Achievement First Rhode Island Board of Directors Meeting Minutes - DRAFT

Achievement First
Monday, November 2, 2026 at 5:30 to 7:00 PM EST
Providence High School, Room 135
Zoom: https://achievementfirst.zoom.us/j/86393944239

Attendees:

Members: Dr. Mary Ellen Butke (Vice Chair, presiding), Victor Cappellan, Janelle Clarke-Holley, Kevin Gallagher, Salvador Pellerano, James Wiley

Members present via Zoom: Mayor Brett P. Smiley

Absentees: Nicole Pollack

AF Staff: Katie Ballah, Chiv Heng, Mitchell Johnson, Lavinia Mackall, Lisa Margosian, Dr. Tom McDermott, Michael Rabin, Benjamin Shanbeck, Ary Subiadur, Nancy Wood, Jeffrey Wooten

I. Call to Order

Vice Chair Maryellen Butke called the Achievement First Rhode Island Board of Directors into session at 5:33 p.m. A quorum was present, and Mayor Brett P. Smiley was in attendance via Zoom.

II. Public Comment

No members of the public were present, and no public comment was offered.

III. Welcome and Agenda Overview

Dr. Butke welcomed all attendees and gave an overview of the agenda. New staff were introduced, including Nancy Wood, the new Senior Director of Major Gifts, Chiv Heng, Regional Director of School Operations, and Ary Subiadur, Regional Director of School Operations.

IV. Mission Moment

The Board heard from Katie Ballah, Managing Director, External Affairs, who shared a mission moment on the Anchor program, led by Laura Etkind, which supports students with significant communication needs through a suite of services rather than a separate placement. Students in

the program spend about 40% of their time in less restrictive settings, such as general education art classes and recess with peers, and no students in the program have been outplaced.

V. Financial Update

Board treasurer James Wiley and Benjamin Shanbeck, Chief Financial Officer, presented the financial update. The Board discussed a resolution to increase the management fee AFRI pays to Achievement First. Mr. Shanbeck reviewed the updated fiscal policies and procedures manual and the preliminary fiscal year 2026 results.. Final results will be reviewed with the Finance Committee and the auditors later this month. The board requested that a future meeting include discussion of the impact of the newly proposed funding formula.

VI. Board Leadership Transition

Mayor Brett P. Smiley thanked Maryellen Butke for her leadership and announced his decision to step down as Board Chair. He explained that the mayoral academy law requires a mayor to chair the Board, and that he is stepping down to ensure continuity through the transition in his office. He nominated Mayor Charles Lombardi to serve as Chair and confirmed that Mayor Lombardi had agreed to serve, and he proposed that Maryellen Butke continue as Vice Chair. Mary Ellen Butke noted that the Board had consulted legal counsel and that state law and the Board's bylaws require a sitting mayor to serve as chair. Board members and staff thanked Mayor Smiley for his advocacy and support during his tenure.

VII. Board Business

Dr. Butke shared highlights from the most recent Governance Committee meeting, including board goals and board member cultivation.

Dr. Butke then presented the resolutions before the Board on the consent agenda.

Consent Agenda

1. BE IT RESOLVED, that the Achievement First Rhode Island Board of Directors hereby elects the following leadership slate for the 2026-2027 fiscal year:
    - Charles Lombardi, Chair
    - Maryellen Butke, Vice Chair
    - James Wiley, Treasurer
    - Victor Capellan, Secretary
2. WHEREAS, Article VII, Section 3(a) of the Bylaws of Achievement First Rhode Island, Inc. (the "Corporation") authorizes the Board of Directors to create committees for any purpose;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby establishes a Governance Committee to advise the Board on Board composition, Director recruitment and nomination, onboarding, review of the Bylaws and governance policies, and Board self-evaluation;

RESOLVED FURTHER, that the Board of Directors hereby establishes an Academic Committee to advise the Board on the academic performance and outcomes of the schools operated by the Corporation and on progress against the goals set forth in the Corporation's charter.

3. BE IT RESOLVED, that the Achievement FirstRhode Island Board of Directors hereby appoints the following committee members:
    - Governance Committee: Maryellen Butke (Chair), Kevin Gallagher
    - Finance Committee: James Wiley (Chair), Victor Capellan, Kevin Gallagher
    - Academic Committee: Janelle Clarke-Holley (Chair), James Wiley
    - Facilities & Real Estate Committee: Nicole Pollock (Chair), Victor Capellan, Sal Pellerano

4. BE IT RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the meeting minutes from October 13, 2026.
5. BE IT RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the "Remote Learning Plan" for the 2026-2027 school year.
6. BE IT RESOLVED, the Achievement First Rhode Island Board of Directors hereby approves the updated accounting policies and procedures manual (APPM) titled "Achievement First Charter Schools Fiscal Policies" dated September 2026.

ACTION: Dr. Butke called for a motion to approve the consent agenda. The motion was made by Mayor Brett P. Smiley and seconded by Kevin Gallagher. No objections or abstentions were noted. The resolution passed.

Dr. Butke presented the resolution before the board approving the management fee increase as discussed by the board during the finance update.

Resolution Approving Management Fee Increase

WHEREAS, the Achievement First Rhode Island Board of Directors ("AFRI" or "the Board") is committed to ensuring the continued financial stability and operational effectiveness of the school; and

WHEREAS, the Board has reviewed the current service fee structure set in the Academic and Business Services Agreement ("the Agreement") and determined that an adjustment is necessary to reflect increased administrative costs, inflationary pressures, and the need for enhanced services; and

WHEREAS, the Board recognizes that the proposed adjustment to the service fee will support the school's ability to provide high-quality education and maintain compliance with all regulatory requirements; and

WHEREAS, Achievement First Inc. currently charges a 12% service fee in public revenue excluding Housing Aid;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of AFRI hereby approves an increase in the service fee from 12% in public revenue excluding Housing Aid to 13%, effective July 1 on the fiscal year subsequent to (a) AFRI achieving an enrollment of 3,800, and (b) three successive years of 3% increase to the per pupil rate in Rhode Island; and

BE IT FURTHER RESOLVED that when the service fee is increased to 13%, the service fee will further increase by an additional 1% to 14%, effective July 1 of the subsequent fiscal year, and increase by another 1% to 15%, effective July 1 of the following fiscal year; and

BE IT FURTHER RESOLVED that if an enrollment of 3,800 is achieved and the revenue growth target is not met, the Board will reexamine what service fee increase, if any, may be appropriate; and

BE IT FURTHER RESOLVED that the Board authorizes and directs the Treasurer to sign an amendment to the Agreement in accordance with this resolution; and

BE IT FURTHER RESOLVED that Achievement First may take all necessary steps to implement the fee adjustment, including notifying relevant stakeholders and updating contractual agreements as needed.

ACTION: Upon a motion duly made by James Wiley and seconded by Janelle Clarke-Holley , the Board approved the resolution. . No objections or abstentions were noted.

Dr. Butke then presented the resolution to amend the bylaws granting the Vice Chair standing authority to execute documents on behalf of the corporation.

Amendment to the Bylaws: Vice Chair Signing Authority

WHEREAS, Article VIII, Section 1(b) of the Bylaws of Achievement First Rhode Island, Inc. (the "Corporation") currently provides that the Vice Chair exercises the powers of the Chair only when the Chair is absent or disabled;

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation for the Vice Chair to hold standing authority to execute documents on

behalf of the Corporation on the same terms as the Chair, so that the Corporation's business is not delayed when the Chair is unavailable;

WHEREAS, Article XIV, Section 2 of the Bylaws permits the Bylaws to be amended by the affirmative vote of the Chair and a majority of the Directors present and voting at a meeting at which a quorum is present, provided that notice of the proposed amendment was included in the agenda for the meeting; and

WHEREAS, notice of this proposed amendment was included in the agenda for this meeting;

NOW, THEREFORE, BE IT RESOLVED, that Article VIII, Section 1(b) of the Bylaws is hereby amended and restated in its entirety to read as follows:

> (b) Vice Chair. The Vice Chair shall be a Director. If the Chair is absent or disabled, or fails or refuses to act, the Vice Chair shall perform all of the Chair's duties and, when so acting, shall have all of the Chair's powers and be subject to the same restrictions. In addition, and without regard to whether the Chair is absent or disabled, the Vice Chair shall have authority, concurrent with and independent of the Chair, to execute and deliver contracts, deeds, agreements, certificates, and other instruments and documents in the name of and on behalf of the Corporation that have been authorized by the Board and are within the ordinary course of the Corporation's business. The exercise of such authority shall not require the consent, approval, or prior refusal of the Chair. Any such instrument or document executed by the Vice Chair shall be as valid and binding on the Corporation as if executed by the Chair, and any person may rely conclusively on the Vice Chair's execution without further inquiry.

RESOLVED FURTHER, that this amendment shall take effect immediately upon its adoption;

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take all actions reasonably necessary to carry out the intent of these resolutions.

ACTION: Dr. Butke called for a motion to approve the amendment. The motion was made by James Wiley and seconded by Victor Cappellan. The Chair was present and voted in the affirmative, no objections or abstentions were noted. The amendment passed.

Mayor Smiley left the meeting at 6:03 p.m. A quorum was still present.

VIII. **Academic Update**

The board received an Academic update from Regional Superintendent Kevin Lohela and Executive Director Tom McDermott on student performance trends in English Language Arts (ELA) and math relative to the state. Lavinia Mackall, Chief of Academic Programs, presented this year's academic priorities and the school design initiative, which will codify and scale effective existing practices across the network. The design works backward from a high school graduate profile. Implementation begins in elementary schools by May 2027, with changes to classroom routines and reading time, and will expand to middle and high schools over time. The board asked questions of staff and discussed the plan. No action was taken.

IX. **Talent Strategy**

Jeffrey Wooten, Chief People Officer, presented to the board a multi-year talent strategy plan focused on sourcing, developing, and retaining teachers. The board discussed the plan including support and timeline. The Board did not take action.

X. **Executive Session**

Maryellen Butke stated that the Board would go into executive session for approximately ten minutes to discuss a real estate update, pursuant to R.I. Gen. Laws § 42-46-5(a)(5).. Upon a motion duly made by Sal Pellerano and seconded by James Wiley, the Board approved the motion by roll call vote and entered executive session. Roll call: Victor Capellan, yes; Janelle Clarke-Holley, yes; Kevin Gallagher, yes; Salvador Pellerano, yes; James Wiley, yes.

The Board entered executive session at 6:50 p.m. and returned to open session at 6:58 p.m.

No action was taken during the executive session.

XI. **Adjourn**

There being no further business, Dr. Butke asked for a motion to adjourn the meeting. Upon a motion duly made by James Wiley and seconded by Victor Cappellan, the Board approved the motion, and the meeting adjourned at 7:00 p.m.

Draft reviewed by MDG