



**Board Meeting (held in person)**  
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 M. Skelton, General Counsel  
Dr. HollyAnn Freso-Moore, Chief Academic Officer  
Angela Kim, Chief Operations Officer  
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, Ms. Sosa 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**

Ms. Sosa asked Ms. Kokkoros to review the agenda previously sent to the Board. Board members did not propose any changes to the agenda.

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

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

### **Consent Agenda Approval**

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

Mr. Uvin moved to approve the Consent Agenda, and Ms. 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**

- Mr. Skelton reminded the board members about Board OnTrack, the School's designated online portal for board activities and documents.
- Ms. Kokkoros and Ms. Sosa reviewed the proposed board and committee meeting schedule for the rest of the school year, noting that the board committees had 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.
- Ms. Sosa and Ms. Kokkoros reviewed the Board Commitment Form and emphasized the value 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.

### **Break**

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

### **Committee Assignments**

Ms. Rosario stated that the Governance Committee recommended that Mr. Dean be assigned to the Strategic Planning & Oversight Committee and the Governance & Nominating Committee.

The Committee also recommended that Mr. Villegas-Perez be assigned to the Finance & Development Committee and the Diversity, Equity & Inclusion Task Force. Ms. Rosario also noted that the Executive Committee was in agreement with the recommendations. Mr. Torres made a motion to approve the committee assignments for Mr. Dean and Mr. Villegas-Pérez as recommended by the Governance and Nominating Committee. Mr. 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 achievement dashboard which will include indicators related to student climate and equity. He noted that the student achievement dashboard would not be a replacement for the board dashboard.
- Ms. Piedra emphasized the importance of providing DEIB training to Carlos Rosario School staff and noted examples of interactions that underscore this need and opportunity.
- Mr. Uvin noted that there is a 5-year renewal process taking place 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. As part of this review process the PCSB conducted a Qualitative Site Review, which was a deep dive assessment of the quality of classroom instruction. Both the QSR and the overall performance review have been very positive. The five-year review will go before the Public Charter school board in February 2023 for approval of renewal for another five years. Ms. Kokkoros acknowledged the contributions of Dr. Freso-Moore, CAO and the principals and staff in this review 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-Pérez 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 Brahim Rawi, Chair of the Finance Committee.

- Mr. Rawi 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. He reported that the Committee looked at reducing expenses, and encouraged combining open positions and other cost saving measures. The Committee also set aside \$780k to fund the one-time education bonus. Mr. Moore noted that School leadership adjusted the education bonus structure and increased the overall amount allocated from the School's budget for this purpose to ensure greater equity and ensure that the bonus would not disparately exclude staff of color. Ms. Cornelius-Royer stated that the revenue shortfall came from lower student enrollment than budgeted and investment losses. The budget also included stabilization funding at prior year 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.

- Mr. Rawi noted that the Committee was also working with Marcum on a reserve plan. Reserves dipped \$4.337 million last year.
- Ms. Kokkoros noted that the enrollment audit will take place in October, with the results available in November. The board extensively discussed the revenue loss for the last fiscal year. Mr. Torres noted that tech costs for students were a new expense and will be ongoing.
- Ms. Piedra asked for an explanation about the \$60 student materials fee. Ms. Kokkoros responded that it represents a small fraction of the actual expenses for data and textbooks.

### **DEIB Taskforce**

Mr. 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. Mr. Moore noted that the process takes time, especially with engaging the entire community, and that it is more of a journey. Ms. Kokkoros added that the new dashboard will include DEIB activities at the school, and that the community does not want to be rushed. Mr. 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 Mr. Rawi after his term expires, and to make recommendations for new chair and vice chair to serve after the terms of Mr. Ravi and Ms. Sosa expire.

### **Break & Campus Tour**

The Board paused for the campus tour and lunch.

Mr. Torres left the meeting at 12:15 PM and did not return.

### **Lunch**

### **CEO Report**

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

- Ms. 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 that the non-faculty staff received 3%. She further noted

that some 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.

- Ms. Kokkoros reviewed the new class schedule with the board and noted that the School was testing the hybrid modality.
- Mr. 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 Achieving the Dream luncheon on November 9. She also noted that DC was looking at revisions to its funding 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 noted that during 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 promising, overall persistence and attendance were strong, workforce and GED performance were strong, and the School needs to closely monitor ESL performance. For SY 22-23, classes will remain hybrid. Mr. Dean noted it is also a natural time to experiment.

### **COO Update**

Ms. Kim introduced herself, described her background and her commitment to the nonprofit field.

Ms. Kim shared the following highlights including:

- Finance Team: There is an in-house team structure identified and the projected timeline to hire is by 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, including determining that payroll and benefits will be housed in 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. Ms. Kim 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 noted that she worked very closely with our retirement consultants, finance team, payroll team to get benefits on track, identify what happened and develop a plan of action to correct any 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 work benefit and will monitor the performance through the school year. In addition, the education attainment bonus will be paid out by December 2022.
- The IT team distributed 1,792 laptops from September 6 to September 17. The IT Governance Director has done great work looking for laptop data-plan 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 efficiencies.

**Closed Session**

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 the closed session for the stated purposes. Mr. Moore seconded the motion. A roll call vote was conducted to approve entering the 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**

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, Mr. 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 Mr. Haddock. Following discussion, Ms. Sosa asked for a motion on the continuation of Mr. Haddock’s employment, noting the need to be clear about the Board’s role in considering the potential conflict of interest, and to share how his work benefits the School. Mr. 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**

Ms. Sosa adjourned the meeting at 5:16 PM.



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Respectfully submitted by James Moore, Board Interim Secretary