



Board of Trustees Open Meeting (held via video conference)
DRAFT Board of Trustees Meeting Minutes
Wednesday, December 2, 2020

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 6:05pm.

Review of Agenda

Patricia Sosa referred to the planned agenda and asked if Board members had any proposed changes to the agenda. No changes were proposed.

Minutes Approval (ROLL CALL VOTE):

Minutes of the Board's annual meeting held on September 23 and 24, 2020 were brought forward for approval. Johan Uvin motioned to approve the minutes, and Jim Moore seconded. The September 2020 Board meeting minutes were approved unanimously by a roll call vote.

CEO Report

Allison Kokkoros began her report with several updates from the fall semester. Learning was primarily virtual, but in certain cases students received in-person supports, including tech support for accessing classes. She highlighted that the School lent over 1500 internet-enabled laptops to students. School teams encountered some challenges including higher data usage than anticipated and adjustments that were needed to the student communication app, Remind. The new SIS will include a student messaging function and is expected to go live by the end of summer 2021. Regarding the student services, she shared that the Services teams expanded supports to meet increased student need while continuing to host their traditional services remotely, such as health insurance enrollment and pro bono legal clinics.

Allison then provided an update on the spring semester, noting that virtual learning and supports will continue, with in-person sessions provided as needed under detailed safety protocols. She shared that registration plans are currently in motion. Up to 600 new students are anticipated, which would bring total enrollment to around 1800 students, similar to the fall semester. Allison acknowledged Board member Mama Tutu for producing an informational video in Amharic that helps show prospective Carlos Rosario School students how distance learning could work for them.

Allison shared a health and safety status update with Board members, highlighting that zero cases of COVID-19 have been contracted or spread as a result of onsite activities. If any cases were to occur, this information would be conveyed to the entire School community. She mentioned that School leadership is carefully monitoring guidance from DC Health and other sources to ensure the safety of all staff and students.

Allison then provided an update on diversity, equity, and inclusion (DEI) work this year, noting that it is the most robust work undertaken by the School in this regard. The School Year 20/21 DEI process has three phases: listening, learning, and organizational change. The School is currently in the listening phase, with DEI consultants gathering insights via surveys, discovery groups, and emails. She shared that the overarching goals of this work are radical inclusion in the process, capacity/skill building, and systems/processes improvements. She noted the contributions of the staff working group in supporting the efforts of the listening phase. Allison also thanked Board members for their support and willingness to create a Board DEI task force leading the Board's own work on DEI.

Allison updated Board members on enrollment and attendance for this school year. She noted that in a typical year, the School would submit a report to the District in early October, with per-pupil funding based on that report. But in this atypical year due to the pandemic, it became clear that an enrollment drop was anticipated. Adult charter schools were successful in calling for a hold harmless year to keep budgets stable. This resulted in the School receiving funding at the enrollment level of 2100 students. She noted that waitlist numbers and attendance rates were comparable to previous years.

Allison next provided a strategic plan update, mentioning that in response to the pandemic, the School pivoted as an organization to meet changing needs. She shared that a report is currently in process to document what was accomplished in SY19-20. The current strategic plan's duration has been extended through the end of SY20-21.

Allison mentioned the Keeping the Dream Alive virtual event that will take place on December 9, 2020 to celebrate 77 graduates who won scholarships. She gave kudos to the Transitions team for preparing students to enter higher education and also commended the Development team and event planning team for their success with this event. She noted that \$125,000 was raised for scholarship funds over the past year. Patricia Sosa encouraged Board members to attend the event and share it with their networks.

Allison concluded her report by mentioning the herculean efforts by the Registration team in preparation for the annual enrollment audit. Reaching 1800 students to verify residency and finalizing their enrollment was an incredible feat. She commended their efforts and also those of other team members who supported them in the process.

Margaret Yao shared her appreciation of staff members' commitment and dedication during these challenging times and commended everyone for keeping community members safe while on campus.

CFO Report

Jerry Luna began his report by sharing that the first quarter of FY21 is trending close to budget. The hold harmless provision passed in the prior year's DC Budget kept our enrollment ceiling at 2100 students. He noted that the School has 270 days cash on hand (\$21 million) so is in a solid financial position.

He projected that revenue will be higher than anticipated at the end of FY21 due to a \$700,000 federal grant and several unanticipated donations. This follows the trend in previous years of receiving unexpected sources of revenue and ending the year with higher revenue than budgeted.

He noted that the largest unanticipated expense so far this school year pertains to internet/data usage on student computers. However, the school has made up some of this unexpected overage by saving in other areas such as security expenses due to buildings being closed. He anticipates expenses will land around the same at the end of FY21, just shifted to different line items. There will likely be a further reduction in some costs as virtual learning continues.

Brahim Rawi inquired about COVID-related expenses for next semester. Jerry responded that so far the School has spent \$40,000-\$50,000 in supplies such as masks, hand sanitizer, building signage, etc., but that many of those supplies are still on hand, so expenses should be lower in the spring.

Hector asked whether additional tech equipment for the spring semester is included in the budget or will be covered under a grant. Jerry replied that internet data costs for the entire year are included in the budget. Around 500 additional laptops will be needed for spring semester. Hector congratulated the team for pulling off the significant laptop purchase for the fall semester to ensure 1:1 devices for students.

Allison noted that some of the additional revenue pertains to a DC Education Equity Fund grant awarded to schools earlier in the spring for purchasing needed technology. The School was successful in petitioning for this source of funding to be expanded and made available to adult charter schools. An additional stream of SOAR grant funding also assisted with tech purchases.

Board members gave kudos for the various successful efforts to ensure all students can continue learning during the pandemic.

Board Effectiveness Task Force (ROLL CALL VOTE)

Margaret Yao provided background information on the task force's work to date. One aspect entailed reviewing and revising the Board's committee structure. She shared the proposed new structure with Board members and noted that the slate for these committees will be presented by the Nominating Committee later in the meeting during closed session. She noted that this important step in the Board's work does not end today and will continue with the support of the new Governance and Nominating Committee. Jim Moore highlighted the importance of the DEI task force and its work will be a permanent part of the Board and School. Board members expressed their support of the changes to the committee structure.

Patricia Sosa motioned to approve the resolution on the revised committee structure. Hector Torres seconded the motion. The Board unanimously approved the resolution by roll call vote.

Closed Session (ROLL CALL VOTE)

Patricia Sosa stated the three agenda items slated for closed session, citing the DC Code provisions for doing so:

- Investment policy review (in closed session due to trade secret and commercial or financial information pursuant to DC Code § 2-575(b)(11))
- Committee slate (in closed session due to personnel matters pursuant to DC Code § 2-575(b)(10)) and resolution on committee slate (**ROLL CALL VOTE**)
- Discussion of personnel matter (in closed session due to personnel matters pursuant to DC Code § 2-575(b)(10) and DC Code § 2-575(b)(4) to receive legal advice and preserve the attorney-client privilege)

She asked for vote of the Board to approve entering closed session as proposed. The Board voted unanimously by roll call vote to go into closed session. Following the vote, the Board entered closed session .

Announcement of Vote on Committee Slate

Upon return to open session, the Board shared that during closed session it approved the resolution on the new committee slate by unanimous vote.

Vote on Updated Investment Policy (ROLL CALL VOTE)

Brahim Rawi, chair of the Finance Committee, shared that the School's investment policy has two goals in mind: to provide investment guidelines for School assets and also ensure a reserve of funds. The policy was initially approved by the Board in 2016 and then reviewed in 2018. Best practice is to review the policy every two years, which is why an updated policy is currently under discussion for approval. Larry Wethje from Morgan Stanley serves as the School's financial advisor and guided the Investment policy review and discussion during closed session. Brahim concluded by noting that the School is on the right track with its investments.

Brahim motioned to vote on approving the updated investment policy. Bo Pham seconded the motion. The Board unanimously approved the updated policy by roll call vote.

New Business

No new business was proposed by Board members.

Adjourn

The meeting was adjourned at 8:08pm.

Minutes prepared by Stacy Kirk, Executive Assistant to the CEO

Respectfully submitted by Margaret Yao, Board Secretary