



**Meeting of the Board of Directors
Wednesday, December 7, 2022 at 4:00 p.m.
339 N. 63rd Street, Philadelphia, PA 19139**

The meeting was called to order at 4:31 p.m.

Board Members in Attendance: Charles Barrett Adams, Floyd Simpson, Patrick South, Amir Tucker, Kerry Woodward, Wes Wyatt, Paul Yakulis

Board Members Excused: Michael Bowman, Isaac Ewell, Kevin Johnson, Albert Oehrle, Nancy Robinson-Garvin, Elaine Wells

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

Guests in Attendance: Jenna Smalley (Kleinbard LLC)

I. Executive Session

An executive session was held to discuss personnel matters.

II. Call to Order: *Wes Wyatt*

Mr. Wyatt calls the meeting to order.

There is a motion to adopt the October 5, 2022 Boys' Latin board of directors meeting minutes, which is moved by Ms. Woodward and seconded by Mr. Simpson. The motion passes unanimously.

Mr. Wyatt notes that Ms. Wells cannot attend today's meeting but has submitted her votes in advance of the meeting, who voted in the affirmative for approving the minutes.

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

Dr. Hayes begins with updates on the middle school campus renovations. In terms of the timeline, Boys' Latin submitted a request for permits to renovate the STEAM Building (formerly the Fine Arts Building) with the Zoning Board on May 31. The Zoning Committee responded on June 15 by requesting a Unity of Use Agreement since the STEAM building overlaps two existing lots. Boys' Latin filed this Unity of Use Agreement on August 20 which was then denied on August 31. Dr. Hayes

explains that the issue surrounds educational facilities in a residential zoning district. Boys' Latin has paperwork that explains how the school uses the facility as an educational institution, but the Zoning Committee is arguing whether the STEAM building is part of that agreement. Boys' Latin subsequently filed an appeal on September 30 and the Appeals Board set a hearing date for March 1, 2023. In advance of the meeting, the school will begin organizing community meetings and reaching out to city council for support.

Dr. Hayes reminds the board that Phase 1 consists of STEAM Building renovations which will cost approximately \$1.9 million and is estimated to take six months to complete. Phase 2 consists of gym renovations which will cost approximately \$3.45 million and is estimated to take nine months to complete. Phase 1 is in this year's budget, whereas Phase 2 is not and will be addressed in next year's budget.

Dr. Hayes then addresses 2022 staffing vacancies at both the middle and high schools, as several positions are still not filled in high needs areas. Boys' Latin has had discussions around flexibility for Dr. Hayes to hire full-time employees, as the board discussed measures to allow ease of hire.

Mr. Wyatt explains how the board discussed in executive session the ability for Dr. Hayes to hire for a position not in the budget to keep the process moving in a timely fashion. Mr. Wyatt asked Ms. Smith to reach out to legal counsel for an opinion. Ms. Smith describes how the board is in charge of all hiring. Ms. Smith clarifies that this protocol is not in Boys' Latin's Bylaws, but rather state law.

Continuing to programmatic updates, Dr. Hayes announces that the junior internship program is launching with confirmed and pending internships placements at organizations such as CHOP, Temple College of Engineering, Black Tech Philly, and the Phillies. Thirteen juniors and 11 seniors at Boys' Latin are also starting their journey in the Dual Enrollment Program beginning on January 27. Currently those students have their applications in and are working on the financial aspects. Dr. Hayes is happy with the numbers, as the school was looking to start this program with 20-25 students. Mr. Adams commends Dr. Hayes for hitting the desired numbers.

There is a discussion on whether Boys' Latin's National Clearinghouse Data has been received. Dr. Hayes explains that the school is working on retroactively sending their graduation information in, so that data has not been received to date.

Dr. Hayes concludes his presentation.

IV. Board Committee Reports

a. Parent Liaison Report: *Elaine Wells*

Ms. Wells has no report this evening.

b. Finance: *Kerry Woodward*

Ms. Woodward begins by stating that the finance committee met recently to go over the financial statements in great detail.

There is a motion to adopt the 12/7/2022 Hires, Terminations, and Resignations as presented in the 12/7/2022 personnel report, which was previously circulated to the board and discussed in executive session, which is moved by Ms. Woodward and seconded by Mr. South. The following board members vote in the affirmative: Ms. Woodward, Mr. Simpson, Mr. Tucker, Mr. Adams, Mr. Yakulis, Mr. South, and Mr. Wyatt. Ms. Wells voted in the affirmative prior to the meeting. The motion passes unanimously.

Ms. Smith explains that all contracts valued under \$15,000 which Dr. Hayes has signed in alignment with board policy still need to be ratified by the board.

There is a motion to ratify adoption of Contracts¹ valued at under \$15,000 which have been entered into by the CEO of Boys' Latin in alignment with board policy, which were previously circulated to the board, which is moved by Ms. Woodward and seconded by Mr. Simpson. The following board members vote in the affirmative: Ms. Woodward, Mr. Simpson, Mr. South, Mr. Yakulis, Mr. Adams, Mr. Tucker, and Mr. Wyatt. Ms. Wells voted in the affirmative prior to the meeting. The motion passes unanimously.

There is a motion to approve Contracts² valued at above \$15,000, which were previously circulated to the board, which is moved by Ms. Woodward and seconded by Mr. Yakulis. The following board members vote in the affirmative: Ms. Woodward, Mr. Yakulis, Mr. Simpson, Mr. Tucker, Mr. Adams, Mr. South, and Mr. Wyatt. Ms. Wells voted in the affirmative prior to the meeting. The motion passes unanimously.

Turning to the FY2022 Audit, Ms. Woodward describes how SD Associates gave clarifying information about how gap standards changed this year. Ms. Woodward assures the board that all finance committee members are satisfied with the audit, which is a clean audit with no material findings.

¹ AdvanEdge Solutions Strategic E-rate Services Agreement for Funding Years 2023-24 and 2024-25; Agile Mind Educational Holdings, Inc. Course Programs, Services, and Book Agreement; Agile Mind Educational Holdings, Inc. CCSS Algebra I and CCSS Algebra II License Agreement; Agile Mind Educational Holdings, Inc. Agile Assessment License Agreement; Deeply Rooted Memorandum of Understanding for Boys' Latin of Philadelphia High School; Deeply Rooted Memorandum of Understanding for Boys' Latin of Philadelphia Middle School; and Student Transportation Agreement.

² Aramark Adventure Aquarium Catering Services Agreement; Crime Intervention Alarm Co. Purchase Agreement; Fairwold Academy Tuition Agreement for Approved Private School Placement Services; Flynn O'Hara Uniforms High School 2023 General Sales Specification Agreement; Flynn O'Hara Uniforms Middle School 2023 General Sales Specification Agreement; Fraser Partnership Plan Agreement; and Panorama Education Student Survey and Success Platform and Support Licenses Agreement.

There is a motion to adopt the FY2022 Audit, which was previously circulated to the board, which is moved by Ms. Woodward and seconded by Mr. Yakulis. The following board members vote in the affirmative: Ms. Woodward, Mr. Yakulis, Mr. Simpson, Mr. Tucker, Mr. Adams, Mr. South, and Mr. Wyatt. Ms. Wells did not submit a vote for this motion in advance of the meeting. The motion passes unanimously.

Mr. Wyatt adds that Boys' Latin received no suggestions, comments, or feedback for how to improve from this audit which is rare, and thanks the school administration for achieving such a clean audit.

Ms. Woodward concludes her presentation.

c. Development: *Patrick South and Tyler Jackson*

Mr. South begins with an update on annual giving, and has good news to report that Boys' Latin is nearly two-thirds of the way to reaching its budgeted target of \$1.25 million in cash commitments from EITC, foundations, grants, and individual giving. Mr. South states that EITC was especially successful this year. It is the development committee's view that considering perspective giving and what the school has in the pipeline there is a high degree of confidence Boys' Latin will hit its budgeted revenue this fiscal year.

Mr. Jackson describes how Giving Tuesday took place on November 29, and Boys' Latin has a good turnout and raised just under \$10,000 in contributions thanks to its new giving platform, Classy. The development committee is looking forward to seeing what Classy can do in the future for capital campaigns. Mr. Jackson notes that there was an issue with the platform where donations could not be received through Facebook, so the school did not raise as much money as last year. This issue is currently be addressed for the future. Ms. Smith adds that this is a social media-driven event, nevertheless it was a successful launch of Classy.

Mr. South states that the development committee met recently to discuss the annual appeal, which the board should have received. The goal there is to raise \$90,000 from the appeal. The committee also discussed the annual event which will take place on April 20, 2023 at the Lower Merion Golf Club from 6:00-9:00 p.m. Mr. South asks the board to consider any potential sponsors so that the committee can reach out early next month. The committee has also addressed any ongoing grant management of the larger government grants received, which is important work and thanks the board for their efforts.

The development committee has also started to discuss the upcoming capital campaign for Phase 3 of the school's renovations project. Mr. South describes how he spoke with a school leader at Holy Child who recently held a successful capital campaign to go over the nuts and bolts and get a better idea for how to organize and

run the campaign. Boys' Latin has also found a potential outside consultant who is very affordable who also helped Holy Child. The committee had a joint call with Ms. Woodward and Dr. Hayes to start sketching out the total amount of what needs to be raised. In the next 60 to 90 days the committee is hoping to have a better outline for how the campaign will be run, then during the next nine-to-twelve-month period the development committee will work on preparation, outreach, meeting with key donors to gauge their interest, and getting resources in order. Mr. South notes that any funds raised from donors would not be in lieu of annual giving, which will be part of the challenge. Mr. Wyatt expects that the school will need to raise between \$4-8 million.

There is a discussion on the capital campaign. Mr. Wyatt explains that the objective of the campaign will be raising money for Phase 3 of the facilities plan, as the school has decided to collapse its originally planned Phase 4 into Phase 3. Dr. Hayes adds that Phase 1 is in the budget and Phase 2 can be funded without a capital campaign. Phase 3 will take place at least two years from now. Phases 1 and 2 are middle school renovations and Phase 3 is high school renovations.

There is a discussion on current board participation in fundraising. Ms. Smith will circulate those numbers to the board. Mr. South emphasizes that 100 percent board participation is essential for the success of any capital campaign.

Continuing, Mr. South announces that Boys' Latin's winter concert will be this Friday at 6:00 p.m. and encourages the board to attend to support the students.

Mr. South and Mr. Jackson conclude their presentation.

d. Facilities: *Wes Wyatt*

Mr. Wyatt announces that Boys' Latin is moving ahead with Phase 1, renovating the STEAM building, and the school is committed to staying motivated and on track. Mr. Wyatt explains that there may be some overlap but once the school begins the capital campaign the committee can nail down the dollar amount for Phase 3. Mr. Wyatt notes that consolidating the plan into three phases gives the school a more straightforward path to improving facilities at both campuses.

Mr. Wyatt concludes his presentation.

e. Governance: *Albert Oehrle*

There is no governance presentation.

f. School Programming & Education Performance: *Dr. Hayes*

Dr. Hayes states that he has no further updates.

Ms. Woodward asks if a new dashboard for monitoring student progress is still be considered that was previously discussed. Dr. Hayes responds that it is.

Mr. Wyatt thanks everyone for their time and commitment.

The meeting adjourns at 5:08 p.m.

Respectfully submitted,

Patrick South, Secretary