APPROVED

Washington Latin

Minutes

May Board of Governors Meeting

Date and Time
Thursday May 6, 2021 at 6:00 PM

Location
https://us02web.zoom.us/webinar/register/WN_AVqjLDXFSFmdZBxhmEfFFw

Directors Present
A. Graham (remote), B. Caldwell (remote), B. Williams-Kief (remote), C. McFadgion (remote), C. McGurn (remote), C. Wilkinson (remote), H. Rawlings (remote), K. Merritt (remote), L. Ballenger (remote), L. Rucker (remote), N. McCoy (remote), P. Mara (remote), R. Dalal (remote), T. Morgan (remote)

Directors Absent
K. Osagie

Directors who arrived after the meeting opened
P. Mara

Guests Present
D. Smith (remote), J. Kelly (remote), K. Cromwell (remote), M. Fleming (remote), P. Anderson (remote), T. Porter (remote), Y. Tse (remote)

I. Opening Items

A.

Record Attendance

B. Call the Meeting to Order

C. Wilkinson called a meeting of the board of directors of Washington Latin to order on Thursday May 6, 2021 at 6:02 PM.
P. Mara arrived.

C. Approve Minutes

L. Ballenger made a motion to approve the minutes from April Board of Governors Meeting on 04-08-21.
T. Morgan seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

C. McGurn	Aye
A. Graham	Absent
P. Mara	Absent
K. Merritt	Aye
B. Caldwell	Aye
C. Wilkinson	Aye
T. Morgan	Aye
B. Williams-Kief	Aye
N. McCoy	Absent
L. Ballenger	Aye
C. McFadgion	Aye
R. Dalal	Absent
H. Rawlings	Aye
L. Rucker	Aye
K. Osagie	Absent

II. HOS Report and School Update

A. Update on what is happening at the school right now

- Working on end of year activities in accordance with current (shifting) DC Health protcols
- Faculty very glad to be back in person; have just been asked to write reflections on this past school year
- Anticipating a large turnout for summer school, which will offer a combintaion of virtual and hybrid classes; plan to use summer school to slowly evolve into "back to normal" protocols for fall
- Planning to take down outdoor classrooms after end of regular school year; no vadalism or theft so far but will not use tents for summer school

B. Q&A on written HOS report

No questions from the Board

III. Charter Renewal

A. Revised Bylaws

In consultation with counsel at PCSB, The Shanahan Firm modified the by-law language to resolve the concern raised earlier about the role of the Board Secretary.
C. Wilkinson made a motion to Approve the revised By-Laws.
T. Morgan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call	
C. McGurn	Aye
K. Merritt	Aye
A. Graham	Aye
H. Rawlings	Aye
L. Ballenger	Aye
C. McFadgion	Aye
T. Morgan	Aye
B. Williams-Kief	Aye
N. McCoy	Aye
R. Dalal	Aye
P. Mara	Aye
K. Osagie	Absent
B. Caldwell	Aye
L. Rucker	Aye
C. Wilkinson	Aye

IV. Internal Controls

A. Sector issues/How we are managing internal controls

- Our protocols both internally and with EdOps carry several redundancies and checks to avoid mismanagement of funds; those procedures are reviewed regularly
- Audit and Finance Committees will be working with Yinnie on identifying an outside consultant to do a risk assessment for both internal controls and cyber-risks; plan to propose a multi-year plan when finished
- Several Board Members expressed support for this work

V. Finance

A. March financials

- Yinnie reviewed the monthly financial report in detail and we are comfortably compliant with all metrics

- Management would like to disburse some available funds as a bonus to all faculty and staff, and for summer PD grants (as has been done in the past); If approved, Board to announce at next Faculty meeting

B. Caldwell made a motion to Approve the Faculty Appreciation Bonus (FAB).
C. Wilkinson seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

B. Williams-Kief	Aye
R. Dalal	Absent
K. Merritt	Aye
H. Rawlings	Aye
N. McCoy	Aye
C. McGurn	Aye
A. Graham	Aye
P. Mara	Aye
C. Wilkinson	Aye
K. Osagie	Absent
L. Ballenger	Aye
B. Caldwell	Aye
C. McFadgion	Aye
T. Morgan	Aye
L. Rucker	Aye

B. FY21-22 budget

- Yinnie presented the FY21-22 budget, making specific note of the DSCR (debt service coverage ratio) in the context of proporsed expenses to start-up Latin B.
- Projections show us staying within the desired DSCR of 1.2, especially if we can slightly shift the timing of a few expenses across the year. Finance team will be monitoring this metric closely.
- Yinnie also provided comparisons with prior years and conservative estimates based on enrollment, local and federal funding, and anticipated Latin B hiring.

C. Wilkinson made a motion to Approve the Budget.
K. Merritt seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

K. Merritt	Aye
C. McGurn	Aye
C. McFadgion	Aye
L. Rucker	Aye
L. Ballenger	Aye
B. Williams-Kief	Aye
K. Osagie	Absent

Roll Call

R. Dalal	Aye
B. Caldwell	Aye
C. Wilkinson	Aye
T. Morgan	Aye
P. Mara	Aye
N. McCoy	Aye
H. Rawlings	Aye
A. Graham	Aye

VI. Governance

A. Nomination of officers for SY21-22

Chris opened the floor for nominations for officers which generated the following slate:
Tim to continue for one more year as Treasurer
Caitlin to continue as Secretary
Chris to coninue as Chair
Ken nominated as Vice-Chairman
Full Board to vote on this slate next month

B. Other governance matters

- Board is reviewing the report from Matt Taylor and may want to re-engage him for a check-in at some future point
- Revieiwing existing partnerships to be sure we're getting full value from those organizations
- Board committees working on Head of School evaluation, recuiting to fill vacant Board positions/on-boarding of new members, and review of Strategic Plan

VII. Growth Dashboard

A. Leadership/Talent pipeline

Brief report in the interest of time: continuing to interview candidates for leadership roles and making good progress. Will report more fully at future meetings.

B. Fundraising

Brief report in the interest of time is that the team is making good progress; Barry expects some greater momentum once we have a building. The committee is digging further into the prospects list but would welcome suggestions for additional prospects from any board member

VIII. Executive Session

A.

Latest on facilities

L. Ballenger made a motion to Go into Executive Session.
C. Wilkinson seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

L. Ballenger	Aye
L. Rucker	Aye
K. Osagie	Absent
H. Rawlings	Aye
P. Mara	Aye
A. Graham	Aye
B. Williams-Kief	Aye
B. Caldwell	Aye
C. McGurn	Aye
C. McFadgion	Aye
C. Wilkinson	Aye
K. Merritt	Aye
R. Dalal	Aye
T. Morgan	Aye
N. McCoy	Aye

The board went into executive session at 7:45 pm to discuss current contract negotiations regarding facilities. This is in accordance with the Open Meetings Act §2-575(b) subsection (3) To discuss, establish, or instruct the public body’s staff or negotiating agents concerning the position to be taken in negotiating incentives relating to the location or expansion of industries or other businesses or business activities in the District.
B. Caldwell made a motion to Come out of Executive Session.
K. Merritt seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

C. Wilkinson	Aye
T. Morgan	Aye
N. McCoy	Aye
C. McFadgion	Aye
H. Rawlings	Absent
K. Merritt	Aye
L. Rucker	Aye
B. Caldwell	Aye
A. Graham	Aye
R. Dalal	Aye
L. Ballenger	Aye
K. Osagie	Absent
P. Mara	Aye
B. Williams-Kief	Aye

Roll Call

C. McGurn	Aye

IX. Closing Items

A. Adjourn Meeting

L. Ballenger made a motion to Adjourn.
P. Mara seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

K. Merritt	Aye
L. Ballenger	Aye
P. Mara	Aye
K. Osagie	Absent
C. McGurn	Aye
B. Williams-Kief	Aye
C. Wilkinson	Aye
T. Morgan	Aye
A. Graham	Aye
C. McFadgion	Aye
B. Caldwell	Aye
H. Rawlings	Absent
L. Rucker	Aye
R. Dalal	Aye
N. McCoy	Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:19 PM.

Respectfully Submitted,
M. Fleming

This meeting is governed by the Open Meetings Act. Please address any questions or complaints arising under this meeting to the Office of Open Government at opengovoffice@dc.gov