

Board of Governors Meeting
Allison Campus
Thursday, July 25, 2013
6:00pm

Governors Present: M. Cave (phone); J. Davis; T. DiBiase; A. Economou; C. Ejiasa; S. Jackson; S. Kimpel; M. Lerner; M. Levasseur; C. Siddall; S. Schaeffler; A. Wilkins; J. Wolman

Head of School: M. Cutts

Guests Present: Geovanna Izurieta, WLPCS Finance Officer

1. **Call to Order:** President called the meeting to order at 6:04 pm
2. **Approval of Minutes:** The Board approved the Minutes of May 22, 2013 unanimously with no changes after a motion made by Ms. Economou and seconded by Mr. DiBiase.
3. **Report of Contracts over \$25,000:** Ms. Izurieta reported on the responses to Requests for Proposals for the following service contracts: health benefits, bus service, food service, janitorial service, IT & copier services, accounting, and business insurance. Ms. Izurieta described meeting with the Finance Team and Director of Operations to grade and award contracts. She noted that, with the exception of transportation and copier contracts, all contracts had been signed and submitted to DCPSB.
4. **President Report:**
 - a. **Collaboration and Communication:** Mr. Ejiasa began his comments by thanking everyone for their confidence and voting him into leadership. He stressed the importance of two themes, collaboration and communication, he hoped to emphasize throughout the year. Mr. Ejiasa sees collaboration and communication amongst the Board of Governors as critical to Latin's future success. He allowed that committees might operate in silos but should ultimately work together in concert with an overall strategic mission. Mr. Ejiasa would hold fast to those two points and bring us back to them whenever he felt we were straying.
 - b. **WLPCS in Stage 3 – "Growth:"** Mr. Ejiasa highlighted the 7 stages of a Business Life Cycle and identified WLPCS at three quarters of the way through Stage 3, "Growth." He noted that for WLPCS and the Board of Governors to evolve further, we would need to transition more completely from management to governance.

- c. Balancing Governance and Management: Mr. Ejiasa encouraged the Board to continue its transition from management to governance. He asked members to refrain from getting too involved with ground-level decisions and instead focus on larger strategic issues. Mr. Ejiasa did make the caveat, however, that we were in a “grey period” of transition and that there would be instances when management-type involvement was appropriate. He asked for mutual trust and leeway from both Board Members and Ms. Cutts at those times.
- d. 5 Key Objectives: Mr. Ejiasa concluded his report by listing his five top priorities for 2013-14.
 - i. *Facility transition* – Ensuring a smooth transition to the new building
 - ii. *Fundraising* – Raising money for specific projects in addition to developing a long-term fundraising strategy comprised of diverse revenue streams. Mr. Ejiasa also reminded Board Members of their responsibility to financially contribute.
 - iii. *Succession Planning* - He urged the Board to start identifying and preparing for Ms. Cutts’ successor.
 - iv. *Overarching Strategic Plan* - Undertaking a strategic planning process
 - v. *Institutionalization* - Ensuring that the essence of Latin’s culture is preserved in its processes and procedures

5. Head of School Report:

- a. Admissions: Ms. Cutts noted that WLPCS currently has 644 students enrolled but that enrollment on October 5th is what we are paid for. She described a healthy waitlist and how one moves off it. Mr. Lerner and Ms. Schaeffler relayed current discussion underway about the Common Lottery regarding staff preference; no final decisions had been reached, and staff preference currently is not in effect.
- b. DC-CAS and APs: Ms. Cutts indicated that DC-CAS results will be made available the first week of August at which point she will share them with the Board. Regarding Advanced Placement (AP) exams, she indicated that there were some strong scores and weak ones and reminded the Board that WLPCS was only in its second year conducting them. She hoped to do better in the future and looked forward to sharing full data with the Board in September once results had been completely processed. Mr. Ejiasa asked about progress with the Data System (SchoolNet), and Ms. Cutts explained that staff is in the process of setting it up.
- c. The Move: Ms. Cutts gave highest kudos to her staff and especially Director of Operations for orchestrating the move and tolerating its many inconveniences during a busy summer. She also noted the Parent and Student Orientation scheduled on Sunday, August 25th and invited Board Members to attend.
- d. Hired/Departed: Ms. Cutts noted that 11 full-time and 3 part-time employees had departed and 9 had been hired. She is still in the process of hiring. With few exceptions, people left mostly to attend graduate school or to be closer to family. Mr. Ejiasa asked about the strain of turnover, and Ms. Cutts explained that the challenge lay primarily in training new hires in WLPCS culture. She

stressed the importance of retention but also the challenge of working with young employees in a transitional time of life. Mr. Jackson asked how WLPCS employee retention rates compared to other schools, and Ms. Schaeffler observed that, in her experience, WLPCS numbers sounded normal.

6. Project Steering Committee:

- a. Coming to a close: Mr. Davis began his comments by observing that, with the move's conclusion in sight, this Committee's work was quickly coming to an end. Mr. Davis remarked on how much had been achieved in a short time and attributed that in large part to staff commitment and Latin's academic success. He circulated photos capturing the significant progress being made on the new building.
- b. Field Use: Ms. Cutts highlighted some meaningful concern amongst neighbors regarding field use and described a proposal they had put forth; she saw much common ground with their proposal and felt confident that a mutually agreeable arrangement could be reached.
- c. Gym: The Committee had asked architects to design a gym with a revised budget in the hope that we could begin construction within a year. Mr. Davis explained that while this project had a separate and healthy budget, rising interest rates added urgency to its construction. He also confirmed that employing a project manager, both to date and going forward, was a cost-worthy expenditure that saved WLPCS money and stress.

7. Finance Committee: Ms. Izurieta spoke on behalf of the Finance Committee

- a. Income Statement: WLPCS generated \$10.6 million in gross revenues through June, \$1.7 million above budgeted projections and \$1.8 million more than last year's revenue. WLPCS incurred actual expenses of \$8.6 million, which was in line with the budget.
- b. Cash Flow Statement: WLPCS began the year with \$0.7 million in cash and ended with \$1.8 million. Because a portion is restricted for operating cash reserve and capital campaign funds, the net cash balance is approximately \$1.4 million.
- c. Balance Sheet: WLPCS began the year with \$1.3 million in assets and concluded with an additional \$1.8 million as a result of the \$1.0 million investment in the Latin Rudolph QALICB project, capital campaign revenue of \$0.3 million, and an additional \$0.2 million for the cash reserve accounts.
- d. Additional Comments: Ms. Cutts commented on what a complicated year it had been financially, given the purchase of the new building, capital campaign, and move. She praised Ms. Izurieta for doing a great job as Director of Finance, which the Board applauded. As the incoming Treasurer, Mr. Davis briefly discussed near-term goals and long-term strategy for the committee, acknowledging that Mr. Ejiasa and Mr. Lerner before him had laid a solid foundation and put "the house in order." Mr. Davis looked forward to continuing their good work and taking a proactive approach.

8. Capital Campaign

- a. Summary: Mr. Siddall noted that we are half way into our first year of a 5-year campaign, and 25% of required funds have been pledged or secured. We have currently raised \$1.17M and hope to reach \$2M by the end of the calendar year, which he thought was attainable.
- b. Public/Private Funding Balance: Mr. Siddall stressed that in addition to ongoing efforts to raise private funds, he hoped we could also secure public funding. Grants, for example, could prove quite meaningful, and because WLPCS is providing a public service, it is eligible. The committee's focus on public funding, however, would and should not detract from its concurrent focus on private income.
- c. Little Green Light: Ms. Cutts noted the adoption of a new development software tool, Little Green Light, and recently received verbal pledges.
- d. Term Amounts: Mr. Ejiasa reminded the Committee to calculate its pledges not just in dollar amounts but also term amounts, so that we can better understand the cash flow. Mr. Siddall agreed that nuance would be helpful.

9. Governance Committee: Mr. DiBiase stated the Board's need to review the by-laws, position descriptions, and Head of School employment agreement.

- a. By-Laws and Position Descriptions: Mr. DiBiase explained that he had asked WLPCS's law firm to review the documents; the majority of revisions were at their suggestion.
 - i. Per Article III, Section 6, Mr. DiBiase noted there were currently two vacancies and would be filled shortly. Mr. Siddall highlighted Article III, Section 7 that outlined a new method to elect officers. Mr. DiBiase highlighted Article IV, Section 4, which amended advanced notice from three days to 48 hours for a special meeting. Per Article IV, Section 6, he also clarified that voting cannot be conducted via e-mail or proxy.
 - ii. Ms. Cutts interjected with a question about her status; she sees herself as an *ex officio*, non-voting member of the board. The Governance Committee was uncertain about her official status and promised to follow up.
 - iii. Per Article VIII, Section 2, each officer can hold office for up to four consecutive one-year terms. Article X had been significantly rewritten because the language had been far more extensive than necessary. Per Article XI, Mr. DiBiase confirmed that committees have to keep and submit minutes to the Board Secretary. He also explained that the Document and Data Retention Policy is currently in progress and should be completed shortly.
 - iv. Mr. DiBiase clarified that board members beyond the Governance Committee had not had an opportunity to amend or revise the draft prior to the vote but was asking for vote to approve this draft. Mr. Ejiasa called the vote and it passed 11 to 2.
- b. Head of School Employment Agreement: Ms. Cutts was asked to leave the room for this portion of the meeting. Ms. Schaeffler inquired as to how the Committee had arrived at Ms. Cutts' per annum salary, remarking that it was low in comparison to other Heads of School, especially given WLPCS's success. Mr. Siddall confirmed that based on his experience at Meridian Charter School. Mr.

Ejiasa supported an increase and asked Mr. Davis, Treasurer and Chair of Finance Committee, to explore the financial ramifications of a salary increase. Mr. DiBiase suggested we vote to increase the base salary subject to Mr. Davis's review. The motion was made by Ms. Shaeffler, seconded by Mr. Siddall and approved by the entire Board of Governors.

10. Appointment of Committee Chairs/Members: Based on Mr. Ejiasa's independent conversations with each board member and his objectives for WLPCS, he proposed dissolving the Communication Committee, merging the Development Committee and Capital Campaign Committees, and creating a Strategic Committee. He outlined the following committee structure:

- *Finance:* Mr. Davis, Chair; Ms. Economou, Mr. Levasseur
- *Academics:* Ms. Economou, Chair; Mr. Jackson, Ms. Schaeffler, Ms. Wilkins, and Mr. Wolman
- *Audit:* Ms. Kimpel, Chair; Mr. DiBiase, Mr. Siddall
- *Governance:* Mr. DiBiase, Chair; Mr. Cave, Mr. Lerner, Mr. Levasseur, and Mr. Siddall
- *Development:* Mr. Jackson, Chair; Ms. Kimpel, Ms. Wilkins, Mr. Wolman
- *Steering:* Mr. Davis, Chair; Mr. Lerner, Mr. Siddall
- *Strategic:* Mr. Levasseur, Chair; Mr. Cave, Mr. Davis, Ms. Economou; Mr. Jackson

Question about the Strategic Committee: Mr. Ejiasa was asked to clarify the objective of the Strategic Committee and so described his hope that it would spearhead the strategic planning process and also think systematically about broad strategic issues. Mr. Lerner observed that the Strategic Committee's agenda should be fleshed out more fully so as to not interfere with other committees' work. Ms. Cutts agreed but was ultimately comfortable with the proposed changes and reminded board members that as Head of School she was an *ex officio* member of each of the committees. Mr. DiBiase commended Mr. Ejiasa on arranging a very complex committee structure and made a motion to adopt the committees. The motion was seconded by Ms. Wilkins and approved 11 to 2.

11. Old/New Business:

- a. **Audit:** Mr. Davis relayed concern from Ms. Izurieta about meeting the November 1st audit deadline. He stressed that we do not want to begin our relationship with new creditors by asking for extensions; he anticipated holding a special board meeting at the end of October.
- b. **Charter Board Partners:** Mr. Ejiasa explained that it was time to either renew or discontinue our contract; pros and cons were reviewed, but a final decision was not reached.
- c. **Board Commitment, Conflict of Interest Policy, and Ethics Forms:** Ms. Economou distributed the appropriate paperwork to each of the Board members for signatures.

12. Adjournment: After determining that there was no other business before the Board, Mr. Ejiasa adjourned the meeting at 8:30pm.