

## MINUTES

### Board of Trustees Meeting

Thursday, October 20, 2022 – 9:30 AM

In-Person and Zoom Meeting

**Participating Board Members were:** Donald Hense, Chair; Gregory Prince, Vice Chair; Victor Long, Secretary; Patricia Brantley, Chief Executive Officer; Carol Thompson Cole, Anise Walker, and Chris White. Darrin Glymph, Treasurer; Tracy Gray, Eric McKinley King, Deborah McGriff, Jeanette Mendes, and Gabby Montgomery participated via Zoom.

Staff Members in attendance were: Ken Cherry, Chief of Staff; Zac Morford, Chief Performance Officer; Catherine Sanwo, Chief Financial Officer; James Waller, Chief of School Operations; Joe Bedney, Administrative Assistant, Monique Miller, Director of Performance Reporting and Evaluation and Kimberly Campbell, Strategic Advisor.

Guest in attendance was Kyle Schafer, Manor Costerisan.

**Call to Order.** The meeting was called to order by Donald Hense, Chair at 9:35 AM.

**Executive Session.** The Board voted unanimously to ratify action taken by the Executive Committee on June 20, 2022 regarding the compensation of the Chief Executive Officer.

**Approval of Minutes.** On a motion by Gregory Prince and second by Anise Walker, the board voted unanimously to approve the minutes from the May 19, 2022 board meeting.

**Finance Update.** Darrin Glymph, Treasurer and Chair of the Finance Committee, introduced the report approved by members of the Committee and included in the board materials. Mr. Glymph turned the report over to Catherine Sanwo to review details of the report. Ms. Sanwo stated that the Finance report will include the FY2022 audited results presented by Manor Costerisan, FY2023 Financial considerations and projected year end results, Friendship's FAR results, and bond updates. Ms. Sanwo turned the report over to Manor Costerisan to review the FY 2022 audit results.

Manor Costerisan gave an Unmodified Opinion of the audit results, noting that this is the highest level of opinion. Additionally, Friendship's status as a low-risk grantee continued. Auditors commended the Friendship Finance team for consistent high performance throughout the audit process. On a motion by Gregory Prince and second by Anise Walker, the board voted unanimously to accept the audited financial statements for FY 2022.

Catherine Sanwo, Chief Financial Officer, provided the quarterly finance update. Friendship continues to fund its learning acceleration and other post-COVID restorative efforts and projects to end the year with a surplus and reserve funding in line with prior years. Board members discussed the impact of shifts in District residents and impact on enrollment as well as potential per pupil funding changes. Darrin Glymph informed the board of the upcoming conversion of existing bonds in order to maintain favorable interest rates.

Catherine Sanwo then directed board members to contracts approved by the Finance Committee and included in the board materials provided for their review. The Finance Committee reviews, discusses and approves all materials related to conflicting interest contracts and staff presents to the Finance Committee all of the steps taken to ensure the contract is fair to the school. The bond counsel contract was bid and Friendship received one proposal from Orrick, Herrington & Sutcliffe LLP (Orrick). Darrin Glymph is a Friendship board member and a partner at Orrick. The Empower K12 contract was a renewal of a three-year contract that was originally bid to provide software services. Patricia Brantley, Friendship PCS CEO and board member, recently joined the Empower K12 board of directors as a volunteer member. The memorandum of understanding between VPP+Raise DC, Education Forward and Friendship PCS to share data and administer the Panorama Education survey is a conflicting interest contract; Carol Thompson Cole is the CEO of VPP+Raise DC and a Friendship PCS board member. While there is no conflicting interest with the Panorama Education contract, it is less than \$25,000, is fair market value, and was discussed and approved during the Finance Committee meeting.

Donald Hense directed board members to the contract overviews and contracts included in the board materials they received and read prior to the meeting. Mr. Hense introduced the first contract with Orrick, Herrington & Sutcliffe LLP (Orrick) to provide legal advice on the conversion of Series 2021A Bonds and related matters. Mr. Hense stated Darrin Glymph is a principal at Orrick and has been Friendship's bond counsel prior to joining the FPCS board. Mr. Hense noted that the conflicting relationship must be explicitly acknowledged by the board. On a motion by Gregory Prince and second by Deborah McGriff, an agreement with Orrick, Herrington & Sutcliffe LLP for bond counsel was approved unanimously upon review with Darrin Glymph's recusal from the discussion and vote.

Zac Morford provided the overview of the second contract with EmpowerK12 and the services the organization provides. Empower K12 is a DC-based educational think tank, data analytics firm that provides data warehousing services. Mr. Morford stated that this is a contract to use their data warehouse and for them to access our data for analysis; Friendship does not have its own data warehouse. Friendship entered into a contract with Empower K12 two years ago. Pat Brantley stated Friendship has been working with them for a few years, has partnered on grants, and that she recently joined the board of Empower K12 as a volunteer member. On a motion by Gregory Prince and second by Anise Walker, a contract for service for data warehouse and visualization with Empower K12 was approved unanimously with Patricia Brantley's abstention.

Donald Hense introduced the final contract with conflicting interest. Mr. Hense stated Friendship would like to enter into a Memorandum of Understanding with Venture Philanthropy Partners+Raise DC (VPP+Raise DC) and Education Forward DC to share data on student wellbeing. Mr. Hense stated that Carol Thompson Cole is the CEO of VPP and there is no compensation. The District Student Wellbeing Data Project includes administering the Panorama Education Survey. The survey contract is directly between Friendship PCS and Panorama Education. On a motion by Gregory Prince and second by Anise Walker, a Memorandum of Understanding with VPP+Raise DC and Education Forward DC for data sharing, survey and analysis was approved unanimously with Carol Thompson Cole's abstention.

**School Performance.** Deborah McGriff, Co-Chair of the School Performance Committee, provided an overview of the School Performance Report. She highlighted national and DC charter performance trends on NAEP and PARCC and trends within specific student demographics and grade levels. Monique Miller, Director of Performance Reporting and Evaluation, updated the board on the upcoming DC Public Charter School Board (PCSB) vote in January 2023 and highlighted Friendship's performance on the DC PCSB Qualitative Site Review, which will be considered during charter review. Zachary Morford, Chief of Performance, provided detail on Friendship's PARCC performance in comparison to DC schools. Ken Cherry, Chief of Staff, gave a summary of SY2022-23 academic priorities.

Board members then heard about Friendship's performance in preparation for the upcoming charter review and voted to accept the DC PCSB COVID-19 Impact Provision as part of its charter agreement.

On a motion by Anise Walker and second by Chris White, the board voted unanimously to accept the charter agreement provision.

**New Business.** James Waller, Chief of School Operations, briefed the board on the opportunity to secure financing from the DC Office of the State Superintendent of Education for the construction of an elevator at Friendship's Blow Pierce site. He noted that the project will not disrupt the existing structure and there will be no impact on classrooms or office spaces.

On a motion by Chris White and second by Anise Walker, the board voted unanimously to authorize the submission of an application for a loan.

Monique Miller, Director of Student Performance Reporting and Evaluation, presented the resolution for the enhancement of the Friendship Student Code of Conduct on behalf of the Board's Student Support Committee. Victor Long and Anise Walker spoke about the revisions, noting that they incorporated a range of interventions and supports for students. On a motion by Gregory Prince and second by Chris White, the board voted unanimously to accept the revisions to the Code of Conduct.

**Adjournment.** The board voted to adjourn the meeting at approximately 11:07 a.m.