APPROVED

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

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