



**Board Meeting
November 10, 2020**

Board Member Attendance

<p><u>Present (by phone or video):</u> Michela English Jenny Abramson Hadley Cooper Nicole Davy Terry Eakin Mercedes Kearney Judy Lansing Kovler Emily Lawson Maura Marino Collette Bruce Ahmad Hajj Sterling Thomas</p>	<p><u>Absent</u> Larry Nussdorf Brian Jones Patrick Clowney</p>
<p><u>Others Present:</u> Laura Maestas, Chief Executive Officer Dan Englender, Chief Operating Officer/Chief Finance Officer Katie Severn, Chief Academic Officer Suraj Patel, Chief Talent Officer Kearney Shanahan, Counsel</p>	

NOTE: While the DC Prep team attempted to record the meeting, technical issues resulted in us not having a recording of the meeting. The notes below are a good-faith effort to capture the key details of the meeting.

Michela English called the meeting to order. A quorum was present by video & phone.

The Board welcomed new board members: Collette Bruce, Ahmad Hajj & Sterling Thomas.

Laura Maestas provided a brief reminder of the requirements of the Open Meetings Act and thanked the Board for their patience as we navigate additional procedural steps for the meeting, including roll call votes.

Michela English directed the Board’s attention to the September Board minutes, a copy of which follows these Minutes as Exhibit A. She motioned that the Board approve them. Terry Eakin

seconded the motion. In a roll call vote, each of the Board Members listed above as “Present” voted to approve the motion. The minutes were unanimously approved.

Laura Maestas told the Board that DC Prep would like to join the DC Charter School Alliance a newly formed advocacy organization. She explained that because there is the potential for a conflict of interest—two DC Prep Board members (Terry Eakin, Maura Marino) are on the Board of the Alliance—she was seeking the Board’s approval. She provided further context on why DC Prep leadership believes that DC Prep should join the Alliance. A motion was made and seconded to approve DC Prep joining the Alliance. Mr. Eakin and Ms. Marino abstained from voting because of the potential conflict. In a roll call vote, each of the Board Members listed above as “Present,” others than those abstaining, voted to approve the motion. The motion was unanimously approved.

Katie Severn provided a program update. The update included feedback on parent satisfaction with the virtual program, student academic performance and how students are progressing in their reading abilities as compared to a year ago.

Laura Maestas then walked the Board through the efforts the Leadership team had made to engage staff on reopening, and the additional input sessions they were planning in November to have staff discuss student needs, as well as gather their ideas on willingness to support students in person. The Board asked questions, and expressed their support and encouragement for students having an opportunity to return to in-person learning as soon as it is safe to do so.

Dan Englander next updated the Board on the annual audit. The Board congratulated Dan and the team on another clean audit. Terry Eakin moved to accept the audit results. Judy Kovler seconded. In a roll call vote, each of the Board Members listed above as “Present” voted to approve the motion. The motion was unanimously approved.

Finally, Dan Englander and Neils Ribeiro-Yemofio provided a brief update on the team’s work to secure a long-term lease on the building for the Anacostia Middle School, as well as the team’s engagement of the Ward 8 community—particularly within the Fort Stanton community.

At around 6:45pm, Michela English motioned for the Board to go into Executive Session to discuss personnel matters and training & development for the board (pursuant to D.C. Official Code § 2-575(b)(10), as well as D.C. Official Code § 2-575(b)(12)). Emily Lawson seconded the motion. In a roll call vote, each of the Board Members listed above as “Present” voted to approve the motion. The motion was unanimously approved.

At around 7:15pm, the Board left Executive Session and returned to open session. Emily Lawson motioned that the Board meeting conclude. Judy Kovler seconded. In a roll call vote, each of the Board Members listed above as “Present” voted to approve the motion. The motion was unanimously approved.

Laura Maestas, Chief Executive Officer

EXHIBIT A

MINUTES OF SEPTEMBER 15, 2020 BOARD MEETING (EXCLUSIVE OF ATTENDANCE)

Dan Englander provided an update on the efforts that DC Prep has made to undertake lease negotiations for the former Wilkinson Elementary School. Terry Eakin moved that the Board consider a Tax Exempt Financing Resolution for the building in Ward 8. Judy Kovler seconded the Motion. Each Board member present voted to approve the Motion. The Motion was approved unanimously.

Laura Maestas provided an update on the efforts the executive team at DC Prep is making to engage the community surrounding the building in Ward 8.

Jenny Abramson motioned that the Board approve the Minutes of the June meeting. Judy seconded the Motion. Each Board member present voted to approve the Motion. The Minutes were approved unanimously.

The Board next expressed deep gratitude to Valerie Rockefeller, who wrapped up her Board service in the September meeting. Several Board members shared memories of Valerie's significant contributions and the lasting impact she has had on DC Prep.

Valerie and Laura shared an update on the Governance Committee's efforts to identify Board candidates. Valerie moved that the following three individuals be elected as Directors of the Corporation for a term of three (3) years:

- Collette Bruce
- Ahmad Hajj
- Sterling Thomas

Terry seconded the Motion. Each Board member present voted to approve the Motion. The Motion was approved unanimously.

Valerie, as Chair of the Governance Committee, proposed the following for approval by the Board:

1. Waive the Term Limit as defined in the Bylaws of the Corporation and elect Michela for an addition term of three years to the Board.
2. Elect Dan Englander to be Treasurer of the Corporation until his successor is duly elected and qualified.
3. Elect Hadley Cooper to be Secretary of the Corporation until her successor is duly elected and qualified.
4. Designate Emily Lawson as Chair of the Governance Committee until her successor is duly designated and qualified.

Valerie motioned that the Board approve all four of the proposals by the Governance Committee. Terry seconded the Motion. Each Board member present voted to approve the Motion. The Motion regarding the four proposals was approved unanimously.

Laura provided a brief update on the 2020 Bash, outlining how the Bash Co-Chairs had adapted the Bash format to a virtual context and shared where we stand relative to our Bash fundraising goal. Laura asked the Board to consider sharing information about the Bash with their personal networks.

The Board went into Executive Session to discuss and decide the SY20-21 salaries for the executive team for DC Prep. In Executive Session, the Board discussed the salaries for the executive team. A Motion was made and seconded to approve the proposed salaries. Each Board member present voted to approve the Motion. The Motion was approved unanimously.

The Board came out of Executive Session and adjourned.