

Minutes: High School for Accelerated Learning - April 8 Board Meeting

Board Attendees

Tom Bowen

Ian Cohen

Michelle Cook

Grey Clay

Carol Kain (by telephone)

Other Attendees

Chris Adams (Board counsel)

Bob Essink (ALS - for part of meeting)

Emily Booker (ALS - for part of meeting)

Barbara Braman (ALS - for part of meeting)

1. Recap from last board meeting/approval of March minutes

- Karol has minutes from March meeting and they will be approved at next meeting
- Following the March meeting Laura Stowell offered GHSAL an extension on its petition to April 13 (next Monday), which GHSAL accepted. Today's meeting is to review and finalize petition and other materials to meet this deadline.

2. Review of Fulton timeframe and overall status (see above)

3. Revisions to General Comments - Tab 1

- Board reviewed the revised version of the General Comments document.
- Noted need to change answer to first bullet to reflect clarifications regarding operations as well as governance.

- Noted need in last bullet to note that while it is not aware of any areas where in kind services would overlap with services provided by School/ALS, that we should say we are open to any areas where the District believes there would be overlap.

4. Revisions to overall Petition - Tab 2

- Reviewed several sections of the petition. Major focus on 1(f). ALS drafted comparison to existing Fulton schools based on principal suggestions.
- In academic goals section, there is a need to identify a norm-based HS test. ALS exploring whether MAP testing will work. Tom will also reach out to Laura Stowell about the applicability of these objectives within Goal 2 because 4 out of 5 reference ITBS, which is a HS test
- In organizational goals section, need to specify Board goals - Chris to circulate NACSA goals
- For teachers - Ian to review TKES goals and see if any appropriate.

5. Revised bylaws in response to Fulton feedback - Tab 3

- The only additional changes were to section 3.3 to clarify that existing directors elect new directors, based on comment from Fulton and to note that parents and other stakeholders can comment (but not vote).

6. Management Agreement - Tab 4 (redline and clean)

(a) Board review time/Break

(b) Board discussion

- The Board discussed the management agreement with counsel, focusing on changes to the fee provision (section 11), and the fact that the principal will be an employee of the school, not ALS. The loan provisions were also discussed and Board needs clarity from ALS as to how this applies in light of guaranteed funding based on 239 students.

(c) Board discussion with ALS

- Board asked ALS to further justify the 15% fee in the petition and in the initial response document, which ALS agreed to do. Also discussed the potential loan. ALS clarified that this would still come up if the School decides to admit more than 239 students and because the School will likely staff for beyond 239 students at the outset. Tom noted that Board needs to make sure that the budget builds in a plan to repay whatever loans are taken on. Budget proposed by ALS does plan for this. ALS to circulate most up-to-date budget.

Georgia High School for Accelerated Learning - Fulton
Board Meeting March 6, 2015
Call to order at 9:14 am

1. Introductions and review of agenda (Introduction of Elisa Falco, etc.)
Erika moved to accept the agenda as presented. Karol seconded the motion and agenda has been accepted.

Elisa Falcon, VP of GA Charter Schools Association, high school and governance are her areas of expertise.

2. Review of tasks/timeline in response to FCS rater comments
 - Tom Bowen Email - Tab 1
 - Initial Memo - Tab 2
 - Rater Comments - Tab 3
 - FCS Dept Guidelines - Tab 4
3. Review and approval of draft responses to FCS "General Comments"
 - a. Over the next 10 days, ALS will prepare for review and make very detailed edits of the petition. Documents are due March 14th. Modify position and general comments responses reviewed.
 - b. Tom discussed the process up until now. 5 or 6 submitted petitions and it was narrowed down to 3. Anonymous raters reviewed petition.
 - c. Governance (Elise)
 - i. Question 10a: Elise best practice should have 7 governing board members. Include expertise of board. Didn't answer the transition from a founding to governing board. Needs more thought and consideration. Will send PowerPoint of information that needs to be covered. Need to understand what the transition is like. ALS talked to a lot of folks and pulled group together. How do we describe how the board was pulled together? Had someone on the ground to go into the GA market. Meet with Elise a year ago to discuss pulling board. What was the vetting process for board members?
 - ii. Question 10c: How are board members are selected? Not sure how the class system works. Can't have people roll off at the beginning of the school year.
 - iii. Question 10d: Put together a chart that (e-Board, Furlow, find petition, thorough job of delineating roles).
 - iv. Management fee is at 16%. Red flag at the state, may not be a deal breaker. 15% is the general cap. Preferably 10%.
 - v. Question 10e: Add government code/statute for governance training. Read the rule and make sure the language is on par. There should be concrete outputs each year from the training.
 - vi. Management Fee General Comments (Bob): Shared ALS services to Governing Board document. What's the difference on a percentage basis (15% charge for leasing vs. flat 16%)? Competitors charge a significant amount for rent. Could possibly due research on the impact of the fees. Average cost per student in Fulton almost \$8,000...The difference might be about 20K using the example of \$8,000 for 239 students. If we go beyond 239 in the first year, some of those positives will be offset later in the year.

Commonwealth had 224 and ended the semester with 305. In Florida, they conduct a second count in the year and adjustments can be made. ALS assumes that the ramp up will continue throughout the first year. It is in the model already. Pg 3 ALS general comments has been financially have been successful. Be clear on language. How is the board going to monitor the contract and make sure deliverables are met? Put it in writing governing board monitoring. Quarterly check on the contract. Develop a dashboard where the management company can plug in information. You can find other management petitions/attachments on e-Board. Over the past few years, trying to bring management fees down. Is 1 or 2% worth a red flag? The waiver also needs to be strengthened. Show examples of what waivers we will be using. Is the 16% of value and is it distinctive? ALS Services are still not detailed enough. Provide data from other schools and types of services. Possible regroup and talk about the percentage again and examine it carefully. There are other ways to make the formula work. The model works and we don't want to impact the model.

- vii. Reviewed remaining general comments edits. Take out the "governance board disagrees this is not a credit mill." Extract key pieces from exhibit 4. Will assure them that the system is compatible. Will load data into eSchool Plus and ALS system. Why do you need to do it yourself? Include info about social services provided. The state will look for waivers and it's used to increase student achievement. Give three to five concrete examples (don't include classroom size).
- 4. Review and approval of draft responses to petition comments and resulting petition edits
 - a. Petition will be revised by 3/11 and sent to the board. Will approve by email.
 - 5. Review of proposed questions for FCS Charter Coordinator, Laura Stowell during 11:30 conference call
 - a. Tom received a call from Laura and the conversation was limited to funding. Federally speaking, can't follow the ramp up model because other schools are unable to receive funding. Reviewed questions and responses from conversation.
 - i. #1-2: Would not have to give funding back, but would have concerns about future funding. We control enrollment and would have to manage any overage. Include in the contract, not just the petition, that the district can't pull the money back if there's any overage.
 - ii. Find out from Laura the principal is hired by ALS and teachers for the districts. Confirm with Laura this model will work and not serve as a red flag.
 - iii. The comment says the ALS can't see student records.
 - iv. Need clarification on the language #6
 - v. Elise will email commentary
 - 6. Future visits by board members to ALS managed schools in Orlando
 - a. For those that were unable to attend, Bob will send out dates. Fulton's on track to make a decision by April.

7. Brief review of Commonwealth HS first semester results (early results from Charlotte school)
 - a. Reviewed one-pager of results

8. Bylaw Amendment
 - a. Recommendations to amend bylaws and approve a resolution
 - b. Based on feedback, refer to the board as Governing Board instead of Board of Directors and the minimum board members should be five instead of three. Elise suggested 7. Chris recommends some flexibility. You can include a provision that says if we got less then, we can operate. Don't sacrifice quality for quantity.
 - c. Tom read the resolution gives the ability to approve the revised documents in order to meet the upcoming deadline. Erika moved and Greg second.
Erika motioned to adjourn meeting at 10:51am and Greg second.

9. Conference call with FCS Charter Coordinator, Laura Stowell (11:30AM)

Minutes of the Board of Directors Meeting: January 7, 2015

In attendance:

Board: Tom Bowen, Karol Cain, Greg Clay, Hakim Hilliard, Ian Cohen, Michelle Cook, Erica Long

ALS: Robert Essink, Barbara Braman, Mark Warren, Greg Engeman; by phone: Patrick Min, Emily Booker

TOM BOWEN BROUGHT THE MEETING TO ORDER AT 12:40 PM

1. **Recap of December 19, 2014 Meeting. Resolution to Approve Minutes.**

2. **Approve Bylaws**

(a) Discussion

** Note: Initial term for officers is 1.5 years. Thereafter, 1 year terms for officers (although officers may run again). This is a change to proposed bylaws.

(b) Resolution to approve

****Motion to approve: Hakim Hilliard; Second: Ian Cohen; Vote: Unanimous approval**

3. **Selection of Term1/Term 2 Directors**

(a) Volunteers for 3 Class 1 Directors (initial term through Jun. 2016):

Tom Bowen, Ian Cohen, Hakim Hillyard

(b) Volunteers for 4 Class 2 Directors (initial term through Jun. 2017):

Michelle Cook, Erica Long, Greg Clay, Karol Cain

(c) Resolution: approving 3 Class 1 Directors and 4 Class 2 Directors

****Motion to approve the above: Michelle Cook; Second: Karol Cain; Vote: Unanimous approval**

4. **Election of Officers. (Nomination and Resolution for each of the following).**

(a) Chair: Tom Bowen

(b) Vice Chair: Hakim Hilliard

(c) Treasurer: Michelle Cook

(d) Secretary: Karol Cain

****Motion to approve the above slate of officers: Erica Long; Second: Greg Clay; Vote: Unanimous approval**

5. **Prepare for Fulton Interview**

(a) **Tab C** (Fulton Questionnaire)

(b) Assign director(s) to "own"(i) mission/need, (ii) curriculum, (iii) why ALS, (iv) role of Board.

(c) Discussion of competitors (see additional handouts and/or **Tabs I and J**)

6. Sign Petition document / Notarize

7. Conflict of Interest Policy.

(a) Discussion

(b) Resolution

****Motion to approve: Hakim Hilliard; Second: Karol Cain; Vote: Unanimous approval**

8. Krevolin Horst Engagement Letter

(a) Discussion

(b) Resolution

****Motion to approve: Hakim Hilliard; Second: Ian Cohen; Vote: Unanimous approval**

9. Management Agreement

(a) Discussion of Draft Management Agreement

- Financial arrangement/fee
- Facility lease language

(c) Resolution: To approve final version via email following consultation with Chris Adams

****Motion to authorize Chairman to execute Management Agreement pending consultation approval by Board Attorney and Board: Erica Long; Second: Michelle Cook; Vote: Unanimous approval**

10. Petition Assurances

(a) Discussion of Selected assurances and ALS recommendations

(b) Assign director(s) to ask questions of FCS Charter School Director during interview relating to SES and enrollment

11. Board Resolutions

Board Meeting adjourned at 2:40 PM

Georgia High School for Accelerated Learning - Fulton County, Inc. Board Meeting Minutes

December 19, 2014 Hyatt Regency Hotel, 12 PM

I. Attendance

Board Members Present:

Michelle Garfield Cook
Karol Cain
Tom Bowen
Erica Long
Ian Cohen
Hakim Hilliard

Board Members Absent

Greg Clay

Quorum: Yes

Others Present:

Chris Adams
Bob Essink
Spencer Wiggins
Rob Fortson

Others Participating by Phone:

Barbara Braman
Emily Booker

II. Proceedings. Meeting called to order at approximately 12:10 PM.

A. Discussion of the Fulton RFP/Timeline . Board meeting planned for January 7 and Jan. 8 pre-interview meeting with Laura Stowell. Jan. 16 petition is due.

B. Discussion of the Board's Role. Discussion of role of board vs. role of management company. The board holds the charter, board is accountable for fulfilling the charter. Management Co. is a vendor.

C. Management / Vendor Options . Discussion of services provided by ALS, led by Emily Booker and Barbara Braman.

D. Discussion of Florida trip to visit ALS schools (Bob Essink and Spencer Wiggins)

E. Discussion and Resolution re: Articles of Incorporation. Discussion of Articles of Incorporation led by Chris Adams, the incorporator, who will submit them to Sec. of State.

- Motion to ratify the Articles of Incorporation. *Resolved* to ratify Articles of Incorporation.

F. Resolution ratifying election of 7 founding board members. Chris Adams reviewed Consent of Incorporator document, electing 7 initial directors.

- Motion to ratify election of 7 initial directors: Michelle Garfield Cook, Karol Travis Cain, Thomas Bowen, Erica Long, Greg Clay, Ian Cohen, and Hakim Hilliard. *Resolved* to ratify election of these 7 initial directors.
- Motion Resolved to indemnify all founders, directors, incorporators, and officers for pre-incorporation activities. *Resolved* to indemnify all founders, directors, incorporators, and officers for pre-incorporation activities.

G. Discussion of Bylaws. Discussion led by Chris Adams surrounding terms of office for directors and officers, elections, staggered terms. Proposed approval at next board meeting.

H. Krevolin & Horst Engagement Letter. Letter provided by Chris Adams to board members for review between now and January board meeting.

I. Letter of Intent to Fulton County Schools and DOE. Chris Adams reviewed LOI drafted on behalf of Board to be submitted to Fulton and DOE. Letter signed by Carol Kain.

J. Conference call scheduled for Monday December 22 at 12 PM regarding Florida trip, pre-interview, and information circulated by Chris Adams

Meeting Adjourned approximately 2 PM.