



BOARD OF DIRECTORS MEETING

December 17, 2015 – 201 W. 14th Street, Wilmington, DE 19801

Minutes

Directors Present: John Pierson, Mike Cattermole, Julia Li, Hal Real, Henry Smith

Directors Absent: Clint Walker, Christian Willauer, Mia Davenport-Chaney

Others Present: Felicia Wenell, Paul Ramirez, Bill Ray, Matt Kong, Melanie Reiser

- I. **Roll Call and Determination of Quorum** – The Meeting was called to order at 8:06 a.m. The President noted the presence of a quorum, and the meeting commenced.
- II. **Approval of Minutes** – Hal Real moved that the minutes of the November 19, 2015 meeting be approved as read, and Julia Li seconded this motion. The Board was polled, and the motion passed unanimously.
- III. **School Report** – Paul Ramirez reported that the school has just completed peer mediation training. The focus now is on parent communication and school culture, with plans to develop a strategic plan for addressing school culture when school returns from break in January. Focus has been on sweating the small stuff – uniform policy, cell phone policy, getting to class on time – setting clear expectations and consequences. Julia Li reported seeing positive changes as a result of these efforts even though there has been an uptick in disciplinary issues going into break.

Felicia Wenell presented the enrollment report, which indicated that 18 students have left Freire Wilmington since October 1 (including students who have left for a variety of reasons including change of residence, return to feeder pattern school, homebound, alternative education). Greater female attrition is in part due to discipline and in part due to the fact that they comprise a larger percentage of our total student body.

Melanie Reiser presented the Slate of Staff which includes all new hires and terminations since the beginning of the school year. Julia Li noted that Ruble Harris was not included on the list. Henry Smith moved to accept the Slate of Staff with the addition of Ruble Harris, and Hal Real seconded this motion. The Board was polled, and the motion passed unanimously.

- IV. **Update on Probation** – Melanie Reiser reported that the school has complied with all of the conditions of its probation, which will expire on December 31. Effective January 1, 2016 the school will be listed as a school in “good standing” with the Department of Education.
- V. **Mid-Year Enrollment Opportunity** – Felicia Wenell reported that the Delaware MET Charter School would be closing effective January 22nd. The DE Charter Schools Network and the DOE have reached out to Freire to see if we would be able to take any of their displaced ninth grade students. Hal Real inquired as to what the impact to school culture would be in accepting these new

students. Felicia indicated that it is not insignificant to take kids that have not been through our culture building exercises and who have had a rough school experience already this year. She recommended that we take up to three students per ninth grade class (a maximum of six students total). We don't have the desks to accommodate any more than 10 students and this small a number of students would not have a fiscally material impact on our budget. Henry Smith moved that we approve the path forward to admit the number of students to be refined at the discretion of the school leadership, and Hal Real seconded this motion. The Board was polled, and the motion was approved unanimously.

- VI. Enrollment/Recruitment 2016-17** – Paul Ramirez reported on the recruitment efforts for the 112 8th graders for next year. The online Department of Education Choice Application closes on January 13, 2016. The deadline to be 80% enrolled in April 1, 2016. We are holding 2-3 open houses a month, updating our marketing materials, going to open houses and high school fairs (5 so far).
- VII. Finance Report** – Bill Ray presented the financials for the month ending November 30, 2015. He anticipates that we will receive the remainder of our state and local funding by the end of the month, at which point he recommends we pay off the line of credit. Our fundraising target for 2015-2016 is \$310,000.

Bill Ray presented a revised budget for 2015-16. It now includes the Phase 2 construction loan and the leasehold improvements, move summer salaries out of contingency and into salaries, and reclassifies some line items to reflect expenditures. Hal Real moved that the Board adopt the revised budget for 2015-16, and Henry Smith seconded the motion. The Board was polled and motion was approved unanimously.

Bill Ray reported that we had our second CBOC meeting on December 16th. Out of this meeting came the recommendation that the Board of Directors be more active in approving expenditures. This is in line with the Board and Build the Future's commitment to strengthening internal controls whenever possible. Hal Real moved that the board pass a resolution requiring the Board to approve expenses over \$10,000 that are not already budgeted for in the annual budget by authorization of the Treasurer or President. Henry Smith seconded this motion. The Board was polled, and the motion was approved unanimously.

- VIII. Fundraising Update** – To date we have raised \$19,750 in donations and pledge payments. We have also applied for over \$220,000 in grants from various DE foundations, but were denied a \$15,000 grant from the Laffey-McHugh Foundation. While our original fundraising goal was \$400,000, we are now forecasting that we will need to raise only \$310,000 to stay in a positive net position for the operating year. This is more than anticipated forecasted last month.
- IX. Policies and Procedures Adoption** – Melanie Reiser reported that to strengthen our internal controls and comply with grant reporting requirements, Build the Future has been working to develop new policies and procedures.

- Henry Smith moved that the Board adopt the Internal Controls Manual, and Julia Li seconded the motion. The Board was polled, and the motion was approved unanimously.
- Hal Real moved that the Board adopt the Conflict of Interest Policy, and Henry Smith seconded the motion. The Board was polled, and the motion was approved unanimously.
- Henry Smith moved that the Board adopt the Whistleblower Policy, and Julia Li seconded the motion. The Board was polled, and the motion was approved unanimously.
- Henry Smith moved that the Board adopt the Addendum to the Employee Handbook, and Hal Real seconded the motion. The Board was polled, and the motion was approved unanimously.

X. Governance Update –

- Board Member Recruitment –
 - New Board members will be elected in the new year, including, if possible, a representative from the Midtown Brandywine neighborhood.
- New Meeting Dates for January and February 2016 – Due to conflicts, the January and February Board meetings will be moved to the fourth Thursday of the month (January 28, 2016 and February 25, 2016)

XI. Midtown Brandywine Committee Update – Paul Ramirez has met with Marc Ramos twice. John Pierson reported that resident Lyn Doto wrote a letter to the Department of Education requesting that Freire’s probation be extended until June 1, 2018. John Pierson offered to meet with her to discuss the concerns she raises in this letter.

XII. Adjournment – The meeting adjourned at 9:16 am.

The next Board meeting is scheduled for January 28, 2016 at 8:00 a.m. at 201 W. 14th Street, Wilmington, DE.