



Breakthrough Public Schools

Minutes

BPS Board Governance Committee Meeting

Date and Time

Wednesday November 19, 2025 at 8:30 AM

Location

Zoom

Committee Members Present

A. KOPIT (remote), C. Lipscomb (remote), J. Johnson (remote), S. Steinhouse (remote)

Committee Members Absent

None

Guests Present

A. Garg (remote), A. McRae (remote), J. Kaye (remote), M. Sattler (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

C. Lipscomb called a meeting of the Governance Committee of Breakthrough Public Schools to order on Wednesday Nov 19, 2025 at 8:32 AM.

C. Approve October Governance Committee Minutes

A. KOPIT made a motion to approve the minutes from BPS Board Governance Committee Meeting on 10-01-25.

S. Steinhouse seconded the motion.

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

II. Governance

A. Committee Role & Objectives for FY26

As a committee, we're reviewing the outcomes of the July retreat and solidifying our discussion from last month. We're stamping the goals of our committee as it relates to the board, senior leadership, and this committee.

We want to ensure the board is healthy. Our five goals are:

1. Strengthen Board Composition and Expertise
2. Clarify and Uphold Board Member Expectations
3. Enhance Board Engagement With Senior Staff and Schools
4. Improve Governance Processes and Committee Operations
5. Plan and Execute a High-Impact FY26 Board Retreat

Strengthen Board Composition and Expertise

Ensure the Board has the right mix and distribution of skills at both the Board and committee levels to meet organizational needs.

- This means we're building a pipeline, anticipating transitions.
- We want to make sure we are aligned on the areas of expertise we need, especially as we consider the various committees.
- Is the board the right size?
 - Sam: We have struggled with quorum, but the size feels right given the cross-section of committees, conversations, and productivity. Being too big can take away from goals. Right now, the bylaws state we can have between 11 and 19.
 - Cecil: We're in the middle of this range. The by-laws feel right, but we do hope to maintain around the current number. Current terms are staggered, so we should aim to recruit 6-8 new folks.
 - Joy: That number feels right, and especially since some join a committee before the board.
 - Alan: This was a requirement at one point.
 - Andrew: This has helped ensure they have context and has eased the transition. I also think that, as we consider competition and the future of the board and upcoming transitions, we can pursue a more thorough board development project. We can align on the strategy and cultivate towards that strategy.
- Do we see a specific area we need to focus on for recruitment?

- Sam: One thing we've discussed over time is getting an HR/People Committee off the ground. Even if it starts as a task force, while we have strong People leadership right now, it's important for the board to have a pulse on that. If we had people on the board with these skills, it could be helpful.
- Juliet will send Cecil the old HR task force charter from 2023.
- Sam: We should also consider what process we want to have to replace the chair. For our next meeting, we should consider designating a new chair. Let's circle back there in January. At the December meeting, we'll take a pulse on interest in the chair role.
- Cecil: We need to think about addressing the issue of inofmraiton transfer. We could also look at thinks like Emertis status.

Clarify and Uphold Board Member Expectations

Clarify, communicate, and monitor Board member expectations related to engagement, attendance, school visits, and committee participation.

- We have already bumped up the expectations.
- In terms of attendance, and maitnaing 90% attendance, this can fall to the Governance committee for some of the follow-up.
- Andrew & team have stressed the importance of our involvement.
- We also discussed that board meetings held during the day at schools is something we could consider for the following year.
- Do the attendance number and expectation feel reasonable?
 - Joy: The goals feel reasonable. How do we track?
 - Juliet: They are in BOT, so we can keep track.
 - Alan: 90% feels high.
 - Sam: So that would be missing one meeting? I think we can let people miss two.
 - Cecil: Does this impact the quorum?
 - Andrew: There are many regulatory concerns, and we've had issues with quorum, which stopped the workflow of the organization. So we should set a high bar.
 - Aditi: With a lower than 90%, the school board becomes a significant issue. We have committed to being present. I agree that setting the bar high is essential. My question would be, what is the follow-up? This doesn't need to be codified, but how do we support our members?
 - Cecil: When folks miss two meetings, we'll need to have individual conversations. And for a bi-annual review, this is new, but we can jump in to address it early on. It's our responsibility as the governing committee to meet with members throughout the year consistently. It doesn't always have to be punitive, but can be a proactive call.

Enhance Board Engagement With Senior Staff and Schools

Strengthen structures that ensure Board members are visible, supportive partners to senior staff and school communities.

- We want to make sure we're here to support and add value to the direction.
 - Andrew: When we think about building up capacity, we can consider adding content-specific sessions the hour before board meetings. These can be topic-specific: attendance, scholar discipline, finance, etc. This could allow board members to engage deeply with a specific topic. I do think we have a knowledge and historical context gap, and this can be part of the solution. I think standardizing a process for connecting board members with staff would be a great idea. We have many talented board members who can share their knowledge formally. This committee can dive into what that looks like, but it would enhance the board member experience and be a value-add for staff.
 - Matt: We have some big transactional projects where it would be great to get board input.
 - Cecil: I'd like to tease this out in our next meeting. I do think the one-hour, subject-specific option is the right thing to do. Sometimes the board meetings are teasing to go deep, but we don't have the time/space. This may ease some of the burden on the board meeting itself.
 - Sam: We can work on the logistics (if it's a special meeting, committee, etc). Adidi and I are so proximate to the work, but it would be great to get more people there. This would ensure board members are better informed and would make board meetings smoother.

Improve Governance Processes and Committee Operations

Refine governance systems that support effective oversight, nominations, and member engagement.

- This is more introspective. Thinking about how we evaluate the board, and have some targets. We should challenge this committee to rethink how governance is done.
- Do we want to propose new systems and structures? How do we structure meetings? How do we recruit?
 - Joy: I think when I saw this list of goals, I thought it was great. But I think this is a lot of accomplishment. I want to understand how all of these things fit together on a timeline. Will we be able to do this in one year?
 - Cecil: We don't have to tackle the whole world. Some of this can be FY27, but the timing feels right. We can start to map these out on a timeline, but these are enduring.
 - With some prominent figures leaving, we should establish best practices before they go. We don't need to do this all at once, but we should identify what the board should consider.

- Andrew: Some of this is system design that we can align and set up between our staff and Cecil. Some of these are standard board expectations, so it's prudent for us to engage. Getting clear from the board on how we govern and hold ourselves accountable, we can provide a cohesive pathway forward.

Plan and Execute a High-Impact FY26 Board Retreat

Design and deliver a retreat that strengthens Board cohesion, deepens understanding of organizational priorities, and reinforces member engagement.

- Board retreat in partnership with the senior leadership. We are responsible for delivering content and information that better prepares and equips board members to engage in the business of our work, governing the organization.
- We have to spend some time this year to get back on track for the summer. We should start teasing the retreat in January.
- If you have any information you'd like to consider, please send it to me. I will be working with Andrew to confirm what he would like to see and so on.
 - Sam: Aditi did a great job last year. Different board members have different strengths; it would be great for Aditi to continue to provide leadership in this area. It's a lot of work to have a productive retreat. Great to call it out now.
 - Joy: More time for us to get to know each other throughout the work would be great. I think about the times I really got to know board members, and it was in times of challenge. It would be great to have time to get to know each other.
 - Andrew: Let's consider getting some "board socials" on the calendar.

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 9:26 AM.

Respectfully Submitted,
C. Lipscomb