

APPROVED



KIPP Academy Massachusetts

Minutes

KIPP MA Governance and Compensation Meeting

Date and Time

Friday August 8, 2025 at 2:00 PM

Location

<https://kippma-org.zoom.us/j/82315329069>

Committee Members Present

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

Committee Members Absent

M. Fates, S. Lim

Guests Present

Z. Trotsky (remote)

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 Aug 8, 2025 at 2:04 PM.

C. Approve Minutes from 5/23

M. Kendall made a motion to approve the minutes from 5/23 KIPP MA Governance and Compensation Meeting 05.23.25 on 05-23-25.

D. Borchard seconded the motion.

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

II. Governance and Compensation

A. Governance and Compensation Goals for 25-26

- D. Borchard asked everyone to review the FY26 Governance and Compensation Committee Goals for 3 minutes.
- D. Borchard clarified that the format and goals are familiar from last year.
- N. Barnes emphasized the committee goals, stating that we are ensuring we have new board members (either with giving potential or experience in education) and that we have succession planning for all officers by June 2026.
- D. Borchard suggested that in our purpose and ongoing work we add that we articulate the strategy of the board and recruit and retain members (doing this in support of KIPP MA overall strategy).
 - SY26 goals - Add: We want to effectively evaluate the ED's performance and provide useful feedback.
 - M. Kendall, N. Barnes, and S. Pierre-Louis were in agreement.
- M. Kendall observed that he does not remember the last time we took the time to evaluate the performance of the overall board and sat with all of the goals to see if we did a good job.
 - D. Borchard added that we have not been systematic with this process and believes this makes sense.
 - N. Barnes asked if it would be helpful if she let the full board know how she has experienced the different committee's goals and how the board has interacted with them.
 - S. Pierre-Louis added that it would be helpful in getting the self evaluations back from all board members to address this at the board retreat.
 - D. Borchard agreed that it would be useful to reference the self evaluations and highlight the committee's effort to increase participation, highlighting how we have made changes based on board feedback.
 - Z. Trotsky will clarify when we give out the survey and if we can do it in September at future retreats.

B. Succession Planning

- N. Barnes reviewed the conversations and owners with current board members.
 - D. Borchard agreed that this was the right place to start.
- N. Barnes said that the 3 people having these conversations will report back to this committee before recommending a plan to the full board.

C.

Board Prospects

- N. Barnes discussed how she has had recent conversations with prospective board members:
 - N. Barnes provided details on her recent conversations and status of each prospective member.
 - Z. Trotsky added some details on recent meetings and conversations.
- D. Borchard brought up the concept of adding a family member of an existing or former student.
 - N. Barnes stated that we currently have no one in the pipeline.
 - S. Pierre-Louis brought up an opportunity with a member of a committee.

D. ED Bonus Schedule

- N. Barnes let everyone know that we have historically done half of the bonus in October and the other half in June. Do we want to change anything?
 - D. Borchard asked if this is what we do with other senior leaders?
 - N. Barnes said that we paid out all other senior leaders in June this past year.
- D. Borchard clarified out next meeting and how we will review then before the full board meeting in October.

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 2:44 PM.

Respectfully Submitted,
Z. Trotsky

Documents used during the meeting

None