

**Wissahickon Charter School
Board of Trustees Meeting
March 11, 2020 6:39 pm-8:22 pm**

**Wissahickon Charter School Awbury Campus (CEO's Office)
815 Washington Lane, Philadelphia, PA 19138**

Board Members Present: Rosi Barbera (Board Chair), Charles Case (Treasurer), Bob Anderson (Chair of Governance Committee), Deborah Levin (Secretary), Ebony Staton Wediman, Shauna Mace, Justin DiBerardinis. Rachel Loeper, Rekyiah Abdul-Zahir (in person - everyone else phoned in)

Staff Present: Kristi Littell (CEO), Jess Pastore (Director of Development), Sarah Mohtes- Chan (Interim Development Associate)

Guests Present: Mike Whisman (Charter Choices)

The Board Chair, Rosi Barbera, called the meeting to order at 6:39 pm.

Review of Meeting Minutes (Charles Case, Secretary and Kristi Littell, CEO)

The Board reviewed the February minutes.

Rosi called for a motion. The motion to approve the February minutes was led by Charles Case and seconded by Rekyiah Abdul-Zahir. The February minutes were approved unanimously.

Financials (Mike Whisman, Charter Choices; Charles Case, Treasurer)

Mike Whisman from Charter Choices shared a review of Wissahickon Charter School's & Wissahickon Foundation's financial statements. Mike shared that, overall, Wissahickon is in strong financial shape for the month of February. We are currently 30 special education students over the budget. Mike shared a possible statewide change in the way that school is funded for special education students in the 2020-2021 school year. Bob asked a question regarding how to seek help from local representatives.

Rosi called for a motion to approve the financial statements. Charles led a motion to approve the February Financial statements, and Rachel Loeper seconded. The motion passed unanimously.

Rosi called for a motion to approve the transaction statements. Bob Anderson led a motion to approve the February Transaction Statements, and Shauna Mace seconded. The motion passed unanimously.

Refinancing Options (Mike Whisman, Charter Choices)

Mike shared next steps for refinancing options. He will share a draft of the budget for the Board to review in April. After the Board reviews, Wissahickon will plan to present to families and the public for revisions in May.

Mike shared that the finance committee met today, and will have a follow-up meeting to continue conversation before sharing a full update with the Board. Mike shared a few options for financing building debt with the Board. The finance committee will continue this conversation, and have a proposal to share with the Board in April or May. Board members are welcome to partake in the follow-up finance call conversation.

Audit / Sunshine Laws (Kristi Littell, CEO)

Per guidance from the Charter School Office, all discussion of the annual audit will take place in public.

State Ethics Commision Document (Rosi Barbera, Board Chair)

Rosi shared an overview of the Ethics Document's primary purpose (to ensure that there is no conflict of interest with other non-profit organizations). Mike and Rosi walked through the online version of the document that Board members will need to complete.

Governance Committee Update (Rachel Loeper, Governance Committee Member)

Rachel shared an overview of the Governance Committee's most recent meeting. New updates include orientation sessions for new Board members, and sessions to explain the purpose of the Wissahickon Foundation. She also requested that board members start brainstorming possible candidates for new members. One additional change to bylaws include provisions regarding member terms (PDF version of Wissahickon revised bylaw included in handouts). The former bylaw requiring no member to complete more than two consecutive 3 year terms, was changed to no more than 3 consecutive 3 year-terms. Second proposed change will expand the role of the Governance Committee. The hope is to provide more Board support to the CEO (change of language on p. 9, article 7). The third proposed change is to hold the final Board meeting in June, rather than May. The Board entered a discussion regarding these proposed changes.

Rosi called for a motion to approve all three edits to current bylaws at the same time. Rachel led a motion to approve and Debbie Levin seconded. The motion to approve all three edits to current bylaws at the same time passed unanimously.

Debbie Levin called a motion to approve all proposed changes to the bylaws. Justin Diberdinis seconded the motion to approve all proposed changes to the bylaws. The motion passed unanimously.

HR Board Committee Update (Justin Diberdinis, Board Member)

Justin shared a review from the most recent HR committee discussion. In the future, this committee hopes to identify "second in command" to the CEO on the Board. This person could step up in the event of an emergency and make executive decisions. A second proposal from the HR committee is to devise best practices for creating a step by step plan for transitions, on and off the Board. Justin asked for additional input from fellow committee members, and shared a few possible solutions.

CEO Report (Kristi Littell, CEO)

Kristi shared a quick overview of the CEO agenda.

CEO Report- Development Update (Jess Pastore, Director of Development)

Jess shared an overview of the development agenda. She also shared an update of new grant opportunities for the school. This year, Wissahickon has exceeded the goal of \$200,000 in major gifts. The school is on track to meet our small gifts goal. Wissahickon currently has \$87,900 pledged in sponsorships for the event - the development team has now increased our previous goal. Jess gave a reminder to Board members to share any possible sponsorship opportunities and auction items, and shared Board progress so far. Jess also shared an overview of auction items in hand, and logistics regarding the event. Invitations are scheduled to go out the first week of April. A few board members shared additional auction items and sponsorships they hope to obtain for the spring benefit.

CEO Report - Enrollment / Lottery (Kristi Littell, CEO)

Kristi reviewed the new electronic platform used to run school lottery at both campuses, and an overview of how the platform was received. In light of the recent COVID-19 outbreak, the open house planned for accepted students is postponed.

Kristi also gave an overview methods used to obtain information regarding coronavirus, and to distribute this information with staff and families. Currently the health department has shared that there is no need to close, but schools may need to close due to a staff shortage - information is changing daily. The administrative team is making a proactive plan in the event that we will need to close for COVID-19.

Kristi shared what precautions we are taking as a school, based on information gathered from a variety of sources. Kristi invited questions or suggestions from the Board regarding this matter.

Kristi also shared a few personnel updates. Rebecca Bennaroch and Kate O'Shea, principals at Fernhill and Awbury campuses, are leaving at the end of the school year to pursue other opportunities.

The Board of Trustees entered a Closed Executive Session at 8:12 PM to discuss a personnel issue as allowable through PA State Sunshine Laws.

The Board of Trustees returned from a Closed Executive Session at 8:22 PM.

Bob led a motion to adjourn the meeting at 8:22 pm. The motion was seconded by Charles. The Board decided unanimously to adjourn.

Handouts that were distributed are attached.

- Wissahickon Revised Bylaws
- WCS Financial Report 2020.02
- WCS Bylaw Recommendations
- Refinancing Summary
- GC Minutes 02.24.20
- Enrollment and Application Summary
- Development Update 03.11.20

- Board Meeting Minutes 02.05.20
- Agenda 03.11.20
- 2020 Silent Auction Items Obtained

Action Items:

- Mike will share a link for Board members to write to elected government officials regarding special education funding / legislation. Kristi will reach out to local charter networks for support.
- Mike will prepare a draft of the budget for refinancing options to share with the Board in April.
- Kristi will seek counsel from Charter Choices or others educational organizations regarding how to proceed in the event of a COVID-19 emergency.
- Kristi will share communication to staff and families regarding COVID-19 with the Board.
- Board members will complete the online ethics document (by March 25).
- Board members will secure one outside sponsorship, and one auction item (by end of March, would like items by end of April)