



**Meeting of the Board of Directors  
Wednesday, June 9, 2021 at 4:00pm  
Meeting held via Zoom due to COVID-19**

*The meeting was called to order at 4:22 p.m.*

Board Members in Attendance: Joseph Conwell, Amy Guidi, Steven Kempf, Stephen Smith, Patrick South, Amir Tucker, Elaine Wells, Kerry Woodward, Wesley Wyatt,<sup>1</sup> Paul Yakulis

Board Members Excused: Isaac Ewell, Albert Oehrle, Walter Zimolong

Staff in Attendance: Ruth Gonzalez, David Hardy, Colleen Smith

Guests: Crista Ballard, Mark Seiberling (Kleinbard LLC), Jenna Smalley (Kleinbard LLC), Mike Whisman (Charter Choices), Eros Uthman-Olukokun

I. Executive Session

An executive session was held to discuss service agreements for students with special needs.

II. Call to Order: *Wesley Wyatt*

Mr. Wyatt calls the meeting to order, and thanks the board for their hard work during this challenging yet successful school year. Mr. Wyatt looks forward to in-person academic classes and board meetings this coming fall. Mr. Wyatt announces that Mr. William Hayes has accepted the position of Boys' Latin's new CEO, and will begin on July 1, 2021.

There is a motion to adopt the April 14, 2021 Boys' Latin Board of Directors meeting minutes, which is moved by Mr. Yakulis and seconded by Mr. Kempf. The motion passes unanimously.

III. Public Comment

Ms. Ballard is invited to speak to the board, who is the parent of two Boys' Latin students. Ms. Ballard explains how her son has struggled with virtual learning and is in danger of failing. Ms. Ballard has been trying to contact the school, but has experienced

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<sup>1</sup> Mr. Wyatt had to leave the meeting the early but gave his proxy to Mr. Kempf to give in the affirmation for any remaining motions pending.

some miscommunication. Ms. Ballard would like an extension of classes for her son and other students who have failed due to the pandemic and hopes the board encourages the opportunity. Ms. Ballard asks for the school to support and connect to its students, as well as motivating students to stay involved in academics and feel comfortable in school.

Mr. Wyatt thanks Ms. Ballard and appreciates her input to the board and passionate comments.

IV. Interim CEO Report: David Hardy

Mr. Seiberling begins his presentation on board governance as Boys' Latin approaches the renewal process. The Charter School Office ("CSO") focuses on board governance issues as they evaluate the school. Mr. Seiberling explains that the main objective of a board is to act as the school's compliance officer as a governing body for the school, to make sure the school is compliant with its charter, charter school laws, bylaws, the Sunshine Act, and the Ethics Act. Mr. Seiberling states that the Sunshine Act is a state law that requires the notification of board meetings, the time and location they take place at, who is in attendance, and a recording of testimony provided. The Ethics Act states that any board member is prohibited from participating in a vote or judgment and must recuse themselves when a conflict of interest exists, such as awarding a contract.

Mr. Seiberling then takes the board through a rubric of objectives, which includes board oversight, accessibility, submitting audit and financial statements in a timely manner, board member training, posting of board member contact information on the school's website, adhering to the Sunshine and Ethics Acts, board structure, and posting current bylaws and meeting minutes on the website. Mr. Seiberling suggests seeking diverse trustees from various backgrounds to bring different perspectives and skillsets to the board. Mr. Seiberling also advises that a board should be making big picture decisions, as opposed to day-to-day decisions.

Mr. Seiberling ends his presentation.

Mr. Hardy begins by walking the board through the renewal timeline. The CSO will meet with the board on June 14 then will eventually attend a board meeting for observation. Then the CSO will review documents the school presents for renewal. The CSO will visit the school before offering their decision. Boys' Latin will have a chance to respond to any conditions put on them by the CSO. Mr. Hardy notes that by spring of 2022 there will be a decision and the board will ultimately vote on the new charter.

There is a motion to approve an Educational Service Agreement for Student A, as recommended by counsel, which covers reimbursement for education services for the time period of June 9, 2021 through April 28, 2027 at a total cost not to exceed \$80,000, which is moved by Mr. Kempf and seconded by Mr. Yakulis. The motion passes unanimously.

There is a motion to approve an Educational Service Agreement for Student B, as recommended by counsel, which covers reimbursement for education services for the time period of June 9, 2021 through April 28, 2027 at a total cost not to exceed \$27,000,

which is moved by Mr. Kempf and seconded by Mr. Yakulis. The motion passes unanimously.

Mr. Hardy then gives an update on the Class of 2021, who will be graduating on June 18, 2021 at 4pm. Mr. Hardy encourage the board to attend in person. The keynote speaker is Jordan Smith, a Boys' Latin Class of 2015 graduate, who is currently in a master's program at the University of California, San Diego. Mr. Smith received his bachelor's degree in theatre with a minor in Spanish, and speaks Spanish fluently, which he attributes to his Latin background. Mr. Hardy announces that 67 seniors are graduating this month. Eight seniors have the opportunity to graduate on time if they can get some extra work done, which will be determined by June 11. Seven seniors are in credit recovery, then will graduate in August. Six seniors will be retained. Mr. Hardy adds that the graduation ceremony will also be livestreamed.

There is a discussion on students being retained.

Continuing, Mr. Hardy explains how four years ago Boys' Latin started a lacrosse program. In their very first year the lacrosse team played in the championship game, but lost. In their second year Boys' Latin won the lacrosse championship game. Last season was cancelled, however this year the lacrosse team won yet another championship. Mr. Hardy extends kudos and congratulations to the team for their victory.

Mr. Hardy then gives an update on hiring, which was a difficult year as many people have left their professions. Boys' Latin will continue the hiring process into July. Boys' Latin recently lost an AP Calculus teacher, which will be challenging to replace. Mr. Hardy announces that Eros Uthman-Olukokun was hired as the new Principal of the High School and will begin in two weeks.

Mr. Uthman-Olkuk introduces himself to the board. Mr. Uthman-Olkuk comes from the Andrew Hamilton School, where he served as the assistant principal. Mr. Uthman-Olkuk has been an educator for over 12 years in math and is excited for the opportunity to join Boys' Latin.

A discussion is held on open teaching positions at BL, including technology, Latin, math, and special education. Mr. Hardy notes that Boys' Latin is looking for teachers who understand the school's mission and who can serve the needs of the students.

Mr. Hardy announces that this Saturday, June 12, is the alumni cookout from 1-4pm, where many Class of 2011 graduates will attend. Then on Sunday, June 13, the senior cookout will take place from 2-5pm. Mr. Hardy encourages the board to attend.

Mr. Hardy concludes his presentation.

Mr. Wyatt thanks Hardy for all his work and dedication as interim CEO during this challenging school year.

V. Parent Liaison Report: Elaine Wells

Ms. Wells begins by thanking the board for their work with Boys' Latin. Ms. Wells is proud to be a part of the board and elated with the support that the school has shown not only to students but to families. On June 12, Mr. Parker from the middle school will be holding a Summer of Peace event for all students in the community to make a pact to stay away from violence this summer as part of a community building initiative. Students can also take this pledge online. Ms. Wells then expresses some concerns from parents at the middle school for the importance of creating more space for students, whether through renovating the fine arts building or replacing the church. Parents would like more room for physical education, arts, and STEM.

Ms. Wells concludes her presentation.

## VI. Board Committee Reports

### a. Finance: *Colleen Smith and Kerry Woodward*

Ms. Smith begins by guiding the board through the FY2022 budget. Ms. Smith notes that this budget yields a net income of \$361,000. The budget was drafted by a school team and presented to the finance committee in May. The budget assumes a two percent decrease across enrollment-driven revenues and one-third of total ESSER revenues. Enrollment and attrition assumptions are in line with stable historical actuals. In terms of expenses, the committee baked in a lot of supports to mitigate Covid-19 learning loss. Boys' Latin is considering significant investments at the middle school to align with its mission to prepare students for college. Boys' Latin previously contracted many key staff members and teachers which are now filled by full-time employees. Ms. Smith then gives an overview of revenues, where more than 90 percent of revenues are derived from public sources. Enrollment and attrition assumptions are in line with stable historic actuals, although risk exists with lagging Grade 6 enrollment. Contribution revenue is in line with historic actuals but will require adequate resources.

Ms. Smith then takes the board through the following fifteen expenditures:

1. Salaries and Benefits, which is the largest expense area in the budget. Ms. Smith explains that there is currently a competitive hiring market; with each offer Boys' Latin extends it's been countered. Boys' Latin increased annual salaries offered to new hires to the rate the district is offering. Notable drivers include a competitive hiring market due to Covid-19, returning employees will receive an average three percent cost of living increase, organization and school leadership roles will be filled with FTE instead of contracted service providers, along with revamped math, special education, and technology departments, and teaching fellowships.
2. Special Education Instruction. Ms. Smith lists notable drivers which are anticipated higher tuition settlement needs, reducing contracted service providers needed due to filling vacancies with FTEs, and increased special education transportation needed (Boys' Latin estimates 33 students will require transportation services).
3. Other Instructional Expenditures. Ms. Smith notes that notable drivers include substitute teachers being replaced by internal teaching apprentices, instructional stipends

reduced to historical amounts following an increase for internal coverage of math and science vacancies, an increase in tuition reimbursement, and instructional contracts that need to be reduced to reflect continued curricula work following significant FY2021 investment.

There is a discussion on the proposed budget, managing costs in future years, and teaching turnover.

Ms. Smith adds that one of Boys' Latin's secondary goals was to be a role model for other schools, and another school is looking to use Boys' Latin as an exemplar. Mr. Hardy adds that Drexel has been working hard for Boys' Latin by raising money and has done great work in partnering with the school.

4. Department Budgets. Ms. Smith explains that notable drivers include significant investment in middle school curricular and programming upgrades, stabilizing high school department budgets, and increasing principal budgets to support climate and culture.

5. Summer School and Afterschool. Ms. Smith states that notable drivers include a bolstered summer school program to mitigate Covid-19 learning loss, and implementing a new teacher preparation afterschool program which was originally intended to begin in FY2021 to support a teacher pipeline.

6. Student Activities and Events. Ms. Smith discusses notable drivers that include an anticipated full return of student activities and events in FY2022, and adjusting the budget for onsite high school graduation ceremonies.

7. College Office. Ms. Smith explains that notable drivers include expanded PSAT and SAT testing and preparation to support mission realignment, new travel expenses for FTE alumni affairs coordinator, and maintaining higher levels of tuition support through last dollar scholarships.

8. School Nurse. Ms. Smith lists notable drivers that include having two nurses on site with a return to in-person learning, assuming increases to support the school's ongoing Covid-19 response, which includes twice weekly testing during the summer programming. Mr. Hardy adds that the second nurse is not double the cost.

9. Athletics. Ms. Smith notes that notable drivers include a full return to athletics in FY2022, and a return to historic funding levels to support current and new athletics programs, including Bowling, Crew, and Cross-Country at the middle school level. Dues and fees will be increased to include financing for two additional school vans (one for the middle school and one to be flexible).

10. Technology. Ms. Smith explains that Boys' Latin took into account an increased tech need in FY2021 due to 100 percent virtual learning program, along with replacement Chromebook orders to support students schoolwide.

11. Administration. Ms. Smith states that notable drivers include approximately \$100,000 to support the CEO transition, and contracted organization and school leaders will be replaced with FTEs.

12. Development, Business, Finance. Ms. Smith discusses notable drivers which include event expenses offset by revenues, continuing to enhance accounting services from Charter Choices, and a slight general insurance increase in line with anticipated levels of special education settlements.

13. School Operations and Food. Ms. Smith explains that Boys' Latin took into account decreased school operations in FY2021 due to 100 percent virtual learning, and will return to historic funding levels in FY2022.

14. Facilities. Ms. Smith lists notable drivers that include a continued enhanced cleaning services contract to support the school's Covid-19 response, and anticipating a need for furniture and equipment as students head back to class in the fall.

15. Capital, ESSER, Reserves. Ms. Smith states that notable drivers include renovations to middle school facilities, such as knocking down the church and repurposing the land, opening a second stairwell in the school building along with other upgrades to campus. Boys' Latin is reserving approximately \$162,000 of ARP ESSER grant funds for learning loss to set aside in response to Covid-19.

There is a motion to approve the FY2022 budget as presented to the board, and to give authority to the Finance Committee to vote on final version of the budget in August, which is moved by Ms. Woodward and seconded by Ms. Guidi. The motion passes unanimously.

Ms. Woodward then presents two resolutions that the board will need to vote on and approve: the Fund Balance Policy and Lease Reimbursement Resolutions. Ms. Woodward explains that both of these are annual resolutions. The Fund Balance Policy Resolution will protect the school's fund balance for future use to show both the School District and State that Boys' Latin is not sitting on a pile of cash with no intention.

There is a motion to approve the Fund Balance Policy Resolution and commit an additional \$3.45 million for future capital projects and offset anticipated future district rate reductions as a result of covid-19, which is moved by Mr. Conwell seconded by Mr. Kempf. The motion passes unanimously.

Mr. Woodward explains that the Boys' Latin Foundation is the owner and holder of debt service for facilities, so the charter school pays the Foundation rent for the use of those facilities. In accordance with Pennsylvania law, Boys' Latin is entitled to receive a partial reimbursement.

There is a motion to approve the Lease Reimbursement Resolution as presented to the board, which is moved by Mr. Conwell and seconded by Mr. Kempf. The motion passes unanimously.

Ms. Woodward and Ms. Smith concludes their presentation.

b. Facilities: *Joe Conwell*

Mr. Conwell begins with the budgeted facilities items. Phase 1 of middle school renovations include demolition of the church building, a stair tower addition in the main academic building, drafting a parking lot report, grass field construction, adding a fence to enclose the campus, and general project management. The facilities committee estimates the costs to be \$1,481,824. Mr. Conwell explains that the church will be demolished in the next few weeks. From there, Boys' Latin will evaluate how to renovate the fine arts building, which will be Phase 2. Mr. Conwell describes how the main middle school building currently prevents a functional flow of students because on side of the building, students cannot go from the third floor down and outside the building. A stairwell will be added to alleviate this issue.

Mr. Hardy adds that when Boys' Latin begins renovations in the fine arts building, there will be more students stuck in the main building. The middle school needs that additional egress at the other end of the main building to allow consistent flow of traffic.

There is a motion to approve an increase in Phase 1 spending from \$1.2 to \$1.5 million for middle school campus renovations, which is moved by Ms. Woodward and seconded by Mr. Kempf. The motion passes unanimously.

Mr. Conwell concludes his presentation.

c. Development: *Colleen Smith*

Mr. Smith explains how Boys' Latin posted a strong development year despite having no full-time development person, the pandemic, and inability to engage in many normal development activities. Ms. Smith attributes this success to Mr. Hardy, the board, and to the strong relationships Boys' Latin has built over the years. Ms. Smith describes how Boys' Latin will be ending the year with just over \$1.6 million in commitments, which exceeds the budgeted development goal of \$1.4 million. The focus right now is identifying a full-time development employee. The committee is getting their arms around the ESSER funds and two subsequent grants which require an application and ongoing grant management. The development committee will consider bringing back Boys Latin's annual event and reinstating traditional development activities to re-engage with many donors after a year of limited engagement due to Covid-19. Ms. Smith discusses highlighting the hiring of Boys' Latin's new CEO, hiring of the new MS and HS principals, and the exciting teaching fellowship which will be attractive to current and potential donors.

Ms. Smith concludes her presentation.

d. Education: *Steve Kempf*

Mr. Kempf begins by explaining how the education committee is still forming. A group met up 10 days ago to exchange thoughts on roll, purpose, intent, and what results should look like. The committee will continue to definite and refine those terms, and have agreed to meet on a monthly basis. Moving forward the education committee will be in place to monitor school performance and results.

Mr. Kempf concludes his presentation.

Mr. Kempf thanks everyone for attending and appreciates everyone's time and commitment to the school.

*The meeting adjourns at 6:31 p.m.*

Respectfully submitted,

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Patrick South, Secretary