



Annual Board Meeting (held via video conference)
DRAFT Board of Trustees Annual Retreat Meeting Minutes
September 29 – 30, 2021

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
Wilma Rosario, Member
Hector Torres, Member
Johan Uvin, Member
Teresita Retana Piedra, Member (following her election to the Board during the meeting)

Staff in Attendance:

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

Quorum: Yes

The meeting was called to order at 6:06 PM on September 29, 2021.

Review of Agenda

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

Election of New Student Board Member (ROLL CALL VOTE)

Patricia Sosa explained that the Board had tried to complete the vote prior to the meeting but were not able to do so. The nominee was selected following a nomination process conducted by the Governance & Nominating Committee. Hector Torres moved to adopt the written Resolution to Elect New Student Board Member Teresita Retana Piedra. Johan seconded the motion. Secretary Margaret Yao conducted the roll call vote. The Resolution was approved unanimously.

Welcome New Board Member

Patricia welcomed Teresita Retana Piedra to the Board and invited her to speak. Teresita Retana Piedra spoke, thanking for the Board for the opportunity to participate and to represent the students to the Board. It is very important to have the opportunity to help and improve the participation from the Board, especially for women.

Vilma Rosario, Chair of the Governance & Nominating Committee welcomed Teresita. Committee Member Yeshimebeth Belay also welcomed her.

Teresita shared that she is currently in the Bilingual Teaching Assistant Program after taking ESL Levels 7 and 8. She is very grateful for Carlos Rosario School because it helped her to pass these difficult days during the pandemic. She was able receive English instruction, support, and good news during this time. It has been a very good opportunity for her and others.

Consent Agenda Approval (ROLL CALL VOTE):

The following items were brought forward for approval as part of the Consent Agenda:

- Minutes of the Board’s quarterly meeting held on May 12, 2021 and special board meetings held on June 24, July 6, July 21, July 28, August 6, and August 25, 2021; and
- The following school policies: EEO, Whistleblower, and Conflict of Interest.

Patricia Sosa and General Counsel Kristine Dunne explained the purpose of the consent agenda and the included items. The minutes include the last quarterly Board meeting and special meetings held since then. The policies include those that are covered in the School’s Form 990. There have been no changes to these policies since the last time the Board approved them, other than to add Title IX to the EEO policy now that the School is receiving federal funds.

Vilma Rosario moved to approve the Consent Agenda, and Margaret Yao seconded. Margaret conducted the roll call note. The Consent Agenda was unanimously approved.

CEO Report

CEO Allison Kokkoros first welcomed new student board member Teresita Retana Piedra and noted the importance of having bilingual teaching assistants that reflect the community. For her report, the CEO next will look back at SY20-21, look forward at goals and priorities for SY21-22, and lastly she invited team member Olianka Wingate, who runs the Student Services Department at the Harvard Street Campus to share.

CEO will go through dashboard and spend more of time on SY21-22. She has invited a member of the team, who runs Student Services Department at Harvard Street Campus, Olianka Wingate. CEO reminded that the Strategic Planning and Oversight Committee, with Johan Uvin as chair, does a deeper dive including strategy, and then providing a higher-level report to the full Board.

PMF: Allison reminded that the PMF is the framework DC PCSB uses for tiering charter schools. There is no tiering for schools this year because PCSB is looking at their tier system to revise, including with an equity lens. It is still helpful for us to look at but as a reminder, we will not hear about tiers or charter contract goals for this school year.

Enrollment: Our contract ceiling for enrollment is 2,100, and our funding is tied to our enrollment. For the audit, they count students who have studied with us for a designated number

of days, so we can only submit students who have studied for that number of days. Last year, our audited enrollment was 1,778 students. That represented a major effort to reach that number. Last year, we had a hold-harmless year for adult charter school enrollment. This year, we have 2,158 enrolled as of yesterday, 791 on an interest list as of today, and others on a waiting list. The enrollment number will change between now and the time of the audit. Allison also shared about learnings during the pandemic about student registration. She mentioned that the work to get to this point has been a team effort and involved a lot of creativity, course correction, and changing approaches. It involves a lot of different teams, including registration, academic, communications, IT. It is a cross-functional effort. Patricia Sosa congratulated the staff on student enrollment. She also noted that this is important since it is tied to funding.

Accreditation: Allison shared that she believes the mid-term year for our accreditation is 2023 so we will be looking ahead and providing updates as we prepare for that. Also, she mentioned that the Learning and Evaluation Director Lynold McGhee is leading the charge going forward with our accreditation team and bring significant experience with accreditation that will greatly benefit us.

CFO Jerry Luna noted that the financial audit for the period ending June 30 is finalized. We do not expect anything other than an unmodified opinion, he said. The FAR report will be touched on later in today's meeting. He also covered the budget variance, with expenses low mostly through federal grants we got last year. Patricia Sosa thanked Jerry for that information.

Advocacy: Allison noted that we have had to elevate voice of adult schools during the pandemic so that adult schools and students were not forgotten. We have confirmed funding stabilization for this fiscal year for adult and early childhood schools, she said. The mechanism for doing this will be in line with how they are stabilizing DCPS. It will be in line with 95% of our 19-20 revenue. Jerry Luna explained that it would not include the 3% increase we received this year, so it would be like receiving funding for 2000 students, not 2100. Jerry noted that this year's approved budget includes some flexibility depending on the enrollment number.

Allison also shared that the immigration legal justice fund was increased and the adult learner transportation subsidy is being continued. There is also a DC grant for schools to support COVID testing. This for students who are attending in-person. There is continued dialogue about requiring the COVID vaccination for adult students. We are sensitive to some vaccine hesitancy amongst students, and we see the need to continue educating, encouraging and supporting easy access to the vaccine for them and their families.

We continue to advocate on the role that adult education is playing especially now during the pandemic. We continue to see lack of understanding and confusion that we are like a community college, which we are not. We previously conducted a survey of adult learners to raise their voices and share with city leaders. We are going to continue that work.

Allison responded to questions about COVID safety protocols at the school, including daily health screenings that include asking individuals about their vaccination status.

Mission Moment: Allison introduced Olianka Wingate. She is a former student who runs the Harvard Street Campus Student Services Department. Olianka shared that at this moment, the Student Services team are able to serve students by phone, Zoom, all platforms, including serving some students in person. They provide a wide range of supports for students including SMART trip transportation subsidy, counseling, employment services, healthcare and insurance, etc. Staff members are bilingual or even trilingual. We also collaborate with other local organizations for such supports as food, legal services, and other needs. We also work with the Metropolitan Police Department, especially Asian Population Branch. The officers visit campus and present to the students in multiple languages. Board members thanked Olianka and the Student Services team for their work supporting students.

Margaret asked Olianka how the team is doing given that imagining the demand has increased during this time, hoping that the team is engaged in self-care and has the resources it needs at this time. Olianka responded that our doors are always open, anything students need, we are a family. She encourages team members to take time off and take care of themselves. She shared that the team members care so much about the students that they go all out to support them. Allison thanked Olianka for sharing what's at heart and spirit of our school, and part of our model.

School Year 21/22 Priorities: Allison next shared the three top priorities that the School has identified for SY21/22. She shared the process for developing the priorities, including input from the senior leadership team, managers, all staff, and Board members. We then consolidated the priorities. We are now at the action planning stage. Allison shared visuals of three priorities for SY21-22:

- * Empowering people & culture
- * Centering our mission
- * Building our future including a 3-year strategic plan creation for the future

Board members provided positive feedback on the priorities and encouraged this to become a living document that guides the school. There was a comment about ensuring that the School also prioritize innovation and forward thinking. There was suggestion to add accountability on the priorities visual. There was also feedback on having some measurable benchmarks or milestones associated with the priorities. Allison agreed noting that the next stage which has already begun is action planning. This will be brought back to the Board as further developed.

Allison also shared a high-level progress update on the Board Action Plan including in key areas such as leadership, talent acquisition, and DEI. She is also sharing progress with the Executive Committee in regular meetings with a dashboard.

Break

The Board took a brief 5-minute break.

Annual Board Business

After a short break, the meeting resumed and Kristine Dunne briefly went through the Annual Board materials, including meeting schedule for this school year, Board member annual commitment form, and annual conflict of interest disclosure form. She asked Board members to complete the forms and return them to the School. She invited Board members to contact her if they have questions. Patricia Sosa also shared that Karla Velasquez can assist Board members with technology for signing and submitting the forms electronically if needed.

Committee Updates:

- **Strategic Planning and Oversight Committee**

Committee Chair Johan Uvin provided highlights from the Committee's recent meeting with staff. They are prioritizing performance over last year, which was certainly not a typical year where they were challenges around data collection and assessment targets. Overall performance as consistent with the prior year if not better, but there were some areas where that was not the case. This is also in the context of the District rethinking its approach around performance. Because of that and the pandemic, we do not have the typical expectations of accountability and performance. He also noted that there are a number of national developments in adult education that are also relevant. For example, around digital literacy, which is a foundational skill. They also discussed the implementation of the new student information management system. There was also encouragement to seek partnership opportunities to expand data capacity and metrics for measuring student performance.

- **Finance and Development Committee**

CFO Jerry Luna noted that the FAR report is for June 30, 2020 – two fiscal years ago. He noted that our school's score does not show up on the report anywhere, it is not published. The only thing we just barely missed the target on was a small operating loss in 2020. Other than that, we passed all other standards and recommendations PCSB has set. They look at our consolidated financial statements, which is the School combined with our support organization CCC.

Finance and Development Committee Chair Brahim Rawi stated that these are all great indicators. We are leaning toward the green, except the 1% in change in net assets, which is minimum. Overall, this is great. That means our financial audit is looking good. He thanked Jerry for his presentation.

Adjourn Day 1 of Board Retreat

There being no further business to conduct, Board Chair Patricia Sosa adjourned the meeting at 8:04pm on September 29, 2021.

Call to Order for Day 2 of Board Retreat

Board Chair Patricia called to order Day 2 of the Board Retreat at 6:09pm on September 30, 2021.

Committee Updates (continued)

- **DEI Task Force**

Task Force Chair Jim Moore shared a retrospective of the history of the organization's recent DEI work, from about 3 years ago, during the pandemic, to now. The Task Force talked about what they want to see happen through this process, including to support, oversee and engage. First, they want to see an inspirational vision of what DEIB looks like for the School, aligned with the mission and vision of the School, and then have a clear statement that we can revisit. Second, they want clarity on the process for addressing issues. As a representative of the Board, he will be a member of the School's DEIB task force. This is a journey, not a destination. It is part of what we do and is continually evolving. We also expect that will support individual DEIB competencies, including for senior leadership. Finally, we expect that the DEIB work will address specific organizational policies and procedures.

In response to questions, Allison shared status updates on DEI consultants, staff and School's DEI Steering Committee to support the next phase of work. Teresita Retana Piedra noted that it is important for all the people who work in the school feel free to express their opinion on the topic. Allison shared that part of our success will be engaging everyone, including students, in this work, conversations, learning, and describing what does belonging feel like at Carlos Rosario to be seen and feel respected. We have been talking about the organizing structure, but this work requires everyone being involved. This means allowing for diversity of thought and perspective, and having brave conversations that may sometimes feel uncomfortable. Margaret Yao also encouraged the DEIB work to be embedded in everyone's jobs. Brahim Rawi also encouraged DEIB work extend to the classrooms as well.

- **Governance and Nominating Committee**

Committee member Margaret Yao provided an update on the Committee's work. The Committee has been busy since the last quarterly Board meeting on the nomination process for filling the student board member vacancy. We are pleased that Teresita Retana Piedra has joined the Board and we were in awe of the students that stepped up to nominate themselves to serve. We want to encourage them to continue their involvement with student government and their commitment to and involvement with the School.

Public comment period proposal: The Board has been interested in making public comment a part of regular quarterly board meetings. The Committee has been working on having a proposal for a public comment period one-year pilot. In preparing this proposal, the Committee balanced the need for the Board to conduct its regular board business with the need to hear from the school community. This one-year pilot allows for ten minutes at the beginning of regular quarterly board meetings for comments from school community members. Margaret provided more details of the public comment period, including that participants will sign up in advance to speak with 2 minute each. That allows up to five people to speak at each meeting. This is a pilot so after a year, we will evaluate it.

Hector Torres made a motion to adopt the public comment period proposal. Allison Kokkoros seconded. Margaret conducted a roll call vote. The vote passed unanimously.

Closed Session (ROLL CALL VOTE)

Patricia Sosa noted the next three items on the agenda are slated for closed session, citing the DC Code provisions for doing so:

- Discussion of personnel matter in closed session due to personnel matters pursuant to DC Code § 2-575(b)(10).

Margaret Yao took a roll vote to approve entering closed session as proposed. The Board voted unanimously to enter closed session. Following the vote, the Board entered closed session to discuss the following:

- Personnel update
- CEO annual performance evaluation
- Jay Haddock employment

The Board returned from closed session. Board members Margaret Yao and Yeshimebeth Belay left the meeting. The Board continued the meeting with quorum present.

Conflict of Interest Disclosure (ROLL CALL VOTE)

Upon return to open session, the Board reviewed the proposed continued employment of Jay Haddock, Special Advisor to the CEO, under the School's conflict of interest policies. Pursuant to the Board's policy, Hector Torres was not present for the discussion given that the matter relates to employment of his spouse. The Board discussed during closed session the proposed terms of employment of Jay Haddock. Kristine Dunne noted that as an employment arrangement, it is not covered by PCSB's conflicting interest policy, but it is covered by the Board's conflict of interest policy. Following discussion, Patricia Sosa asked for a motion on the proposed continuation of Jay Haddock's employment as proposed with the strong caveat to be clear about the Board's role and conflict, and to share how his work benefits the School. Jim Moore moved to approve the proposal. Vilma Rosario Seconded and a roll call vote was conducted. All present were in favor with exception of Brahim Rawi who abstained. The motion passed by majority vote.

New Business

No new business was raised by Board members.

Adjourn Day 2 of the Board Retreat

Patricia Sosa adjourned the meeting at 9:34 PM on September 30, 2021.

Minutes prepared by Karla Vasquez, Executive Assistant to the CEO.

Respectfully submitted by Margaret Yao, Board Secretary