



## Board of Directors

**Hugh Eastwood**, Board President  
**Eloise Schlafly**, Board Treasurer  
**Kevin Kerr**, Board Secretary

**Amanda Sullivan**  
**Aaron Jackson**  
**Mike Vachow**

**Whitney Young**  
**Nicole Plair**  
**Katie Owen**

**Gavin Schiffres**, CEO (Ex Officio)

## Kairos Academies Board Meeting Minutes

A virtual meeting of the Board of Directors (the “Board”) of Kairos Academies (the “School”) was held on December 16th, 2021 at 6:01 p.m.

The following members of the board were present:

Eloise Schlafly  
Amanda Sullivan  
Whitney Young  
Mike Vachow  
Aaron Jackson  
Gavin Schiffres, CEO  
Kevin Kerr  
Katie Owen

Also in attendance was:

Nilesh Patel  
Jack Krewson

## Salutation

Board President or designee, 6:00-6:15p.m. (Aaron 6:02 p.m.)

### Call To Order

### Check-In

- Share a recent challenge and win (~1 min each)
- Nominate the next attendee for a check-in

### Public Comment

- Unscheduled public comment

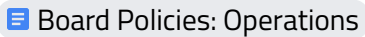
### Minutes

- Review [minutes from the November 18, 2021 Board Meeting](#)

## Governance Committee

Governance Committee Chairman or designee, 6:15-6:30 p.m. (Aaron 6:10 p.m.)



### Policy Amendments & Additions

- Missouri Charter Public Schools Association released its updated model policies, and per our board calendar, we are adopting those that are (i) newly released and (ii) required or updating any existing policies that have material changes. All policies below are linked so you can review at your discretion.
-  Board Policies: Operations
  - **New policies**
    - i. Title IX Sexual Harassment
    - ii. Physiology Textbook
    - iii. School Calendar
    - iv. Student Records
    - v. Strip Searches
    - vi. Organ, Eye, and Tissue Donation
    - vii. Missouri Student Religious Liberties
    - viii. Limited Public Forum



- **Updated policy**
  - i. Seclusion, Restraint, and Corporal Punishment
- **Board Policies: Governance**
  - **New policies**
    - i. Nepotism
    - ii. Prohibited Expenditures
    - iii. Conflict of Interest

### MCPSC Closure Resolution

- MCPSC passed a resolution clarifying the reasons they would close one of their charter schools and the process for closure. They have asked us to affirm that we've seen and understand these policies:
  - Reasons & board process for closure:  **Adopted Policy on Revocation.pdf**
  - Management level for closure:  **MCPSC Closure May 2020**

Aaron did not see any issues with the policies. These updates were based on MCPSC's annual model update. MCPSC also updated their blanket closure policy. A charter school can close either because a sponsor removes support or it fails to be an ongoing entity. Usually the sponsor option is what happens.

## Finance Committee

Treasurer or designee, (Eloise 6:16 p.m.)

### Monthly Updates & Financials

- [November, 2021 Financials](#), including:
  - YTD + October Income Statement
  - YTD Balance Sheet
  - YTD Cash Flows
  - WADA
  - Receipt Register
  - Check Register, Outstanding Invoices, Brex, Bill.com, Expensify

### Final Audit

Our auditor, KEB, finalized the audit. There are no material changes from the draft audit. The audit was "clean," which means that KEB found no significant problems with our operations, controls, or finances.



- [Report to the Board.pdf](#)
- [State & Federal Reporting.pdf](#)
- [Financial Statements.pdf](#)

Kairos won some extra federal grants last month by winning the STOP Award program. We are generally in line with the budget. They will update the visualizations to reflect budget trends in January. The Finance Committee will also track grant money better starting in Q1.

## Program Committee

Program Committee Chairman or designee, (Whitney 6:21 p.m.)

### High School Pre Opening Timeline (Nilesh)

- Nilesh will review progress on our [High School Pre Opening Plan/Timeline](#) and answer any questions

Nilesh is very focused on hiring top talent right now. Some high school positions might be able to be filled internally with middle school staff wanting to teach high school. He built their project timeline based on the middle school project template.

## Consent Agenda

Board President or designee, 7:10 p.m. (Aaron 6:24 p.m.)

### Vote on Discussed Items

- Vote to approve the following discussed items:
  - **Governance**
    - [Minutes from the November 18, 2021 Board Meeting](#)
    - [Board Policies: Operations](#)
    - [Board Policies: Governance](#)
    - Affirm review of:
      - [Adopted Policy on Revocation.pdf](#)
      - [MCPSC Closure May 2020](#)
  - **Finance**
    - [November, 2021 Financials](#)
    - Audit



- [Report to the Board.pdf](#)
- [State & Federal Reporting.pdf](#)
- [Financial Statements.pdf](#)

The board reviewed and approved the above items. The motion was made by Kevin Kerr, seconded by Eloise Schlafly, and passed unanimously.

## Facilities Committee

Facilities Committee Chairman or designee, (Jack 6:25 p.m.)

### Design-Build Firm & Proposals (Jack)

- Review overview of design-build firm process
- Review two Kairos proposals for architectural expansion:
  - [UIC](#)
  - [Collaborate](#)

Mike recommends referencing previous work with these design-build firms in order to gauge the level of commitment and experience needed. Jack will be most sensitive to price (e.g. construction administration fees) and timeline considerations. Jack can continue as planned.

## Valedictions

Board President or designee, (Gavin 6:42 p.m.)

### MCPSC Site Visit

**Summary:** Our annual MCPSC evaluator will attend the February 17th board meeting and ask to speak to board members in a 1-hour focus group either before or after.

Every year, MCPSC works with a third-party consultant (Marisol Rodriguez from Insignia Partners) to evaluate MCPSC's charter schools for compliance with their contract. This involves a series of observations and interviews and results in a written report that goes on MCPSC's website. In the past two years, Kairos has been found in compliance and received largely positive reports. This year, they will do a site visit on February 24th but join our February 17th board meeting virtually. They will also ask the board to stay for a 1-hour focus group either before or after the meeting. Gavin will solicit input on whether the board prefers meeting from 5-6 p.m. or 7:30-8:30 p.m. on February 17th.



## STOP Award

Forbes, the Center for Education Reform, Global Silicon Valley, and philanthropy by billionaire Jeff Yass teamed up to fund a new grant, the STOP Award, recognizing innovators during COVID. Out of 1,200 applicants, Kairos was chosen as one of 20 semifinalists and won \$110,000. The grand prize (\$1M) went to the Discovery Center in Springfield, Missouri (see the Wall Street Journal's [Educators Inspired Amid Covid](#))! Kairos is partnering with the Discovery Center to advocate for charter school expansion in the state.

## Desegregation Lawsuit (Lidell) Update

The St. Louis desegregation sales tax lawsuit is set for oral argument on Thursday, January 13, 2022. This will be the only hearing on the appeal. After the case is argued a written decision will be issued.

## Mask Mandate

Despite the Missouri Attorney General challenging the legality of state mask mandates, Kairos will continue to require masks pursuant to the [City of St. Louis' Department of Health' mandate](#):

"As many are now aware, a recent ruling of the Cole County Circuit Court found improper certain Missouri Code of State Regulations utilized by the Missouri Department of Health and Senior Services. Although the ramifications and ultimate disposition of this ruling is still being determined, the City is utilizing distinct local authority, in accordance and consistent with the requirements of State statute, for the continuing implementation of its Mask Mandate. The goal is to ensure the maximum number of individuals take prudent precaution to reduce the exposure to and slow the spread of SARS CoV-2, the virus which causes COVID-19."

## Ongoing Board Learning

- In the press:
  - [Schools Are Closing Classrooms on Fridays. Parents Are Furious](#) (New York Times)
    - Desperate to keep teachers, some districts have turned to remote teaching for one day a week — and sometimes more. Families have been left to find child care.
  - [School Closures Aren't Just for Covid Anymore](#) (Wall Street Journal)
    - Remote learning turns out to be an easy fix for other problems—never mind the huge educational costs.
  - [A California Attempt to Repair the Crumbling Pillar of U.S. Education](#) (Wall Street Journal)
    - A proposed California ballot measure would make good schools a constitutional right.
  - [Michael Bloomberg: Why I'm Backing Charter Schools](#)



- The public school system is failing. My philanthropy will give \$750 million to a proven alternative.
- **Top 10 Questions for Charter Boards.pdf**
  - Boards must see students beyond just the time they spend inside the school. Developing a deep understanding of who is attending the school, how fast the school helps them grow and how well they transition in and out are essential big picture questions.
- **Discussion Topics for Charter Boards Nov through Feb.pdf**
  - These materials are intended to drive 15-30 minutes of focused board discussion on one of the “10 Questions Every Charter Board Should Be Asking” each month. The material includes an initial email to Board Chairs suggesting an agenda item with supporting materials for the board meeting. It also includes an email (or board packet document) for every board member each month to highlight various aspects of the discussion topic.

St. Louis is a leader in state level charter school participation.

## Executive Session

Board President or designee, (Aaron 6:54 p.m.)

- Motion to Enter Executive Session
  - The Board will vote by roll call to enter executive session, pursuant to RSMo 610.021.3, to discuss employment of particular employees.

A roll call was initiated by Mike Vachow, Eloise Schlafly, Amanda Sullivan, Whitney Young, Kevin Kerr, Katie Owen, Aaron Jackson, and Gavin Schiffres.

- Motion to Exit Executive Session
  - The Board will vote by roll call to exit executive session.

A roll call was initiated by Mike Vachow, Eloise Schlafly, Amanda Sullivan, Whitney Young, Kevin Kerr, Katie Owen and Aaron Jackson.



# Reference Calendar

## JULY

### Complete

- Conflict of Interest questionnaire
- Risk of Fraud questionnaire

### Approve

- Student Handbook
- Staff Handbook

## AUGUST

### Review

- MCPSC performance contract goals (benchmarked against other STL schools)

## SEPTEMBER

### Approve

- Annual CEO performance goals

## OCTOBER

## NOVEMBER

## DECEMBER

### Approve

- Updates to board policies (based on MCPSC model policy updates)

## JANUARY

## FEBRUARY

### Complete

- Missouri Ethics Commission Personal Filer Disclosure

### Approve

- Enrollment
- Annual Calendar

## MARCH

## APRIL

### Approve

- Plan to Return In-Person Learning

## MAY

## JUNE

### Approve

- Annual Calendar of Board Meetings
- CEO Annual Evaluation

### Approve

- Annual Budget (Fin Comm review first draft in April, final draft in May)
- Board Officers





**Motion to Close the Board Meeting**

There being no further business to be transacted, and upon motion duly made by Whitney Young, seconded by Eloise Schafly, and approved, the meeting was adjourned at 7:18 p.m.

Respectfully submitted,



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**Board Secretary**

