



**Meeting of the Board of Directors
Wednesday, April 6, 2022 at 4:00pm
Meeting held via Zoom due to COVID-19**

The meeting was called to order at 4:10 p.m.

Board Members in Attendance: Joe Conwell, Amy Guidi, Steve Kempf, Albert Oehrle, Steve Smith, Patrick South, Kerry Woodward, Wes Wyatt, Elaine Wells

Board Members Excused: Isaac Ewell, Amir Tucker, Paul Yakulis

Staff in Attendance: Dr. William Hayes, Ruth Gonzalez, Tyler Jackson

Guests: Mike Whisman (Charter Choices)

I. Executive Session

An executive session was held to discuss the hires, terminations, and resignations being voted on during the meeting.

II. Call to Order: *Wes Wyatt*

Mr. Wyatt calls the meeting to order, and thanks everyone for attending. Mr. Wyatt reminds the board that Ms. Smith sent out requirements for statements of financial interest which are due no later than April 15. Mr. Wyatt announces that the June board meeting will be held in person, and is looking forward to seeing everyone and new trustees. Dr. Hayes adds that the meeting will take place in the administration building at the middle school.

There is a motion to adopt the March 2, 2022 Boys' Latin Board of Directors meeting minutes, which is moved by Mr. Oehrle and seconded by Mr. Kempf. The motion passes unanimously.

Mr. Jackson advises that Ms. Wells will be voting via Zoom chat tonight.

III. Interim CEO Report: *Dr. William Hayes*

Dr. Hayes begins with an update on the school's health and safety plan. Dr. Hayes describes how Boys' Latin has been following Philadelphia Department of Public

Health (“PDPH”) guidelines concern covid-19 regulations. Recently in March the PDPH lifted the social distancing mandate which is the only change to the school’s health and safety plan. Dr. Hayes notes that Boys’ Latin is still continuing covid-19 testing and positive covid-19 test isolation.

Dr. Hayes then turns to updates on the school calendar. Dr. Hayes describes how the calendar has been revised with a couple goals in mind, the first being teacher retention. While Boys’ Latin does not have the money to compete against other larger organizations, the school does have time to consider how it can better support teachers. Dr. Hayes states that the calendar has been truncated with a reduced number of days: 170 days for all students in grades 6-8 and 10-12 then 191 days for freshman. Student development and performance ties into retention, so teachers will come back for two weeks to setup their classrooms and prepare lesson plans. Dr. Hayes advises that the school year will start a week before the Labor Day break so orientation can be completed in that first week then real learning can begin the week after the holiday. Dr. Hayes adds that there will be a 2 p.m. release time on Mondays to let teachers have additional planning time outside of school. Boys’ Latin chose Mondays because it is the most common day to have a holiday with the least impact to student hours. To give teachers more time with family there will be a two-week winter break. Dr. Hayes highlights that Boys’ Latin is one of the few organizations that offers a two-week break, and hopes this will be a big recruitment sale for teachers. Dr. Hayes describes one of the notes from teachers that there are no days off in March, which can be a challenging month as it precedes state testing. Boys’ Latin created two professional development days on the 6th and 7th which is about 1.5 months out from the PSSAs and Keystones to give teachers more time to prepare for upcoming testing. Dr. Hayes adds that the last day for students will be June 1 and last teacher day will be June 2. The following days are teacher development days, leadership development days, and graduation. Boys’ Latin wants to give teachers more time to process and prepare for summer school and freshman academy.

There is a discussion on the school calendar. Dr. Hayes states that currently Boys’ Latin has 990 instructional hours and the requirement is 990 hours. Boys’ Latin will also keep students until 4 p.m. two days per week.

There is as motion to adopt the 2023 School Calendar as previously circulated to the board, which is moved by Ms. Woodward and seconded by Mr. Kempf. The following board members vote in the affirmative: Mr. Conwell, Ms. Guidi, Mr. Kempf, Mr. Oehrle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

There is a motion to adopt the Updated School Health and Safety Plan as revised and previously circulated to the board, which is moved by Mr. Conwell and seconded by Mr. Smith. The following board members vote in the affirmative: Mr. Conwell, Ms. Guidi, Mr. Kempf, Mr. Oehrle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

Dr. Hayes concludes his presentation.

IV. Board Committee Reports

a. Parent Liaison Report: Tyler Jackson on behalf of Elaine Wells

Mr. Jackson begins by explaining how Ms. Wells could not be here tonight due to a work meeting, but submitted her report in advance of the meeting. Mr. Jackson reads that Boys' Latin was given back edited versions of student, parents, and staff covid-19 vaccination PSA videos from the Philly SEAL organization which will be distributed soon. A couple of Boys' Latin students will be participating in Why I Love My Charter School Videos which are associated with the AACSC. Boys' Latin is a member of this organization. There will be a three-time Fulbright Scholar coming to talk to Boys' Latin juniors and seniors to share her experiences and opportunities with students who are considering becoming a Fulbright Scholar. Parents of Boys' Latin's Extended Family Network and Principal Uthman-Olukokun are planning a showcase and workshop in the next month highlighting student entrepreneurs.

Mr. Jackson concludes Ms. Wells' presentation.

b. Development: Pat South

Mr. South begins by explaining that Boys' Latin is progressing with its annual event, and thanks everyone who has helped and contributed. Mr. South received a recent update from Ms. Smith that the school has \$206,000 in donations received or committed. The goal for the annual event is to raise \$365,000. Mr. South explains that the numbers raised so far show that the school has a really good donor base, as this the first time the development committee has reached out to them in the last couple of years.

For the year, Mr. South announces that Boys' Latin has raised \$1,270,000 in cash and commitments. If the schools raises another \$100,000 at the event Boys' Latin will reach its target for the year. Fundraising has been diverse as usual, with one third coming from EITC, one third from grants and foundations, and one third from direct individual giving and the annual event. The development committee believes the school will hit this target and beyond, and the annual event invitation package was mailed out in mid-March. Mr. South notes that the committee is currently shifting from fundraising to getting seats filled at the event. Mr. South reminds the board the annual event will take place on Thursday, April 28 with the patron's party on April 19 at Aronimink Golf Club. Mr. South states that the development committee feels good about the work done thus far, and thanks Mr. Jackson for his efforts. Mr. Wyatt thanks Mr. South and Mr. Jackson for their hard work planning the annual event.

There is a discussion on annual event attendance, sponsorship, and ticket sales.

Mr. South concludes his presentation.

c. Finance: Kerry Woodward

Ms. Woodward begins by directing the board's attention to the February 28 Financial Statements. Boys' Latin continues to be in a position of balance sheet strength. The school continues to track toward a net positive position relative to its budget, with slightly less revenues coming in. The finance committee is working with the school team to define enrollment and reimbursement with the School District. Ms. Woodward notes that there are variances with special education reimbursements. On the expense side the school is tracking less expenses than budgeted due to staffing shortages and hiring fewer people than had been budgeted for. Boys' Latin's current ratio is strong, with 83 operating days of cash on hand. Ms. Woodward adds that if Foundations cash is included the school has 105 days of cash on hand meeting its covenant calculations. Ms. Woodward thanks Mr. Whisman for preparing a financing update on the Pennsylvania charter school community that highlights the potential impact of legislation currently being considered. Ms. Woodward encourages the board to read this update. Ms. Woodward believes the best thing to do for the school's FY2023 budget is to table the conversation for the May board meeting because the finance committee will be convening to revise drafts one more time and will come with final version of the budget at the May board meeting.

There is a motion to adopt the 4/6/2022 Contracts¹ as discussed and considered in executive session and previously circulated to the board, which is moved by Mr. Conwell and seconded by Mr. Oehrle. The following board members vote in the affirmative: Mr. Oehrle, Mr. Conwell, Mr. South, Mr. Kempf, Mr. Smith, Ms. Guidi, Ms. Wells, Mr. Wyatt, and Ms. Woodward. The motion passes unanimously.

There is a motion to adopt the 4/6/2022 Hires, Terminations, and Resignations as presented in executive session, which is moved by Mr. Kempf and seconded by Ms. Woodward. The following board members vote in the affirmative: Mr. Conwell, Ms. Guidi, Mr. Kempf, Mr. Oehrle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

Mr. Wyatt explains how Boys' Latin decided that it will intitule a threshold of \$15,000 that allows the school leadership team to enter into contracts to be ratified by the board at the following meeting with the intention to put the proper guidelines in place to allow for more control to be held by the board and school in the future.

There is a motion to adopt the resolution to create a \$15,000 contracts threshold as described by Mr. Wyatt, which is moved by Ms. Woodward and seconded by Mr. Oehrle. The following board members vote in the affirmative: Mr. Conwell, Ms.

¹ Amendment No. 1 to Facilities Use Agreement; Contract of Disc Jockey Services; Eventions Productions A/V Contract and Independent Contractor Agreement; Mail Shark SY2023 Recruitment Postcard 2 Agreement; The Learning Linkage Inc. Speech/Language Support Services Independent Contractor Agreement; Vision to Learn Memorandum of Understanding; and Martin Luther School Purchase of Services Agreement.

Guidi, Mr. Kempf, Mr. Oehrle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt.

Ms. Woodward concludes her presentation.

d. Facilities: *Joe Conwell and Dr. Hayes*

Mr. Conwell begins with a summary that nine months ago the board approved expenditures necessary to remove the church at the Boys' Latin middle school and upgrade the middle school's Fine Arts Building ("FAB") and main building which was a \$1.2 million approval. Mr. Conwell notes that all of that work has been completed within budget efficiently. At the time this was approved, the board knew that more work had to be done to the middle school campus down the line once the church was taken down. The facilities committee wanted to dig into what the options were for that work which took time. Since then, Mr. Conwell has spent extensive time with Mr. Kempf, Dr. Hayes, Mr. Wyatt, and school principals to focus on how to help the middle school better accomplish its mission and goal of providing well prepared students to high school. The second piece was wanting to look at the big picture and come out with a facilities master plan to enact on Boys' Latin's ideas.

Dr. Hayes then presents the CEO Strategic Facilities Plan. Dr. Hayes explains how Boys' Latin wants to reframe how the organization views the middle school and make it part of the Boys' Latin network. The school wants to put a more equitable lens on how it funds projects. The CEO Facilities Proposal requests board support for an immediate start to the middle school campus renovation timeline and approval of the 2022-2023 budget that includes the following: 1) use of savings from the 2021-2022 school year to go toward immediate start of the middle school campus renovation; 2) \$3 million budget allocation of funding towards Phases 2 and 3 of the long-term facilities plan; and 3) reallocation of 40 percent of anticipated fundraising revenue toward a capital campaign for Phases 4 and 5 of the long-term facilities plan. Dr. Hayes adds that the operating budget is moving forward to be built on \$750,000 worth of fundraising, which is half of the development goal.

Dr. Hayes then describes how Boys' Latin historically arrived to the point. In 2012, Boys' Latin approved the middle school project which opened in 2013. In 2019, the school received pushback from the historical committee with their plans to demolish the church. In 2020, the federal government announced the provisions of approximately \$9 million dollar in ESSER grants over the next three years to offset operational costs for post-pandemic return to schools. In February 2021, the Boys' Latin board approved \$2 million for demolition of the church on the middle school campus, which proceeded on July 12, 2021. By September 2021, the church demolition was completed and temporary fencing was placed around the facility.

Dr. Hayes describes the current challenge, which consists of a projected loss of 12 percent of annual revenue over the next few years based on district funding. Boys'

Latin has an opportunity to restructure the operating budget while it has the safety net of ESSER money over the next two years.

Dr. Hayes explains that he has considered alternatives, because at this point the school has a hole in the ground and needs to do something about it. For example parking lot could be added affordably but it would not add value to the property.

Dr. Hayes then dives into the details of the CEO Strategic Facilities Plan. Regarding a timeline, the FAB reconstruction could be completed by November 2022 if this plan is authorized this month. The middle school gym could be completed by September 2023 if this plan is authorized this month. Phase 1 would be completed in FY2023, Phase 2 would be completed in FY2024, and Phase 3 would be completed by FY2025. The plan takes into account a \$750,000 operational budget, with \$500,000 set aside for capital fundraising and 100 days of cash on hand.

The FAB would receive a new stair tower, a complete interior renovation, and a completely new mechanical system on the second and third floors. The new gym would include a basketball court, restrooms, lobby, and steel fence around the perimeter of building at completion.

Dr. Hayes states that Phase 1 will consist of the FAB building renovation, Phase 2 will consist of the middle school gym construction, Phase 3 will consist of the high school classroom additions, and Phase 4 will consist of renovating the high school gym.

Dr. Hayes notes that the projected budget is \$1.9 million for FAB reconstruction and addition, environmental abatement, porch reconstruction, STEAM lab fit-out, STEAM lab equipment, building FF&E, and project contingency. Two thirds of the cost for Phase 1 paid for by savings from this year.

There is a discussion on the rationale for prioritizing the various construction projects, and project funding. Dr. Hayes notes that Boys' Latin will be creating new spaces that gives the school new revenue streams to offset operational costs, and the middle school will be a marketable place for enrollment by offering these spaces. Dr. Hayes wanted to create a project that could be completed without the need to finance.

Mr. Conwell states that he supports this proposal, and that it needs to be done within the context of affordability. Mr. Conwell would suggest approving the FAB renovation request (which \$1.9 million) by rounding up to \$2 million with the understanding that moving the next phase on the site is going to cost money in design and engineering. Boys' Latin can commit to some money for designing the second building, but many variables will have to be monitored over the next year with respect to that second building. Boys' Latin has \$4 million in cash in its account and the consensus is that investing in and propelling the middle school is the priority. Mr. Conwell notes that this is the best 5-year facilities plan Boys' Latin has ever had. Mr. Conwell's only hesitation is that this is a lot of money, a lot of moving pieces, which

are contingent on a variety of factors but this plan involves a project that can be completed with limited contingency. The facilities committee has considered other areas to invest in, and feels comfortable that this is a worth priority. Mr. Wyatt joins in that he supports this project as it has a manageable, logical, and executable strategy. There is untapped value in the middle school building that can be realized, and Boys' Latin can now market the middle school and make it a focus as part of the grades 6-12 vision.

Mr. Wyatt encourages a discussion before voting on project approval, and clarifies that \$1.9 million would be approved today for FAB renovations with additional funds needed for the architecture and design for the gym. Votes on Phases 2 and 3 would come down the line. Mr. Conwell suggests a cap of \$50,000 on gym architecture and design. Ms. Woodward suggests approving numbers that allows work to begin while holding back on the full project expense pending approval of the operating budget on the finance committee side.

There is a discussion on what numbers should be approved today. Mr. Wyatt adds that the board should vote on project intention and reconvene in May with hard numbers for Phase 1. Today \$125,000 will be voted upon to begin this middle school project.

The board thanks Dr. Hayes for his vision and thorough master plan.

There is a motion to reallocate \$125,000 of funds from the demolition of the Boys' Latin middle school campus enhancement project to the pre-planning of Phase 1 of the Facilities Master Plan, which is moved by Mr. Oehrle and seconded by Ms. Woodward. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oehrle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

Mr. Conwell and Dr. Hayes conclude their presentation.

e. Governance: *Wes Wyatt and Albert Oehrle*

Mr. Wyatt reports that the governance committee has been actively focusing on how to re-invigorate oversight of board, the charters of the committees which currently only exist in essence, and the roles of chairs of each committee.

Mr. Oehrle states that Mr. Yakulis has taken on the task of soliciting from the chairman of each committee a statement of their role, functions, and purposes of their committee to commit to record. Mr. Oehrle states the purpose of these statements is so when trustees join committees they can read what they're charged with and reaffirm governance of the board.

Mr. Wyatt announces that there are five new trustees who have been nominated to join the Boys' Latin board, who are all highly qualified individuals and ready to join.

There is a motion to adopt Floyd Simpson to the Boys' Latin Board of Trustees, which is moved by Ms. Woodward and seconded by Mr. Kempf. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oerhle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

There is a motion to adopt Kevin Johnson to the Boys' Latin Board of Trustees, which is moved by Mr. Conwell and seconded by Mr. Wyatt. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oerhle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

There is a motion to adopt Nancy Robinson-Garvin to the Boys' Latin Board of Trustees, which is moved by Mr. South and seconded by Mr. Kempf. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oerhle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

There is a motion to adopt Michael Bowman to the Boys' Latin Board of Trustees, which is moved by Mr. Conwell and seconded by Mr. Kempf. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oerhle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

There is a motion to adopt Charles Adams to the Boys' Latin Board of Trustees, which is moved by Mr. Conwell and seconded by Ms. Woodward. The following board members vote in the affirmative: Mr. Conwell, Mr. Kempf, Mr. Oerhle, Mr. Smith, Mr. South, Ms. Wells, Ms. Woodward, and Mr. Wyatt. The motion passes unanimously.

Mr. Wyatt thanks the board, and notes these five new members will all be great additions to this group of trustees.

Mr. Wyatt and Mr. Oehrle conclude their presentation.

f. Education: *Steve Kempf*

Mr. Kempf notes that the education committee met last week with Dr. Hayes who presented data on the winter math assessment, which showed improvement across all sectors and segments from the fall assessment. Boys' Latin is making very good progress, and the committee also went over the SAT data. 83 of 89 seniors have taken the SAT (93 percent) and currently registered 11th grade students will take the SAT in May. The goal is to get 100 percent of students to take the SAT. Finally, as it relates to senior class admissions, Mr. Kempf announces that 67 percent of all seniors have been admitted to at least one college or university. This is good data coming in so far

for admissions and Mr. Kempf applauds Dr. Hayes and his team for these improvements in statistics.

Mr. Kempf concludes his presentation.

Mr. Wyatt thanks the board members for their time, and appreciates everyone's input and efforts.

The meeting adjourns at 5:37 p.m.

Respectfully submitted,

Patrick South, Secretary