

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF EWING MARION KAUFFMAN SCHOOL, INC

May 11, 2022

A regular meeting of the Board of Directors of Ewing Marion Kauffman School, Inc., a Missouri nonprofit corporation exempt from federal taxation under Internal Revenue Code § 501(c)(3), was held at its headquarters in Kansas City, Missouri on May 11, 2022, pursuant to public notice provided at least 24 hours in advance. The meeting was held using audio-video technology with a link provided in the notice and with opportunities for all to hear and be heard and see and be seen.

Participating via Zoom technology such that all could hear and be heard and had the option of seeing and being seen were Tracy McFerrin, Chair, and Maurice Watson.

Also participating from the School such that all could hear and be heard and have the option of seeing and being seen were Juan Rangel, and Kristin Bechard. Corey Scholes arrived shortly after the meeting began, as indicated below. Also present was Tim Racer, Deputy General Counsel from the Ewing Marion Kauffman Foundation who served as secretary for the meeting, Katie Pasniewski, Chief Operations Officer, and Cat Cain, Chief of Staff, for the school. Jerrad Jones, Director of Finance, attended the meeting via phone.

No one from the community was present at the start of the meeting.

Ms. McFerrin chaired the meeting and Mr. Racer served as recording secretary. Ms. McFerrin called the meeting to order at 8:32 am, welcomed those in attendance, previewed the agenda, and expressed her appreciation for all who were attending.

Ms. McFerrin then introduced the minutes from the April 13, 2022, school board meeting. After discussion and motion duly made (Watson) and seconded (Rangel), the board unanimously approved minutes from the meetings of April 13, 2022.

Ms. Cain made an announcement of two upcoming events, including senior signing day and graduation and noted that all board members are invited. Ms. Cain then left the meeting at 8:35 am.

Budget Discussion

Ms. McFerrin then introduced Mr. Jones to discuss the budget proposal that was included with the agenda distributed prior to the meeting. Ms. Scholes arrived for the meeting at 8:36 am, just as Mr. Jones began his presentation. The budget proposal began on page 7 of the agenda. Mr. Jones reviewed the revenue categories outlined and then provided detail about the components for some of the expense line items included in the budget proposal. It was noted that the Finance Committee had voted to recommend the full board adopt the proposed budget. After the board members were offered a chance to ask questions of Mr. Jones, it was moved (Watson) and seconded (Scholes) that the budget be approved as proposed. After a further opportunity for discussion, the motion was approved unanimously.

Ms. McFerrin then noted that the budget proposal lists a number of specific vendors that the school would like to retain for the upcoming school year. The vendors were listed on page

14 of the agenda distributed prior to the meeting. It was moved (Bechard) and seconded (Rangel) that the board approve retaining the vendors listed on page 14 of the agenda for up to the amounts listed on page 14. After an opportunity for discussion, the motion was approved unanimously.

Ms. McFerrin then expressed gratitude to Mr. Jones and Ms. Pasniewski for their work on putting together the budget proposal.

Mr. Jones then delivered the Treasurer's report by reviewing the information distributed with the board meeting agenda distributed prior to the meeting. The Treasurer's report began on page 16 of the agenda. The board was offered to ask Mr. Jones questions regarding the information contained in the report. It was then moved (Watson) and seconded (Rangel) that the Treasurer's report be approved. The motion passed unanimously.

Reserve Planning

Mr. Jones then discussed the school's need to address some specific capital and programming needs. He reviewed the budget line items that were included on page 26 of the agenda distributed prior to the board meeting. Ms. Bechard noted that the finance committee had reviewed this information and recommends to the full board that the board approve the designation of funds from the school's reserve fund to be applied to these specific purposes. Ms. Bechard also noted that a resolution had been distributed to the Board on page 34 of the agenda to prepare the board for discussion on this topic. Ms. Bechard noted that an updated version of the resolution that the Finance Committee would like for the board to approve was distributed just prior to the meeting this morning, the primary difference being that the updated version of the resolution clarifies that this action would be only a designation of the funds and that management would need to obtain the board's approval before actually spending any of the designated funds for the purposes identified. It was noted that the Finance Committee had voted to recommend the full board approve the requested designation funds with the expectation that the school would seek approval for specific expenditures at a later date. After an opportunity for discussion, it was then moved (Bechard) and seconded (Scholes) that the resolution that appears on Exhibit A to these minutes be approved. The motion was approved unanimously.

Mr. Jones then left the meeting at 9:05 am.

Bylaw Amendment

Ms. McFerrin then noted that the Governance Committee had discussed a proposal to extend Class A Board Member (board elected members) terms from three years to four years in length. Ms. McFerrin noted that the proposed resolution to enact the Bylaw changes was included on page 34 of the Board agenda distributed prior to the meeting and discussed the rationale for this extension. It was noted that the Governance Committee had voted to recommend the full board adopt the proposed Bylaw changes. The board was invited to discuss this topic. It was then moved (Watson) and seconded (Rangel) that the Bylaw resolution to change the Bylaws as reflected on Exhibit B to these minutes be approved. After an opportunity for discussion, the motion was approved unanimously.

Election of Directors

Ms. McFerrin then discussed that the Governance Committee was also recommending the addition of two new board members, Brett Hembree and Jerry Williams, as new directors

whose terms would begin on June 15th, 2022. It was noted that the Governance Committee had voted to recommend the full board that Mr. Hembree and Mr. Williams be elected to the board. It was then moved (Watson) and seconded (Scholes) that Mr. Hembree and Mr. Williams be elected as directors. After an opportunity for discussion, the motion was approved unanimously.

Ms. McFerrin then suggested that Mr. Hembree be appointed to the Governance Committee and Mr. Williams to the Finance Committee. It was then moved (Scholes) and seconded (Rangel) that these Committee assignments be approved by the board. After an opportunity for discussion, the motion was approved unanimously.

Ms. McFerrin noted that she would be the chair of the CEO compensation committee. No objection was lodged, and no vote was taken on this matter.

School Calendar

Ms. Pasniewski introduced was then introduced to discuss a proposed change to the School Calendar for the remaining term of the current school year. The changes were summarized on page 28 of the agenda distributed to the board prior to the meeting. It was noted that the Governance Committee had voted to recommend the full board adopt the changes to the calendar. After an opportunity for discussion, it was moved (Rangel) and seconded (Watson) that the proposed calendar changes be approved. The motion was approved unanimously.

Board Policy 6420

Ms. Pasniewski then reviewed proposed changes to the Board Policy 6420 Regarding Test Security and Administration. The proposed new policy was distributed School Policy on Test Admission and Security. A summary of the changes to the policy were outlined on page 28 of the agenda distributed prior to the meeting and the full updated text was included beginning on page 29 of the agenda. It was noted that the Governance Committee had voted to recommend the full board adopt the proposed new policy 6420. After an opportunity for discussion, it was moved (Watson) and seconded (Scholes) that the board adopt the proposed Board Policy 6420. The motion passed unanimously.

Community Forum

Ms. McFerrin then noted that there were no members of the community present and so no community forum would be held. This concluded the public portion of the board meeting.

Closed Session

Ms. McFerrin noted that a Closed Session was needed and it was moved (Watson) and seconded (Rangel) that the board enter into closed session to discuss a personnel matter. A roll call vote was recorded regarding this motion with board members voting as follows: McFerrin (yes), Rangel (yes), Scholes (yes), Bechard (yes), Watson (yes). The board then entered into closed session.

The board then discussed personnel matters involving the Executive Director including the board's annual review of the Executive Director and approval of a proposed bonus, the need to adhere to a more regular review schedule for the Executive Director's bonus and performance plan, establishment of a travel budget and the propriety of the board regularly reviewing succession planning.

A roll call vote we recorded regarding this motion with board members voting as follows: McFerrin (yes), Rangel (yes), Scholes (yes), Bechard (yes), Watson (yes). The board then exited closed session.

Adjournment

There being no further business to conduct, the meeting was adjourned at 9:38 am.

Exhibit A- Resolution Regarding Designation of Reserve Funds

Reserve Planning - May 2022

Identified Facility /Other Capital Needs	Current Estimated Cost	Inflation Impact	Timeframe
Roof Replacement	\$ 1,282,600	\$ 1,603,250	3 to 10 years
HVAC System Upgrades	\$ 310,000	\$ 387,500	3 to 10 years
IT infrastructure Upgrade/Replacement	\$ 425,000	\$ 531,250	3 to 10 years
Parking Lot Asphalt Resurface	\$ 175,000	\$ 218,750	3 to 10 years
Maintenance Lot Drain and Parking Area	\$ 185,000	\$ 231,250	2 to 5 years
Total	\$ 2,377,600	\$ 2,972,000	
Prospective Strategic Planning Initiatives	Current Estimated Cost	Inflation Impact	Timeframe
Curriculum	\$ 250,000	\$ 250,000	1 to 5 years
Social Emotional Learning	\$ 500,000	\$ 500,000	1 to 5 years
Student Culture	\$ 250,000	\$ 250,000	1 to 5 years
Talent	\$ 750,000	\$ 750,000	1 to 5 years
Enrollment	\$ 250,000	\$ 250,000	1 to 5 years
Total	\$ 2,000,000	\$ 2,000,000	

Exhibit B- Bylaw Change

b. *Classes and Term of Office.* The Board shall be divided into two classes with terms of services as follows:

(1) Board Elected Directors: Directors elected by the Board (the “Board Elected Directors”) shall be Class A Directors. Class A Directors shall —serve for a term of ~~four~~ ~~three~~ years with the term ending at the annual meeting closest to the date on which his/her ~~three~~ ~~four~~ year term expires. Class A Directors shall be further sub-divided into one of ~~three~~ ~~four~~ classes with staggered term end dates such that no more than three (3) Board Elected Directors have co-terminous end dates for their terms. In any event, each Board Elected Director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, adjudicated incapacity, resignation, or removal. Board Elected Directors may serve no more than two consecutive full, ~~three~~ ~~four~~-year terms. Board Elected Directors shall be eligible for additional terms after an absence from the Board for at least one full, fiscal year.

For good cause, the Board may, by majority vote, extend a Class A Director’s final term for a maximum of twelve (12) months in order to enable an orderly transition to a succeeding Class A Director that may not be positioned to begin serving by the expiration of a Class A Director’s final term. A Class A Director’s extended term shall expire at such time as his or her successor begins service.