

BOARD OF DIRECTORS MEETING

May 11, 2015 – 227 North Market Street, Wilmington, DE 19801

Minutes

Directors Present: Hal Real, Clint Walker, and Henry Smith

Directors Absent: John Pierson and Christian Willaurer

Others Present: Kelly Davenport, Paul Ramirez, Melanie Reiser, Felicia Wenell

- I. **Roll Call and Determination of Quorum** – The Meeting was called to order at 3:06 pm. The Vice President noted the presence of a quorum, and the meeting commenced.
- II. **Approval of Minutes** – Hal Real moved that the minutes of the March 16, 2015 meeting be approved as read, and Henry Smith seconded this motion. The Board was polled, and the motion passed unanimously.
- III. **Facility Update**
 - **Construction/Renovation Update:** Kelly Davenport provided an update on the facility at 201 West 14th Street and indicated that construction has started and we are successfully moving toward our June 15th Certificate of Occupancy deadline.
 - **Ratify Revolving Credit Agreement:** Clint Walker recused himself from this discussion and physically left the room due to his conflict of interest. Kelly Davenport presented the \$800,000 revolving credit agreement with Barclays Bank. Because the school’s initial revenue will be based on our May 1st child count of 160 students, rather than our projected 224 students, we have secured an \$800,000 line of credit with Barclays Bank to alleviate any unanticipated cash flow issues. The terms of the credit agreement were discussed. Hal Real moved that the Board ratify the Revolving Credit Agreement with Barclays Bank and Henry Smith seconded this motion. The motion was approved.
- IV. **Admissions and Enrollment Update:** Paul Ramirez and Felicia Wenell presented an update on the school’s enrollment, which, at the time of the meeting was 200 students (89% of projected enrollment). We are enrolling more eighth graders than ninth graders, so we will have five classes of 8th grade and 3 classes of 9th grade in 2015-16. We anticipate going onto a wait list within the next week.
 - **Formal Review Update:** Kelly provided an update on Freire’s Formal Review. On April 23, 2015 Freire Charter School Wilmington received a letter from the Delaware Department of Education indicating that we were put on formal review due to not meeting the 80% enrollment by April 1st requirement. Therefore, a series of CSAC meetings and public hearings have been initiated.

CSAC requested additional information from Freire, including a revised budget and organizational chart based on the school's May 1st enrollment count, which we submitted to CSAC on May 5, 2015. Melanie Reiser distributed a copy of our cover letter to CSAC to the Board and explained what documentation was submitted to CSAC. Our CSAC Initial Hearing is scheduled for May 13, 2015 and our first public hearing will be May 18th. The Board requested that Melanie Reiser send an email to Jen Nagourney updating DDOE on our current enrollment and explaining our leadership changes.

- V. **Build the Future Update** – Kelly Davenport indicated that Build the Future continues to move forward with its 501c3 application and is on target for a July 1st opening. Melanie Reiser indicated that BtF's attorney is working on a contract between Build the Future and Freire Wilmington, and that this contract would be submitted to the Board and the Board's attorney for their review. The management fee was discussed. The contract will be presented to the Board for a vote at the June 8th Board meeting.
- VI. **Finance Report** – Melanie Reiser presented the Budget vs. Actual report for October through April. To date, the school has spent \$614,868 from October 2014 through April 2015 of the \$2.9M start-up budget, including \$75,849 of the \$189,000 Charter Schools Program grant and \$141,199 of the first \$150,000 gift from the Longwood Foundation. The Board requested greater clarification on IT costs for the upcoming Board meeting.
- VII. **Fundraising Update** – Melanie Reiser presented Leigh Botwinik's written development report. Freire's major fundraising event, Bridge to Wisdom, is being held on May 13, 2015, and Board attendance is encouraged. Of the \$130,820 raised to date through Bridge to Wisdom, approximately \$10,500 has been specifically designated for Delaware. Prior to Bridge to Wisdom, and including our Charter Schools Program Grant, we have raised \$425,035 for Freire Wilmington for the year to date. We are anticipating receiving our second and final \$150,000 gift from the Longwood Foundation shortly.

Kelly Davenport reiterated that our annual fundraising goal is \$300,000 and indicated a need to develop a fundraising plan. The Board discussed fundraising strategies, including everyone bringing a list of their contacts to the next meeting and holding a DE specific fundraising event tied to our ribbon-cutting in the fall.
- VIII. **Approve Food Vendor Contract** – Melanie Reiser described our requirements for participating in the National School Lunch Program and School Breakfast Program and described the public bid process for pre-plated meals. After receiving bids from three providers, Preferred Meals was selected based on the quality of their proposal, their pricing, and their willingness to provide all the heating and cooling equipment as part of their per meal pricing. Hal Real questioned whether we had spoken to any of their DE references, and Melanie Reiser indicated that the addendum to the contract came out of a conversation with Newark Charter School. Hal Real made a motion to approve the food vendor contract with Preferred Meals, and Henry Smith seconded the motion. The Board was polled, and the motion was approved unanimously.
- IX. **Communications Plan** – The chair recognized the resignation of William Porter as Head of School, and the Board reviewed the communications plan for informing our stakeholders of the change in school leadership.

- X. Location for Future Board Meetings** – With the school still under construction, the Board decided to hold its June meeting at the rented office space. The Board discussed the need to recruit two parent Board members and a Citizen’s Oversight Budget Committee. Melanie Reiser will circulate a doodle poll to arrive at a meeting schedule for 2015-16.

The next Board meeting is scheduled for June 8, 2015 at 3:00 p.m. at 227 North Market Street, Wilmington, DE.