

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

January 15th, 2025

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 January 15th, 2025, and by Zoom such that all could hear and be heard and see and be seen, pursuant to public notice provided at least 24 hours in advance, including confirmation that the accurate Zoom link was part of the public notice.

The following directors participated in person: Jerry Williams, chair, Brett Hembree, and Kate Ditta. Kelley Barnes, Vickie Harris and Juan Rangel attended via Zoom. Hannah Lofthus, CEO of the School and Kristin Bechard, Treasurer for the School also attended the meeting in person.

Also participating in person at the outset of the meeting was Tim Racer, Deputy General Counsel. Katie Pasniewski, COO of the School, and Mat Overbaugh, School Finance Director, joined the meeting in progress as noted below.

No community members were present during the meeting.

Mr. Williams chaired the meeting. Mr. Racer served as secretary. Mr. Williams called the meeting to order at 8:33 am, welcomed those in attendance, and previewed the agenda.

Election of New Board Member

Mr. Williams noted that the search process for a new Treasurer identified Kate Ditta as the final candidate. Mr. Williams offered board member the opportunity to ask questions of Ms. Ditta. It was then moved (Hembree) and seconded (Rangel) that Kate Ditta be elected to the School's Board and also be elected to the office of School Treasurer. After an opportunity for discussion, the motion passed unanimously.

Approval of Prior Minutes

The minutes of the board's prior meeting on November 13th, 2025, were presented for approval. The minutes were included with the agenda distributed prior to the meeting beginning on page 3. After discussion and upon motion duly made (Hembree) and seconded (Rangel), the board unanimously approved the minutes from November 13th, 2025, meeting.

Leadership Discussion

Ms. Lofthus then delivered a Leadership Report and started by discussing the School's status as an AP Honor Roll School because 98% of School students took at least one AP class and 42% scored 3 or higher (which is well above the national average) 40% of the School's senior class took at least 5 AP exams. The School is the only school in the metro area that earned AP Honor Roll status.

Ms. Lofthus then highlighted the college graduation of a number of School graduates from the class of 2020.

At 8:40 am, a technical issue caused the slides on the Zoom video to be paused for a brief moment, but all were still able to hear and be heard. The video was reinstated by 8:45 am. Ms. Harris exited the zoom at 8:41 and re-entered the meeting at 8:44 am.

Ms. Lofthus then highlighted two community events that the School's Kauffman Cares club (which has participants from both staff and students) including a Thanksgiving feast for staff, families and students and a Holiday Fest that gave food, books, presents, cookies and crafts to more than 35 families.

Board Meeting Cadence

Ms. Lofthus then proposed moving from 12 board meetings to 6 meetings per year within the school's annual business calendar. The Board discussed the implications of reducing the number of board meetings and reached a consensus that this changed approach was acceptable. So the future board meeting cadence will be adjusted to 6 meetings per year. The next two meetings will be on March 12th, 2025, and May 14th, 2025. Management and the Board reserve the right to call special meetings as necessary in between regularly scheduled meetings.

There was no board action required as a result of this discussion.

Consent Agenda Discussion

Ms. Lofthus then led a discussion with the board about utilizing a consent agenda to manage routine approvals for governance items moving forward. The consent agenda would be utilized to make the approval of minutes and items approved by a committee that said committee does not fee requires full board discussion. The agenda will enable the board to vote on multiple routine items all at once rather than taking separate votes for each item. At each meeting, the board could elect to remove items from the consent agenda if a board member feels more in depth discussion about the matter should occur.

Beginning at the next board meeting, management will use the consent agenda for approvals of minutes and items approved via committee discussion.

There was no board action required as a result of this discussion.

Ms. Pasniewski and Mr. Overbaugh joined the meeting at 9:10 am.

Treasurer's Report

Ms. Pasniewski then introduced the Treasurer's Report that was included on pages 21-43 of the agenda distributed to all committee members prior to the meeting. Board members were offered the opportunity to specifically review and ask questions about the check registers for October and November of 2024, which appeared on pages 34-43 of the agenda.

It was then motioned (Hembree) and seconded (Rangel) that the board approve the Treasurer's Report including the October and November 2024 check registers. After an opportunity for discussion, the motion passed unanimously.

Governance Items

Ms. Pasniewski then presented two governance items for consideration by the board.

Co-Ed Wrestling Cooperative with University Academy

Ms. Pasniewski then noted that there was demand for a School wrestling program. Therefore, Management requested that the Board authorize the School to expand its athletic co-operative programming with University Academy to include Co-ed Wrestling. Ms. Pasniewski noted that the addition of this program will increase the School's athletics budget by an amount that is less than \$10,000 per year.

It was then motioned (Hembree) and seconded (Ditta) that the board authorize the School to expand its Co-Operative athletics program with University to include Co-Ed Wrestling beginning in the 2025-2026 school year. After an opportunity for discussion, the motion passed unanimously.

Acknowledgment of MCPSC Charter Revocation Policy & Procedures

Ms. Pasniewski then noted that the School's charter sponsor, the Missouri Charter Public School Commission (MCPSC) requires the board of each of its sponsored schools to annually acknowledge the procedures and policy that govern the revocation of a school's charter and such a school's wind down activities. The Policy and Procedures were outlined in the document on pages 83-85 of the agenda distributed to all board members prior to the meeting.

It was then motioned (Hembree) and seconded (Harris) that the board acknowledge the requirements and expectations set forth in the MCPSC revocation policy and procedures. After an opportunity for discussion, the motion passed unanimously.

Field Resurfacing Proposal

Ms. Lofthus discussed a proposal for resurfacing the athletics field that was summarized in the document included in the agenda distributed to all board members prior to the meeting beginning on page 44. Management requested that the board authorize the use of up to \$1.2 million of capital reserves to resurface the school's athletics field so that the track and field team would no longer have to use other school facilities and to enable the school to continue hosting Middle School Metro League soccer games in the fall and spring. If approved, the School would utilize Mid-America Sports Construction out of Lee's Summit, MO, as the vendor for the project. Mid-America was selected through a bid process. Details of the project were outlined in the agenda.

The Governance Committee had discussed and approved this proposal and so Mr. Williams then called for a vote on the committee's recommendation to authorize the expenditure of up to \$1.2 million to resurface the School's athletics field and to retain Mid-America Sports Construction as the vendor for the project. After an opportunity for discussion, the motion passed unanimously.

Transportation/Bussing Insourcing Proposal

Ms. Lofthus discussed a proposal for the School to insource Transportation for its students beginning with the 2025-2026 school year. The proposal was summarized in the document beginning on page 54 of the agenda distributed to all board members prior to the meeting. Management requested that the board authorize the expenditure of \$2.4 in capital to purchase 16 busses and authorize the hiring of staffing to schedule, operate and maintain those busses.

In addition to operating its own busses, the School would be contracted to provide University Academy with bussing services to help reduce transportation net costs.

It was then motioned (Harris) and seconded (Barnes) that the board authorize the School to begin providing its own transportation services, including the expenditure of up to \$2.4 million to purchase up to 16 busses, and that the School be further authorized to retain those employees and contractors necessary to operate the transportation program. The School is further authorized to enter into agreements to provide transportation services to University Academy utilizing the busses and staff authorized above. As part of its approval, the Board directs management to present a plan to address the mitigation of potential additional liabilities associated with the insourcing of transportation services at a future governance committee meeting. After an opportunity for discussion, the motion passed unanimously.

Recognition of Kristin Bechard

The Board then recognized Ms. Bechard for serving as a board member and School Treasurer since 2012 and her role in founding the Kauffman School. The board acknowledged that her final board meeting as Treasurer is today and presented her with a gift and plaque in recognition of her service to the School.

Community Forum

There was no one from the community present and so no community forum was held.

Closed Session

There was no need for a Closed Session and so the Board did not vote to enter into Closed Session.

Adjournment

There being no further business, the meeting adjourned at 10:05 am.

Tim Racer, Recording Secretary for Meeting