



E.L. Haynes Public Charter School

August 2021 Board Meeting

Date and Time

Tuesday August 17, 2021 at 6:00 PM EDT

Location

Via Zoom

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:00 PM
A. Walk-About Questions	Discuss	Josh Edelman	15 m
B. Record Attendance			1 m
C. Call the Meeting to Order		Josh Edelman	1 m
D. Approve Minutes	Approve Minutes		2 m
Approve minutes for E.L. Haynes June 2021 Board Retreat - Business Meeting on June 11, 2021			
E. Public Comment	Discuss		
II. CEO Update			6:19 PM
A. CEO Update	FYI	Hilary Darilek	20 m
III. Governance			6:39 PM
A. VOTE: Elect New Member to Board of Trustees	Vote	LeKisha Jordan	10 m
Discuss and vote on the candidacy of Fonda Sutton to the E.L. Haynes Board of Trustees.			
IV. Audit, Finance, and Facilities			6:49 PM

	Purpose	Presenter	Time
A. Discuss 2021-2022 Conflict of Interest Policy	Discuss	Vanessa Carlo-Miranda	10 m
B. Discuss Updates to the 2021-2022 Staff Handbook (Personnel Policies)	Discuss	Vanessa Carlo-Miranda	10 m
V. School Performance			7:09 PM
A. Discuss SY21-22 Return to In-Person Planning	Discuss	Rikki Hunt Taylor	30 m
VI. Closed Session			7:39 PM
Personnel Matter - Annual CEO Performance Evaluation			
A. Closed - Session	Discuss	Josh Edelman	15 m
Board to discuss CEO annual performance review.			
VII. Closing Items			7:54 PM
A. Adjourn Meeting	Vote		

This meeting is governed by the Open Meetings Act. Please address any questions or complaints arising under this meeting to the Office of Open Government at opengovoffice@dc.gov.

Cover Sheet

Approve Minutes

Section: I. Opening Items
Item: D. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material:
Minutes for E.L. Haynes June 2021 Board Retreat - Business Meeting on June 11, 2021



E.L. Haynes Public Charter School

Minutes

E.L. Haynes June 2021 Board Retreat - Business Meeting

Date and Time

Friday June 11, 2021 at 9:10 AM

Location

E.L. Haynes Middle School

Trustees Present

A. Smith, D. McCoy (remote), E. Westendorf, G. Navidi-Kasmai, J. Edelman, L. Carlton, L. Jordan, M. Hall, N. Greene (remote), R. Laine, R. Payes (remote), T. Gibian

Trustees Absent

K. Simmons, M. McDonough, S. Shah

Guests Present

H. Darilek, J. Callahan, K. Yochum, R. Hunt Taylor

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

J. Edelman called a meeting of the board of trustees of E.L. Haynes Public Charter School to order on Friday Jun 11, 2021 at 9:26 AM.

C. Approve Minutes

E. Westendorf made a motion to approve the minutes from E.L. Haynes May 2021 Board Meeting on 05-25-21.

L. Jordan seconded the motion.

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

Roll Call

R. Payes Aye

L. Jordan Aye

Roll Call

R. Laine	Aye
T. Gibian	Aye
M. McDonough	Absent
K. Simmons	Absent
A. Smith	Aye
S. Shah	Absent
M. Hall	Aye
J. Edelman	Aye
D. McCoy	Aye
E. Westendorf	Aye
N. Greene	Aye
L. Carlton	Aye
G. Navidi-Kasmai	Aye

D. Public Comment

II. Governance Committee

A. Board Term Renewals and Extensions

Governance Committee Chair Jordan reviewed term extensions and renewals for certain Board members as provided in advance of the meeting. Board members indicated no objections to the proposed term extensions and renewals.

The Board then discussed potential candidates for Board succession planning.

E. Westendorf made a motion to adopt the following resolutions.

L. Carlton seconded the motion.

WHEREAS, Article III of the bylaws of E.L. Haynes Public Charter School states that the Board of Trustees shall elect trustees of the corporation; and

WHEREAS, Article III in the bylaws further state that • Board members will be elected by a majority of the quorum present;

- Trustees are first elected to serve one, three-year term, then re-election for a second consecutive three-year term;
- Trustees may elect to remain on for one additional year to support the board transition to term limits; and
- Terms ordinarily start on July 1 and end on June 30;

BE IT RESOLVED, that the Board of Trustees hereby appoints Lisa Waller to her second term as member of the Board of Trustees of Euphemia L. Haynes Public Charter School; and

FURTHER RESOLVED, that the Board of Trustees hereby appoints Abigail Smith, Danielle McCoy, and Monique McDonough to a one-year extension, to their term; and

FURTHER RESOLVED, that these Resolutions shall be effective as of July 1, 2021, unless rescinded by subsequent action by the Board of Trustees. The board **VOTED** unanimously to approve the motion.

Roll Call

M. McDonough	Absent
D. McCoy	Aye

Roll Call

T. Gibian	Aye
E. Westendorf	Aye
K. Simmons	Absent
L. Carlton	Aye
L. Jordan	Aye
J. Edelman	Aye
G. Navidi-Kasmai	Aye
R. Laine	Aye
S. Shah	Absent
R. Payes	Aye
A. Smith	Aye
M. Hall	Aye
N. Greene	Aye

B. Board Meeting Calendar for SY 2021-2022

Governance Committee Chair Jordan updated the Committee on feedback received on whether to have evening meetings or a split between morning and evening meetings. Board members provided feedback supporting evening meetings for the next school year.

III. Audit, Finance, and Facilities Committee

A. SY 2021-2022 Signature Authority (Board and Staff)

CEO Darilek reminded the Board that during this time of the year, the Board is typically asked to approve signature authority and to reconfirm conflicts of interest obligations.

She referred to the signature authority resolutions provided in advance of the meeting. Given potential updates to conflicts of interest obligations, the Board will be asked to provide this confirmation at a later time.

R. Laine made a motion to adopt the following resolutions.

N. Greene seconded the motion.

Board of Trustee Signature Authority Resolutions

BE IT RESOLVED, that the Board of Trustees hereby appoints Joshua Edelman, Chair (Trustee), Norman Anthony Greene, Treasurer (Trustee) and Danielle McCoy, Secretary (Trustee) as agents (“Agent(s)”) of Euphemia L. Haynes Public Charter School, Inc. (the “Corporation”) for the purposes set forth herein; and

FURTHER RESOLVED, that either of the Agents, in each instance acting independently without the joinder of the other Agent, is hereby authorized, directed and empowered, on behalf of the Corporation, to execute and deliver any documents, agreements, certificates, certifications and instruments, Federal or state entitlement or funding applications, Federal or state reimbursement requests, grant applications, and amendments and supplements thereto, and to do or cause to be done any and all acts and things such Agent may deem necessary or appropriate in connection therewith; provided that all such actions are (1) in the ordinary course of business of the Corporation and in compliance with the school’s internal controls or (2) otherwise in furtherance of and compliance with approvals or authorizations issued by the Board of Trustees; and

FURTHER RESOLVED, that these Resolutions shall be effective as of August 1, 2021 and shall remain in full force and effect until September 30, 2022, unless rescinded by subsequent action by the Board of Trustees; and

FURTHER RESOLVED, that any third party shall be entitled to rely on the affirmation of any Trustee or Officer of the Corporation indicating that these Resolutions are valid and binding on the Corporation and remain in full force and effect with respect to the authority hereby conferred on the Agents.

Staff Signature Authority Resolutions

BE IT RESOLVED, that the Board of Trustees hereby appoints, Hilary Darilek, Chief Executive Officer, Vanessa Carlo-Miranda, Chief Operating Officer, and Rikki Hunt Taylor, Chief Academic Officer, as agents ("Agent(s)") of Euphemia L. Haynes Public Charter School, Inc. (the "Corporation") for the purposes set forth herein; and

FURTHER RESOLVED, that either of the Agents, in each instance acting independently without the joinder of the other Agent, is hereby authorized, directed and empowered, on behalf of the Corporation, to execute and deliver any documents, agreements, certificates, certifications and instruments, Federal or state entitlement or funding applications, Federal or state reimbursement requests, grant applications, and amendments and supplements thereto, and to do or cause to be done any and all acts and things such Agent may deem necessary or appropriate in connection therewith; provided that all such actions are (1) in the ordinary course of business of the Corporation and in compliance with the school's internal controls or (2) otherwise in furtherance of and compliance with approvals or authorizations issued by the Board of Trustees; and

FURTHER RESOLVED, that these Resolutions shall be effective as of August 1, 2021 and shall remain in full force and effect until September 30, 2022, unless rescinded by subsequent action by the Board of Trustees; and

FURTHER RESOLVED, that any third party shall be entitled to rely on the affirmation of any Trustee or Officer of the Corporation indicating that these Resolutions are valid and binding on the Corporation and remain in full force and effect with respect to the authority hereby conferred on the Agents. The board **VOTED** unanimously to approve the motion.

Roll Call

A. Smith	Aye
J. Edelman	Aye
D. McCoy	Aye
S. Shah	Absent
G. Navidi-Kasmai	Aye
M. Hall	Aye
T. Gibian	Aye
R. Laine	Aye
L. Jordan	Aye
R. Payes	Aye
N. Greene	Aye
E. Westendorf	Aye
M. McDonough	Absent
K. Simmons	Absent
L. Carlton	Aye

IV. School Performance Committee

A. At-Risk Preference Discussion

Referring to the materials provided in advance of the meeting, CEO Darilek provided an update on legislation related to "at-risk" students, which provides a

preference for "at-risk" students in the school lottery. This at-risk preference would be effective for the 2022-2023 school year. CEO Darilek reviewed the definition of "at-risk", current statistics for E.L. Haynes students meeting this definition, and how these statistics compare to other schools in the city.

CEO Darilek provided the schools preliminary thoughts and recommendations with respect to this opting-in to this preference. Board members provided feedback on potential approaches.

V. 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 10:05 AM.

Respectfully Submitted,
J. Edelman

This meeting is governed by the Open Meetings Act. Please address any questions or complaints arising under this meeting to the Office of Open Government at opengovoffice@dc.gov.

Cover Sheet

VOTE: Elect New Member to Board of Trustees

Section:	III. Governance
Item:	A. VOTE: Elect New Member to Board of Trustees
Purpose:	Vote
Submitted by:	
Related Material:	FS Board Resolution (8.17.21).pdf Fonda Sutton (Bio).pdf

Euphemia L. Haynes Public Charter School, Inc.
3600 Georgia Avenue, NW
Washington, DC 20010

Board of Trustees for the 2021-2022 School Year

WHEREAS, Article III of the bylaws of E.L. Haynes Public Charter School states that the Board of Trustees shall elect trustees of the corporation; and

WHEREAS, Article III in the bylaws further state that

- Board members will be elected by a majority of the quorum present;
- Trustees are first elected to serve one, three-year term, then re-election for a second consecutive three-year term;
- Trustees may elect to remain on for one additional year to support the board transition to term limits; and,
- Terms ordinarily start on July 1 and end on June 30;

BE IT RESOLVED, that the Board of Trustees hereby appoints Fonda Sutton as member of the Board of Trustees of Euphemia L. Haynes Public Charter School; and

FURTHER RESOLVED, that these Resolutions shall be effective as of August 17, 2021, unless rescinded by subsequent action by the Board of Trustees.



**E.L. HAYNES PUBLIC CHARTER SCHOOL
FONDA SUTTON
BOARD OF TRUSTEE CANDIDATE**

August 2021

**FONDA SUTTON
PARTNER, PUBLIC ENGAGEMENT
[EDFORWARD DC](#)**

Fonda is the Partner leading the Public Engagement team to provide funding and support for efforts that help to improve the match between the needs and interests of District families and the city's schools. She believes in the brilliance of the young people of this city – and the families and communities that they represent. As the product of strong public schools and great public school educators who held high standards for her, Fonda views her work as a funder at Education Forward DC as a powerful lever for getting students and families across this city the great schools that they deserve. Prior to joining Education Forward DC in 2017, Fonda served as the Chief Political Advisor for DC Public Schools (DCPS). At DCPS, she managed the school district's policy, legislative, and intergovernmental affairs. Fonda has blended over twenty years of legal and policy experience in non-profits, schools, consulting organizations, and government with her passion for serving children and families in underserved communities. Fonda has extensive experience managing projects and people within government agencies and private organizations. She helped to establish two public charter schools in DC and has served as a consultant to schools, authorizers, states, and urban city districts. Fonda is well-known for developing strong cross-sector partnerships that support high-quality education opportunities for children and families. Having earned a BS from Georgetown University's Walsh School of Foreign Service, a J.D. from its Law Center and an Executive Master's in Leadership from its McDonough School of Business, Fonda is a diehard Georgetown Hoyas fan. She grew up in Kinston, North Carolina, arguably the greatest producer of NBA talent in America, from which she has channeled her deep love of basketball to cheering for the Georgetown Hoyas. She has made her home for many years in DC's Manor Park neighborhood, where she lives with her rescue Mastiff-Pit Bull mix, Bruno.

Cover Sheet

Discuss 2021-2022 Conflict of Interest Policy

Section:	IV. Audit, Finance, and Facilities
Item:	A. Discuss 2021-2022 Conflict of Interest Policy
Purpose:	Discuss
Submitted by:	
Related Material:	ELH Conflict of Interest Policy (SY21-22) FINAL (08.12.21).pdf



**E.L. HAYNES PUBLIC CHARTER SCHOOL
CONFLICT OF INTEREST POLICY
SY 2021-2022**

CONFLICT OF INTEREST POLICY

(Adopted November 29, 2007; Last Reviewed and Updated August ____, 2021)

Article I.

Purpose

The purpose of this Conflict of Interest Policy is to protect the E.L. Haynes Public Charter School's (the "Corporation") interest when it is contemplating entering into a transaction or arrangement with an officer or director of the Corporation, or other interested persons as defined below. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II.

Definitions

1. Interested Person

- i. An individual who is a founder¹ of the Corporation, or who is a current or former trustee, director, member, member of a designated body, officer, or key leader² of the Corporation;
- ii. A family member³ of any of the individuals identified in sub-subparagraph (i);
- iii. An entity identified as submitting a petition to establish the Corporation pursuant to § 38-1802.02(13);
- iv. An entity in which an individual identified in sub-subparagraph (i) serves as a member of the board of directors or has a financial interest; or
- v. An entity in which a family member of an individual identified in sub-subparagraph (i) serves as a member of the board of directors or has a financial interest.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

¹ "Founder" means an individual identified in a petition to establish a public charter school pursuant to § 38-1802.02(13).

² "Key leader" means an individual holding any administrative, financial, operations, legal, or executive position at a public charter school as identified in the public charter school's charter agreement.

³ "Family member" means an individual who is legally or biologically related to another individual, or an individual who is legally or biologically related to the spouse or domestic partner of another individual.



E.L. HAYNES PUBLIC CHARTER SCHOOL
CONFLICT OF INTEREST POLICY
SY 2021-2022

- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A conflict of interest exists for any contract or transaction between the Corporation and an interested party, but such conflicting interest transactions are not necessarily prohibited provided that the procedures below are followed, and the Board of Trustees authorizes the transaction in good faith and the transaction is fair to the Corporation at the time that it is authorized.

Article III.
Procedures

1. Duty to Disclose

In connection with any actual or possible conflicting interest transaction, an interested person must disclose the existence of the financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the impact of the potential conflict of interest on the proposed transaction or arrangement. Failure to disclose material facts of the conflicting relationship or interest before the meeting at which the transaction is authorized will void the transaction.

2. Determining Whether to Proceed with a Conflicting Interest Transaction

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the conflicting interest transaction is discussed and voted upon. Interested trustees may be counted in determining the presence of a quorum at a meeting where a conflicting interest transaction is discussed but the interested trustee(s) may not vote. The remaining disinterested board or committee members shall decide whether to authorize the transaction. The Board may only authorize a conflicting interest transaction in good faith by an affirmative vote of a majority of disinterested trustees and only if the transaction is fair to the Corporation at the time the transaction is authorized.

3. Procedures for Voting on Conflicting Interest Transactions

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and any vote on, the transaction.



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CONFLICT OF INTEREST POLICY
SY 2021-2022

- b. The chairperson of the board or committee shall, if appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction.
 - c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, for its own benefit, and whether the transaction is fair and reasonable. The Corporation shall make its decision as to whether to enter into the transaction in conformity with the above determination.
 - e. The Board of Trustees shall report any conflicting interest contract or transaction it authorizes to the Public Charter School Board within 3 days of authorization.
4. Violations of the Conflict of Interest Policy
- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making such further investigation as warranted by the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
 - c. The board or committee must also determine whether the transaction is void or voidable as a result of the conflict of interest.

Article IV.

Records of Proceedings

- 1. The minutes of the board and all committees with board-delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a conflicting interest or relationship, the material facts as to the conflicting interest or relationship, any action taken to investigate the conflicting interest, and the board's or committee's decision as to whether to authorize the conflicting interest transaction.
 - b. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings including the identity and vote of each disinterested trustee who voted.

Article V.

Compensation



E.L. HAYNES PUBLIC CHARTER SCHOOL
CONFLICT OF INTEREST POLICY
SY 2021-2022

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI.
Annual Statements

1. Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement, which affirms that such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII.
Periodic Reviews

1. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
 - b. Whether partnership, joint ventures, arrangements with management, and arrangements with other entities— if either nonprofit or for-profit entities—conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.
 - c. Whether agreements to provide education, training or other services and agreements with other organizations or their employees, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.



E.L. HAYNES PUBLIC CHARTER SCHOOL
CONFLICT OF INTEREST POLICY
SY 2021-2022

Article VIII.
Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Signature

Name

Date

Cover Sheet

Discuss Updates to the 2021-2022 Staff Handbook (Personnel Policies)

Section: IV. Audit, Finance, and Facilities
Item: B. Discuss Updates to the 2021-2022 Staff Handbook
(Personnel Policies)
Purpose: Discuss
Submitted by:
Related Material:
ELH Employee Handbook - Summary of Revisions SY 21-22.pdf



Personnel Policies 2021-2022 – Summary of Revisions *August 11, 2021*

MEMORANDUM

To: E.L. Haynes Board of Trustees
From: Ashley Cyrus, Director of Human Resources
Date: August 11, 2021
Re: Personnel Policies - Revisions for SY2021-2022

Below, please find a summary of all changes to the E.L. Haynes Personnel Policies for the 2021-2022 School Year. As we receive guidance from local and federal agencies pertaining to school re-opening, we will continue to re-evaluate our current policies and consider updating and/or adding policies to our handbook.

Major Additions and Revisions

- Distinction made between “Talent” and “Human Resources” teams and reassignment of responsibilities based upon the differentiation.
- Section 7.7 – Paid Parental Leave: Short Term Disability, E.L. Hayne’s Parental Leave, and the District of Columbia’s Paid Family Leave policies were broken out and explained in more detail to provide clarity. It was further specified that these policies work in coordination with each other during parental leave.
- Section 9 – Internal Grievance Procedure: In the previous version, the Formal Procedure was overseen by the CEO and appeals were made to the Board of Directors. To create a more expedient process, the Human Resources Director will oversee the procedure and make determinations, while the CEO will consider appeals.
- Section 14 – Remote Work Policy: Addition of a remote work policy providing clarity on remote work suitability and expectations. It also acknowledges cases where employees may need to work from home due to conditions that render working at the physical school site untenable. Examples include declared States of Emergency that directly affect the school building, damage, or disaster to the building, or any situation where having the students/staff at school is not possible.
- Addendum Section – COVID-19 Leave Under the DCFMLA: Updates COVID-19 leave provisions in the District of Columbia currently in effect until November 5, 2021.

Minor Additions and Revisions

- Section 20 – Contact Information: Addition of new team member information.
- Updated new team members titles throughout.