

- Draft Minutes -

**Achievement First Rhode Island
Board of Directors Meeting**

March 27, 2019, 5:30 pm

370 Hartford Avenue, Providence

I. Call to Order & Attendance

The meeting was called to order at 5:37 pm by Mayor Elorza. The following board members, constituting a quorum, and Achievement First Staff were in attendance:

Jorge Elorza, AFRI Board - Yes

Brian Gallogly, AFRI Board - Yes

Macky McCleary, AFRI Board - Yes

Reshma Singh, AFRI Board - No

John Iglizzi, AFRI Board - No

Soraida Morales, AFRI Board - Yes

Ben Smith, AFRI Board - Yes

Maryellen Butke, AFRI Board - Yes

James Wiley, AFRI Board - Yes

Robert Luciano, AFRI Board - Yes

Percy Ballah, AFRI Board - Yes

Jorge Cardenas, AFRI Board - Yes

Kevin Lohela, AFRI School Leadership - No

Aja Davis, AFRI School Leadership - Yes

Ashia Parks, AFRI School Leadership - Yes

Sarah Blanton, AF Network Support - Yes

Elizabeth Winangun, AF Network Support - Yes

Public: Adrienne Tharp

II. Public Comment

Adrienne Tharp, AF Illuminar Elementary parent, shared that she believes the social emotional learning has been a wonderful addition.

III. Approve Minutes

RESOLVED, the AF Rhode Island Board of Directors hereby approves the meeting minutes from January 30, 2019.

Motion by Maryellen Butke

Seconded by Ben Smith

All in favor

IV. Reports and Business

Percy Ballah, parent representative, talked about a collaboration between the parents and school during black history month. Hundreds of parents lined the hallway as an African Drumming group drummed to celebrate the teachers who walked down the hallway receiving high fives and cheers from the parents.

A. Principal Reports

Aja Davis, AF Providence Elementary School principal, shared that scholar culture is in a stronger place this year than last. They are integrating aspects of the social emotional work that AF Illuminar is doing. They are focusing on the mantra: be nice, be kind, be safe. Scholars are really embracing that and are using the language with each other in hallways and it has become part of the school's identity.

Mayor Elorza shared that the City is launching a kindness initiative and wants find ways to collaborate.

Black History Month highlighted black excellence with a theme of Black Royalty. This month they are focusing on Women's History Month. Rosetta stone is launching after break. They received a grant for all three AFRI schools which covers dinner, childcare so that parents have access to English language instruction.

Ashia Parks, AF Providence Middle School principal, shared that there have been gains in fifth grade. Scholar attendance is 97%. Kids like being in school and the Director of Operations has been leading the way ensuring that all kids who can be in school are. Removals are down significantly.

Black History Month celebrations partnered with local organizations to provide programming around drumming, dance, story telling, after school and on weekends. During Women's History Month they are looking at influential women in history and today while tying Compass habits to what they're learning about women leaders from morning motivation. With the AF network moving to new Core Values and a commitment to racial equity, AF Providence Middle is talking about implicit bias with scholars.

This is the second week of Crescendo preparing for the State test. Kids are working on strengthening habits - self-talk, self monitoring, quality of work. I can. I will. RICAS testing is late April, early May.

Kevin Lohela, AF Illuminar Elementary principal, began with a reflection on the impact of the social emotional learning work they're doing. School is happy and focused. The student council is very active. Attendance of all three AFRI schools are among the top five schools in the AF network (36 schools in total).

Teacher retention looks good and Mr. Lohela noted that they are done growing. Next year, there will be no new teachers because they are expecting all Teachers in Residence (TIR) to be full time teachers.

The school is on track with academic goals. Mr. Lohela shared a piece of writing done by a fourth grade scholar.

100% of leadership team returning next year. Mr. Lohela will be taking three weeks of paternity leave following spring break and the school will be led by the founding dean who will be interim principal.

Working to ensure a smooth transition from elementary to middle school. Mr. Lohela shared that three staff members will go up to AF Illuminar Middle School as founding leaders.

B. Executive session

The board entered executive session at 6:23pm to discuss the principal candidate for AF Illuminar Middle School. Motion by Macky McCleary. Second by James Wiley. The board exited executive session at 6:30pm. Motion by Maryellen Butke. Second by Macky McCleary.

C. Board Chair Report

The board briefly discussed the candidacy of Andrew Walker, as well as the performance of the existing principals, Mr. Lohela, Ms. Parks and Ms. Davis.

RESOLVED, the AF Rhode Island Board of Directors hereby approves Andrew Walker as principal of AF Illuminar Mayoral Academy Middle School effective July 1, 2019.

Motion by Macky McCleary

Second by Ben Smith

All in favor

RESOLVED, the AF Rhode Island Board of Directors has discussed and reviewed the performance of the AF Rhode Island Principals intending to return for the 2019-20 school year and the compensation packages as proposed by Achievement First, and hereby approves the renewal of the following principals, with final compensation packages to be incorporated in the FY20 Budget to be reviewed and approved in May 2019:

- Kevin Lohela, Principal, AF Illuminar Elementary School
- Aja Davis, Principal, AF Providence Elementary School
- Ashia Parks, Principal, AF Providence Middle School

Moved by Percy Ballah

Seconded by Ben Smith

All in favor

Sarah Blanton briefly previewed the following resolutions regarding LED lighting in the two school buildings.

WHEREAS, Achievement First Rhode Island, Inc. ("AFRI") currently leases that certain real property commonly known as 370 Hartford Avenue, Providence, Rhode Island (the "Hartford Ave Property");

WHEREAS, AFRI desires to improve energy efficiency and the cost of electricity at the Hartford Ave Property;

WHEREAS, AFRI has received a proposal from RISE Engineering. (the Contractor) and National Grid (the Utility) to improve energy efficiency and the cost of lighting at the Hartford Ave Property through an incentive program for thirty six thousand sixty-one dollars (\$36,061.00) and loan for one hundred eleven

thousand nine hundred thirty-nine dollars (\$111,939.00) at a zero (0%) percent interest rate, to be repaid in 60 monthly installments paid through the electric bill;

NOW THEREFORE, BE IT RESOLVED, that, AFRI is hereby authorized and directed to enter into a certain loan agreement (the "LED Loan Agreement") with the Utility for one hundred eleven thousand nine hundred thirty-nine dollars (\$111,939.00) per the Standard Agreement attached as Exhibit A;

BE IT FURTHER RESOLVED, that AFRI is hereby authorized and directed to execute and deliver any and all such documents as may be required by RISE engineering including, but not limited to, certain loan agreements substantially in the form attached hereto as Exhibit B, any and all such documents required to effectuate the foregoing;

BE IT FURTHER RESOLVED, that any officer of AFRI (each an "Authorized Person") be, and hereby is, jointly or severally, authorized and directed, at any time and from time to time, to do all such things and acts and to execute and deliver all such applications, documents and instruments in writing and to expend such fees for and on behalf of AFRI as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to execute and deliver any instruments and documents required in connection with the LED Loan Agreement, in the name and on behalf of AFRI, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of such applications, documents and instruments in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

Moved by Maryellen Butke

Seconded by James Wiley

All in favor

WHEREAS, Achievement First Rhode Island, Inc. ("AFRI") currently leases that certain real property commonly known as 85 Garfield Avenue, Cranston, Rhode Island (the "Garfield Property");

WHEREAS, AFRI desires to improve energy efficiency and the cost of electricity at the Garfield Property;

WHEREAS, AFRI has received a proposal from RISE Engineering. (the Contractor) and National Grid (the Utility) to improve energy efficiency and the cost of lighting at the Garfield Property through an incentive program for twenty seven thousand one hundred thirty-two dollars (\$27,132.00) and loan for eleven thousand two hundred eight dollars (\$11,208.00) at a zero (0%) percent interest rate, to be repaid in 36 monthly installments paid through the electric bill;

NOW THEREFORE, BE IT RESOLVED, that, AFRI is hereby authorized and directed to enter into a certain

loan agreement (the "LED Loan Agreement") with the Utility for eleven thousand two hundred eight dollars (\$11,208.00) per the Standard Agreement attached as Exhibit C;

BE IT FURTHER RESOLVED, that AFRI is hereby authorized and directed to execute and deliver any and all such documents as may be required by RISE engineering including, but not limited to, certain loan agreements substantially in the form attached hereto as Exhibit D, any and all such documents required to effectuate the foregoing;

BE IT FURTHER RESOLVED, that any officer of AFRI (each an "Authorized Person") be, and hereby is, jointly or severally, authorized and directed, at any time and from time to time, to do all such things and acts and to execute and deliver all such applications, documents and instruments in writing and to expend such fees for and on behalf of AFRI as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to execute and deliver any instruments and documents required in connection with the LED Loan Agreement, in the name and on behalf of AFRI, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of such applications, documents and instruments in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

Moved by Maryellen Butke
Seconded by James Wiley
All in favor

D. Treasurer Report

Ben Smith gave the treasurer report noting surpluses. James wiley inquired about two to four year financial projections.

RESOLVED, the AF Rhode Island Board of Directors hereby approves the financial report as presented in Exhibit E.

Moved by James Wiley
Seconded by Maryellen Butke
All in favor

A motion was made by Ben Smith and seconded by Maryellen Butke to approve the resolution attached as the final page of these minutes. The resolution was unanimously approved.

E. External Relations Update

Elizabeth Winangun shared the extremely high number of applications for open seats in the lottery.

V. Adjourn

The meeting was adjourned at 7:08 pm by Brian Gallogly.

Motion by Maryellen Butke

Seconded by Ben Smith

All in favor

RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on _____ (date) by _____ (initials) This resolution is superseded by resolution dated _____ .

Comments: