

**AF Rhode Island
Board of Directors**
Zoom Meeting
Monday, February 7, 2022
5:30 p.m.

I. Call to Order

The meeting was unofficially to order at 5:31 pm by Mayor Jorge Elorza. The following board members, constituting a quorum, AF Rhode Island and Achievement First staff were in attendance:

Jorge Elorza - Yes

Macky McCleary - Yes

Reshma Singh - Yes

John Igliazzi - No

Maryellen Butke - Yes

James Wiley - Yes

Charles Lombardi – No

Natasha Tamba-Yes

Achievement First Staff: Jillian Fain, Cassidy McKee, Ketki Harale, Neil Shah, Kevin Lohela, Beth Cocuzza,

II. Public Comment

There was no public Comment

III. Approve Minutes

RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the meeting minutes from December 6, 2021 and January 18, 2022.

Motion by Macky McCleary

Second by Reshma Singh

All in Favor

III. Reports and Business

A. Board Chair Report

Mayor Elorza: We have prospect for the Board who is here today. We are looking to have Natasha join the board. Does anyone want to talk about how the governance of this works and how she was nominated as a member.

Jillian Fain: Natasha is one of our parent members. She has been a long-time parent of an Achievement First Scholar. Natasha is here to replace our other parent board representative. I personally have just met Natasha, so welcome.

Natasha: I am a parent of two students at achievement first one is in 3rd and one is in 7th grade. She lives in North Providence. Kevin says he cannot believe that Caleb is in 7th grade. Reshma speaks to how important it is to have parent representation. Natasha believes she can have input as to what is happening and insight. Be part of the team to make things better for parents and students.

RESOLVED, the AF Rhode Island Board of Directors elects Ms. Natasha Tamba to serve as a Parent Representative with a one year term ending June 30, 2022.

Motion by Maryellen Butke

Second by James Wiley
All in Favor

Reshma is going to be stepping down. She has been on the board since the founding days. We are going to miss you and thank you for your contributions. We hope nothing but the best for you. We accept your resignation and wish you all the best. Reshma shares that she thanks everyone on the board they have been wonderful to work with. Bringing schools to Rhode Island is the most successful and meaningful contribution. She has no plans to live in Rhode Island so logistically it does not make sense to stay on the board. Always open to phone calls updates. Etc. Its been a real pleasure.

RESOLVED, the AF Rhode Island Board of Directors accepts the resignation of Ms. Reshma Singh, and does, pursuant to the bylaws of AF Rhode Island, effective February 7, 2022, set the number of members of the Board of Directors at seven (7).

Motion by Maryellen Butke
Second by James Wiley
All in Favor

Reshma will join for the rest of the meeting, and not sure if she should be voting. It will be effective at the end of the meeting.

Board Member Recruitment. It was something that we want be thoughtful of the members that we put on the board. We want to make sure that this group will nominate and vet the people for the board. Our development team is thinking about our expansion in the development world, the university world, and someone form the medical world. Obviously leaving this up to the nominating committee. Macky as well as Maryellen would like to be part of the committee to nominate.

Two members that are not present are President Iglizzi and Mayor Lombardi. Mayor Lombardi is on Excel Academy but has never attended. Maybe he does not know that he can assign a designee. It is odd that he is still on the board.

EXECUTIVE SESSION

Motion to go into executive session
Motion by Maryellen Butke
Second by James Wiley

Treasurers Report

Neil shared his screen. These are financial statements presented to James about a week ago (Nov. 30) statements. Balance Sheet difference in cash (from spending down)
P&L Consolidated for all 7 schools (added ESSER Funding) No change to philanthropy.
Savings are related to salary changes and staffing issues
Enrollment is Flat (Down in staffing)
ESSER looking at changes that occurred both Esser II and Esser III budget. Focus needs to be put on staffing side. Programmatic decrease
Added a \$2,000 staff bonus to all staff (no stipulations) just a thank you for sticking with us. Reallocated this money to work on retention factor. Plan is to spend of operations but also get back to

programmatic investments. James will add that the Faculty and Staff retention and recruitment is an issue and we need to have more of a concerned effort around that.

RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the financial report as presented.

Motion by James Wiley

Second by Macky McCleary

All in Favor

Fiscal Year 2021 Audited Statements. Conducted by outside firm. They reviewed this with James back in December but now for approval.

Asset part of `balance sheet (went up)

Overall decrease for liabilities

Total Net Assets from 5.7 increase (has to do with PPP loan forgiveness) Count as part of revenue in 2021. As we are growing as an organization our revenue is growing as well as expenses. These are the footnotes- but happy to go into detail. At the end you will see schedule of findings. None. A very clean audit in a strong financial year. Mayor Elorza thanks Neil for hitting all the high points.

RESOLVED, the AF Rhode Island Board of Directors hereby accepts the report of the independent auditors CohnReznick prepared in relation to the fiscal year ending 6/30/21.

Motion by Macky McCleary

Second by Maryellen Butke

All in Favor

Procurement Policy: This is a policy that is already in effect at AFRI. Made some additions to language in there. Summary at the top to show changes. Clear language around gifts for students, teachers. Methods for putting together how we collect dollars. Credit Card policy (if taken away must go through a course to get it back) Other than that it is pretty much the same as the past. Mayor asks about what types of charges there are for parents. (Mainly just uniforms for students, we are tuition free) Changes are not made to any policies just more clear language and specifics (i.e. no alcohol, etc) In Connecticut there is one more line about treasurer reviewing Credit Card statements

RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the updated Procurement Policy as presented.

Motion by Macky McCleary

Second by James Wiley

All in Favor

Development Report:

Ken wants to report that things are going quite well. In addition to operating gap, able to get some capital funds to do some work at Hartford Ave. Able to replace boiler and other work. Looking for matching gift. Things are on track and its important to get 100% participation by board members.

Naming of Garfield Ave: There has been a request having to do with work being done at AF Illuminar. Perimeters of the sale has to do with name recognition from the seller. It will be Elizabeth Ellis. This has

happened in New York and Connecticut. What we worked out with Mr. Smilo was to name the campus after him does not rename the school just a portion or citation or recognition of part of the building to the person. Cassidy states its requested to be the existing building. Cassidy states that we need to work out the language of the agreement and it is a contingency of closing for the agreement. The woman is worthy and this is common practice and welcome feedback. Macky mentions we talked about this last meeting. From a process point of view, there is no approval here. Jillian states we are naming a building not a school. Checking to see if there are any legal necessity of the board. This is will not anything affiliated with the school or school name. Cassidy mentions we are targeting a close before our next meeting. Mayor said we expressed much concern about this. We are purchasing property for higher than what it is worth. We believe we are paying fair market value and naming rights are something that should be purchased. What is the value? More information on why this makes sense for us.

Ketki said we can find more details on all fronts. I don't think we are giving away any naming rights. If we find that this esteemed person is no longer esteemed we can remove the name all together. At no point do we allow parties to make that decision for us. We are not giving away rights.

Mayor does not agree with this. There is a value to the person who would like their name on the building. These things come at a cost. What is the cost benefit? At some point its worth it to us.

In their mind it is valued at 16.7 Million but selling it to us for 16 Million.

All in favor

IV. Adjourn