



## Board Meeting (held via video conference)

DRAFT Board of Trustees Meeting Minutes

September 23, 2022

10:00AM

### Members Present:

Patricia Sosa, Chair  
Brahim Rawi, Vice-Chair  
James Moore, Treasurer/Interim Secretary  
Allison R. Kokkoros, Member  
Hector Torres, Member  
Johan Uvin, Member  
Larry Villegas-Pérez, Member  
Teresita Retana Piedra, Member  
Vilma Rosario, Member  
Robbie Dean, Member

### Members Not Present:

Yeshimebeth Belay, Member

### Staff:

Robert Skelton, General Counsel  
Dr. HollyAnn Freso-Moore, Chief Academic Officer  
Angela Kim, Chief Operations Office  
Chrissey Nguyen, Director of Development and Communications  
Karla Vasconez, Executive Assistant to the CEO

### Others:

Jewel Cornelius-Royer of Marcum LLP, Chief Financial Officer  
Trish Kelly of Marcum LLP

**Quorum:** Yes

### **Welcome & Pre-Meeting Announcements**

Board Chair Patricia Sosa provided opening comments and welcomed everyone to the meeting. Next, Board members and staff assisting with the meeting were introduced. Also, the chair acknowledged the service of Bo Pham, whose term on the Board had recently ended and introduced the new Board Member, Robbie Dean.

The meeting was called to order at 10:13am

### **Review of Agenda**

Patricia Sosa asked Allison Kokkoros to go through the agenda previously sent. Board members proposed no changes to the agenda.

### **Public Comment Period by members of school community**

Patricia Sosa confirmed that no members of the public had signed up to give comments during the Public Comment Period and encouraged community members to sign up to speak at future board meetings.

### **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 regular meeting held on May 11, 2022.
- Minutes of the Board's special meeting held on June 10, 2022

Johan Uvin moved to approve the Consent Agenda, and Vilma Rosario seconded the motion. Following invitation for discussion on the motion, a roll call vote was conducted, and both Consent Agenda items were approved unanimously.

### **Annual Board Business**

- Robert Skelton reminded the board members about Board OnTrack, the School's designated online portal for board activities and documents.
- Allison Kokkoros and Patricia Sosa reviewed the proposed board and committee meeting schedule for the rest of the school year noting that the board committees had already begun setting up their meeting schedules in line with the proposal. Also, the board discussed whether in-person, online, or hybrid board meetings were most productive, and Ms. Kokkoros noted that it is often hard for online participants to hear the full discussion in a hybrid format. The Governance and Nominating Committee will review and make a recommendation for the format of future meetings.
- In addition, the Board agreed to meet on October 14 to review and approve the three-year strategic plan, with the meeting details to be determined.
- Ms. Sosa and Ms. Kokkoros reviewed the Board Commitment Form and emphasized the importance of board members participating in graduation and other school events. They also noted the school's commitment to board members to provide them with the information and support they need to be productive members.
- Mr. Skelton reviewed the Annual Conflict of Interest Disclosure Form and requested that the members return the completed form as soon as possible. He also noted that several key Board approved policies were available to all board members in the board portal. The policies will be reviewed by staff and by the Governance and Nominating Committee regularly, and any needed changes will be submitted to the Board in a future meeting.
- Ms. Sosa and Ms. Kokkoros reviewed the school calendar and possible board engagement opportunities. The Governance and Nominating Committee will discuss how to best involve the board in these opportunities.

### **Break**

The board took a break between 10:52am and 11:06am

### **Committee Assignments (ROLL CALL VOTE)**

Vilma Rosario stated that the Governance Committee recommended that Robbie Dean be assigned to the Strategic Planning & Oversight Committee and the Governance & Nominating Committee. The Committee also recommended that Larry Villegas-Perez be assigned to the Finance & Development Committee and the Diversity, Equity & Inclusion Task Force. Ms. Rosario also noted that the Executive Committee were in agreement with the recommendations. H. Torres made a motion to Approve the committee assignments for Mr. Dean and Mr. Villegas-Perez as recommended by the Governance & Nominating Committee. J. Moore seconded the motion. The Board voted unanimously to approve the motion.

### **Strategic Planning & Oversight Committee Update**

- Committee Chair Johan Uvin shared that the committee will monitor and support the strategic plan development process as it is nearing closure at the October Board meeting. In November, the committee will consult with the DEIB team on the inclusion of a student dashboard which will address issues of climate and equity. He noted that the student dashboard would not be a replacement for the board dashboard.
- Teresita Piedra asked about the DEIB training that staff had received, especially about the correct words to use to connect with students.
- Mr. Uvin notes that there is a 15-year renewal for the school charter agreement. Ms. Kokkoros explained the Public Charter School Board recently conducted a high stakes review of the School, which looks at the quality of programs and compliance. The PCSB also conducted deep dive class visits last spring. The review will go before the Public Charter school board in February 2023 for approval of our renewal. Ms. Kokkoros acknowledged the contributions of Dr. HollyAnn Fresso- Moore, CAO and the principals and staff in the class reviews process. The board also discussed how to best highlight the School's academic achievements and how to present the strategic plan to the community,
- Mr.. Villegas-Perez noted that the School needed to be able to assist students with food, housing and other critical issues so that they can continue to learn at our School.

### **Finance & Development Committee**

Trish Miller and Jewel Cornelius-Royer joined the presentation with B. Rahim.

- B. Rahim reviewed the SY 21-22 budget and acknowledged the loss of \$1.1 million in operating revenues last year, and \$1 million in investment losses. The Committee looked at reducing expenses, combining open positions and other cost saving measures. The Committee also set aside \$780k to fund the education bonus. J. Moore noted that the education bonus funding was increased to ensure greater staff participation in the bonus. J. Royer stated that the revenue shortfall came from lower student enrollment than budgeted and investment losses. The budget also included stabilization funding at prior levels, but the School did not receive stabilization funds due to a change in the formula, which equaled a decrease of \$1.4 million. Student laptop expenses also exceeded budget by \$500,000. Consultant expenses were offset by a reduction in staffing expenses, and the Committee extensively discussed strategic staffing. Other expense reductions also produced \$2.6 million in savings.
- B. Rahim noted that the Committee was also working with Marcum on a reserve plan. Reserves dipped \$4.337 million last year.

- A. Kokkoros noted that the enrollment audit will take place in October, with the results available in November. The board extensively discussed the loss for the last fiscal year. H. Torres noted that tech costs for students were a new expense and will be ongoing.
- T. Peidra asked for an explanation about the \$60 student materials fee. A. Kokkoros responded that it represents a small fraction of the actual expenses for data and textbooks and agreed that the School can be more transparent about the use of the fee.

### **DEIB Taskforce**

J. Moore noted that 2022 was a year of organization for the DEIB Task Force, which created the DEIB Advocacy Committee. The Board discussed the approach toward the School's DEIB work. J. Moore noted that the process takes time, especially with engaging the entire community, and that it is more of a journey. A. Kokkoros added that the new dashboard will include DEIB activities at the school, and that the community does not want to be rushed. L. Villegas-Perez also mentioned speaking about and teaching respect and inclusion.

### **Governance & Nominating Committee**

V. Rosario reported that the Committee reviewed the bios of four potential Board candidates provided by Education Board Partners. The Committee requested that EDS reach out to Stephanie Becerra and Olutosin Akinoyode to determine if they would be interested in serving on our Board.

The Committee also discussed meeting monthly to continue to recruit board members, including a new student/alumni member to replace B. Ravi after his term expires, and to make recommendations for new chair and vice chair to serve after the terms of B. Ravi and P. Sosa expire.

### **Break & Campus Tour**

The Board paused for the campus tour and lunch.  
H. Torres left at 12:15 PM.

### **Lunch**

### **CEO Report**

CEO Allison Kokkoros referred to materials shared in advance and noted the following highlights in her report:

- A. Kokkoros played the graduation 2022 video for the board as a way of bringing the students into the meeting. She then reviewed the organizational development and the current state of the 2023 budget, which forecast enrollment at 1850 with a goal of 2000. Ms. Kokkoros noted that additional laptops, data plan, the DEIB work and compensation issues will require additional investments from reserves. Ms. Kokkoros noted that internet access is an issue for our community, and that she is looking into whether the DC Council would consider if federal funds could be allocated for this issue.
- Ms. Kokkoros stated that in accordance with the faculty salary survey, the faculty received an average increase of 7.23%, and the non-faculty staff received 3% and further noted that non-faculty staff were still unhappy about the increase due to inflation. The School has nearly completed hiring for its leadership positions, and is using attrition in other areas to increase efficiencies.

- A. Kokkoros reviewed the new class schedule with the board and noted that the School was testing the hybrid modality.
- L. Villegas-Perez asked about efforts to assist recent migrants bussed to the city from other states, and Ms. Kokkoros confirmed that the School was assisting and working with the DC government and other partners.
- Ms. Kokkoros reminded the board about the Achieve the Dream luncheon on November 9. She also noted that DC was looking at revisions to its funding adequacy formula for schools.
- The board discussed three new organizational metrics: (1) the organizational climate survey recommended by EDS; (2) DEIB; and (3) employee retention.

### **CAO Update**

Dr. Fresno-Moore stated that the School does track student persistence. In SY 21-22, with the challenges of pandemic issues and hybrid classes, the School focused on equitable access to education. Computer skills were critical for our students. The learnings from the past year included that hybrid learning was the best of both worlds, overall persistence and attendance were strong, and workforce and GED performance were strong, and the School needs to closely monitor ESL performance. For Sy 22-23, classes will remain hybrid since it helps everyone. Mr. Dean noted it is also a natural time to experiment.

### **COO Update**

Angela Kim introduced herself, described her background and her commitment to nonprofit organizations.

Ms. Kim shared the following highlights including:

- Finance Team: There is an in-house team structure identified and the projected timeline to hire will be the end of the year. Marcum team will conclude its work in February 2023.
- HR Team: Natalie Gallon-Garcia head of HR has done some tremendous work, and that payroll and benefits will fall under HR.
- SIS - Maestro Team: at the moment we have a good interim team, and are aggressively recruiting at the same time.

Ms. Sosa asked if staffing is the key point for her to be able to execute. Angela responded that staffing was key to be able to support all operations that will benefit the students and staff.

- Ms. Kim also identified process challenges that staff were voicing. She also stated that she worked very closely with our retirement consultants, finance team, payroll team and all came together to be able to get benefits on track, explain what happened and have a plan of action to correct the errors while communicating and maintaining transparency with the community.
- Ms. Kim stated that the School instituted updated faculty pay bands. The School also launched the hybrid remote work schedule and will monitor the performance through the school year. Also, the education attainment bonus will be paid out by December 2022.
- The IT team distributed 1,792 laptops from September 6 to September 17. IT governance director has done great work looking for savings for the school.

- In addition, Ms. Kim stated her teams were working with the budget concerns, being intentional on how to save money and in identifying deficiencies.

### **Closed Session (ROLL CALL VOTE)**

Ms. Sosa noted the next item on the agenda is slated for closed session, citing the DC Code provisions for doing so:

- Discussion of personnel matters pursuant to DC Code § 2-575(b)(10), legal advice pursuant to DC Code § 2-575(b)(10), and training pursuant to DC Code § 2-575(b)(12).

Ms. Sosa made a motion to approve entering closed session for the stated purposes. Jim Moore seconded the motion. A roll call vote was conducted to approve entering closed session as proposed. The Board voted unanimously to enter closed session. Following the vote, the Board entered closed session.

Following the closed session, the Board returned to the open meeting at 5:12pm.

### **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. Following discussion, Ms. 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. Ms. Rosario seconded and a roll call vote was conducted. The Board voted unanimously to approve the motion.

### **New Business**

No new business was offered

### **Adjourn**

Patricia Sosa adjourned the meeting at 5:16 PM.

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Respectfully submitted by James Moore, Board Interim Secretary