



February 3, 2022 Board Meeting Minutes
Meeting via Zoom // 5:00pm - 6:15pm

Board Members: David Bradley, Barry Caldwell, John Duff, Tony Lewis, Carol Ludwig, Antonia Oviedo, Michael Pickrum, Susan Schaeffler, Jud Starr, Reggie Workman, Pamela Yee

Non-Board Member Attendees: Dane Anderson, Michelle Behrens, Tom Clark, Katie Cole, Allison Fansler, Jacque Patterson

Introductions

The KIPP DC Board of Directors met via Zoom on Thursday, February 3, 2022. The Secretary was present. Fansler called the meeting to order at approximately 5:00pm. Fansler reviewed the meeting agenda.

Leadership Transition Update

Fansler provided an update on her upcoming transition as KIPP DC's President. Fansler has had transition conversations, and KIPP DC is collecting input through a KIPP DC staff survey. KIPP DC will review the survey responses and create a candidate profile and job description. KIPP DC will then share this job description with a senior group of KIPP DC staff. From the information gathered to date, there is good alignment on the qualities staff are looking for in the next KIPP DC president.

Real Estate Transaction

Fansler introduced the next agenda item, a proposed real estate transaction.

Anderson reviewed a memo summarizing the proposed real estate transaction, which the Board received before the meeting. In 2005, KIPP DC acquired a lease for an education facility owned by a church. KIPP DC operated a school in that space from 2005 to 2009. Since 2009, a number of different tenants have occupied the space, and KIPP DC has continued to be the landlord for those tenants. There have been positive aspects to KIPP DC acquiring the lease, but there have also been challenges. The church requested that KIPP DC transfer the lease back to the church. After meeting with the church, the Finance Committee, and KIPP DC outside counsel, Anderson and Cole propose that KIPP DC transfer the lease back to the church.

Patterson expressed his support for the transaction and the potential benefits to the community.

Duff asked about the church's relationship with the community and with KIPP DC. Patterson responded that he is familiar with individuals at the church and their positive relationship with the community and KIPP DC.



Cole shared the proposed resolution, which would authorize Woodrock LLC, a wholly owned subsidiary of KIPP DC, to transfer the lease back to the church.

Schaeffler asked if the transfer would relieve KIPP DC of any future liability or obligations. Cole responded that under the proposed transaction, KIPP DC would no longer have responsibility for the church. Patterson noted that the church understands that the building is no longer KIPP DC's responsibility. Patterson said he would reiterate this during an ANC meeting.

The Board voted unanimously to approve the resolution.

Closed for Privileged Matter: Executive Session

In accordance with section 2-575, subsection 4(A) of the DC Code, the Board voted unanimously to close the meeting to discuss a privileged matter. The open portion of the meeting ended at approximately 5:20pm and the closed session continued until approximately 6:15pm.

The meeting adjourned at approximately 6:15pm.