KIPP North Philadelphia Charter School
Board of Trustees Meeting

Date: Wednesday, June 06, 2018
Time: 4:00PM-7:00PM
Location: KPPS Regional Office - 5070 Parkside Avenue Suite 3500D, Philadelphia, PA 19131

CALL TO ORDER: A regular meeting of the KIPP Philadelphia Charter School Board of Trustees in joint session with regular meetings of the KIPP West Philadelphia Preparatory Charter School Board of Trustees, KIPP DuBois Charter School Board of Trustees, KIPP West Philadelphia Charter School Board of Trustees, KIPP North Philadelphia Charter School Board of Trustees, and KIPP Parkside Charter School Board of Trustees was held at the KPPS Regional Office on Wednesday, June 06, 2018. The meeting convened at 4:06 PM, President Steve Casper presiding.

MEMBERS OF THE BOARD IN ATTENDANCE: Steve Casper, Nancy Scharff; Natasha Boston; Wydia Simmons; Toya Algarin; Alisa Field; Jerry Davidse; Samuel Whitaker; Gwen Coleman; David Reuter; Ann Aerts; By Phone: Samantha Wilson Jones.

MEMBERS NOT IN ATTENDANCE: Aldustus (A.J.) Jordan, Gina Moore; Richard Knowles.

OTHERS IN ATTENDANCE:
CMO Staff: Jessica Cunningham Akoto; Marc Mannella, Zoe Rankin, Natalie Wiltshire; Christopher Johnson, Caitlin Wood Sklar, Leonard Buckner; Jill Farrara; Danielle Cooper-Williams; Vaneeda Days; Kate Crossett-Barbato; Michael MacArthur; Molly Eigen; Francie Middleton; Eugénie Elie;
KASC Members: Susan Klehr, Mike Schaedle, Susan Hollenstein
KIPP Foundation: Kaya Stone
Leadership Council: Hershel Richman

SMILE: BOT members welcomed J. Cunningham Akoto as the new KPPS CEO.

CONSENT AGENDA: S. Casper notified the board that the KNPCS management agreement with KASC was added to the consent agenda. S. Casper asked for affirmation of the following resolutions:

A. KPCS: RESOLVED that the KPCS Board of Trustees has reviewed and approved the items comprising the consent agenda, which include:
   • March 12, 2018 meeting minutes - KPCS (Exhibit A1)
   • April 4, 2018 meeting minutes - KPCS (Exhibit B1)
   • Amended Sept. 27, 2017 meeting minutes-KPCS (Exhibit L1)
   • New hires – KPCS (Exhibit C1)
   • Quarterly Reports- KPCS (Exhibit D1)
   • Food Services Contract- KPCS (Exhibit E)
   • ESA Agreement-KPCS (Exhibit G)
• Authorize CEO to Send Charter Annual Report to PDE- KPCS

B. KWPP: RESOLVED that the KWPP Board of Trustees has reviewed and approved the items comprising the consent agenda, which include:
  • March 12, 2018 meeting minutes - KWPP (Exhibit A2)
  • April 4, 2018 meeting minutes - KWPP (Exhibit B2)
  • Amended Sept. 27, 2017 meeting minutes-KWPP (Exhibit L2)
  • New hires- KWPP (Exhibit C2)
  • Quarterly Reports- KWPP (Exhibit D2)
  • Authorize CEO to Send Charter Annual Report to PDE- KWPP

C. KDCS: RESOLVED that the KDCS Board of Trustees has reviewed and approved the items comprising the consent agenda, which include:
  • March 12, 2018 meeting minutes - KDCS (Exhibit A3)
  • April 4, 2018 meeting minutes - KDCS (Exhibit B3)
  • Amended Sept. 27, 2017 meeting minutes-KDCS (Exhibit L3)
  • New hires – KDCS (Exhibit C3)
  • Quarterly Reports- KDCS (Exhibit D3)
  • Authorize CEO to Send Charter Annual Report to PDE- KDCS

D. KWPCS: RESOLVED that the KWPCS Board of Trustees has reviewed and approved the items comprising the consent agenda, which include:
  • March 12, 2018 meeting minutes - KWPCS (Exhibit A4)
  • April 4, 2018 meeting minutes - KWPCS (Exhibit B4)
  • Amended Sept. 27, 2017 meeting minutes-KWPCS (Exhibit L4)
  • New hires – KWPCS (Exhibit C4)
  • Quarterly Reports- KWPCS (Exhibit D4)
  • Lease Subsidy –KWPCS (Exhibit F)
  • Authorize CEO to Send Charter Annual Report to PDE-KWPCS

E. KNPCS: RESOLVED that the KNPCS Board of Trustees has reviewed and approved the items comprising the consent agenda, which include:
  • New hires—KNPCS (Exhibit C5)
  • KNPCS Management Agreement (Exhibit M)

DISCUSSION: S. Casper asked the Trustees if there was discussion about the consent agenda. N. Scharff discussed the Education Services Agreement. The matter was resolved and S. Casper renewed his request for a motion to approve the Consent Agenda.

**Motion: A. Field moved to affirm, N. Boston seconded. The vote in favor was unanimous.**

S. Casper asked the board to allow the Governance Committee report first.

GOVERNANCE
  • S. Wilson-Jones presented strategic planning status update.
  • A. Field asked the trustees for affirmation of the following resolutions:
RESOLUTION #2A: KPCS: RESOLVED that the Board of Trustees approved transferring the responsibilities of the Development Committee to the KASC Board of Trustees
RESOLUTION #2B: KWPP: RESOLVED that the Board of Trustees approved transferring the responsibilities of the Development Committee to the KASC Board of Trustees
RESOLUTION #2C: KDCS: RESOLVED that the Board of Trustees approved transferring the responsibilities of the Development Committee to the KASC Board of Trustees
RESOLUTION #2D: KWPCS: RESOLVED that the Board of Trustees approved transferring the responsibilities of the Development Committee to the KASC Board of Trustees

Motion: A. Aerts moved to affirm, N. Scharff seconded. The vote in favor was unanimous.

The following trustees were presented to the Board for nomination to serve as officers of the KIPP West Philadelphia Preparatory Charter School Board of Trustees, KIPP DuBois Charter School Board of Trustees, KIPP West Philadelphia Charter School Board of Trustees, KIPP North Philadelphia Charter School Board of Trustees, and KIPP Parkside Charter School Board of Trustees for the 2018-2019 term:
- Steve Casper-President;
- Samantha Wilson Jones-Vice President;
- Sam Whitaker-Treasurer;
- Alisa Field-Secretary

RESOLUTION #3A:KPCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Officers as nominated.
RESOLUTION #3B:KWPP: RESOLVED that the Board of Trustees approved the 2018-19 Board Officers as nominated.
RESOLUTION #3C: KDCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Officers as nominated.
RESOLUTION #3D: KWPCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Officers as nominated.

Motion: D. Reuter moved to affirmed, J. Davidse seconded. The vote was unanimous.

The following Trustees were appointed to serve as Committee Chairs:
- Executive Committee-Steve Casper;
- Governance Committee-Samantha Wilson Jones;
- Finance Committee-Sam Whitaker;
- Academics Committee-Nancy Scharff

RESOLUTION #4A: KPCS: RESOLVED that the Board of Trustees approved the 2018-19 Committee Chairs as appointed.
RESOLUTION #4B:KWPP: RESOLVED that the Board of Trustees approved the 2018-19 Committee Chairs as appointed.
RESOLUTION #4C: KDCS: RESOLVED that the Board of Trustees approved the 2018-19 Committee Chairs as appointed.
RESOLUTION #4D: KWPCS: RESOLVED that the Board of Trustees approved the 2018-19 Committee Chairs as appointed.

Motion: J. Davidse moved to affirm, A. Aerts seconded. The vote in favor was unanimous.
The following meeting schedule was presented for approval: Wednesday, September 12 [4:00pm-7:00pm], Wednesday, December 5 [All Day Retreat-9:00-5:00pm], Wednesday, March 6 [4:00pm-7:00pm] and Wednesday, June 5 [4:00-7:00pm].

RESOLUTION #5A: KPCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Meeting Schedule as proposed.
RESOLUTION #5B: KWPP: RESOLVED that the Board of Trustees approved the 2018-19 Board Meeting Schedule as proposed.
RESOLUTION #5C: KDCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Meeting Schedule as proposed.
RESOLUTION #5D: KWPCS: RESOLVED that the Board of Trustees approved the 2018-19 Board Meeting Schedule as proposed.

Motion: A. Field moved to affirm; N. Boston seconded; The vote in favor was unanimous.

RESOLUTION #6: Approve the merger of KWPP and KWPCS

A. KWPP: WHEREAS, the Board of Trustees of the KIPP West Philadelphia Preparatory Charter School ("KWPP") was granted a charter by the School Reform Commission, an instrumentality of the School District of Philadelphia ("SRC"), to operate a charter school for grades 5-8 on ____________________; WHEREAS, KIPP West Philadelphia ("KWPCS") Charter Schools was granted a charter by the SRC to operate a K-4 charter school on May 21, 2015; WHEREAS, the School Reform Commission also granted permission, per resolution dated, June 16, 2016, for KIPP West to merge with KIPP Prep if KIPP Prep met certain conditions of renewal; WHEREAS, the Board of Trustees of KWPP understands the educational and operational value of operating one K-8 charter school versus operating two charter schools with grades K-4 and grades 5-8 respectively; WHEREAS, the Board of Trustees of KWPP has reviewed the Agreement of Merger; NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the KWPCS authorizes the merger of KWPCS with KWPP which will operate as a K-8 charter school; NOW, THEREFORE, BE IT FURTHER RESOLVED, that KWPCS will be the surviving non-profit corporation to execute and operate one charter school, (and the delivery of the performance of the Charter authorized by the School Reform Commission or any governing body or designated oversight entity for The School District of Philadelphia. The effective date of the merger shall be June 30, 2018.

The Board hereby grants authority to Cheshonna Miles, Chief Executive Officer of KWPP (Charter School) to execute any and all documents required to effectuate the contemplated Merger, including the Agreement of Merger, pending legal review.

B. KWPCS:
WHEREAS, the Board of Trustees of the KIPP West Philadelphia (“KWPCS”) Charter School was granted a charter by the School Reform Commission, an instrumentality of the School District of Philadelphia (“SRC”), to operate a K-4 charter school on May 21, 2015;
WHEREAS, KIPP West Philadelphia Preparatory Charter School (“KWPP”) was authorized by the SRC to operate a charter school for grades 5-8 on ______________;
WHEREAS, the School Reform Commission also granted, per resolution dated, June 16, 2016, for KWPCS to merge with KWPP if KWPP met certain conditions of renewal;
WHEREAS, KWPP met such conditions;
WHEREAS, the Board of Trustees of KWPCS wish to operate charter school with a K-8 grade configuration;
NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the KWPCS Philadelphia authorizes the merger of KWPCS with KWPP which will operate as a K-8 charter school;
NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of KWPP authorizes the CEOs of KWPP and KWPCS to sign the merger agreement on behalf of the Board of Trustees;
NOW, THEREFORE, BE IT FURTHER RESOLVED, that KIPP West Philadelphia Charter School will be the surviving non-profit corporation to execute and operate one charter school, and the delivery of the performance of the Charter authorized by the School Reform Commission or any governing body or designated oversight entity for The School District of Philadelphia.
The effective date of the merger shall be June 30, 2018.
The Board hereby grants authority to Diana Filo, Chief Executive Officer of KWPCS (Charter School) to execute any and all documents required to effectuate the contemplated Merger, including the Agreement of Merger, pending legal review.

Motion: J. Davidse moved to affirm; N. Scharff seconded; The vote in favor was unanimous.

The following trustees were elected or reelected to serve as Trustees on the Boards designated in the below resolutions:

RESOLUTION #7A.A: RESOLVED that the Board of Trustees elects Samantha Wilson Jones to a three-year term on the KIPP Philadelphia Charter School (KPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7A.B RESOLVED that the Board of Trustees elects Toya Algarin to a three-year term on the KIPP Philadelphia Charter School (KPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7B.A: RESOLVED that the Board of Trustees elects Samantha Wilson Jones to a three-year term on the KIPP West Philadelphia Preparatory Academy (KWPP) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7B.BRESOLVED that the Board of Trustees elects Toya Algarin to a three-year term on the KIPP West Philadelphia Preparatory Academy (KWPP) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7C.A: RESOLVED that the Board of Trustees elects Samantha Wilson Jones to a three-year term on the KIPP DuBois Charter School (KDCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.
RESOLUTION #7C.B: RESOLVED that the Board of Trustees elects Toya Algarin to a three-year term on the KIPP DuBois Charter School (KDCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7D.A: RESOLVED that the Board of Trustees elects Samantha Wilson Jones to a three-year term on the KIPP West Philadelphia Charter School (KWPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7D.B: RESOLVED that the Board of Trustees elects Toya Algarin to a three-year term on the KIPP West Philadelphia Charter School (KWPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

Motion: J. Davidse moved to affirm, A. Aerts seconded. The vote in favor was unanimous.

RESOLUTION #7E.A: RESOLVED that the Board of Trustees elects Samantha Wilson Jones to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.B: RESOLVED that the Board of Trustees elects Toya Algarin to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.C: RESOLVED that the Board of Trustees elects Natasha Boston to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.D: RESOLVED that the Board of Trustees elects Alisa Field to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.E: RESOLVED that the Board of Trustees elects Wydia Simmons to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.F: RESOLVED that the Board of Trustees elects Samuel Whitaker to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.G: RESOLVED that the Board of Trustees elects Jerry Davidse to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.H: RESOLVED that the Board of Trustees elects Ann Aerts to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.
RESOLUTION #7E.I: RESOLVED that the Board of Trustees elects Steve Casper to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.J: RESOLVED that the Board of Trustees elects Nancy Scharff to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

RESOLUTION #7E.I: RESOLVED that the Board of Trustees elects David Reuter to a three-year term on the KIPP North Philadelphia Charter School (KNPCS) Board of Trustees, effective on the first meeting of the 2018-19 school year.

Motion: S. Casper moved to affirm, N. Scharff seconded. The vote in favor was unanimous.

S. Casper thanked retiring trustees Gwen Coleman, Aldustus Johnson and Gina Moore.

ACADEMICS UPDATE: V. Days provided an update on KIPP Through College programming, with an opening statement from KASC Trustee and KTC Committee Chair, S. Klehr. M. Eigen reviewed the updated dashboard with the board and reviewed the current progress to goals, with an opening statement from N. Scharff. J. Farrara provided an update on talent strategy, teacher and leader retention, and recruitment for SY18-19.

FINANCE and FACILITIES: N. Wiltshire presented a report on the 2018-2019 budget process, the search for a Managing Director of Finance and the status of KIPP West and Stanton Facilities

RESOLUTION #8A: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP Philadelphia Charter School, hereto attached as Exhibit I1.

RESOLUTION #8B: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP Philadelphia Elementary Academy, hereto attached as Exhibit I2.

RESOLUTION #8C: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP West Philadelphia Preparatory Charter School, hereto attached as Exhibit I3.

RESOLUTION #8D: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP DuBois Charter School, attached as Exhibit I4.

RESOLUTION #8E: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP West Philadelphia Charter School, attached as Exhibit I5.

RESOLUTION #8F: RESOLVED that the Board of Trustees has reviewed and approved the 2018-19 annual budget for KIPP North Philadelphia Charter School, attached as Exhibit I6.

Motion: D. Reuter moved to affirm; A. Aerts seconded; the vote in favor was unanimous.
RESOLUTION #9A: KWPCS: RESOLVED that the Board of Trustees ratifies the approval of the KWPCS lease at 5070 Parkside Ave previously approved by the Executive and Finance Committees on May 22nd, 2018.

Motion: A. Field moved to affirm; N. Scharff seconded; the vote in favor was unanimous.

-S. Casper called the meeting into Executive Session at 6:15pm, Executive Session adjourned at 6:40pm-

DEVELOPMENT
- C. Wood Sklar provided an update on fundraising and 2018-2019 development team goals
- D. Reuter provided an update that KPPS will apply for EITC LLC program

COMMITTEE REPORTS - LEADERSHIP COUNCIL
- A. Aerts presented on the Leadership Council’s cocktail event held on Thursday May 3rd 2018.

COMMITTEE REPORTS - YOUNG FRIENDS
- J. Davidse presented on Young Friends Annual Sip for KIPP event held on Thursday May 10th, 2018.

No Public Comment

THANK YOU MARC: The Board of Trustees celebrated 15 years of M. Mannella’s extraordinary service as founder and CEO of KPPS with a slide show and the presentation of a commemorative plaque.

No New Business
No Old Business
No Announcements

ADJOURNMENT The next KIPP Philadelphia Charter Schools Board meeting will be held on 09/12/18 at 4:00PM. S. Casper moved to adjourn the meeting. T. Algarin seconded the motion. The June 06, 2018 meeting was adjourned at 7:00PM.