

## MINUTES

### Board of Trustees Meeting

Thursday, October 23, 2025 – 10:00 AM

Zoom Meeting

**Participating Board Members were:** Donald Hense, Chair; Gregory Prince, Vice Chair; Victor E. Long, Secretary; Patricia Brantley, Chief Executive Officer; Carol Thompson Cole, Jeanette Mendes, Parent Representative; Eric McKinley King, Anise Walker and Sue P. White. Deborah McGriff, and Chris White participated via Zoom. Darrin Glymph, Treasurer; joined the meeting via Zoom at approximately 10:12 AM.

Twelve of the 13 trustees of the board were present. Unique Fullmore, Parent Representative was absent.

Staff Members in attendance were: Kimberly Campbell, Strategic Advisor; Ken Cherry, Chief of Staff; Dylan Gruver, Chief People Officer; Zac Morford, Chief Performance Officer; Catherine Sanwo, Chief Financial Officer; Vielka Scott-Marcus, Chief Academic Officer; James Waller, Chief of School Operations; and Monique Miller, Director of Performance Reporting and Evaluation.

Guest in attendance was Kyle Schafer, Manor Costerisan.

**Call to Order.** The meeting was called to order by Donald Hense, Chair at approximately 10:02 AM.

**Approval of Agenda.** On a motion by Anise Walker and second by Sue White, the board voted unanimously by roll call to approve the October 23, 2025 meeting agenda. 11-0 in favor.

**Approval of Minutes.** On a motion by Dr. Gregory S. Prince, Jr. and second by Chris White, the board voted unanimously by roll call to approve the minutes from the May 15, 2025 and June 24, 2025 board meetings and the October 7, 2025 emergency board meeting. 11-0 in favor.

**Finance Update.** Catherine Sanwo, Chief Financial Officer introduced the Finance Committee Report reviewed by members of the Committee and included in the board materials. Ms. Sanwo invited the auditor, Kyle Schafer of Manor Costerisan to start the finance update with a review of the FY 2025 audit results.

Manor Costerisan gave an unmodified opinion of the audit results, noting no material weaknesses or deficiencies with Friendship's internal controls. Other highlights from the report include an increase in asset value and days cash on hand, which is a positive outlook from a liquidity standpoint. Regarding the compliance test of a major federal program, there is a delay due to the government shutdown. Therefore, these financials are not finalized and this has been communicated to the DC PCSB. Finally, Mr. Schafer discussed the audit results and highlights for Friendship's 403b retirement plan that included an unmodified opinion and no material weaknesses or significant deficiencies with Friendship's internal controls.

Darrin Glymph, Chair of the Finance Committee, thanked Mr. Schafer for the audit report and asked the Board to accept the audit as presented. Mr. Hense asked the Board for a vote to accept the FY 2025 audited financial statements. The Board voted unanimously by roll call to accept the audit 12-0, in favor.

Ms. Sanwo continued the quarterly finance update that included a review of student enrollment, revenues and program expenses, and funding Friendship's reserves. Mr. Glymph noted for the Board that interest rates for each reserve account are included in the report and monitored to ensure they remain at market rates.

Ms. Sanwo directed the Board's attention to two contracts presenting potential conflicts of interest and two disclosure statements. Ms. Patricia Brantley and Mr. Darrin Glymph recused themselves from this portion of the discussion, as they are the trustees with identified conflicts.

Friendship PCS staff recommended that the Board approve two contracts:

1. A three-year agreement with EmpowerK12 to provide data dashboard and related services; and
2. An agreement with Orrick, Herrington & Sutcliffe LLP (Orrick) to provide pro bono legal advice and services.

The EmpowerK12 contract was competitively bid, and staff determined that the proposal was fair, reasonable, and consistent with market rates. Ms. Brantley serves as a volunteer member of the EmpowerK12 Board of Directors. Mr. Glymph is a partner with Orrick.

Ms. Sanwo presented to the Board for acknowledgment two dues-paying organizational memberships held by Friendship PCS with entities in which Ms. Pat Brantley is affiliated.

1. DC Charter School Alliance, an advocacy and policy coalition of DC public charter schools, where Ms. Brantley serves as a board member.
2. Center for Education Reform (CER), an organization focused on innovation, improvement, and advocacy in education. CER administers the Yass Prize, for which Friendship PCS is a semi-finalist, and Ms. Brantley is a CER/Yass Fellow.

Ms. Sanwo concluded the report by sharing Friendship maintained its Standard & Poor's BBB rating with .a stable outlook.

On a motion by Victor E. Long and second by Eric McKinley King, the Board voted unanimously (10-0) to accept the Finance Committee report and to approve the contracts with EmpowerK12 and Orrick. Patricia Brantley and Darrin Glymph recused themselves from the vote.

**School Performance.** Dr. Deborah McGriff and Dr. Gregory S. Prince, Jr. Co-Chairs of the School Performance Committee, introduced the School Performance Report and turned the report over to Vielka Scott-Marcus, Chief Academic Officer. Mrs. Scott-Marcus shared growth and achievement performance, specifically campuses' meeting expectations (4+) on DC CAPE ELA and math, and highlighted that Friendship continues to exceed pre-pandemic levels in ELA

and make consistent progress in closing the gap in math. Mrs. Scott-Marcus also noted that Friendship's African American and Economically Disadvantaged students groups outperformed the Charter Sector and State in ELA and math. Mrs. Scott-Marcus reviewed charter goals performance for the prior three years and discussed the standard for meeting goals for SY 2025-26 and 2026-27. Friendship met charter goals for SY 2022-23 and 2023-24 and projects that every campus will meet goals for SY 2024-25.

Mrs. Scott-Marcus discussed academic priorities and Friendship's vision of success, and highlighted learning experiences of Friendship scholars grounded in the Graduate Profile. Mrs. Scott-Marcus transitioned the report to Zac Morford, Chief Performance Officer to review fall NWEA MAP performance. Mr. Morford noted that students reading and math performance increased over the prior fall, which suggests that Friendship is on a continued trajectory of growth. Mr. Morford also shared with the Board assessment updates impacting NWEA MAP and DC CAPE.

The Board voted unanimously (12-0) by roll call to accept the School Performance Committee report.

**Closed Session.** Donald L. Hense, Chair, noted that the next agenda item was a closed session pursuant to D.C. Code § 2-575(b)(2) to discuss, establish, or instruct the public body's staff or negotiating agents concerning the position to be taken in negotiating the price and other material terms of a contract, including an employment contract, if an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; and D.C. Code § 2-575(b)(4)(A) to consult with an attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and a public body, or to approve settlement agreements; provided, that, upon request, the public body may decide to waive the privilege.

On a motion by Anise Walker and second by Eric McKinley King, the Board voted unanimously (12-0) by roll call to go into executive session pursuant to DC Code § 2-575(b)(2) and (4)(A).

On a motion by Anise Walker and second by Carol Thompson Cole the board voted unanimously (12-0) by roll call to close the executive session and return to the public meeting. During executive session, the Board voted to approve the CEO to pursue an opportunity and bond refinance.

**Adjournment.** The board voted to adjourn the meeting at approximately 11:53 AM.