

APPROVED



## E.L. Haynes Public Charter School

### Minutes

#### E.L. Haynes Board Retreat

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**Date and Time**

Friday June 7, 2019 at 9:00 AM

**Location**

The SEED Foundation, 1730 Rhode Island Avenue, NW 12th Floor (Dial-in 202-509-0565)

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**Trustees Present**

A. Smith, C. Lujan, D. McCoy, E. Westendorf, J. Edelman, K. Simmons, M. McDonough, N. Greene, S. Shah, T. Smith, T. Wincup

**Trustees Absent**

B. Rawson, C. Garfield, S. Kershow

**Guests Present**

A. Schlick, B. Wagner-Friel, E. Stoetzer, H. Darilek, J. Callahan, J. McLaughlin, M. Conner, S. Kumar, V. Carlo-Miranda, Z. Mahon

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**I. Opening Items****A. Record Attendance and Guests****B. Call the Meeting to Order**

A. Smith called a meeting of the board of trustees of E.L. Haynes Public Charter School to order on Friday Jun 7, 2019 at 9:00 AM.

**C.**

### **Board Activity with Leadership Team**

The Board participated in a team-building activity.

## **II. Strategic Planning Session**

### **A. Strategic Planning Session with NorthStar**

Led by NorthStar, Board members had numerous small group discussions on strategic plan objectives. Key themes discussed were then shared with the entire Board.

## **III. Lunch**

### **A. Lunch Break**

## **IV. Board Business Items**

### **A. Appoint Officers of the Board**

Board Chair Smith presented candidates for officer positions on the Board for school year 2019-2020. She asked Board members for any feedback on the proposed slate. Board members indicated agreement with the selected slate.

E. Westendorf made a motion to approve the following officers to the Board for the 2019-2020 school year: Abigail Smith (Chair); Lisa Waller (Vice-Chair); Danielle McCoy (Secretary); and Norman Greene (Treasurer).

S. Shah seconded the motion.

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

### **B. Delegation of Signature Authority to Staff and Board Officers**

CEO Darilek referred to the proposed signature authority resolutions provided in advance of the meeting. Board members had no objection to the resolutions set forth below:

#### **Signature Authority to Board Officers**

BE IT RESOLVED, that the Board of Trustees hereby appoints Abigail Smith, 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, 2019 and shall remain in full force and effect until September 30, 2020, 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.

#### **Signature Authority to Officers of the Corporation**

BE IT RESOLVED, that the Board of Trustees hereby appoints, Hilary Darilek, Chief Executive Officer and Vanessa Carlo-Miranda, Chief Operating 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, 2019 and shall remain in full force and effect until September 30, 2020, 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.

E. Westendorf made a motion to adopt signature authority resolutions as presented.

C. Lujan seconded the motion.

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

**C. Board of Trustees Candidate**

Board Chair Smith informed the Board that Michael Hall has agreed to rejoin the Board. Board members commented favorably about this development.

C. Lujan made a motion to appoint Michael Hall as a parent trustee member.

D. McCoy seconded the motion.

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

**D. Conflict of Interest Policy Annual Affirmation**

COO Carlo-Miranda referred to the conflicts of interest policy provided in advance of the meeting. She noted requirements of the PCSB incorporated into the policy, and reminded the Board of its duty to reconfirm adherence to the policy annually. The following relationships were disclosed by trustee members:

- A trustee's spouse works for an E.L. Haynes contractor, and provides support as an instructional coach at E.L. Haynes.
- A trustee is an investor in DreamBox Learning.

**E. Updates to Personnel Policy**

CEO Darilek reviewed changes to the personnel policies provided in advance of the meeting, including changes to the dress code policy, clarification of paid parental leave benefits, and updates to the internal complaint procedure. The Board provided feedback on these changes.

**F. Draft 2019-2020 Board Meeting Calendar**

Board Chair Smith asked Board members to review the proposed schedule for the 2019-2020 school year and provide feedback on any conflicts.

**G. DGS Facilities Study**

COO Carlo-Miranda referred to the facilities study provided in advance of the meeting as a follow-up item from a prior Board meeting.

**V. Closing Items**

**A. Adjourn Meeting**

A. Smith made a motion to adjourn the meeting.

D. McCoy seconded the motion.

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

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 2:19 PM.

Respectfully Submitted,

D. McCoy