highlighting that the School was granted full accreditation without conditions by the Middle States Association from 2020 - 2027.

Allison turned Board members' attention to the written CEO report, describing the School's posture on instructional design and monitoring attendance and student engagement, which is aligned with students' own goals regarding workforce training and parenting support. This information was shared with DC PCSB as part of the School's Continuous Education Plan, which included instructional planning along with health and safety protocols during the pandemic. The Plan was also shared with the School community and posted on the School's website.

She then described the School's top three accomplishments for SY19-20: securing full funding for SY20-21, enrolling 1800 students for fall 2020, and launching a robust diversity, equity, and inclusion journey for the organization. James Moore recognized that transitioning to a virtual environment is a huge accomplishment and that Allison should add this to the list of accomplishments; the Board agreed that this is a significant accomplishment.

Allison gave kudos to the communications and student outreach teams on getting the word out about the School in innovative ways. She then noted that Alejandra Amaroli was recognized by El Tiempo Latino as a pandemic hero for her work in disseminating accurate health information to students in their native languages. She organized town halls and partnered with MOLA, MOAA, and DC Health. Board members congratulated Alejandra for her efforts and the School's role in disseminating information to students.

Allison then described lessons learned during the previous school year, including needing more and varied communication channels with staff members and revising the leadership structure to prevent burnout by team members currently wearing multiple hats. Board members expressed their support of both initiatives.

Allison shared her goals for SY20-21, and Board members provided feedback on them.

### **Board Effectiveness Task Force**

Margaret Yao shared that the task force has looked at the Bylaws and how to organize the Board in a way that is most effective. The task force will be proposing that Board member terms be staggered so that one-third of the Board comes up for renewal each year, rather than Board member terms expiring all at the same time. The task force will also be proposing a transition period that will move the Board into staggered terms, after which all Board members would have three-year, staggered terms. The task force

also looked into the difference between terms of Board members (three years) and officer terms (two years). The task force is proposing terms of three years for both, which will be less confusing. Lastly, Margaret shared that the task force reviewed Board term limits. There are no proposed changes to the Bylaws on term limits. The Bylaws allow Board members to serve up to two terms, officers can serve up to four terms, and if someone has a special expertise or fulfills an essential need, they can serve longer with a two-thirds vote by the Board. Board members discussed the importance of continuity and best practices of periodic change in membership.

Kristine Dunne stated that there will be two resolutions to vote on tomorrow: one for Bylaws changes and the other for staggering of Board terms.

### **Development, Advocacy, and Community Relations Task Force**

Allison Kokkoros mentioned that this task force has held two meetings since the last Board meeting, and that members Johan Uvin and Hector Torres gave feedback on suggested fundraising priorities for SY20-21. Johan stated that scholarships need to remain an important priority, especially in light of the pandemic. Hector shared that the task force has identified potential new sources for scholarship funding. Johan also expressed that the School should pursue additional sources of unrestricted funding to contribute to organizational sustainability.

### **Finance Committee (VOTE)**

James Moore shared that the Finance Committee met last week about the audit, budget, and computer loan. He commended Jerry Luna's quality of work, level of professionalism, and commitment. The Board expressed their gratitude to Jerry.

Jerry walked Board members through the FY21 budget, reiterating that funding will remain stable this year with the hold harmless provision and that there is uncertainty ahead for FY22. He noted a substantial increase in student device and internet access costs, and a decrease this fall for food, transportation, and travel costs. He shared that he expects health care costs to rise for the second year in a row. He also noted a large increase in depreciation expenses because of the laptop purchases: in total, 1500 Dell laptops that came pre-loaded with all software and icons and embedded sim cards for internet access, saving the IT team a lot of work. Board members commended Jerry and the IT team for their innovative approach and success in securing these laptops.

James Moore moved to approve the FY21 budget. Vilma Rosario seconded the motion. The Board unanimously approved the budget.

Jerry then described a proposed computer loan of \$1.5 million to cover the cost of the 1500 laptops. He shared that interest rates are very low and expected to stay that way for the foreseeable future. The loan is a variable-rate loan, and if interest rates rise, it can be paid off. The loan will increase the School's liquidity, solidifying its cash balance heading into the uncertainty of FY22. Following discussion, Johan Uvin motioned to approve the loan. James Moore seconded the motion. The Board unanimously approved the loan.

### **Financial Report**

Jerry Luna provided the Board a financial update from FY20, which ended June 30. He shared that total revenue was 2.21% over budget (\$650,000), which primarily came from an increase in per-pupil funding. There was also an increase of \$300,000 in donations. Expenses were higher for staff, but there were reduced occupancy and security expenses due to the closure of the buildings in the fall. Overall, the School had budgeted a loss of \$830,000; the actual loss was \$700,000. He also mentioned that the School's year-end cash balance was \$1 million less because of Harvard Street Campus renovation expenses, and that CCC's cash balance changed because it paid off significant loan amounts after taking

advantage of new market tax credits for refinancing. Board members congratulated Jerry on his excellent work with managing FY20 finances.

**Adjourn**

The meeting was adjourned at 9:22pm.

**Thursday, September 24, 2020**

**6:00pm – 8:00pm**

**Members Present:**

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

**Staff in Attendance:**

Alejandra Amaroli, Communications and Development Manager  
Kristine Dunne, General Counsel  
Stacy Kirk, Executive Assistant to the CEO  
Jerry Luna, Chief Financial Officer

**Quorum:** Yes

The meeting was called to order at 6:01pm.

**Board Training**

General Counsel Kristine Dunne led a training session for Board members on Open Meetings Act requirements, which will go into effect on October 1. At the outset, she noted that additional trainings will be held later this fall.

**Board Effectiveness Taskforce (VOTE)**

The Board Effectiveness Task Force presented a proposed resolution for staggering Board and officer terms, which was discussed during yesterday’s meeting. Margaret Yao motioned to approve the resolution. Vilma Rosario seconded the motion. The Board unanimously approved the resolution to stagger Board and officer terms.

The Task Force presented a proposed resolution on Bylaw changes. Kristine Dunne summarized the proposed changes. Vilma motioned to approve the resolution. Johan Uvin seconded the motion. The Board unanimously approved the resolution to change the Bylaws.

**Annual Board Business**

Allison Kokkoros initiated a discussion about the Board Effectiveness Task Force reviewing the Board’s committee structure as part of its role in reviewing the work of the Board. Board members agreed that

this was within the scope of the Task Force’s work and look forward to the Task Force engaging in this work.

Allison reviewed with Board members the schedule of Board meetings for the year.

Allison reminded Board members to send their signed Board commitment and conflict of interest forms to Stacy Kirk, along with any updates to their contact information on file.

**Conflict of Interest Discussion: Jay Haddock Contract Review and Renewal Consideration (VOTE)**

The Board asked that Hector Torres be recused and leave the meeting 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.

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 communications and development team. Allison is seeking to continue Jay’s limited-term employment as senior advisor for one year. Board members asked for further details on his performance. The Board decided to adjourn and finish the discussion on Tuesday, September 29 and postpone the CEO evaluation to that date as well.

Hector returned to the Board meeting prior to adjournment.

**Adjourn**

The meeting was adjourned at 8:57pm.

**Continuation of September 24, 2020 Meeting: Tuesday, September 29, 2020  
6:00pm – 7:00pm**

**Members Present:**

Patricia Sosa, Chair  
Brahim Rawi, Vice-Chair  
Margaret Yao, Secretary  
James Moore, Treasurer  
Allison R. Kokkoros, Member  
Bo Pham, Member  
Vilma Rosario, Member  
Hector Torres, Member  
Johan Uvin, Member

**Members Not Present:**

Yeshimebeth Belay (Mama Tutu), Member  
Francisco Ferrufino, Member

**Staff in Attendance:**

Alejandra Amaroli, Communications and Development Manager  
Kristine Dunne, General Counsel  
Stacy Kirk, Executive Assistant to the CEO  
Jerry Luna, Chief Financial Officer

**Quorum:** Yes

The meeting was called to order at 6:02pm.

**Conflict of Interest Discussion: Jay Haddock Contract Review and Renewal Consideration (VOTE)**

Hector Torres recused himself and left the meeting due to a potential conflict of interest involving the School's employment of his spouse, Jay Haddock.

The Board continued its discussion of the potential conflict of interest regarding Jay Haddock's employment and renewing his contract. Following the Board's conflict of interest policy, which follows IRS conflict of interest guidelines, the Board considered the information presented and discussed the matter.

Johan Uvin motioned to continue Jay's employment contract for another year based on the Board's review that the proposed contract was fair, reasonable, and in the best interest of the School. James Moore seconded the motion. The Board unanimously approved the motion.

Hector returned to the meeting and was informed of the Board's decision.

**Executive Session**

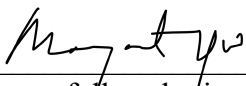
The Board moved into executive session to discuss the annual review of the CEO's performance. Allison recused herself as a Board member, and staff members including Allison left the meeting.

Upon the staff members' return to the meeting, the Board shared that it had given Allison an outstanding performance rating for SY19-20 and expressed their gratitude for her hard work and accomplishments. They also conveyed their interest in forming a new Board task force on diversity, equity, and inclusion and renewed support for Allison securing additional help in managing and leading the School.

**Adjourn**

The meeting was adjourned at 7:14pm.

Minutes prepared by Stacy Kirk, Executive Assistant to the CEO



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Respectfully submitted by Margaret Yao, Board Secretary