Meeting of the Board of Directors
Wednesday, December 4, 2024 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, Nathaniel Morris, Nancy Robinson-Garvin, Patrick South, Wes Wyatt, Paul Yakulis

Board Members Excused: Kevin Johnson, Floyd Simpson, Elaine Wells

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

Guests in Attendance: Jenna Smalley (Kleinbard LLC), Mike Whisman (Charter Choices)

I. Executive Session

An executive session was held for the purpose of discussing (1) personnel matters and (2) agency 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 and welcomes everyone.

There is a motion to adopt the October 2, 2024 Boys' Latin board of directors meeting minutes, which is moved by Mr. South and seconded by Mr. Morris. The motion passes unanimously.

III. CEO Report: *Dr. William Hayes*

Dr. Hayes begins with some brief updates on recent events at Boys' Latin. Dr. Hayes thanks the board members who came out to school play. It meant a lot to students, staff, and parents to see support from the board. Dr. Hayes announces that today was the opening of the middle school gymnasium, which was well attended by families, local media, and state representatives. It was a "who's who" amongst the City of Philadelphia in the new space. Dr. Hayes gives a huge shout out to Ms. Smith and Mr. Jackson for organizing an amazing event.

Ms. Smith adds that attending the opening were a mixture of alumni, students, staff, and key partners. Notable attendees include: the Speaker of the Pennsylvania House Joanna McClinton who gave remarks, Councilman Curtis Jones who gave remarks, Dr. Debora Carrera the Chief Officer of Education for Philadelphia also delivered remarks on behalf of Mayor Cherelle Parker, Pennsylvania State Senator Vincent Hughes, representatives from Isaiah Thomas's office, representatives from Mayor Parker's office, and representatives from Jordan Harris's office. It was a packed house and an incredible testament to Boys' Latin and charter schools in Philadelphia. News outlets such as NBC, ABC, CBS were there to cover the opening, which could be picked up by other news outlets in the coming days.

Mr. South comments that he was honored to be a part of the opening. Dr. Hayes gives another huge shoutout to Ruth Gonzalez, who has been leading the charge with addressing hiccups and delays.

Dr. Hayes then turns to updates on Act 55. Ms. Smith takes the board through key points, and explains that there are no exact deadlines in these guidelines, but Boys' Latin is operating proactively to make sure the school is in compliance. Key items include making sure that if the school advertises items that refer to tuition, technology, transportation, and other expenses it notes that these items are covered by Pennsylvania taxpayer dollars and not free. The school will report total media advertising and sponsorships of public events to the Pennsylvania Department of Education by August 1, 2025. The school will have its School Safety and Security Coordinator provide a report on the school's current school security personnel to the board during the executive session of the June 4, 2025 board meeting. Boys' Latin will update its Admissions and Enrollment Policy and Process to require certification that a student who is enrolling in a Pennsylvania school for the first time passed or failed a vision screening within the previous twelve months prior to enrolling for the 2025-2026 school year. Another key item is nominating a parent of a current Boys' Latin student to be a board member before a deadline of July 11, 2025. They would need to be nominated by the June 5, 2025 board meeting.

There is a discussion on the parental board member. Ms. Smith adds that parents have been advised by the school that board meetings are public and were encouraged to attend.

Dr. Hayes turns to the Updated SY2025 calendar. Dr. Hayes explains that Keystones testing is coming up, so one request is to change school hours during that day. Ms. Smith adds that originally December 10 was proposed as a no-school day for students not participating in testing in the circulated board materials, but the motion presented today will list that day as being a 2:00 p.m. early dismissal. These changes meet the minimum requirements for public school serving secondary grade levels of 180 instructional adays and/or 990 instructional hours.

There is a motion to adopt the Updated SY2025 Calendar as presented, which was previously circulated to the board, which is moved by Mr. Yakulis and seconded by

Mr. Adams. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. South, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Dr. Hayes explains that every few years the school submits its targets and goals for the coming years in the Schoolwide Title 1 Comprehensive Plan to the State, which also appears on the website.

There is a motion to adopt the Schoolwide Title 1 Comprehensive Plan for 2024-2027, which was previously circulated to the board, which is moved by Mr. South and seconded by Mr. Morris. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. South, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Dr. Hayes concludes his presentation.

IV. Board Committee Reports

a. Parent Liaison: *Elaine Wells*

With Ms. Wells being absent, there is no Parent Liaison report tonight.

b. Development: *Pat South*

Mr. South begins by describing how Boys' Latin is in good shape to reach its annual budgeted development goal of $1 million. As of December, the school has raised $837,000 in cash and commitments: 45 percent from EITC, 17 percent from Grants and Foundations, and 38 percent from individual giving. The annual year end appeal went out which is expected to bolster funds raised. Between now and the end of the year the school expected to secure another $24,000 in EITC donations, $15,000 from a foundation, and $60,000 from the Annual Appeal donations.

Mr. South describes how the school is not only in good shape in terms of what has already been received, but also has good visibility into perspective giving. At this point, the priority is ensuring strong development strategic initiatives. This entails working on a second Boys' Latin event in Palm Beach, Florida. The committee has a location identified, and the event will take place on March 6, 2025. Mr. South notes that it was a very successful event last year, and this year the committee will perform outreach to last year's attendees to make it bigger this year.

Mr. South announces that the year end appeal is out, which was sent to over 600 donors, and thanks the large effort from the development team in putting the appeal together. Mr. South commends the gymnasium opening event today, as the school will receive a lot of positive attention. The development committee will continue to meet every couple of months. Mr. South give thanks to everyone who has been involved.

Mr. Jackson then takes the board through some possible board engagement opportunities, such as the upcoming Jazz Night which could be a great soft launch for the parents and board town hall. Mr. Jackson and Ms. Smith encourages each board member to attend at least four school events, make one donation of any size, and follow the school's social media platforms.

Mr. South concludes his presentation.

c. Finance: *Colleen Smith*

Ms. Smith begins with the FY2024 Audit, which was presented to the finance committee by Barbacane Thornton & Co. and reviewed in detail at the November 20, 2024 finance committee meeting. There were no concerns, and the auditors noted that the school is operating strongly. The school's Financial Policies and Procedures are sturdy. Overall it was a clean audit, and all good news. The final audit will be submitted to the School District of Philadelphia and the State of Pennsylvania by the December 31, 2024 deadline.

There is a motion to adopt the FY2024 Audit, which was previously circulated to the board, which is moved by Mr. Bowman and seconded by Mr. Yakulis. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Ms. Smith turns to the Fund Balance Resolution, which has been reviewed by the finance committee. The resolution commits $7.5 million of the school's $8.42 million general fund balance as follows: $3.5 million for future capital projects and $4 million to cover future operating costs and offset anticipated future federal program reductions. The audit would be updated to reflect this allocation.

There is a motion to adopt the Fund Balance Resolution, which was previously circulated to the board, which is moved by Mr. Yakulis and seconded by Mr. Bowman. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Ms. Smith describes how the September 2024 Financial Statements were also reviewed with the finance committee a couple of weeks ago. Mr. Whisman advises that consolidated financials for the school and foundation are found in the materials previously circulated to the board. The good progress documented in the audit report continues into this fiscal year. The school has strong cash balances and projections. Everything in good shape, and the financials are all positive.

There is a motion to approve the 12/4/2024 Hires, Terminations, and Resignations as presented in the 12/4/2024 personnel report, which was previously circulated to the board and discussed in executive session, which is moved by Mr. Yakulis and

seconded by Mr. Morris. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Ms. Smith explains that contracts are split into three (3) approvals based on the type of contract. The first batch is submitted to the board for approval which are valued at more than $15,000. The second batch is contracts which have already been entered into by Dr. Hayes and valued at under $15,000. The final batch consists of contracts which were emergency approved via email and need to be ratified today.

There is a motion to approve the 12/4/2024 Contracts,[1] the adopted 12/4/2024 Contracts[2] valued at under $15,000 which have been entered into by the CEO of Boys' Latin in alignment with board policy, and ratification of the previously emergency board-adopted Contracts[3] via email, which were all previously circulated to the board, which is moved by Mr. Bowman and seconded by Mr. Adams. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Ms. Smith explains that the Financial Policies and Procedures were updated to reflect the following changes: updating the "Purchasing by School Credit Card" section to add the Director of Early College and Career Programming as a position authorized to make direct use of the school credit card, and updating the "Procurement Policy" section to ensure the school's compliance with the new requirements under the 2024 Uniform Grants Guidance released by the Office of Management and Budget in April of 2024.

There is a discussion on other school personnel who have access to the school credit card.

There is a motion to adopt the Updated Financial Policies and Procedures, which was previously circulated to the board, which is moved by Mr. Yakulis and seconded by Mr. Morris. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

[1] PowerSchool Group LLC Naviance Agreement ($6,895.96).
[2] AdvanEdge Solutions, Inc. Strategic E-rate Services Agreement for Funding Year 2025-2026 ($4,996.00); All About Events Event Agreement ($4,654.94); and Hamilton Family Charitable Trust Transformation Fund Grant Agreement ($(25,000.00)).
[3] Kokua Education School Agreement ($305.00 per day Daily Guest Teacher; $362.00 per day Long-Term Guest Teacher; $171.00 per day, Half-Day Guest Teacher; $57.00 per hour Excess Hours; and $68.00 per hour Long-Term Excess Hours); Soliant Client Services Agreement ($5,000.00 Deposit and $TBD fees per position contracted); and Spectrum Staffing Solutions Independent Contractor Agreement ($28.00 per hour or $185.00 per day PCA (Paraprofessional); $30.00 per hour or $200.00 per day PCA (Paraprofessional Multiple Students); $28.00 per hour NTA/Hall Monitors; $28.00 per hour Custodian; $300.00 per day Substitute Teacher; and $255.00 per day Teacher Assistant).

Ms. Smith concludes her presentation.

d. Governance: *Paul Yakulis*

Mr. Yakulis begins with Act 55 amendments, as there is now a need to create an Audit Committee at Boys' Latin. Mr. Yakulis took the liberty of drafting said committee's responsibilities. The governance committee wants to ensure that responsibilities are properly allocated between the finance committee and the audit committee, such as which committee would engage the auditor. Mr. Yakulis then reads the proposed language relating to selecting an auditor by the audit committee, and asks for board feedback.

There is a discussion on how the policy should be worded.

Overall the board concurs that the audit committee should select the auditor, as the responsibilities make sense under Act 55. The audit committee should also review the Audit Report.

Mr. Yakulis proposes that up to one (1) board member can be on both the finance committee and audit committee. A discussion follows on how many board members could join both committees. It is decided to leave the Audit Committee Roles and Responsibilities as drafted.

Mr. Yakulis adds that in light of Act 55, Boys' Latin's bylaws have been revised to include a reference to an audit committee.

There is a discussion regarding adding language concerning the new requirement to nominate a current parent of a Boys' Latin student as a board member to the amended and restated bylaws. Mr. Adams suggests prioritizing finding a current student's parent to be a board member by the February board meeting.

There is a motion to adopt the Amended and Restated Bylaws with the caveat that language will be added to include at least one Boys' Latin trustee who is a parent of a current student on or before July 11, 2025, which was previously circulated to the board, which is moved by Mr. Adams and seconded by Mr. Bowman. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Mr. Yakulis then walks the board through changes to the Updated Conflict of Interest Policy. Changes include adding that a trustee or administrator shall be immediately dismissed upon conviction for an offense graded as a felony, fraud, mismanagement of school funds, or a crime of moral turpitude; stating that a trustee or administrator may not participation in the selection, award or administration of a contract if they have a conflict of interest; adding that an administrator may not receive compensation from another charter school or educational management provider unless the board grants permission; adding that no trustee shall be compensated for their duties on the

board; adding that an administrator or family member of an administrator cannot serve as a voting member of the board; and clarifying the statement of financial interests filing requirement for trustees and the CEO.

There is a motion to adopt the Updated Conflict of Interest Policy, which was previously circulated to the board, which is moved by Mr. Yakulis and seconded by Mr. Adams. The following board members vote in the affirmative: Mr. Adams, Mr. Bowman, Mr. Morris, Ms. Robinson-Garvin, Mr. Wyatt, and Mr. Yakulis. The motion passes unanimously.

Mr. Yakulis concludes his presentation.

e. School Programming & Education Performance: *Dr. Hayes and Charles Adams*

There is no School Programming & Education Performance report tonight.

Mr. Wyatt thanks everyone for their time and efforts tonight, and hopes everyone has a great holiday.

The meeting adjourns at 5:01 p.m.

Respectfully submitted,

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Patrick South, Secretary