



**Meeting of the Board of Directors
Wednesday, June 7, 2023 at 4:00 p.m.
Meeting Held Virtually Via Zoom**

The meeting was called to order at 4:15 p.m.

Board Members in Attendance: Charles Barrett Adams, Michael Bowman, Kevin Johnson, Nancy Robinson-Garvin, Floyd Simpson, Patrick South, Wes Wyatt, Paul Yakulis, Elaine Wells, Kerry Woodward

Board Members Excused: Isaac Ewell, Albert Oehrle, Amir Tucker

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

Guests in Attendance: Michael Whisman (Charter Choices)

I. Executive Session

An executive session was held to discuss (1) personnel matters and (2) agency of business which, if conducted in public, would violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law.

II. Call to Order: Wes Wyatt

Mr. Wyatt calls the meeting to order. Mr. Wyatt announces that Ms. Woodward will be retiring from the board, and thanks her for her dedication and hard work over the years. The board will now vote to extend Ms. Woodward's term through the end of the month, which expired on April 19, so she can participate in today's board meeting. Mr. Wyatt wishes her all the best with a heavy heart.

There is a motion to extend the term of Boys' Latin board member Kerry Woodward through June 30, 2023, which is moved by Mr. Simpson and seconded by Ms. Robinson-Garvin. The following board members vote in the affirmative: Mr. Wyatt, Mr. South, Mr. Simpson, Ms. Wells, Mr. Yakulis, Ms. Robins-Garvin, and Mr. Adams. The motion passes unanimously.

There is a motion to adopt the April 12, 2023 Boys' Latin board of directors meeting minutes, which is moved by Ms. Robinson-Garvin and seconded by Mr. South. The motion passes unanimously.

Mr. Wyatt then introduces the FY2024 board meeting calendar, and notes that the meetings for next year will alternate between in-person and virtual.

There is a motion to adopt the FY2024 Boys' Latin board of directors meeting calendar as published, which is moved by Mr. Yakulis and seconded by Ms. Robinson-Garvin. The motion passes unanimously.

Mr. Wyatt notes that some board members still need to complete the Act 55 board training and encourages them to do so as soon as possible to stay in compliance.

III. CEO Report: Dr. William Hayes

Ms. Smith walks the board through Boys' Latin's Health and Safety Plan. The school is required to review then submit it for approval every six months. Since February there has been a significant change to guidance as the federal government announced that the pandemic is effectively over, which changed guidance for schools. While Boys' Latin is required to have this plan through the end of ESSER grants, now the guidance is much broader and applies to best practices for reducing the spread of illness including covid-19 while expanding beyond that. Quarantine and isolation regulations have also been altered so Boys' Latin has aligned their policy to CDC policy.

There is a discussion on when the ESSER grant ends.

There is a motion to approve the Updated Health & Safety Plan, which is moved by Ms. Woodward and seconded by Mr. Simpson. The following board members vote in the affirmative: Ms. Robinson-Garvin, Mr. Wyatt, Ms. Woodward, Mr. Simpson, Mr. Yakulis, Mr. Adams, Ms. Wells, and Mr. South. The motion passes unanimously.

Dr. Hayes concludes his presentation.

IV. Board Committee Reports

a. Parent Liaison Report: Elaine Wells

Ms. Wells announces that she will be partnering with Principal Uthman-Olukokun to shore up parent participation for the extended family network at the high school. The middle school has gotten more participation, being that the students are younger, but Ms. Wells will work on some strategies to get more parents involved at the high school level for the upcoming school year.

Ms. Wells concludes her presentation.

b. Finance: Kerry Woodward and Colleen Smith

Ms. Smith first directs the board to Boy's Latin's 990 for FYE June 30, 2022, which has been previously circulated and prepared by the school's auditors. The 990 was filed on-time on May 15, 2023 as required. Ms. Woodward adds that in the future board approval will be required prior to the filing of the 990.

Ms. Smith then addresses the March and April 2023 financial statements, which were previously circulated, and were reviewed in detailed during last week's finance committee meeting.

Ms. Smith then walks the board through the FY2024 budget. The budget yields a net income of \$390,000. In terms of revenues, the budget has \$18.2 million in total revenues including \$15.3 million in non-ESSER revenues. This assumes an average daily membership of 739 students with a projected 72 percent being general education students and 28 percent being special education students. The contribution revenues were reduced to \$1 million and assumes all federal, state, and local revenues will remain at FY2023 levels. In terms of expenditures, this budget contemplates \$17.8 million in total expenditures including \$15.5 million in non-capital. This reflects critical investments in teacher development and supports, student opportunity and supports, and college preparatory curricula and exposure. Key changes reflect investments in a director of academics, instructional coach, high school attendance associate, and restructuring the school's support teams.

Findings from the budget focus group sessions have been published in a memo circulated to the board, which have been incorporated by the senior leadership team. Ms. Smith encourages the board to continue to use these findings to finalize the budget. Key findings include school mission investment and alignment, empowering teachers, creating a culture of high expectations, and a world-class college preparatory environment. The finance committee believes the budget presented tonight reflects these areas.

Ms. Smith then takes the board through a high-level review of revenues, which assumes a 2.75 percent increase in the general education rate and a 4 percent increase in the special education rate. Contribution revenues are reduced considering changes to development strategy and an impending recession. School district rates are not yet final and should be published within the next week or so. At the August meeting an updated FY2024 budget will be presented to the board to reflect those rates.

Ms. Smith adds that the finance committee is also presenting a high-level assumption for FY2025, which will be discussed in the capital projects portion of expenses.

Ms. Smith then takes the board through a high-level review of expenditures, which assumes 92 full-time employees, including 70 returning employees and 22 new hires, as well as hiring and retention bonuses ranging from \$2,500 to \$10,000 based on position. The budget assumes that the school's loans due July 1 will be deferred or forgiven. Key considerations include using budget focus group findings and making sure they are reflected in the budget. There is a non-capital expenditures target of \$15

million and this budget now reflects \$15.5 in non-capital expenditures which exceeds the target. The proposed capital campaign is not resourced. The capital projects' budget covers \$969,000 of the middle school STEAM balance and \$1.3 million of the \$2.83 million middle school gym balance.

Under Salaries and Benefits, this budget contemplates 58 instructional employees and 34 non-instructional employees. There is a four percent cost of living increase for most full-time employees and a salary freeze for most senior leaders. The budget contemplates a \$64,000 average salary for instructional full-time employees, which equates to about five years of experience. Benefits will be maintained at FY2023 levels with the tuition reimbursement fund maintained at historical levels. Funding exists for two teaching residents and two experienced educators to earn certification via Boys' Latin's partnership with Drexel. Boy's Latin will eliminate the teaching apprentice position and flex teaching position. Instructional and student support teams have also been restructured.

Based on research, the budgeted instructional and non-instructional salaries, benefits, and bonuses are competitive with area district and charter schools. The elimination of the teaching apprentice position threatens the Boys' Latin teacher fellowship program. Ms. Smith notes that 66 of 92 Boys' Latin positions budgeted require certification. Fifty of these employees must be certified to meet the 75 percent certification requirement. Currently 24 of those 66 positions are certified, 26 employees require certification as a condition of their employment or bonus, five employees could apply for emergency certification, and 11 are new hires whose certification status is to be determined.

There is a discussion on salaries and benefits.

Ms. Smith then addresses the instructional and student activity portion of the budget. This version of the budget assumes Boy's Latin piloting a new middle school shuttle bus program to expand enrollment opportunities, continuing its dual enrollment program at the Community College of Philadelphia with 20 students in fall and spring semesters, department chair budget oversight to support teams and student achievement, a \$500 professional development fund for each teacher, expanded fine arts math and student budgets for the new middle school SETAM building, mental health assistance for students, a board certified behavioral analyst, and an expanded after school budget for college preparation via Leadership Academy. The substitute teaching need has been reduced to 50 percent of what the school projects to spend in FY2023. That assumption requires less vacancies and improved culture. There will also be a new academics team in charge of optimizing curricula and instruction. Enrollment for 2023-2024 school year is still ongoing, so there could be additional needs unknown at this time.

In terms of support and non-instructional services, the budget assumes an expanded college travel budget and increased college supplies budget to fund an SAT program. Assuming covid-19 testing and supports will be eliminated, there will be an

introduction of fall, winter, and spring sports banquets. Boys' Latin will continue the one-to-one laptop program for grades 6-12 and enhance IT maintenance. Ms. Smith notes that there will be significantly more tech work, but the tech team has not been expanded.

Ms. Smith then moves to facilities and debt service, where the facilities budget is aligned with grants received through the state and contemplates growing utilities expenses and an expanded cleaning services contract. One key consideration is that this budget does not reflect the need to increase school security in light of the violence impacting Philadelphia schools. The need to fund new window repairs, HVAC enhancements, student bathroom upgrades, and space reallocations are also not reflected in this budget. Boys' Latin's Meridian loans are due on August 1, 2025, so that fiscal year will begin with a \$800,000 payment.

For capital projects, the board approved the middle school STEAM project about one year ago. That project will be about \$2 million assuming \$1 million will be funded in FY2023. This budget assumes spending a little over \$1 million on the middle school STEAM project in FY2023 and \$794,000 towards the middle school gym project which the board will be asked to approve later this meeting. The school will spend \$2.2 million in capital project this fiscal year, then pay for the balance of the middle school STEAM project and a significant portion of the middle school gym project in FY2024 totaling \$2.3 million. Boys' Latin would pay the balance of the middle school gym project in FY2025. Key considerations include making sure Boys' Latin pays for this project in alignment with debt covenants. The school will be able to meet debt covenants but will show a negative net position in FY2025. Ms. Smith notes that there could be considerations for how the Charter School Office calculates the debt service ratio which may impact the schools' charter evaluation. Mr. Whisman adds that these calculations are based on Boys' Latin's TD Bank and Meridian loans and definitions within those documents. The standard non-profit format allows for capital expenditures to be capitalized on the balance sheet and depreciate over normal life.

Ms. Woodward adds that a lot of time was spent by the finance committee on capital projects to test the feasibility of the spending plan. Boys' Latin is taking a risk by spending \$1.8 million in the next 23 days, but it's a risk the school team believes is necessary to meet facilities goals. This is not a risk to banking relationships but may be a blemish that could create difficulty during the charter renewal process.

There is a discussion on capital projects. Ms. Smith notes that the budget version surrounding capital projects being presented now is slightly different than what was circulated to the board yesterday. Ms. Smith adds the middle school gym project would be pushed back and is now expected to be completed by fall of 2024 at the earliest.

There is a motion to adopt the FY2024 budget as presented, which is moved by Ms. Woodward and seconded by Ms. Robinson-Garvin. The following board members

vote in the affirmative: Ms. Woodward, Ms. Robinson-Garvin, Ms. Wells, Mr. South, Mr. Wyatt, Mr. Yakulis, Mr. Bowman, Mr. Adams, Mr. Simpson, and Mr. Johnson. The motion passes unanimously.

There is a motion to adopt the salaries as presented, which was previously circulated to the board and discussed in executive session, which is moved by Ms. Woodward and seconded by Mr. Wyatt. The following board members vote in the affirmative: Ms. Woodward, Ms. Robinson-Garvin, Mr. Wyatt, Mr. South, Mr. Johnson, Mr. Yakulis, Mr. Bowman, Mr. Adams, Mr. Simpson, and Ms. Wells. The motion passes unanimously.

There is a motion to adopt the 6/7/2023 Hires, Terminations, and Resignations as presented in the 6/7/2023 personnel report, which was previously circulated to the board and discussed in executive session, which is moved by Ms. Woodward and seconded by Ms. Robinson-Garvin. The following board members vote in the affirmative: Mr. Wyatt, Ms. Robinson-Garvin, Ms. Woodward, Ms. Wells, Mr. Bowman, Mr. Yakulis, Mr. Adams, Mr. Simpson, Mr. Johnson, and Mr. South. The motion passes unanimously.

There is a motion to adopt the 6/7/2023 Contracts¹, which is moved by Ms. Woodward and seconded by Mr. Wyatt. The following board members vote in the affirmative: Mr. Wyatt, Mr. South, Ms. Woodward, Ms. Wells, Mr. Bowman, Mr. Yakulis, Ms. Robinson-Garvin, Mr. Adams, Mr. Simpson, and Mr. Johnson. The motion passes unanimously.

There is a motion to approve ratification of the adopted 6/7/2023 Contracts² valued at under \$15,000 which have been entered into by the CEO of Boys' Latin in alignment

¹ 2023-24 Invo HealthCare Associates Agreement (\$42.00/hour Behavior Support Specialist, \$105.00/hour Board Certified Behavior Analyst, \$73.81/hour Classroom Teacher, \$42.00/hour Classroom Aide, \$84.05/hour Occupational Therapy, \$83.00/hour School Counseling, \$107.10/hour School Psychology, and \$88.10/hour Speech Language Pathology) ; 2023-24 MACCS Health Services High School Agreement (\$87,453.99); 2023-24 MACCS Health Services Middle School Agreement (\$81,969.62); 2023-24 Overbrook School for the Blind Agreement and Contract Work Statement (\$100.00/hour vision services); 2023-24 PDE Food Service Management Company Cost Reimbursable Contract (\$525,684.27); 2023-24 Therapy Source Client Agreement (\$82.00-\$89.50/hour SLP, \$82.00-\$89.50/hour OT, \$87.65-\$98.50/hour PT, \$108.65-\$125.00/hour Psychology/BCBA, \$105.00-\$115.00/hour LBS, \$75.25-\$79.25/hour ABA, \$51.50-\$55.25/hour RBT, \$59.50-\$76.25/hour LSW/LSCW/MSW, \$59.50-\$76.50 CSC/LPC, \$59.50-\$72.50/hour SPED Teacher, \$62.50-\$68.50/hour ESL/ELL Teacher, \$105.00-\$115.00/hour TVI/THI, and \$93.50-\$105.50/hour Audiologist); Green Tree Tuition Agreement 2023 Extended School Year for I.G-S. (\$297.54/day); Green Tree Tuition Agreement 2023 Extended School Year for J.M. (\$297.54/day); MACCS Health Services High School Summer Services Agreement (\$3,065.40); MACCS Health Services Middle School Summer School Services Agreement (\$3,907.80); MailShark Advertising Participant Agreement (\$7,779.63); ProCare Therapy Addendum for Carissa Vernon from July 5, 2023 to July 27, 2023 (\$95.00/hour); ProCare Therapy Addendum for Devionne Jessup from July 5, 2023 to July 27, 2023 (\$55.00/hour); Terran's Spic & Span Cleaning Service Professional Janitorial Service Proposal (\$22,871.32/month); and The Pathway School Extended School Year 2023 Agreement (\$8,300.00).

² DigiGeeks Communication and Digital Strategy Scope of Work (\$14,500.00); PowerSchool SIS Maintenance and Support Agreement (\$5,147.36); PowerSchool Special Programs Agreement (\$5,106.00); and PowerSchool Student Keys to Ownership Agreement (\$2,400.00).

with board policy, which is moved by Mr. Wyatt and seconded by Mr. Bowman. The following board members vote in the affirmative: Mr. Simpson, Mr. South, Mr. Johnson, Mr. Wyatt, Mr. Bowman, Mr. Yakulis, Ms. Robinson-Garvin, Ms. Woodard, Mr. Adams, and Ms. Wells. The motion passes unanimously.

There is a motion to approve the Fund Balance Policy Resolution, which is moved by Mr. Wyatt and seconded by Ms. Woodward. The following board members vote in the affirmative: Ms. Woodward, Mr. Johnson, Mr. South, Mr. Wyatt, Mr. Bowman, Mr. Yakulis, Ms. Robinson-Garvin, Mr. Adams, Ms. Wells, and Mr. Simpson. The motion passes unanimously.

There is a motion to adopt the 2022-2023 Lease Reimbursement Resolution, which is moved by Ms. Woodward and seconded by Mr. South. The following board members vote in the affirmative: Mr. Simpson, Ms. Woodward, Mr. South, Mr. Wyatt, Mr. Bowman, Mr. Yakulis, Ms. Robinson-Garvin, Mr. Adams, Ms. Wells, and Mr. Johnson. The motion passes unanimously.

Ms. Smith and Ms. Woodward conclude their presentation.

c. Development: *Patrick South and Tyler Jackson*

Mr. South announces that to date, Boys' Latin has raised \$1.175 million in cash and commitments, with a diversified combination of grants, EITC, foundation contributions, individual giving, and the annual event. The school is 94 percent of the way towards its annual development goal. The annual event was a success at the Merion Golf club with faculty, students, and donors in attendance. Mr. South thanks the board and staff for their hard work promoting the event and obtaining sponsorships. The committee had a recent meeting with former board development chair, Marianne Dean, to discuss fundraising in general, bridging donors from the past, and future events. Mr. Jackson continues to focus on important aspects of development in terms of the newsletter, thank you notes to donors, and managing federal and non-federal grants with Ms. Smith. The substance of the next development committee meeting will be addressing goals for next year.

Mr. Wyatt congratulates Mr. South and the development committee on a successful annual event.

Mr. South and Mr. Jackson conclude their presentation.

d. Facilities: *Wes Wyatt and Dr. Hayes*

Dr. Hayes provides an update on the middle school STEAM and gym projects. Once Boys' Latin received the zoning clearance from the City of Philadelphia, the interior gutting of the STEAM building began. There will be community meetings held in

June and July regarding usage of the gym. All facilities projects continue to move forward.

There is a motion to approve moving forward with the Boys' Latin Middle School Gym Project for an amount of \$3,831,361 as presented, which is moved by Mr. Simpson and seconded by Mr. Yakulis. The following board members vote in the affirmative: Mr. Wyatt, Mr. South, Mr. Yakulis, Mr. Bowman, Ms. Robinson-Garvin, Mr. Adams, Ms. Wells, Mr. Simpson, and Mr. Johnson. The motion passes unanimously.

Mr. Wyatt and Dr. Hayes conclude their presentation.

e. Governance: *Paul Yakulis*

Mr. Wyatt reports that the governance committee has been hard at work on charters, renominations, and oversight.

Mr. Yakulis explains that there are five board committees, for which the governance committee has drafted charters for roles and responsibilities for each. These have been circulated and reviewed by chairs of each committee and respective committee members. The roles and responsibilities documents should provide guidance for individual committees for what their responsibilities are. There are duties that are currently unfulfilled which should provide fodder for goals to work on in this next cycle. One year from now, the board will perform a self-assessment for how well these committees are satisfying these requirements to maintain good board governance. Mr. Yakulis thanks the board for their assistance with these drafts.

There is a motion to adopt the charters for the committees as presented, which is moved by Mr. Yakulis and seconded by Mr. Wyatt. The following board members vote in the affirmative: Mr. Wyatt, Mr. Yakulis, Mr. South, Ms. Wells, Mr. Bowman, Ms. Robinson-Garvin, Mr. Adams, and Mr. Simpson. The motion passes unanimously.

There is a motion to renominate Mr. Wes Wyatt as Chairman of the Boys' Latin Board of Directors, which is moved by Mr. South and seconded by Mr. Yakulis. The following board members vote in the affirmative: Mr. South, Mr. Yakulis, Ms. Wells, Mr. Bowman, Ms. Robinson-Garvin, Mr. Adams, Mr. Simpson, and Mr. Wyatt. The motion passes unanimously.

There is a motion to renominate Mr. Patrick South as Secretary of the Boys' Latin Board of Directors, which is moved by Mr. Yakulis and seconded by Mr. Wyatt. The following board members vote in the affirmative: Mr. Wyatt, Mr. Yakulis, Ms. Robinson-Garvin, Mr. Bowman, Ms. Wells, Mr. Adams, Mr. Simpson, and Mr. South. The motion passes unanimously.

There is a motion to approve the Boys' Latin Board of Directors Committee Assignments, which is moved by Mr. Yakulis and seconded by Mr. Wyatt. The following board members vote in the affirmative: Ms. Wells, Mr. Yakulis, Mr. Wyatt, Mr. South, Mr. Simpson, Ms. Robinson-Garvin, Mr. Bowman, and Mr. Adams. The motion passes unanimously.

Mr. Yakulis concludes his presentation.

f. School Programming & Education Performance: *Dr. Hayes and Mr. Wyatt*

Mr. Wyatt reports that the committee has reviewed and discussed the charter document, made revisions, and produced the document the board saw today. Mr. Wyatt is looking forward to working together as the committee takes shape.

Dr. Hayes adds that one of the things that informed Boys' Latin's staffing model for next year is attendance as a primary indicator for student performance. The high school will hire a coordinator whose sole function is to work with students on attendance. Boys' Latin will also bulk up the academic team to build the infrastructure to support teachers and give them the tools they need.

Ms. Smith notes that the previously circulated goals progress report is dated June 1, 2023, and by the August board meeting the school will have an end of SY2023 goals progress report to share with the board which will include state assessment scores to wrap up this school year.

Mr. Wyatt concludes his presentation.

Mr. Wyatt thanks everyone for their help and hard work.

The meeting adjourns at 5:24 p.m.

Respectfully submitted,

Patrick South, Secretary