APPROVED

Breakthrough Public Schools

Minutes

Special Meeting of the BPS & School Board of Directors

Date and Time
Monday August 17, 2026 at 5:00 PM

Location
Hampden Professional Learning Center (10118 Hampden Avenue, Cleveland, Ohio 44108)

Meeting of the Boards of Breakthrough Public Schools, Breakthrough Southeast, Breakthrough Midtown, and Breakthrough Woodland Hills

Directors Present
A. Amefia (remote), A. Garg, A. Lee, C. Lipscomb, D. Witalec, G. Burrows, J. Freund (remote), J. LeMay, L. Mimura (remote), M. Hakim, M. Harris, R. Novak (remote)

Directors Absent
M. Pena, S. Vyas

Guests Present
A. McRae, Adam Schira (remote), B. Fisher, D. Sobel, Dr. Youngblood, H. Perkins, J. Kaye (remote), J. Padlan, K. Day (remote), M. Sattler, R. Showalter, S. Ertle

I. Opening Items

A. Call the Meeting to Order

A. Lee called a meeting of the board of directors of Breakthrough Public Schools to order on Monday Aug 17, 2026 at 5:00 PM.
A. Garg called a meeting of the school boards to order on Monday, August 17, 2026 at 5:00pm.

B. Record Attendance

II. Board Retreat Debrief

A. Agenda

Aditi opened the discussion by reminding the board that they will not be voting today. We will be discussing and preparing for a strong start to the year. Aditi wanted to start by introducing some new faces - one of which was Dr. Youngblood who will be a recurring face in these meetings and the committee meetings.

Dr. McRae introduced Rob Showalter to the board, our new Treasurer and CFO. He also introduced Catherine Tate, Special Project Manager to the Office of the CEO.

- All board members signed up for committees, so they will be hearing from leadership regarding assignments soon.

Andrew Lee walked us through the boards and how everything is structured. We are going through some structural ideas, and the best way to start is with visual representation.

- Concurrent meeting of four different boards (one for each school IRN and BPS as an additional board).
- Five School Board members on three separate School Boards who meet concurrently
- These also meet concurrently with the BPS board.
- BPS is a CMO who provides services to each school which includes employment, support, and back office functions. BPS operates as a vendor to the schools.
- The five School Board members also vote to approve the BPS board memberships
- Friends of Breakthrough (fundraising, grant writing, advocacy, alumni support) has a MOU with BPS.
- There are two sponsors: CMSD and Buckeye.
    - Ohio law grants the state the authority to allow sponsors to, by contract, create charter schools. A sponsor has a contract with a non-profit org, that through the contract, the org then becomes a public school. The sponsor holds the school responsible with compliance, academic and financial standards. Any action related to accountability of the schools are taken by the sponsor.

    - CMSD sponsors two of our IRNS and two others outside of us. Buckeye sponsors one of our IRNs and between 54-57 other charter schools.
- Ohio has the Open Meetings law, so whenever School Board quorum is present, we have to make sure it aligns with the law. Because the School Board members are part of BPS, we have to follow open meeting laws since we meet concurrently.
- We are looking at making adjustments to allow the boards to take action independently.

Building our board intelligence:

- Adaptive changes - how we communicate and relate to each other as boards, make decisions together, think about decisions over time.
- Structural changes - how we're actually organized
- What Andrew Lee just walked the board through is a structural reality that's been driving some of the adaptive tension we've felt. Such as board member confusion about which hat we're wearing in a given conversation. "What do we own, what do BPS board members own, etc."

Opportunity to Enhance the Structure

- We want to share what could be possible and what the trade offs would be
- More unique agendas for BPS Board vs School Board meaning that we couldn't have School Board quorum when the BPS board was meeting (two School Board members on the BPS Board only).
    - This would allow the School Board to discuss the schools more as single entities.
    - This would also make following Sunshine Laws for the School Boards really straight forward.
- On the BPS side, they do not have the same rules to follow with Sunshine Laws.
- This presents a challenge since some School Board members won't be able to join some of the BPS executive sessions - we have ideas on how to alleviate these challenges though
- Other boards, corporate and non-profit, have executive sessions every meeting.
- If we move down this road, this would allow an executive session at every BPS board meeting to discuss any area of concern with the absence of management.
- Under Sunshine Laws, there's a very limited number of reasons you can go to executive, and this has held us back from going into those sessions because we have School Board quorum in the BPS meeting.

What This Could Look Like:

Cadence of the meeting: We have a few different options where instead of the boards being fully overlapping, there would only be some overlap. This allow both the BPS and School boards to tend to their own individual concerns in their own meetings.

Additional History:

- Dr. McRae wanted to provide more history and context.
- Part of the reason the structure exists how it does now, is because in 2020 there was a better way to provide for the kids.
- To instill trust and transparency, the current structure was created.
- The reality is that over the last six years, BPS has evolved quite a bit and has created situations where we want to be more nimble.
- To move to a new structure requires some give and also some trust.
- It was a big decision when we said there was a better and more efficient way to do this and the current BPS footprint was created.
- How the board chooses to govern and provide that oversight is what we are discussing.
- We are a real CMO, and we do have the operating disciplines that are necessary to govern and oversee a network of schools.
    - We got here from very deliberate and talented folks sitting in these seats believing in a better way.
- The structure that the board decides on is entirely up to the board, but we wanted to give that background.
- This structure was created to bring a group of folks together over the idea of what BPS now is.

Board Discussion

- Cecil is glad that the retreat brought us to a point to be able to challenge what the norm is. He's curious to hear more about FOB to understand where they are a part of the layout.
- They are part of the layout with the support they provide but they are not part of the structural changes. They would sit in on the BPS/School board meetings still, but they don't sit in our executive session - which would likely continue. How their board interacts with us likely wouldn't change.
- Bill chimed in discussing the agreement they have with the CMO. They help us with an agreement to support the organization.
- The FOB structure is part of the broader structure, there is a charter tie to FOB and BPS and its member schools, which is not planning on changing.
- In the future, there may need to be conversations with FOB on how the meetings will function with removing the concurrent meetings, so there is an ongoing conversation that needs to happen there.

Aditi brought the board back to why this and why now? This is to address the school entities and the BPS board. By making structural changes, this will lead to us being able to adjust to the adaptive changes that are coming our way.

Cecil expressed that transparency can fade when executive sessions become the norm. As a School Board member, he wants the opportunity to be a part of those discussions vs just handed the decision and asked his opinion.

Andrew Lee discussed what they've looked at so far to address this concern. How do we make our committees stronger to do more of the work? We are looking at having two School Board members on each committee but no more than two leading to full transparency without a doubt. The biggest challenge is that BPS executive sessions cannot have quorum with school board members unless they want to follow Sunshine Laws.

Jim worked in governance for years and the surveys that he would participate in always showed that executive session was the number one most important thing. It allows transparency, allows you to ask questions that you're afraid to ask in public, and creates relationship building. The value of having executive sessions would be monumental, understanding that trade off with only having two School Board members present. He would be pro having an executive committee that could quickly handle issues.

Andrew Lee added again that the board would be very careful to not handle School Board business within those BPS executive sessions.

Musa was wondering how we'd communicate sensitive info with the overlap. With the School Boards now being able to focus on more sponsor related items, would we now have more space at the table to have conversation with FOB as BPS? Is this a potential positive or would this take more moving and shaking?

Andrew Lee said we can absolutely invite FOB into BPS executive session if there are items we want to discuss outside of any Sunshine Law business. Musa also mentioned that if we were to change the overlap, it would be helpful to know what qualifies as School Board business so any BPS board member can feel empowered to say that this should wait for the school board members.

Grady wanted to clarify the numbers that would change. The chairs clarified that the School Boards will still have five members, but on the BPS board, there would only be two school members.

Aditi also wanted to add the BPS has an MOU with the schools. Part of our obligation is to review that contract and the deliverables. Because we have a shared agenda, we don't always get to do that. Doing this, would allow us to have that avenue.

Adam wanted to add an additional point that there are still very clear checks on the BPS board given that there would be two School Board members. The two School Board members would still serve in the BPS board, so they would still be acting as School Board members; they just happen to also sit on the BPS board. These folks could raise

their hands during the BPS executive session and say this should wait for the full school board.

Three Meeting Model Options:

- None of these are the final answer - they're models to help picture how independence and connection can coexist

1. Joint Meetings Plus: Meetings continue largely as they do today, but the BPS Board gains flexibility to extend past the School Board meeting to discuss BPS-specific matters not intended for public discussion. Non-BPS School Board members could observe, but not participate, in that extension.
2. Separate Meetings with Periodic Joint Retreats: The BPS Board meets separately from, and less frequently than, the School Boards, as needed or at set intervals, with joint sessions reserved for efficiency or key shared issues like academic data.
3. Staggered Meetings with Overlap: Same date, offset start times. School Boards meet first on School-only items, then a joint session for shared topics, then BPS meets independently on BPS-only matters. This breaks the agenda into three clear lanes without adding a whole new meeting.

- FOB has an executive committee built in to their board. They use the committee as a planning period on what they are going to present at the actual board meeting. At the end of every meeting they have an executive session - some are very short and other times they need to discuss items to ensure they are all aligned on what they are conveying to their committees
- Cecil expressed that many people worked to get us to where we are today, but also understands Jim's context on why executive sessions matter. We have an opportunity with two new leaders to implement change with their management style. What we gained out of the retreat was the ability to be more open and share within the bounds of Sunshine Laws. What is so complex that someone couldn't understand in our sessions?
    - The concerns include significant changes happening within the Cleveland school climate which could lead to sensitive change. There's a whole host of issues that, from a strategic level, would be relevant for BPS to discuss but could be awkward to discuss in the current format.
    - Aditi added, as the School Board leader, the best thing we can do is look like three School Boards and operate as three schools. Very clear - no one can ask why because we'd be abiding and mirroring the law.

Another question - Could someone question those two that remain on the BPS board that it could be "cutting the corner"?

- The chairs have worked with Adam where we feel quite comfortable with having two members on the BPS board and the quorum. With hygiene, the first question

that often comes up is whether or not a School Board is operating as they are supposed to. The stricter we are, the less vulnerable we are

Jay wanted to confirm whether or not they will be voting today, which Aditi confirmed that they will not be voting. We are synthesizing the retreat and discussing the structural opportunity to get a pulse from the board on how everyone is feeling. Based on that, Andrew and Aditi will follow up. Jay wanted to lift up that he is supportive of Jim's comments on executive session.

Schools Straw Poll- how is everyone feeling about three school members coming off of the BPS board?

- Reggie, Michelle, Aditi - on board
- Cecil - respects the desired outcome but does have concerns
- Grady - really regrets not being at the retreat and is 100% there with 'the why we need to split' and the ability to talk about things openly and freely. There needs to be the trust that what is said in the room stays in the room.

Cecil doesn't want to label it as a concern. He is trying to meet the same objective that is on the table, but how we get there is what we need to agree on as a unit. Executive sessions are important, and he also understands Sunshine Laws. Are we inviting a lack of information shared between the two groups and a spotlight during unstable times to the two School Board members on the BPS board? If that is the concern, do we just remove all School Board members? What is the merit to have them?

- To have School Board input on BPS decisions.

Do they need to be on the board proper to have that input, and in order to be in executive session, couldn't it rotate who attended?

- Aditi highlights that this is a good conversation to bring even more pros and cons to light with this discussion. There are additional ways we can address the informational gap with executive sessions/retreats.

BPS Straw Poll

- Jim, Jay, Dan, Musa - on board
- Annemarie and Laura - support but need more info

Aditi/Andrew are going to follow up to continue the conversation. We need to debrief what the September meeting will entail and if there will be a resolution.

Lower hanging fruit:

- Renewed the CEO contract for another three years, and we are sunsetting the CEO/Eval committee. This work will move to the executive committee. Keeps the throughline through support but shifts the focus.
- We will launch the executive committee
- For the existing standing committees, we are going to add a vice chair to the committees to create a throughline as people roll off. We are looking to put more work in the board committees, so this will adjust that structure.

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 6:10 PM.

Respectfully Submitted,
A. Garg
There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:10 PM

Respectfully Submitted,
A. Lee