Meeting of the Board of Directors
Wednesday, February 5, 2025 at 4:00 p.m.
339 N. 63rd Street, Philadelphia, PA 19139

The meeting was called to order at 4:12 p.m.

Board Members in Attendance: Charles Barrett Adams, Michael Bowman, Floyd Simpson, Patrick South, Elaine Wells, Wes Wyatt, Paul Yakulis

Board Members Excused: Kevin Johnson, Nathaniel Morris, Nancy Robinson-Garvin

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 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 December 4, 2024 Boys' Latin board of directors meeting minutes, which is moved by Mr. Yakulis and seconded by Mr. Adams. The motion passes unanimously.

III. CEO Report: *Dr. William Hayes*

Dr. Hayes begins with some updates at Boys' Latin. Dr. Hayes thanks the school team involved with programming for the Boys' Latin Middle College Academy, which previously allowed juniors and seniors to take courses at the Community College of Philadelphia ("CCP"). This program is part of an established partnership with CCP, and students can now start taking classes earlier. Those students starting in sophomore year can now complete an associate degree by the time they graduate. This Academy is the second largest cohort of students at CCP across the city and one of two schools that offers an in-depth Middle College program. All five Boys' Latin

sophomores enrolled in the program are majoring in Applied Engineering and Technology.

Dr. Hayes then gives an update on where the 2024 Dual-Enrollment students are studying, which include Cornell University, Morehouse College, and Widener University. Students are majoring in Architecture, Biology, Business, Engineering, Entrepreneurship, Computer Science, and Sociology. Six of these Boys' Latin students have received full scholarships. Dr. Hayes announces that the world renown Glee Club from Morehouse College will perform at Boys' Latin in March.

Turning to the Class of 2025, Dr. Hayes notes that 97 percent of seniors have completed the SAT, 92.9 percent of seniors have applied to college, and 57.1 percent of seniors have been accepted to colleges. Compared to last year at this time, only 78 percent of seniors had applied to colleges with 43.8 percent being accepted. Dr. Hayes explains that this major increase can be attributed to transcript audits. The college team hosts regular check-ins with seniors, and that general rhythm creates natural conversations around next steps.

Dr. Hayes displays First Year College Matriculation Data from National Clearinghouse, which is currently at 65 percent for the Class of 2024. There is an increase in the percentage of students going to four-year colleges versus two-year colleges.

Dr. Hayes touches on Boys' Latin's mission for students with different needs, in relation to poverty, special education needs, and matriculation. Boys' Latin is trying to demonstrate the ways in which the school is attempting to better reach these demographics. The early college counselor is exploring with the help of CCP how to integrate students with IEPs into their dual enrollment program. This way students with special needs can start their own path towards college much earlier with supports from the student engagement office.

There is a discussion on data being tracking by National Clearinghouse. Ms. Smith adds that National Clearinghouse does include data from some technical colleges and universities, but does not include data around military or apprenticeship programs.

Dr. Hayes then announces the Boys' Latin Portrait of a Graduate, which was phase one of the school's strategic plan. The end goal was to create a portrait for what a Boys' Latin graduate would look like. Dr. Hayes thanks Ms. Smith, Ms. Gonzalez, and the two principals for meeting regularly to synthesize feedback. Teachers, staff, and parents all gave feedback while some board members were also interviewed.

Dr. Hayes directs the board to a chart in their printed materials which lists the tenants of the Portrait of a Graduate. Dr. Hayes explains that this chart will be one of the staple items presented by the school. At the top is a preamble that lists the core values and states the school's mission, which is read aloud to the board.

Dr. Hayes describes how the preamble leads into the core values and pillars that make up the Portrait of a Graduate. These pillars uphold the values of Boys' Latin students, which include erudition, tenacity, purpose, accountability, compassion, and services. Core values include scholarship (eruditio), integrity (integritas), and brotherhood (fraternitas). The Portrait of a Graduate can anchor student learning experiences, stakeholder actions, and operations, thereby driving coherence and instructional improvement. A graduate aims to articulate the skills, knowledge, and beliefs needed to thrive both now and in the future. They represent the north star, towards which every element of school and system design aligns. The graduate aims to take a mission and vision and make them concrete and student-centered.

There is a motion to approve the Boys' Latin Portrait of a Graduate as presented, which is moved by Mr. Wyatt and seconded by Mr. Yakulis. The motion passes unanimously.

There is a discussion on drafting the Portrait of a Graduate. Dr. Hayes emphasizes the process of revising the portrait, as the school did not want a stock photo mission. The goal was to draft it in a unique way that aligns with the school's mission. Boys' Latin received a lot of positive feedback from the community, as sense of community is what many believe to be one of the strengths of the school. Boys' Latin wants to take students who have extreme challenges and help them succeed in college. The quality of instruction and level of relationship a student has with a teacher needs to be high. The school wants to make sure all students feel included, belong, and are on this college mission. The portrait will also be helpful for recruiting and hiring.

Ms. Smith turns to the SY2026 Enrollment update. Today was the admission lottery for the 2025-26 school year. The student enrollment application for SY2026 opened on September 20, 2024 and closed on January 20, 2025. There were 58 total applications for grade six and 125 applications for grade nine. In comparison to the previous five years, applications received by the deadline were down 10 percent, despite nearly tripling school visits and adding a paid social media campaign with other initiatives such as advertising Boys' Latin on top of the PECO building in downtown Philadelphia. The admission lottery was held via Zoom at 9:00 a.m. In total 54 sixth grade and 116 ninth grade applicants were selected for enrollment via the lottery. All students who submitted their applications on time were selected for admission. Anyone who applied after the January 20 deadline was automatically put on the waiting list. As spots become available those applicants are offered admission in the order in which the student has applied. Twenty-four applications have come in since the deadline. Ms. Smith notes that the school continues to host a lottery to leverage the feeling of being selected.

Ms. Smith explains how before SY2022, Boys' Latin was experiencing 10 percent attrition between the first and last day of school. Since then the school is on track to experience 15 percent attrition. Attrition has increased even if starting enrollment has gone down.

Ms. Smith turns to early projections, which include two scenarios to show where the school is at in terms of applications. This year Boys' Latin budgeted an average daily membership ("ADM") of 729 students. In order to reach that goal, or build a budget for next year off of that ADM, the school's first day enrollment would have to be 820 students. The second scenario is the 'goal' scenario, where the school would need to have 900 students enrolled as of the first day.

There is a discussion on ADM. Ms. Smith explains that Boys' Latin can enroll above 800 students. The school most likely would be able to accommodate 900 students at the middle school since the middle school is currently under enrolled. There could be 500 students at the middle school and 400 students at the high school. This would not be ideal as teachers are already sharing classrooms and the staffing model is based on a lower ADM. Dr. Hayes adds that physically the school could handle it, but it does not create a solid experience and would stretch teachers too thin.

Ms. Smith then gives an update on two cybersecurity incidents involving Boys' Latin, noting that both situations have largely been responded to. Boys' Latin was not the responsible party, and the school's systems were not involved in the breach.

The first incident involves PowerSchool, the school's student information system. On January 7, 2025, Boys' Latin was notified by PowerSchool of a cybersecurity attack through which an unauthorized party gained access to information for all current and former students (4,011 total) and employees (714 total). This information includes names, graduation year, Boys' Latin start and end dates, dates of birth, emergency contact information, gender, grade level, email addresses, phone numbers, addresses, login information, and social security numbers. Social security numbers were only available for 927 students, as Boys' Latin amended their practice to no longer keep that information and has since deleted this data. PowerSchool has filed the required notification with the state attorney general. The school will also notify the Pennsylvania Department of Education and Philadelphia Board of Education as recommended by counsel. PowerSchool has provided formal legal notice of the cybersecurity incident to all impacted students and employees. PowerSchool will launch a website and distribute a media release. Ms. Smith explains that the hackers took this data and made a ransom demand, which PowerSchool ultimately paid. The data was then returned to PowerSchool and it was proven that the data was deleted on the hackers' end. PowerSchool will not report what they paid, and this breach affected all schools the company works with.

There is a discussion on protecting student and employee information.

Ms. Smith turns to the second cybersecurity incident, which involves the school's payroll system PayUSA. Boys' Latin contracts with Charter Choices (recently renamed Vertex Education) to do the school's payroll. On January 20, 2025, Boys' Latin was notified that the payroll system was compromised. The threat actor went in and changed direct deposit information which affected 46 Boys' Latin employees. No

motive has been given at this point. Vertex restored the information that same day, and all employees were told to reset their passwords. Ms. Gonzalez reviewed all the information to make sure it was all correct. A third-party consultant was retained to investigate. Nothing was compromised on iSolved, only on PayUSA. It was a hack as opposed to a phishing scheme and no one lost any money.

Ms. Smith discusses the next item to be voted on tonight, the Educational Services Agreement for Student A. This agreement (1) establishes an educational expense trust fund for the benefit of the student in the amount of $24,500.00 to be used for legitimate educational expenses through June 20, 2029 and (2) provides reimbursement to the student's family by the school for reasonable counsel fees in an amount not to exceed $3,000.00. The negotiations for this educational services agreement, including the trust and settlement agreements, are ongoing and the school requests that the board approve the CEO negotiating within $15,000.00 of the current total amount of $27,500.00.

There is a motion to adopt the Student A Educational Services and Trust Agreements, which was discussed in executive session, which is moved by Mr. Yakulis and seconded by Ms. Wells. The following board members vote in the affirmative: Ms. Wells, Mr. Adams, Mr. Wyatt, Mr. Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Ms. Smith turns to the Updated SY2025 calendar. Minor changes include not hosting Leadership Academy or the After School Program on December 19, which was the date of the employee holiday party. There was also a two-hour late arrival on January 21 due to inclement weather. No instructional time has been impacted. Senior finals and senior project presentations have been split into two days as opposed to being on the same day. That was at the request of the senior team.

There is a motion to adopt the Updated SY2025 Calendar, 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: Ms. Wells, Mr. Adams, Mr. Wyatt, Mr. Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Ms. Smith introduces the SY2026 Calendar, which typically is voted on in April but the committee tackled it this earlier to be proactive and allow more time to better plan. The proposed SY2026 Calendar meets the minimum requirements for secondary grade levels, which is 180 instructional days and/or 990 instructional hours. The calendar is based on a schedule of 8:00 a.m. to 2:30 p.m. on Mondays from 8:00 a.m. to 3:15 p.m. at the high school and 8:00 a.m. to 3:20 pm. at the middle school from Tuesday to Friday, not including Leadership Academy.

There is a motion to adopt the SY2026 Calendar, which was previously circulated to the board, which is moved by Mr. Yakulis and seconded by Ms. Wells. The following board members vote in the affirmative: Ms. Wells, Mr. Adams, Mr. Wyatt, Mr.

Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Ms. Smith explains a small change to the Admission and Enrollment Policy and Process. In alignment with Act 55 of 2024, the school is updating its policy to require, for a student who is entering school for the first time, certification that the student passed or failed a vision screening within the previous twelve months prior to enrolling the student effective for students enrolling for the 2025-26 school year. This largely applies to students who were previously homeschooled.

There is a motion to adopt the Updated Admission and Enrollment Policy and Process, 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: Ms. Wells, Mr. Adams, Mr. Wyatt, Mr. Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Dr. Hayes concludes his presentation.

IV. Board Committee Reports

a. Parent Liaison: *Elaine Wells*

Ms. Wells begins by describing how the Boys' Latin middle school extended family network ("EFN") had a series of Giving Back Workshops incorporating the help of students and families to give back to the Life Center Shelter down street from the middle school. It will go until April 26, 2025 and so far Ms. Wells has received nothing but positive feedback from students, families, and the shelter.

Ms. Wells announces that the high school EFN is doing a first-time home buying workshop for families on February 12, 2025.

Ms. Wells notes how the proposed board and parent townhall did not work out for scheduling reasons. Ms. Wells proposes a meet and greet on March 15 at 11:00 a.m. at the middle school's resource fair. There has not been great turnout from board members at previous school events, so Ms. Wells emphasizes the need for families and parents to understand the mission of the board and to meet the board members. It lends towards feeling connected and feeling part of the school's mission and part of this community. When Ms. Wells first joined the board, she had no idea the level of commitment the board members hold for the success of students and care of families. Recruiting families is largely done through word of mouth, which is always the best tool to sell the school. The connection also goes a long way in retaining families. The resource fair is open to entire school community with community partners confirmed. Mr. Jackson and Ms. Wells will follow up with more details.

Ms. Wells concludes her presentation.

b. Finance: *Floyd Simpson and Colleen Smith*

Ms. Smith begins with the November and December 2024 financial statements. The finance committee reviewed the December statements in detail last Wednesday with Vertex Education at the meeting. Everything was positive, and the school is in great shape meeting its financial metrics and debt covenants. The school is projecting to have a net income that is greater than what was budgeted. The school team is already thinking through items and opportunities to purchase or fund this school year. Overall, Boys' Latin is in a great financial position. It is important to note that the finance committee started the process of budgeting for the next fiscal year. There will be more budget information to come at the April board meeting.

Mr. Simpson adds that with the inclusion of finance into the audit committee, one of the conversations that came up was making sure the school is being mindful of liquidity and respective return with regard to the school's funds. The goal is to be good stewards of capital by making sure the committee puts the school in the best financial position as possible.

There is a motion to approve the 2/5/2025 Hires, Terminations, and Resignations as presented in the 2/5/2025 personnel report, which was previously circulated to the board and discussed in executive session, which is moved by Mr. Yakulis and seconded by Mr. Adams. The following board members vote in the affirmative: Mr. Adams, Mr. Wyatt, Mr. Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Ms. Smith explains that contracts tonight are split into two (2) 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.

There is a motion to approve the 2/5/2025 Contracts,[1] and the adopted 2/5/2025 Contracts[2] valued at under $15,000 which have been entered into by the CEO of Boys' Latin in alignment with board policy which were all 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. Wyatt, Mr. Yakulis, Mr. Simpson, Mr. South, and Mr. Bowman. The motion passes unanimously.

Mr. Simpson and Ms. Smith conclude their presentation.

[1] BLJ Community Rowing Facilities Utilization Agreement ($35,550.00); PowerSchool SchoolMessenger SecureFile Agreement ($1,360.00); and Malcolm Eleby Independent Contractor Agreement ($9,000.00)
[2] Café Boulud Palm Beach Catering Agreement ($5,972.88); PowerSchool Unified Home Consulting Agreement ($1,920.00); and Sunbelt Staffing LLC Client Assignment Confirmation ($75.00 per hour, 27.5 hours per week, 1/28/2025 through 5/30/2025)

c. Development: *Pat South*

Mr. South begins by describing how Boys' Latin has reached its annual budgeted development goal of $1 million, currently having raised $1.045 million. Mr. South thanks Mr. Jackson and Ms. Smith for their efforts in reaching this goal. Forty-seven percent of funds raised is from EITC, 14 percent from grants and foundation, and 39 percent from individual giving. While the fundraising goal has been met, the committee continues to discuss balancing risk and return. One of the ways development can support the school financially is by raising money for the foundation or for future capital needs. The committee will work on continuing that effort for longer-term capital needs. In the meantime, they have thank-you notes to write to 75 donors who have given to date, an upcoming winter newsletter will be sent to over 1,000 recipients, and they are working on the second annual event in Palm Beach on March 6. Fifteen people have RSVP'd so far and emails will be sent out again soon. The Florida event will be a good way to raise funds as the school is not hosting an annual local event this spring.

Ms. Smith explains how after the middle school ribbon cutting ceremony in December, there was a lot of representation at Boys' Latin from government officials at local and state levels. The schools aims to use that event as an opportunity to forge those relationships and develop new ones with other officials. Dr. Price, the policy advisor for the mayor on education, toured the middle school campus last week and Rep. Cephas will be visiting the campus next week. Boys' Latin also has the opportunity to build a relationship with Rep. Krajewski, who has not always been the biggest supporter of charter schools. The ceremony was an exciting opportunity to showcase the work the school has been doing related to the mayor's platform. Dr. Price left with a lot of enthusiasm and mentioned using Boys' Latin as a model to tap into expertise to help bring work across the city in terms of summer programming, such as Algebra 1 programming. The committee will continue these outreach efforts through the end of the year. In lieu of an annual fundraising event, the school is going to test out and reflect on a development program and start building out strategy to test new ideas for digital fundraising through email and social media. It is a big positive to have the time and space to do that. The committee hopes it will be a great success.

There is a discussion on the digital campaign, and alumni donations. Dr. Hayes mentions that Giving Tuesday has become quite saturated, so using the Portrait of a Graduate is a great opportunity to raise money at a time when not many will be asking by retaining past donors and capturing new donors.

Ms. Smith then takes the board through some upcoming board engagement opportunities. The development committee asks that board members make one donation of any size during this fiscal year. The goal is to be at 100 percent board participation, and currently 30 percent of Boys' Latin's board members have made a donation. The committee also asks board members to follow and engage with the school's social media platforms. Ms. Smith announces that an alumnus will be assisting Boys' Latin with expanding its social media presence. Finally, the

committee asks that all board members participate in at least four school events, and for two board members to be present at each of the events listed on the 2024-25 board of trustees engagement opportunities proposal. So far this year the school has hosted eight events and trustees have attended four of those events.

Mr. Wyatt asks Mr. Jackson to send a reminder to board members when an event is upcoming where board members have not signed up.

Mr. South concludes his presentation.

d. Governance: *Paul Yakulis*

Mr. Yakulis begins with an update on the Audit and Finance Committee Role and Responsibilities. At the December board meeting, the governance committee presented draft responsibilities for an audit committee as required under Act 55 of 2024. At the board's direction, following the December board member, the school sought additional guidance from the school's counsel regarding the audit committee requirements under Act 55 of 2024.

Today, the committee presents the Audit and Finance Committee Role and Responsibilities, which assigns the audit responsibilities under Act 55 of 2024 to the current finance committee and changes the name of the "finance committee" to the "audit and finance committee."

Ms. Smith drafted the revised audit and finance committee roles. One of the roles is truncated, it should have been eliminated because that responsibility is already part of the bylaws and rests with the entire board as opposed to just the committee regarding investigating complaints about financial matters. If someone sees an issue they can go to any member of the board as opposed to just a board member on the audit and finance committee.

A motion is presented adopt the revised Audit and Finance Committee Role and Responsibilities as presented, having merged the Audit Committee and Finance Committee, which is moved by Mr. Yakulis seconded by Mr. Adams. However since Ms. Wells and Mr. South exited the meeting early, the board does not have a quorum. A formal vote will be taken at the April 2, 2025 board meeting.

Mr. Yakulis concludes his presentation.

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

Mr. Adams describes how the school programming and education committee has been working on the Portrait of a Graduate as their main project, and feels it encompasses the school's mission to better define its students.

Dr. Hayes discusses next steps for the committee which includes assessing high level goals to make sure students are demonstrating the pillars, such as the percentage of students that will meet the benchmark for SAT scores. The committee has moved into the initiatives associated with mission measures. Ms. Smith has been working on financial forecasting to sustain the Portrait of a Graduate initiatives. The school has a laundry list of initiatives and are deciding what will occur in year one. Those initiatives are spread between the launch and design phase across the next five years. Focus groups will also be held to tweak the initiatives as needed. A teacher and staff focus group will be held next week with a parent focus group being held the following week.

Ms. Smith introduces a teacher attending the board meeting tonight, Ms. Wimberly, one of Boys' Latin's Algebra teachers at the high school and bike team leader. She formerly worked for Pepsi marketing and sales at Philly Coke. She just finished tutoring CCP boys for Algebra and wanted to catch the end of the board meeting.

Dr. Hayes mentions crafting a communications plan around the Portrait of a Graduate. Once that is finalized and approved by the board, Boys' Latin will have a formal strategic plan. Mr. Adams adds that the Portrait of a Graduate will be helpful for raising funds as it shows there is something for everyone to support the school.

Ms. Smith announces that later this month the school will hold orientation sessions with applicants for the next school year so they can learn more about Boys' Latin before they finish enrolling to decide if the school is a good fit. This month and next month the school will start recruiting teachers and other employees who will be a good fit for the school.

Dr. Hayes and Mr. Adams conclude their presentation.

Mr. Wyatt thanks everyone for attending tonight and will see the board at the next meeting.

The meeting adjourns at 5:35 p.m.

Respectfully submitted,

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Patrick South, Secretary