



**MEETING OF THE BOARD OF DIRECTORS**

April 10, 2019

1026 Market Street, Philadelphia, PA 19107

**Minutes**

Board Members Present: William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine (via phone), Scott Solomon

Others Present: Paul Archibald (via phone), Kelly Davenport, Lisa Hoffstein, Nicole Jenkins, Raquel Leach, Michael Maholick, Max Matthews, Johnny Mills, Chris Moore, Beth Packel (via phone), Bill Ray, Maurice Roberts, Teryn Thomas, Lorraine White (via phone), Chris Zagacki

The meeting is called to order at 8:02 AM.

**I. Public Comment**

- a. There was no public comment.

**II. Minutes from February 13, 2019**

- a. The Board of Directors review the minutes from February 13, 2019.
- b. William Brinkman makes a motion to approve the minutes. Bruce Lesser seconds.
- c. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.

**III. Advancement**

- a. Advancement Update
  - i. Kelly Davenport shares that there is still \$185k left to raise for the current fiscal year. Kelly shares that Hillary Sorin is no longer working on the Build the Future team.
  - ii. This year, rather than hosting Bridge to Wisdom, Build the Future will have a non-event. Guests will receive an invitation to an event which asks them to stay home and write a donation to Freire. This non-event will play on the idea of FOMO, or "Fear of Missing Out," with the non-event theme of JOMO, the "Joy of Missing Out".
  - iii. The Board discusses the pros and cons of hosting a non-event.

**IV. Executive Session**

- a. William Brinkman makes a motion to go into executive session. David Bryant seconds.
- b. William Brinkman, David Bryant, Bruce Lesser, Dawn Eubanks, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
- c. The Board enters Executive Session at 8:18 AM to discuss matters involving the evaluation of performance and termination of employment of a school employee, pursuant to 65 Pa.C.S. § 708(a)(1)
- d. The board exits executive session at 8:42 AM.
- e. William Brinkman makes a motion to go into executive session. David Bryant seconds.
- f. William Brinkman, David Bryant, Bruce Lesser, Dawn Eubanks, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
- g. The Board enters Executive Session at 8:45 AM to obtain advice from and consult with its professional advisor regarding legal matters in connection with the filing of an application to form a Multiple Charter School Organization.
- h. The Board exits Executive Session at 9:56 AM.

**V. Resolutions**

- a. Approve Slate of Staff and Salaries
  - i. The Board reviews the Slate of Staff and Salaries.
  - ii. Dawn Eubanks makes a motion to approve. David Bryant seconds.

- iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - b. Approve Multiple Charter School Organization Application
    - i. Max Matthews reviews the background on the Multiple Charter School Organization (MCSO) statute, eligibility criteria, application review timeline, and advantages and disadvantages of a merged entity structure. Max then gives an overview of the MCSO application that has been drafted for the merger of Freire Charter School and TECH Freire Charter School to create Freire Charter Schools PA MCSO. Max answers questions regarding the risks and challenges of the application process.
    - ii. Dawn Eubanks makes a motion to pass the attached written resolution approving the filing of the Multiple Charter School Organization and directing that the application shall be finalized and submitted by the end of April. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - c. Plan of Merger
    - i. Max Matthews explains that the Plan of Merger lays out the terms of a transaction in which TECH Freire Charter School will merge with and into Freire Charter School. The executed plan of merger will be submitted with the Multiple Charter School Organization application. Max explains that per Article VI of the Plan of Merger, the plan is contingent upon necessary approvals, may be modified by mutual agreement of both boards, and can be revoked by either board for good cause.
    - ii. Dawn Eubanks makes a motion to approve. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - d. Policy 111 – Open Meetings
    - i. Max Matthews explains that Policy 111 verifies that TECH Freire Charter School complies with the Pennsylvania Sunshine Act’s provisions on open meetings. TECH Freire will also publicly post the board schedule and previous minutes to their website, which is a condition of the school’s charter agreement.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O’Donnell to make final amendments to the policy. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - e. Policy 112 – Conflict of Interest
    - i. Max Matthews explains that the proposed amendments to Policy 112 would create more clarity on provisions applicable to federal funds and would add language around consequences for violating the conflict of interest policy.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O’Donnell to make final amendments to the policy. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - f. Policy 114 – Whistleblower Protection
    - i. Max Matthews explains that Policy 114 reiterates protections that are in line with Pennsylvania whistleblower law.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O’Donnell to make final amendments to the policy. David Bryant seconds.

- iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - g. Policy 501 – Records Retention
    - i. Max Matthews reviews Policy 501, the record retention policy, which outlines the parameters around record retention. The record retention schedule procedure for TECH Freire Charter School is attached for reference.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O'Donnell to make final amendments to the policy. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
    - iv.
  - h. Policy 503 – Records Access
    - i. Max Matthews explains that Policy 503 verifies that TECH Freire Charter School recognizes the need to maintain the confidentiality of records related to all employees, students, and families of TECH Freire Charter School while preserving legal rights to access records.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O'Donnell to make final amendments to the policy. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - i. Policy 523 – Contract Review and Monitoring
    - i. Max Matthews explains that Policy 523 ensures that the objectives of purchased services or goods are accomplished and vendors/contractors meet their responsibilities as stated in their contracts.
    - ii. Dawn Eubanks makes a motion to approve and authorize David Bryant to work with Build the Future as advised by Bob O'Donnell to make final amendments to the policy. David Bryant seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.
  - j. Removal of Lanora Wells from Board of Directors
    - i. Kelly Davenport explains that the lack of participation and attendance of Lanora Wells permits the Board to vote for her removal in accordance with by-laws.
    - ii. Dawn Eubanks makes a motion to pass the attached written resolution which lays forth the causes for removal and removes Lanora Wells from the Board of Directors. Bruce Lesser seconds.
    - iii. William Brinkman, David Bryant, Dawn Eubanks, Bruce Lesser, Bruce Levine, and Scott Solomon vote in favor of the motion. There are no votes against and no abstentions. The motion passes.

## **VI. Governance Forms**

- a. Statement of Financial Interests
  - i. All Board Members have returned a completed 2018 Statement of Financial Interest Form.
- b. MCSO Certificates
  - i. All Board Members have returned a signed copy of the Multiple Charter School Organization Certificate.

## **VII. School Reports**

- a. Student Council Update
  - i. There is no student update at this time.
- b. Staff Member Update
  - i. There is no staff member update at this time.
- c. Alumni Update

- i. There is no alumni update at this time.
- d. Heads Report
  - i. March 2019 Data Packet
    - 1. Leigh Botwinik reviews the TECH Freire Dashboard with the Board of Directors and discusses school performance. The dashboard highlights metrics including student attendance, suspension rates, levels of continuous enrollment, and additional school data.
    - 2. Leigh notes that Freire Charter School is performing well in all metric areas. Leigh shares that TECH Freire has room for growth, specifically in relation to student attendance. Leigh notes that calling parents to inform them of student's absence or lateness has been received well by the TECH Freire community. TECH Freire has implemented plans to reduce the amount of time students are outside of class due to disciplinary reasons or suspensions.

#### **VIII. Governance Information**

- a. Board Self-Evaluation Survey Results
  - i. Max Matthews shares that Build the Future asks the Board to conduct a self-evaluation survey every year to identify areas of improvement and success from the previous year.
  - ii. Scott Solomon asks Max to resend the survey once more to the Boards and charges all Board Members to complete the survey in the coming week.
- b. TECH Freire Class of 2019 Graduation Ceremony
  - i. TECH Freire Charter School will hold its first graduation ceremony for all 12<sup>th</sup> grade students on June 14, 2019.

#### **IX. Financials**

- a. February 2019 Financial Packet
  - i. Bill Ray shares that TECH Freire is currently expected to complete the current school year with a surplus of over \$200,000. Bill also confirms enrollment is in line to cover the projected budget for the 2019-2020 school year.

#### **X. Board Committee Reports**

- a. Education Committee
  - i. There is no update at this time.
- b. Audit Committee
  - i. There is no update at this time.
- c. 403(b) Committee
  - i. There is no update at this time.
- d. Safety Committee
  - i. There is no update at this time.

The meeting is adjourned at 11:06 AM.