

9/23/2020 KIPP Texas Public Schools
MINUTES OF THE BOARD OF DIRECTORS SPECIAL BOARD MEETING

Date: September 23, 2020

Time: 8:00 a.m.

Place: Video Conference **Virtual** |
<https://zoom.us/j/92145450988?pwd=Mmw3S0dVd3dXVmxBSTN5ajZOYWZPQT09>

Attendance:

Board Members Present:

Gene Austin	Ethan Phillips
Bill Boyar	Shawn Raymond
Peter Brodsky	Andrea Richardson
Jayshree Desai	Manolo Sanchez
Arnold Greene	Alex Sharma
Pepe Guevara	Steve Shook
Duncan Klussmann	Kent Wallace
Dolores Lozano	Darla Whitaker (arrived at 10:20)
William Moll	Velma Villegas
Gretchen Miller	

Staff:

Sehba Ali, Chief Executive Officer
Daphane Carter, State Superintendent &
Chief Academic Officer
Kris Cheung, Chief Operating Officer
Larry Guillory, Chief People Officer
Jaideep Hebbbar, Chief Strategy and Financial
Officer
Ann Scott, Chief Development Officer
Cicely Taylor, Director of Special Projects
Erin Slezak, Deputy Chief of Strategy
Brad Welter, Managing Director
Procurement, Facilities and Construction
Operations

Other:

Ellen Spalding, Counsel

Bill Boyar called the KIPP Texas Public Schools Board of Directors meeting to order at 8:03 a.m.

Welcome

Bill Boyar welcomed the board and KIPP Texas staff. Mr. Boyar asked for a moment of silence to celebrate the life and contributions of Supreme Court Justice Ruth Bader Ginsberg.

Mission Moment

Sehba Ali presented a KTX back to school video.

Public Comment

There was no public comment.

Academic Performance Report and Academics Work Group Update

Daphane Carter, State Superintendent & Chief Academic Officer, spoke on the 2025 academic vision, guiding principles, initiatives and intended outcomes. Ms. Carter then presented specific priorities for the 2020-2021 school year which included equity, joyful and academically excellent learning opportunities for students. Ms. Carter spoke on the importance of building the capacity of teachers for virtual and in-person learning. Priorities for reopening schools were shared with an emphasis on keeping students and staff healthy and connected while maintaining a high bar of academic excellence. Ms. Carter discussed KIPP Texas's emphasis on college readiness and presented college ready benchmark data. Finally Ms. Carter provided a progress report on schools in internal review and presented internal, data-based projections of results had the 2019-2020 school year not been impacted by COVID-19. Additionally Ms. Carter detailed challenges centered around academic growth for specialized student groups and plans to mitigate this in the 2020-2021 school year.

CEO Report and Restart Update

Sehba Ali, Chief Executive Officer, presented an overview of school start, both virtual and live. Ms. Ali provided examples of how instruction will look utilizing virtual and live instruction methods. Ms. Ali included the KIPP Texas strategy for keeping students and staff safe, the process for daily health and wellness checks as well contact tracing protocols. A COVID response team will be created for each campus to manage COVID related challenges. The student method of learning survey as well as staff exemption survey process was discussed.

Kris Cheung, Chief Operating Officer, provided an operations update which included data on student enrollment and recruitment, student engagement (virtual learning), technology distribution and construction/real estate. KIPP Texas is currently at 99.8% beginning of year enrollment. This appears to be a trend for charter organizations. Mr. Cheung noted we will continue to monitor these numbers especially when other schools begin to re-open. Student engagement, participation is holding steady at 95%. Students not engaged are followed up daily by teacher/campus contact. To date 22,630 Chromebooks have been distributed along with 5,000 wifi devices. Mr. Cheung shared that our four new campuses (KIPP Paseo in Austin and KIPP Journey, KIPP Mosaic and KIPP East End High School in Houston) are open and ready to receive students. Real estate sites have been secured for 2 future high schools in Dallas and future middle school and high school campuses in San Antonio. Due diligence is now being conducted.

Larry Guillory, Chief People and Marketing/Communications Officer, shared a summary of the school year 2019-2020 marketing and communications wins and challenges. This included an increase of student applications, despite the challenges of COVID-19, through a roll out of digital marketing campaign. Challenges included branding and pivoting from reactive to more strategic responses. Mr. Guillory also outlined the 2020-2021 marketing/communications strategy which included developing a 2-year brand awareness campaign and rebuilding the team.

Mr. Guillory presented a summary of the school year 2019-2020 talent wins and challenges. Wins included teacher recruitment and school leader transitions. Overall engagement related to Q12 questions is above goal and NPS (Net Promoter Score) is positive, with a slight dip related to COVID workload challenges. Mr. Guillory discussed talent 2020-2021 goals and priorities with a focus on recruitment, engagement, organizational culture, staff engagement and retention.

BREAK

Mr. Boyar called for a break at 9:40

Break ended at 9:55

Finance Update and Finance Work Group Update

Kent Wallace, Board Member and Chair of the Finance Work Group, gave an update on the current work of the Finance Work Group which included evaluating the impact of restart expenses, school funding and growth in light of the current and impending recession.

Jaideep Hebbar, Chief Strategy and Financial Officer, provided an update on bond offering pricing, growth projects for capital funds, timeline and performance evaluation measures. Mr. Hebbar discussed expenses/investments related to school restart and the areas prioritized for additional spending. These areas included improving air quality of buildings, teaching substitute pools, bus safety, special education compliance and virtual curriculum. Mr. Hebbar also provided budget updates for FY 2019-2020 and 2020-2021.

Darla Whitaker entered the call at 10:20 a.m.
Duncan Klusmann left the call at 10:23 a.m.
Duncan Klusmann returned to the call at 10:43 a.m.

Advocacy Update

Addie Gomez, Deputy Chief of Advocacy, summarized advocacy wins and challenges for 2019-2020. Wins included advocacy focused roles in every KTX region, board advocacy workshops have been completed and 100% contact with local city council members. Challenges included a mounting anti-charter campaign and the impact of COVID-19 on traditional person to person advocacy tactics. Ms. Gomez shared 2025 goals as well as 20-21 priorities. Grasstops and grassroots advocacy is a focus for both. Ms. Gomez discussed opposition to charters as well as key legislative agenda topics for charter organizations. Ms. Gomez also detailed KTX's get out the vote efforts for the fall election.

Arnold Greene left the call at 10:50 a.m.

Growth Update

Ethan Phillips, Board Member and Chair of the Growth Work Group, reviewed past priorities (building out an integrated growth plan) as well as the next area of focus and purpose for the work group (shepherding the rise together growth plan via tracking progress, green lighting recommendations for growth to the Board, and conducting strategic growth plan related deep dives). Mr. Phillips relayed that currently the work has been related to the impact of COVID which has resulted in the recommendation to delay the opening of KIPP Sharpstown High School by one year and continue with other planned openings as scheduled for fall 2021. Fall 2022 growth recommendations will be shared in November.

Jaideep Hebbar, Chief Strategy and Financial Officer, reviewed the Rise Together growth plan with a focus on fall 2021 growth recommendations detailed by Mr. Phillips. Mr. Hebbar provided a timeline for fall 2021 growth recommendations, provided guiding principles, and presented key considerations. The fall 2021 growth recommendations included opening KIPP Pleasant Grove High School in Dallas, delaying the KIPP Sharpstown High School in Houston and relocating KIPP Oak Cliff Academy in Dallas and KIPP Poder Academy/KIPP Somos Collegiate High School in San Antonio. Mr. Hebbar asserts these recommendations will have longer-term positive financial benefit particularly in the face of state funding financial uncertainty. Mr. Hebbar also added additional context for the decision to delay the opening of KIPP Sharpstown High School by one year. Final fall 2021 growth recommendations will be voted on in the November meeting.

Arnold Green returned to the call at 11:45 a.m.

Development Update

Gene Austin, Board Member and Chair of the Development Work Group, provided an update on current work being done by the group. Mr. Austin noted the fundraising goal is lower than last year as the current financial and COVID climate has made development work challenging. Mr. Austin did emphasize that donor relationships recently built have given a broader base for fundraising making the new goal of \$9MM realistic for the year. Key levers for the year include support and leadership from the Development Work Group members, cultivation of new prospects, promotion of statewide and regional events and supporting the Rise Together Campaign Plan.

Ann Scott, Chief Development Officer, gave a summary of FY20 wins including launching the campaign advance process for Austin and Houston, raising \$1.3MM for the COVID-19 and Beyond Fund, gains in donor retention and new prospect engagement and an increase in staff capacity with additions of new hires. Ms. Scott shared the Development 2020-2021 goals which included raising \$9MM, securing lead gifts for the capital campaign, continuing the campaign advance in Houston, and launching in San Antonio, maintaining and growing Regional Boards, and hosting virtual events to continue cultivation of KTX supporters. The Development strategy for FY21 includes leveraging the strength of the Development Work Group as well as cultivating stewardship on the regional level. Ms. Scott provided an update on the Rise Together Capital Campaign as well as fundraising projections for the year. Ms. Scott closed her presentation with a review of the Rise Together Capital Campaign Marketing process and assets with an ask for feedback on the materials.

BREAK

Mr. Boyar called for a break at 12:15

Peter Brodsky left the meeting at 12:15

Break ended at 12:36

Executive Session

Adjournment to executive session pursuant to Texas Government Code 551.071: consultation with Board attorney regarding all matters as authorized by law including Cause of Action 2019-58519 (Harris County District Court) *Feinberg v. KIPP*;

Texas Government Code 551.074: deliberation regarding appointment, employment, evaluation, reassignment, duties, dismissal of employees/officers including the Texas Executive Team and CEO compensation;

Texas Government Code 551.072: deliberate purchase, exchange, value, or lease of real property.

Executive Session began at 12:36 p.m.

Kent Wallace and Arnold Greene left during Executive Session.

Executive Session ended at 1:57 p.m.

Mediation Agreement

Shawn Raymond made the motion to approve the mediation agreement with the following exception: the consideration in paragraphs 1 B and 1 C being provided directly to education and related service providers of the family's choosing, and if the family does not agree to this change, Mr. Raymond further moved that the mediation agreement be rejected; and Mr. Raymond further moved that the Board delegate to the KIPP Texas CEO the authority to finalize and execute this agreement with these terms with no further action necessary from the KIPP Texas Board of Directors if the family approves the revision.

This motion was seconded by Gretchen Miller, and the Board unanimously approved the mediation agreement with the terms listed above.

Announcement of Executive Committee members as appointed by the Board Chair in accordance with Section 4.14 of Bylaws

Bill Boyar announced the Board members appointed to the Executive Committee. These members are Gene Austin, Kent Wallace, Darla Whitaker, Gretchen Miller and Mr. Boyar.

Consent Agenda

On motion by Duncan Klussmann, seconded by Gene Austin, the Board unanimously approved the consent agenda.

Resolutions for:

Approval of Minutes from June 2020 Board Meeting

Approval of Minutes from August 2020 Special Board

Resolutions for:

- Approval of Employee Handbook
- Approval of CEO bonus
- Approval of CEO Compensation
- Approval of Revised FY20 Budget
- Approval of Purchase agreement for Bruton Road, Dallas
- Delegation to the Executive Committee to act related to 26 capital projects
- Approval of Asynchronous Learning Plan for TEA
- Approval to pay staff in Houston due to Hurricane Laura closure
- Ratification of Instructional Materials Inventory requirement waiver
- Approval of changes to the 2020-21 School Year Calendar

There being no further business, the meeting was adjourned at 2:03 p.m.

Respectfully submitted by Cicely Taylor, Senior Director of Special Projects, Office of the CEO