

APPROVED



City on a Hill Charter Public School

Minutes

June 2020 Board Meeting #3

Date and Time

Tuesday June 30, 2020 at 9:00 AM

This meeting took place remotely pursuant to the March 12, 2020 Baker-Polito Administration announcement of an emergency order temporarily modifying the state's open meeting law.

Trustees Present

Andres Tejeda Soto (remote), Cara Stillings-Candal (remote), Jack Gearan (remote), Jacqueline Bennett (remote), Jeff Jablow (remote), Melisa Lemire (remote), Sarah Griffin (remote)

Trustees Absent

Gary Morton, Karin Wall

Trustees who arrived after the meeting opened

Andres Tejeda Soto, Sarah Griffin

Trustees who left before the meeting adjourned

Andres Tejeda Soto, Jacqueline Bennett

Ex Officio Members Present

Kevin Taylor (remote)

Non Voting Members Present

Kevin Taylor (remote)

Guests Present

Elizabeth Dignan (remote), Jordan Lopez (remote), Sonya Pratt (remote), Ted Gildea (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

Cara Stillings-Candal called a meeting of the board of trustees of City on a Hill Charter Public School to order on Tuesday Jun 30, 2020 at 9:05 AM.

C. Approve May 2020 Meeting Minutes

Andres Tejeda Soto made a motion to approve the minutes from May 2020 Meeting Minutes May 2020 Board Meeting on 05-12-20.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Sarah Griffin	Absent
Jack Gearan	Aye
Jeff Jablow	Aye
Melisa Lemire	Aye
Gary Morton	Absent
Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Karin Wall	Absent
Jacqueline Bennett	Aye

D. Approve June 2020 Meeting #1 Minutes

Andres Tejeda Soto made a motion to approve the minutes from June 2020 Meeting #1 Minutes June 2020 Board Meeting #1 on 06-04-20.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Gary Morton	Absent
Karin Wall	Absent
Melisa Lemire	Aye
Sarah Griffin	Absent
Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Jack Gearan	Aye

Roll Call

Jeff Jablow	Aye
Jacqueline Bennett	Aye

E. Approve June 2020 Meeting #2 Minutes

Andres Tejeda Soto made a motion to approve the minutes from June 2020 Meeting #2 Minutes June 2020 Board Meeting #2 on 06-10-20.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Melisa Lemire	Aye
Sarah Griffin	Absent
Cara Stillings-Candal	Aye
Jeff Jablow	Aye
Jack Gearan	Aye
Karin Wall	Absent
Gary Morton	Absent
Jacqueline Bennett	Aye
Andres Tejeda Soto	Aye

II. Consent Agenda

A. Vote to Approve Ted Gildea as a Board Member

Melisa Lemire, Governance Chair and Clerk, presented Ted Gildea as a candidate for joining the Board. She shared that Gildea has a strong background in real estate, and Gildea spoke about his background and the opportunity to serve on the Board of Trustees.

Melisa Lemire made a motion to approve Ted Gildea as a Board Member.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Cara Stillings-Candal	Aye
Gary Morton	Absent
Jacqueline Bennett	Aye
Jack Gearan	Aye
Andres Tejeda Soto	Aye
Melisa Lemire	Aye
Sarah Griffin	Absent
Karin Wall	Absent
Jeff Jablow	Aye

Sarah Griffin arrived.

B.

Vote to Ratify Original Forbearance Agreement and First Amendment & Enter Second Amendment

Kevin Taylor, Chief Executive Officer, provided an overview of the purpose of the original Forbearance Agreement with Boston Private Bank ("the Bank" or "the Lender") as an agreement resulting from the existing default resulting from the failure of the City on a Hill Foundation ("the Foundation") to satisfy the debt covenants on the City on a Hill Circuit Street building. Taylor and Cara Stillings-Candal, Chair, shared that both Foundation and School Board Leadership have been included on calls with the Bank and agree that the Forbearance Agreement and the subsequent amendments to address the dates of forbearance should be ratified by the Board.

Cara Stillings-Candal made a motion to ratify the execution and delivery by COAH Circuit Street, COAH Dudley Square and/or, as successor to COAH Dudley Square and COAH Circuit Street upon the consolidation of their charters, City on a Hill Charter Public School Boston ("COAH Boston" and together with COAH Circuit Street and COAH Dudley Square, the "Schools") of the (i) Amended and Restated Forbearance Agreement (the "Original Forbearance Agreement") dated as of January 14, 2020 by and among the Foundation, the Schools and the Lender, which, among other things, includes the agreement for the Lender to forbear until the Termination Date (as defined in the Original Forbearance Agreement) from exercising its rights and remedies as a result of the existing default resulting from the failure of the Foundation to satisfy the DSCR Covenants (as defined in the Original Forbearance Agreement) and (ii) the First Amendment to Amended and Restated Forbearance Agreement (the "First Amendment to Forbearance Agreement" together with the Original Forbearance Agreement and the Second Amendment (defined below), the "Forbearance Agreement") dated as of February 6, 2020 by and among the Foundation, the Schools and the Lender, which, among other things, extends the Termination Date until May 6, 2020.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Jeff Jablow	Aye
Cara Stillings-Candal	Aye
Sarah Griffin	Aye
Andres Tejeda Soto	Aye
Melisa Lemire	Aye
Karin Wall	Absent
Gary Morton	Absent
Jacqueline Bennett	Aye
Jack Gearan	Aye

Cara Stillings-Candal made a motion to authorize the execution and delivery by the Schools of the Second Amendment to Amended and Restated Forbearance Agreement (the "Second Amendment") by and among the Foundation, the Schools and the Lender, which, among other things, extends the Termination Date to June 30, 2020 and provides for certain options with respect to lease at 2181 Washington Street (the premises of COAH Dudley Square) (the "Dudley Square Lease").

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Jeff Jablow	Aye
Andres Tejeda Soto	Aye
Melisa Lemire	Aye
Gary Morton	Absent
Sarah Griffin	Aye
Jacqueline Bennett	Aye
Cara Stillings-Candal	Aye
Karin Wall	Absent
Jack Gearan	Aye

C. Vote to Ratify Letter to Landlord and Exclusive Agreement to Sublease & Enter into the Sublease

Next, Taylor reminded the Board of the ongoing negotiations with the landlord of the Washington Street (Dudley Square) to terminate City on a Hill's lease following our consolidation to a single school housed at the Circuit Street campus. He shared that while the landlord is not currently interested in terminating the lease, negotiations will continue and City on a Hill is currently seeking to find a sublessee. Taylor also shared that Foundation and School Board Leadership and management have drafted a letter requesting in writing to terminate the lease.

Cara Stillings-Candal made a motion to ratify the execution and delivery by the COAH Dudley Square of the letter to Dudley Washington, LLC ("Landlord") (the "Letter to Landlord") requesting that Landlord accept COAH Dudley Square's request to terminate the Dudley Square Lease and negotiate a settlement in connection therewith.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Karin Wall	Absent
Jeff Jablow	Aye
Sarah Griffin	Aye
Andres Tejeda Soto	Aye
Gary Morton	Absent
Jacqueline Bennett	Aye
Jack Gearan	Aye
Cara Stillings-Candal	Aye
Melisa Lemire	Aye

Cara Stillings-Candal made a motion to authorize the execution and delivery by COAH Dudley Square of the Exclusive Listing Agreement to Sublease with Boston Realty Advisors.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Gary Morton	Absent
Melisa Lemire	Aye
Sarah Griffin	Aye
Jeff Jablow	Aye
Andres Tejeda Soto	Aye
Jacqueline Bennett	Aye
Karin Wall	Absent
Cara Stillings-Candal	Aye
Jack Gearan	Aye

Cara Stillings-Candal made a motion to authorize the execution and delivery by the Schools of a sublease (the "Sublease") of the Dudley Square Lease.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Andres Tejeda Soto	Aye
Melisa Lemire	Aye
Jack Gearan	Aye
Jeff Jablow	Aye
Karin Wall	Absent
Cara Stillings-Candal	Aye
Sarah Griffin	Aye
Jacqueline Bennett	Aye
Gary Morton	Absent

D. Omnibus Vote

Cara Stillings-Candal made a motion to affirm that Cara Stillings Candal, Board Chair and Kevin Taylor, Chief Executive Officer (each an "Authorized Signatory") is hereby individually authorized to execute, deliver and file any and all documents to effectuate the foregoing votes in such form and containing such terms, provisions and conditions as any Authorized Signatory may deem necessary, appropriate or convenient, in his or her sole discretion (including, without limitation, changes to any amounts described therein), on behalf of the Schools.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Andres Tejeda Soto	Aye
Jeff Jablow	Aye
Melisa Lemire	Aye
Jacqueline Bennett	Aye
Gary Morton	Absent
Karin Wall	Absent
Jack Gearan	Aye
Sarah Griffin	Aye

Roll Call

Cara Stillings-Candal Aye

Cara Stillings-Candal made a motion to affirm that the Authorized Signatories are, and each of them, acting singly, hereby is authorized to take such further action or to cause such further action to be taken, to make such determinations, and to provide such information to other parties, as may be deemed by the Authorized Signatory, in his or her sole discretion, to be necessary or convenient to effectuate the purposes of the foregoing votes, including any consents, approvals and payments, on behalf of the Schools.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Karin Wall Absent

Sarah Griffin Aye

Jeff Jablow Aye

Jacqueline Bennett Aye

Cara Stillings-Candal Aye

Melisa Lemire Aye

Andres Tejeda Soto Aye

Gary Morton Absent

Jack Gearan Aye

Cara Stillings-Candal made a motion to affirm that any and all previous actions taken in connection with the foregoing votes by any officer or trustee of the Schools, or an Authorized Signatory on behalf of the Schools are hereby ratified and confirmed.

Jeff Jablow seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

Jack Gearan Aye

Cara Stillings-Candal Aye

Karin Wall Absent

Jeff Jablow Aye

Andres Tejeda Soto Aye

Jacqueline Bennett Aye

Melisa Lemire Aye

Gary Morton Absent

Sarah Griffin Aye

E. Vote to Approve Updated City on a Hill Enrollment Plan

Jordan Pina, Deputy Chief of Staff, presented the draft City on a Hill Enrollment Plan.

Pina shared that the plan included minimal changes from the Enrollment Plan approved by the Board at the March 20, 2019 Board of Trustees Meeting, and was primarily being sought as part of the consolidation of City on a Hill Circuit Street and City on a Hill Dudley Square into a single school ("City on a Hill Charter Public School").

Cara Stillings-Candal made a motion to approve the updated City on a Hill Charter Public School Enrollment Plan and to direct management to submit the amendment request to the Department of Elementary and Secondary Education.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Jacqueline Bennett	Aye
Andres Tejeda Soto	Aye
Melisa Lemire	Aye
Jack Gearan	Aye
Cara Stillings-Candal	Aye
Jeff Jablow	Aye
Sarah Griffin	Aye
Karin Wall	Absent
Gary Morton	Absent

F. Vote to Approve Updated City on a Hill Bylaws

Jordan Pina, Deputy Chief of Staff, then presented the updated City on a Hill Charter Public School bylaws. Pina shared that, similarly to the Enrollment Plan Amendment, this amendment was being sought primarily to address City on a Hill's restructuring from a three-charter network of schools to a single, standalone high school. She confirmed that changes included removing references to a network and multiple schools, but all other operating principles of the Board were identical to the previous version.

Cara Stillings-Candal made a motion to approve the updated City on a Hill Charter Public School Bylaws and to direct management to submit the amendment request to the Department of Elementary and Secondary Education.

Jeff Jablow seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Jack Gearan	Aye
Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Karin Wall	Absent
Sarah Griffin	Aye
Gary Morton	Absent
Jacqueline Bennett	Aye
Jeff Jablow	Aye
Melisa Lemire	Aye

Andres Tejeda Soto left.

III. COVID-19 Response, Distance Learning & End of Year Update

A. COVID-19 Response, Distance Learning and End of Year Update

Next, Cara Stillings-Candal, Chair, directed the attention of the Board to the School's COVID-19 Response, Distance Learning, and End of Year Update. Sonya Pratt, Chief Schools Officer, shared that while Boston Public Schools (BPS) hasn't announced what their school year 2020-2021 reopening plans are, they have a lot of influence as the largest district on a variety of factors that affect charter schools like City on a Hill, including transportation for many of our students. Pratt shared that City on a Hill's guiding principle for reopening is what is in the best interest of CoaH students rather than just following the district.

Board members inquired as to current feelings towards returning to school in-person in the fall. Pratt shared that anecdotally, school leaders have heard all options (remote learning, hybrid learning, and in-person learning) requested from parents and will need to seek additional feedback. Taylor also reiterated that City on a Hill will be negotiating with the Boston Teachers Union (BTU) on the model for instruction, and further teacher perspective will be sought there.

Jacqueline Bennett left.

Andres Tejeda Soto arrived.

IV. SY2019-20 Academic Results Discussion

A. SY2019-20 Academic Results Discussion

Then, Stillings-Candal directed the attention of the Board to the school year 2019-2020 Academic Results discussion. Pratt reviewed quarterly data, including passing rates and interim scores for the 2019-2020 school year, and discussed trends. As noted in previous iterations of The CoaH Effect throughout the year,

Pratt also noted all of the considerations that school leaders kept in mind when reviewing academic results, including the rapid shift to virtual learning during the COVID-19 Global Pandemic, the merging of City on a Hill Circuit Street and City on a Hill Dudley Square, the closure of City on a Hill New Bedford, and having a high percentage of early career teachers. She also shared that the Principal Team (Chief Schools Officer, Lower School Principal, and Upper School Principal) held individual great checkout meetings with teachers where every student's performance was evaluated to ensure that students were being best supported as they enter school year 2020-2021.

Board members probed as to how many students did not meet City on a Hill's mastery target of 70% passing rate. Pratt shared that roughly 100 students did not, but City on a Hill is offering both credit recovery and summer school, and planning both with the considerations of virtual learning in mind. Trustees also asked how this number compared to previous years' passing rates. Pratt reiterated that this year's extenuating circumstances make it hard to compare to previous years, but the Board would be updated on credit recovery and summer school at upcoming Board meetings.

V. Committee Updates

A. Academic Excellence Committee Update

Due to the earlier discussion, there was no additional update from the Academic Excellence Committee.

B. Governance Committee Update

Melisa Lemire, Committee Chair, provided an update on continued Board growth, including three new possible candidates for Trustees. She also confirmed that the Board will have their annual retreat virtually on August 14, with a majority of the time being dedicated to Governance Training as required by City on a Hill Circuit Street's probationary renewal conditions.

C. Finance Committee Update

Due to the earlier discussion, there was no additional update from the Finance Committee.

D. Development Committee Update

Cara Stillings-Candal, Chair, shared that Development Committee will be evaluating how to safely pursue a City on Hill Annual Gala in school year 2020-2021, among other fundraising initiatives. She also encouraged all Board of Trustees members to donate if they are able to at this time.

E. CEO Support Committee Update

Cara Stillings-Candal, Chair, announced that the CEO Support Committee completed the school year 2019-2020 Chief Executive Officer Evaluation, and were pleased with the results of their review of results of the CEO self-evaluation, direct report feedback, and Committee discussion on progress to individual goals.

VI. The COAH Effect

A. The COAH Effect

Kevin Taylor, Chief Executive Officer, reintroduced the purpose of The COAH Effect to the Board and guests as a progress monitoring tool. Taylor walked through the final dashboard of school year 2019-2020 and provided explanation of the result of each goal, including additional context for goals that were not able to be met due to the COVID-19 Global Pandemic, including executing annual Family and Student Surveys and some non-essential College Counseling goals in order to prioritize rapid response to current needs of families.

VII. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 11:02 AM.

Respectfully Submitted,
Cara Stillings-Candal