



BOARD OF DIRECTORS MEETING

June 8, 2015 – 227 North Market Street, Wilmington, DE 19801

Minutes

Directors Present: John Pierson, Hal Real, Henry Smith, and Christian Willauer (left at 3:19 p.m.)

Directors Absent: Clint Walker

Others Present: Kelly Davenport, Paul Ramirez, Melanie Reiser, Felicia Wenell, William Porter, John Stafford, Ben Cohen, and Claire Ford

- I. **Roll Call and Determination of Quorum** – The Meeting was called to order at 2:58 pm. The President noted the presence of a quorum, and the meeting commenced.
- II. **Approval of Minutes** – Christian Willauer moved that the minutes of the May 11, 2015 meeting be approved as read, and Henry Smith seconded this motion. The Board was polled, and the motion passed unanimously.
- III. **Award to the Founder** – Christian Willauer read the “Award to the Founder” resolution to William Porter recognizing the long-term role he has served in improving the futures of Freire students and the important groundwork he laid in founding Freire Charter School Wilmington. Hal Real moved that the “Award to the Founder” resolution be approved as read, and Henry Smith seconded this motion. The Board was polled, and the motion passed unanimously. William Porter graciously thanked the Board and provided encouraging words for the school going forward.
- IV. **Co-Leadership Model** – Henry Smith moved to approve a co-leadership model where Paul Ramirez would serve as Head of Academics and Felicia Wenell would serve as Head of Academic Supports. Christian Willauer seconded this motion. The Board was polled, and the motion passed unanimously.
- V. **Facility Update** – Kelly Davenport provided an update on the facility at 201 West 14th Street and indicated that she had toured the facility and construction is near complete. Inspections have begun on the site, including the health inspection, and we hope to have a temporary certificate of occupancy by June 12, 2015, in advance of the June 15th Certificate of Occupancy deadline.
- VI. **Start-Up Update** – Felicia Wenell and Paul Ramirez provided an update on school start-up. Felicia Wenell indicated that we are fully enrolled at 235 students with a waitlist and continue to receive

2-4 applications a day. She presented an info graphic on Freire Wilmington's student demographic composition.

Paul Ramirez provided an update on hiring, indicating that we have received over 100 teacher resumes for 13 positions. He is in the process of doing phone interviews, demonstration lessons, and extending offers to the strongest candidates.

Felicia Wenell provided an update on our transportation plan.

- VII. Formal Review Update:** Kelly provided an update on Freire's Formal Review. The CSAC Final Meeting was held on June 3, 2015, and the CSAC final report was published on June 5, 2015 (distributed to the Board). CSAC is recommending that Freire be placed on probation through December 31, 2015 subject to conditions related to special education, transportation, certificate of occupancy by June 15, and Board training. A second and final public hearing will be held on June 9, 2015 and the public comment period closes on June 12, 2015. The Secretary of Education will announce his decision on June 18, 2015.
- VIII. Build the Future –** John Pierson presented the Academic and Business Services Agreement between Build the Future Education Collaborative (BtF) and Freire Charter School Wilmington, whereby BtF would provide a host of charter support services to the school as detailed in Exhibit B of the contract. The fee for services would be 8% of federal, state, and local school funds. Key terms of the contract were reviewed. Hal Real moved to adopt the Academic and Business Services Agreement with BtF, and Henry seconded it. The Board was polled and the motion passed unanimously.
- IX. Finance Report –** Melanie Reiser presented the Budget vs. Actual report for October through May. To date, the school has spent \$2,010,665 from October 2014 through May 2015 of the \$2.9M start-up budget, including \$121,388 of the \$189,000 Charter Schools Program grant and \$228,321 of the \$300,000 gift from the Longwood Foundation. A detailed furniture, fixture, and equipment (FF&E) budget was presented, totaling \$272,990 to be paid for from general donations and the CSP grant.
- Melanie Reiser also presented a memo from Tammy Khieu regarding pre-loan construction expenditures paid by Freire Foundation and marketing expenditures (i.e. t-shirts) paid by Freire Charter School Philadelphia. She was requesting that the Freire Wilmington Board authorize two payments: one to the Freire Foundation for \$58,928.79 and one to Freire Philadelphia for \$180 to be cut from Freire's WSFS bank account. Hal Real made a motion to approve the two payments contingent upon the \$800,000 construction loan being fully expended before funds are used from an alternative source, and Henry Smith seconded this motion. The Board was polled and the motion was approved unanimously.
- X. Fundraising Update –** Melanie Reiser presented Leigh Botwinik's written development report. Our target for fundraising is \$300,000 per year. For 2015 we have raised \$587,735 including \$33,500 in donations, pledge payments, and Bridge to Wisdom sponsorships; 189,000 in the CSP grant, and \$300,000 from the Longwood Foundation. Since Longwood will not consider us for another grant for at least two years, we need to identify another source of fundraising for next year in order to hit our \$300,000 target.

XI. Approve CPA Contract – Melanie Reiser presented a proposal for accounting services from Michelle J. Lambert CPA LLC & Associates to provide finance, accounting, and human resources and benefits administration services. Michelle Lambert represents a number of Delaware charter schools and helped Freire prepare its charter application. The fee will be \$3,750 per month (\$45,000 annually). Henry Smith moved to approve this proposal and authorize Felicia Wenell to execute a contract with Michelle Lambert, and Hal Real seconded this motion. The Board was polled and the motion was approved unanimously.

XII. Governance Update: Hal Real moved to adopt the 2015-16 Board meeting calendar, and Henry seconded this motion. The Board was polled and the motion was approved unanimously. As the calendar did not include July and August meetings, Melanie Reiser will poll the Board for their availability.

The Board discussed Board member recruitment. Kelly Davenport will be meeting with Penny Marshall, and Clint Walker will be meeting with both of them as well. The Board discussed reaching out to ACE, Accenture, and Delmarva for recommendations. Paul Ramirez is going to mention Board opportunities to parents at the parent meeting.

Recruitment for the Citizen’s Budget Oversight Committee was also discussed. The Board will ask Clint Walker to be our Board representative on this committee.

XIII. Public Comment: The Board opened the floor to the community members who were in attendance, asking each person to introduce themselves and then speak for no more than three minutes. The following individuals spoke:

- John Stafford – A community member, spoke of automobile traffic and a desire to coordinate issues of the neighborhood with the school. He stated that if Freire is not in compliance with zoning, we should have a hearing.
- Claire, Ford – A community member, spoke of the impressive work Freire is doing in Philadelphia and extended her support to Freire Wilmington.
- Ben Cohen – A community member, spoke to where the Midtown Brandywine Neighborhood Association stands. He stated that the Association has not taken an official stance, and they are not opposed to the school but how the City is acting with regard to the school and not having a Zoning Board of approval.

XIV. Adjournment: The meeting adjourned at 4:14 p.m.