



**Regular Meeting of the
Board of Directors of Citizens of the World Kansas City**

Zoom Link: <https://us02web.zoom.us/j/94869885164>
Passcode: 189708

Join by Phone:
(301) 715-8592 | Meeting ID: 948 6988 5164
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Date: Thursday, April 21st, 6:00pm

Proposed Minutes

1. Call to Order

Mr. MacDonald called the meeting to order at 6:05 p.m.

Mr. MacDonald welcomed the members of the public in attendance and gave an overview of the meeting order.

2. Roll Call by Board Chair

Mr. MacDonald called roll as follows:

Present:

Dr. Sarah Hicks
Mr. Jim MacDonald
Mr. Luke Norris
Mr. Jeff Phillips
Ms. Selina Rios

Absent:

Ms. Brandi Finocchiaro
Mr. Emanuel McCrainey

Mr. MacDonald determined that with 5 of 7 Board Members present, a quorum is established for purposes of holding the meeting and voting.

3. Review & Consideration of Proposed Agenda

The Board did not have any comments regarding the proposed agenda.

Mr. Phillips moved to approve the agenda as modified and Dr. Hicks provided a second to the motion. The motion was unanimously approved with none abstaining.

4. Public Comments

Mr. MacDonald introduced himself, thanked the public on the call, and provided an overview of the public comment process and guidelines. Mr. MacDonald then invited public comment.

Ms. Ruth (CWCKC Staff Member & Parent) provided feedback regarding in-person Board meetings and encouraged meetings to still be held with a virtual component.

5. Consent Agenda

- a. Review & Consideration of minutes from the March 10th, 2022 regular meeting of the Board
- b. School Dashboard
- c. Strategic Plan Dashboard
- d. Board & Committee Calendar

Mr. MacDonald presented the Consent Agenda and asked the Board if any member wanted to remove an item off of the Consent Agenda in order to further discuss and/or solely vote on that item; no member did.

Mr. Norris moved to approve the Consent Agenda as proposed and Mr. Phillips provided a second. The motion was unanimously approved with none abstaining.

6. Monthly Finance Report (Mr. Jeff Phillips)

a. Finance Committee Report

Mr. Phillips reported the Balance Sheet shows \$650k in cash and all Accounts Payable is in order. The Income Statement shows year-to-date revenue is at \$4.9m against a budget of \$5.1m. The variance is driven by WADA (lower-than-projected enrollment and attendance), although he did note that the school's attendance rate has been improving throughout the spring. Year-to-date expenses are \$5.5m against a budget of \$5.1m, with the variance still mostly due to student expenses tied to ESSER funds and covid response. This results in a net income loss of (-\$566k) against a budget loss of (-\$54k), showing \$512k behind budget.

Looking ahead, Mr. Phillips shared that the school is forecasting total revenue as \$7.1m against a \$6.8m budget. DESE did approve a modification to their emergency attendance rule that now allows charters, like Citizens, to use the WADA level from FY21; that is a net positive impact for the budget and the revenue forecast reflects this as well as the expected ESSER-III payment. Donations are budgeted for \$840k and the school has received \$550k to date with another \$100k in route. That leaves a \$190k gap. There are 4-5 grants outstanding, one for 50% of that total, which means donations will probably finish \$70k-80k below budget.

Forecast expenses are \$7.5m against a \$6.8m budget. Dr. Miles and Mr. Brennan continue to manage expenses and the school is currently forecasting a (-\$470k) loss against a break-even budget. This has improved from a projected \$1m loss in January and a \$775k loss in February. While

not ideal to have a loss, Mr. Phillips stated that it is understandable to use reserves. Leadership will continue to push forward in closing that gap.

Lastly, Mr. Phillips reported that the lowest projected cash position looks to be in May at about \$650k. Mr. Brennan and EdOps continue to do a 6-week rolling cash projection and monitor that regularly. The school projects to have 36 days of cash on hand at end of year (9%). Mr. Phillips would like to see that level increase, but it is above the minimum requirement.

b. Review & Consideration of Monthly Financials (March 2022), including Check Register

Mr. Phipps reported that the Finance Committee did not denote anything on the Financials or Check Register out of the ordinary and recommended acceptance.

Mr. Phillips moved to approve the Finance Report and Check Register as proposed and Mr. MacDonald provided a second. The motion was unanimously approved with none abstaining.

c. Report on 2022-2023 Budget Planning

Mr. Phillips shared other discussions from the Finance Committee, including:

- The school's Line of Credit with Country Club Bank was paused; the Committee is providing the Bank with additional documentation.
- Facilities discussion (short- and long-term) and how the budget can support facility needs.

Additionally, the Finance Committee held a special meeting in response to the letter of concern from the Missouri Charter Public School Commission. The letter and resulting meeting specifically addressed:

- FY22 revenue misses, both enrollment and donations
- FY22 meal reimbursements
- Detailed understanding of FY22 year-end projections
- FY23 budget planning with much-reduced reliance on donations and conservative enrollment.

Mr. Phillips has a follow-up meeting scheduled with the Commission to hopefully remove the concern.

He also shared that the Finance Committee has been focused on FY23 budgeting and would like to further discuss in closed session because it details with specific positions and personnel. Broadly, the revenue appears locked in with a conservative enrollment projection and much-reduced philanthropic income. However, there is still work to do on the expense side; good headway has been made, but significant decisions are pending.

7. New Business

a. Reminder – Annual Personal Finance Disclosure, Missouri Ethics Commission.

Mr. MacDonald reminded the Board that the Annual Personal Finance Disclosure is due to the Missouri Ethics Commission by May 1st. Several Board members still need to submit their disclosure.

b. Discussion of In-Person Board Meetings beginning in May

Mr. MacDonald opened the floor for Board discussion about moving to in-person meetings in May.

Ms. Rios believed returning to in-person would be valuable and echoed the public comment given to still maintain a virtual aspect.

Mr. Norris agreed with the context that it is aligned with the school's strategic plan to increase accessibility and easy engagement for parents and staff.

Consensus was given to move back to in-person meetings, while still supporting a virtual component.

c. Review & Consideration of Correction to 2022-2023 Academic Calendar

Mr. Brennan stated that there was an error on the 2022-2023 academic calendars approved on March 10th, specifically MLK Day and President's Day. He presented a corrected version and noted there were no other substantive changes.

Dr. Hicks moved to modify/correct the 2022-2023 Academic Calendar as proposed and Mr. Phillips provided a second. The motion was unanimously approved with none abstaining.

d. Board of Directors Assessment (Mr. Kent Peterson)

Mr. Peterson presented the results of his Assessment, completed over the past few months and collected from surveys from Board, Executive Director, staff, and parents.

Mr. Peterson gave an overview of perceived Board strengths, specifically highlighting data familiarity and usage. On the flip side, also presented areas for improvement, including proactively and purposefully listening to school staff, educational experts, and current/prospective students and their families.

Mr. Peterson shared significant gains since the 2020 evaluation, including having an annual Board calendar and connecting with organizations in our community. On the flip side, also presented losses since 2020, including having a 3- to-5- year plan that assures the school will have resources available to meet the needs of students. Listening was another loss but noted that the time period covered the challenging covid time which did not promote engagement and communication.

Presented four Board attributes:

- Getting-to-the-Basics Board
- Compliance Board
- Learning Board
- Integrative Board

In 2020, all four attributes were yellow (on a green/yellow/red scale); this year, the assessment showed a significant decline to red in the "Learning Board" aspect.

He reflected that this shows the Board is using its significant strength with data on operational issues instead of governance and future-oriented planning.

Mr. Peterson's suggestion moving forward is that the Board focus its attention on addressing two areas for improvement:

- The Board has evidence that the level of resources committed to student learning and related programs is commensurate with our expectation to improve outcomes.
- The Board has a three to five-year plan that assures the school will have resources available to meet the needs of students.

He reiterated "resources must connect to student outcomes" and "your Executive Director must be operationally focused, so the Board doesn't have to be...the Board just needs to be sure that the operational focus is aligned to the Board's direction."

8. Board Committees

a. Diversity Committee

i. Board of Directors Membership

Mr. Meneses gave a review that his, Ms. Salcedo, and Dr. Hicks' terms all expired at the end of March.

Mr. Meneses was appointed in April 2016, serving the remainder of a term through March 2019. He then served a second full term through March 2022.

Ms. Salcedo was appointed in July 2017, serving the remainder of a term through March 2019. She then served a second full term through March 2022.

Mr. Meneses shared that Ms. Salcedo will term off the board due to other professional obligations and he also will term off the board due to other Board commitments. This will reduce the number of active Board members to seven, effective immediately.

Mr. MacDonald expressed deep appreciation and gratefulness to Mr. Meneses, as well as Ms. Salcedo, for their long service and commitment to the school. Dr. Vansaghi echoed Mr. MacDonald's appreciation.

Dr. Vansaghi also shared that Mr. Mccrainey has submitted his resignation, pending another Board member being appointed.

Mr. Meneses shared though, that Dr. Hicks is interested in and willing to commit to a full 3-year term, expiring 3/31/2025.

Mr. Meneses moved to renew a 3-year term for Dr. Hicks and Mr. Norris provided a second. The motion was unanimously approved with none abstaining.

ii. 2022-2023 Board Officer Elections

In accordance with prior Board discussion, Dr. Vansaghi shared the following planned officer movements:

- Mr. MacDonald from Chair to Immediate Past-Chair
- Ms. Finocchiaro from Chair-Elect to Chair
- Dr. Hicks from Secretary to Vice-Chair
- Mr. Phillips will continue as Treasurer
- Mr. Norris from Immediate Past Chair to Member

Mr. Norris clarified that the Board is not nominating a Chair-Elect because the intention is for Ms. Finocchiaro to serve multiple years and the Chair-Elect position is designed as a one-year runway to the Chair role.

Therefore, the Board officers are proposed as follows:

- Chair: Ms. Finocchiaro
- Chair-Elect: Unfilled
- Immediate Past Chair: Mr. MacDonald
- Vice Chair: Dr. Hicks
- Secretary: Vacant
- Treasurer: Mr. Phillips

Mr. Norris moved to appoint Board officers as presented, effective at the adjournment of this meeting. Ms. Rios provided a second. The motion was unanimously approved with none abstaining.

Dr. Vansaghi said that, in addition to a Secretary, the Board will still need to appoint/elect a Diversity Committee Chair. Since the Diversity Committee traditionally handles the recruiting of new Board members, which the Board is in need of a new class of, he is committed to helping with this process and asked the Board for nominees.

Dr. Hicks asked if she could nominate Ms. Rios to the newly-vacant Board Secretary role; Ms. Rios agreed to serve.

Dr. Hicks moved to appoint Ms. Rios as Board Secretary, effective at the adjournment of this meeting. Mr. MacDonald provided a second. The motion was unanimously approved with none abstaining.

Therefore, the Board officers will now be as follows:

- Chair: Ms. Finocchiaro
- Chair-Elect: Unfilled
- Immediate Past Chair: Mr. MacDonald
- Vice Chair: Dr. Hicks
- Secretary: Ms. Rios
- Treasurer: Mr. Phillips

iii. Board Candidate Presentation – Mr. Jon Hile, Director of Impact, Hall Family Foundation

Dr. Vansaghi reported that Mr. Hile's nomination has been paused for this month.

Mr. MacDonald reported that Mr. Hile is interested and willing to serve, but the timing needs to wait a month or so due to his professional commitments.

iv. Discussion of Board Candidate Pipeline

Mr. MacDonald reported there are other prospective Board members currently being vetted, including the school participating in the "charter school board draft" led by BlaqueKC.

Ms. Rios asked for an updated Board matrix; Dr. Vansaghi will provide. Additionally, Dr. Miles will send Mr. MacDonald information/resumés for the "board draft" candidates.

9. Executive Director's Report (Dr. Thomas Vansaghi)

Dr. Vansaghi stated that a full report is upcoming in May from Dr. Miles on the Special Education department.

a. Update on Executive Director Search Committee & Process

Dr. Vansaghi confirmed that the search firm has sent the search committee a memo outlining the upcoming end of the search process and candidate coalescing, which will be discussed in Closed Session.

b. Update on Middle School Facility Search & Process

Dr. Vansaghi reported that the Facility team has narrowed everything down and are in the final rounds of negotiating with MCC at their Broadway Plaza building. The Board needs to make decisions related to the budget. The team has done thorough due diligence, arrived at a good opportunity, and the Board needs to now decide the direction moving forward.

c. Student Recruitment Update

Dr. Vansaghi referenced the weekly enrollment report showing 417 students committed, with an additional 85 current students pending re-enrollment. The team is continuing to outreach to new students. The Finance Committee is basing the FY23 draft budget on 460 K-8 students. The school is aiming for conservative number, then exceeding it in order to grow the budget and reserves in a healthy way. He affirmed that with staff turnover – specifically on the recruiting team – efforts have been difficult. Ms. Phipps and Ms. Gravley are doing yeoman's work and leaning in as much as possible.

d. Annual Fundraising Plans, Read-A-Thon, and Event

Dr. Vansaghi reported that the team just concluded a very successful Read-A-Thon event by raising \$10k, of which \$8k was Citizens' cut. He reported that those funds pushed the school's annual fund individual donations to almost \$25k. Ms. Gravley is working with a parent group to plan a fund-raising event in May, so he is hoping to push that total even higher.

10. Closed Session

Pursuant to § 610.021(2), & (13) RSMo, the Board of Directors of CWC Kansas City will enter into closed session to discuss matters related to contracts, and personnel records.

Mr. MacDonald invited Dr. Vansaghi, Dr. Miles, and Mr. Brennan into Closed Session.

Dr. Hicks moved to go into Closed Session and Mr. Norris provided a second. A roll call vote was taken as follows:

Dr. Sarah Hicks	Aye
Mr. Jim MacDonald	Aye
Mr. Luke Norris	Aye
Mr. Jeff Phillips	Aye
Ms. Selina Rios	Aye

The motion was unanimously approved with none abstaining.

11. Return from Closed Session; report on any action taken as required.

Mr. MacDonald welcomed members of the public back into Open Session and reported that one action was taken that requires reporting:

Mr. Norris made the following motion:

Citizens of the World Kansas City will cease the national search for an Executive Director and name Dr. Danielle Miles as the Executive Director as of July 1, 2022.

Related, the leadership team will bring a proposed 2022-2023 Budget, revised Organizational Chart, and a communication plan to the Board Executive Committee meeting on May 12th, the Board Finance Committee on May 17th, and the Board of Directors meeting on May 19th, 2022 for review and approval.

Ms. Rios provided a second. A roll call vote was taken as follows:

Dr. Sarah Hicks	Aye
Mr. Luke Norris	Aye
Mr. Jeff Phillips	Aye
Ms. Selina Rios	Aye

12. Adjourn

Mr. Norris moved to adjourn and Ms. Rios provided a second. The motion was unanimously approved with none abstaining. The meeting was adjourned at 8:57 pm.