

APPROVED



## KIPP Academy Massachusetts

### Minutes

#### KIPP MA Governance and Compensation Meeting

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##### **Date and Time**

Friday January 17, 2025 at 2:00 PM

##### **Location**

<https://kippma-org.zoom.us/j/82361204808>

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##### **Committee Members Present**

D. Borchard (remote), M. Fates (remote), M. Kendall (remote), R. Barnes (remote), S. Pierre-Louis (remote)

##### **Committee Members Absent**

*None*

##### **Committee Members who arrived after the meeting opened**

M. Kendall

##### **Guests Present**

J. Fetbroth, Z. Trotsky (remote)

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#### **I. Opening Items**

##### **A. Record Attendance**

##### **B. Call the Meeting to Order**

D. Borchard called a meeting of the Governance and Compensation Committee of KIPP Academy Massachusetts to order on Friday Jan 17, 2025 at 2:00 PM.

### **C. Approve Minutes from 10/11**

D. Borchard made a motion to approve the minutes from 10/11.

S. Pierre-Louis seconded the motion.

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

#### **Roll Call**

D. Borchard Aye

S. Pierre-Louis Aye

M. Kendall Absent

M. Fates Aye

R. Barnes Aye

## **II. Governance and Compensation**

### **A. ED Mid-Year Review**

The Committee discussed administering the ED 360 Review for this school year.

A Committee member asked to review questions from last year. One member noted liking the current keep/start/stop questions and wanted to keep questions around conflict of interest and DEI.

The Board Chair asked for staff input on what is asked.

A member suggested we add the following questions:

- What are the top 3 opportunities for the region?
- What are the top 3 challenges?

The Committee was aligned.

The Executive Director requested waiting to send the survey until after we hear an update about growth (February at the latest). The members of the Committee were not opposed.

The Executive Director plans to share the results of her review with the ED Consigliere and GLCs.

### **B. Board Leadership Succession Plan**

M. Kendall arrived at 2:22 PM.

The Committee engaged in a conversation around a Board chair succession plan. The Chair named that the successor is typically the vice chair. However, the current vice chair may not be interested in that.

The Committee discussed if we should consider moving someone else into the Vice Chair seat in an effort to develop them to become the chair.

The Executive Director proposed the Committee discusses being a chair with current and potential board members one on one. She noted whether we grow or not will be the major lever on timelines on board positions, as well as the ED seat.

The Committee would like to discuss at a future meeting: What gaps do we have and want to fill with the current board?

The Executive Director, Chair and current Vice Chair will lead **these conversations**.

### C. 5 Year Board Strategy

The Committee discussed the 5-year strategy for Board recruitment and composition. They began by reviewing the slides they created in 2020 when they last discussed this at a high level.

Where would the Governance and Compensation Committee like to focus its energy in the next 5 years if we grow? If we don't?

The Executive Director named that the Board needs at least 2 more people that know teaching and learning, whether we grow or not. We also need at least one individual that understands fundraising.

A member of the Committee asked if we could recruit someone from Harvard School of Education. Could we look for someone doing research?

The Committee discussed one Board candidate that currently consults for KIPP MA. The Ethics Commission has already provided guidance on how this situation would be navigated.

The Executive Director wants someone that can talk academics in the K-12 (K-16) space and can talk about it to an external audience. Ideally they can also advise us on what it is better to do in academic situations, would have a data/research background, has been a part of a team of people in a school district where academic outcomes matter, and is comfortable helping us tell that story.

It was asked if one of our current Board members could help connect us to prospects.

The Committee asked if we want to try and take a more broad approach to discussing board strategy, and discussed would who be involved (alumni? parents of alumni?). It was noted that current parents can pose a conflict of interest.

The Executive Director noted we would better leverage KIPP Forward and Family and Community Engagement.

At the next meeting, the Committee will walk through a project plan of Board make-up. It was suggested the KIPP MA Team refine a strategy to increase focus and improve the composition and structure of the Board, and that we then review this with the full Board. A member of the Committee volunteered to be involved in the planning.

The Committee proposed this be done by June once we know about the seats and have a plan.

### **III. 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 2:53 PM.

Respectfully Submitted,  
D. Borchard

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#### **Documents used during the meeting**

*None*

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Documents used in the meeting:  
- 2020 Board Strategy PPT