

Board Meeting April 2022

		Board Mee	NSAS CITY eting Agenda 8, 2022	
AGENDA ITEM	TIME	LEAD		ACTION REQUIRED
			PURPOSE	PREWORK
Welcome & Call to Order	5:30	K. Smith		Sign in to <u>Zoom</u> if accessing remotely
1. Public Comment (Please sign-in)	5:30-5:40			
2. Consent Agenda (Batch Vote) Minutes 2/28/22 February 2022 Check Register February 2022 Financials	5:40-5:45	K. Smith	Vote	Read all documents sent in board packet
3. Finance Committee HS Financing	5:45-5:55	J. VanDyke	Inform	Review check registrar(s) and financials in board folder
4. Governance Committee Merger timeline update	5:55-6:10	J. Kalafatas	Inform and discuss	Read slides
5. Academic Committee PreK	6:10-6:20	J. Cooper	Vote	Read green lighting criteria
6. ED Report School updates Real World Learning Hiring	6:20-6:45	J. Cooper	Inform and discuss	Read slides
5. Executive Session	6:45-7:00	K. Smith	Personnel Discussion	ED Evaluation

Board DEI Goal

Next Steps

- Review Board member profiles on matrix
- Examine board member recruitment explore new strategies and pipelines
- Review and propose board member development and onboarding plan
- Create a cadence of community engagement events where board members can listen to teachers, students and parents.

Call to order and public comment

Consent Agenda (Batch Vote)

- <u>Minutes</u> 2/28/22
- February <u>Check Register</u> 2022
- February 2022 Financials

Finance Committee

HS Close + Next Steps

High School Financing -close on 4/19/22

- Permits last Friday, 4/15
- Breaking ground on 5/2
- Land Blessing in ED report

FY22 Budget

- 31 days of cash on hand
- Set to end the year at 1.1 million

FY23 Budget

- Board approved budget in June
- Working through 3rd party vendors now with EdOps

Governance

KIPP Public Schools

KIPP in Missouri

Merger Pre-Due Diligence Update to KC/STL Full Boards CONFIDENTIAL 4/18/22

SUMMARY: Most Pre-Due Diligence indicators are positive. Push full Diligence vote to June to secure leadership capacity.

SUMMARY

- Joint Board Task Force completed initial assessments of Pre-Due Diligence criteria.
 Most are green or yellow, which indicate moving forward. No deal breakers.
- Regions have strong leaders eager for collaboration, but have roles transitioning.
 - Leadership Capacity is "orange," a mix of yellow and red.
 - Some roles in transition/open, making fast start to full full diligence difficult.
 - We need time to solidify Leadership Capacity before a vote to launch full Due Diligence.

RECOMMENDATION (Task Force discussing 4/15)

- Given general interest, proceed with merger exploration.
- **Push votes to June** board meetings on launching full due diligence.
- **Pursue a modified timeline** that (1) accelerates collaboration, yet (2) allows KC/STL to ready their teams before (3) tackling the diligence for merger decision and the planning for phased integration over Year 1 and beyond.

JOINT BOARD TASK FORCE

KIPP KC Board •Kevin Smith (Chair) •Julie Gronguist-Blodgett	KIPP STL Board •June Fowler (Chair) •John Capps	KIPP Foundation •John Kalafatas, Relationship Manager
•Charles King •Chris Perkins	•Erika McConduit •Pat Sly	 Partners Tom Durphy, attorney, both regions
KIPP KC ED •Jana Cooper	•Kelly Garrett	

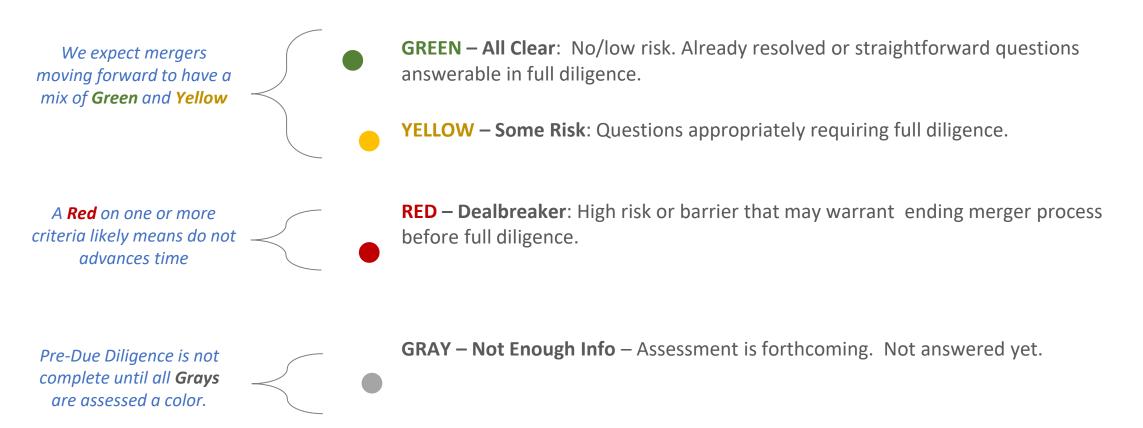
CRITERIA: We will answer 10 key questions to confirm what must be true to recommend formal due diligence.

	Торіс	Greenlight Criteria – Question to Answer	Assessment
Dealbreakers Are there any red flags that should stop the process now?	1. Legal	Are there regulations precluding some type of merger? Are there viable scenarios for legal structure? Do regions have deal-breaking legal risks?	•
	2. Authorizer & Sponsor	Are there viable scenarios to hold charter with authorizer/sponsor for some type of merger? Have we confirmed authorizer(s) do not oppose merger?	•
	3. Financial	Is either region too financially unstable to consider merger? Any deal- breaking financial risks or liabilities?	•

Stakeholders Would influential external players	4. Political & Community	Do we expect elected or appointed officials or community leaders to oppose merger?	•
jeopardize merger?	5. Funders	Is there expected opposition from influential funders?	•
Readiness Are we prepared for rigorous	6. Expertise	Do we have a playbook for a strong diligence and strategic planning process?	•
diligence to reach the right answer?	7. Resources	Do we have the funds, partners/consultants, and staffing to invest in diligence and planning?	•
	8. Leader Capacity	Do we have (or can we assemble) the team with capacity to drive process and still manage regions?	•
Opportunity Do we believe merger potential is	9. Mission Alignment	Are the two organizations aligned enough on vision, values, and culture to be mission-driven partners?	•
promising?	10. Interest	Are EDs/Board/KIPP FDN excited about potential opportunity? Is emerging case compelling?	• TBD

CRITERIA: How do we assess Greenlight Criteria?

We use objective evidence and judgement to assess each Greenlight Criteria. To advance to full due diligence, we **expect a mix of Greens and Yellows, with no Reds or Grays**. During pre-due diligence, we are only ruling out deal breakers and confirming interest – not trying to completed full diligence.



DECISION RIGHTS: By majority vote, the Task Force will (1) assess a rating to each criteria, and (2) decide our go/no go recommendation about to full Boards

ASSESSMENT SUMMARY: Dealbreakers

Are there any deal breakers or red flags that should stop the process now?

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
1. Legal	Are there regulation precluding some type of merger? Are there viable scenarios for legal structure? Do regions have deal-breaking legal risks?	•	No law prevents merger. Structure options exist. Neither region carries major legal risks.
2. Authorizer & Sponsor	Are there viable scenarios to hold charter with authorizer/sponsor for some type of merger? Have we confirmed authorizer(s) do not oppose merger?	•	Viable options for charters. Sponsors do not oppose merger. In full diligence, resolve sponsor/DESE specifics.
3. Financial	Is either region too financially unstable to consider merger? Any deal- breaking financial risks or liabilities?	•	Both regions have sustainable track records on indicators of financial health.
4. Political	Do we expect elected or appointed officials or community leaders to oppose merger?	•	No known opposition from stakeholders expected, but possible.
5. Funders	Is there expected opposition from influential funders?	•	Key funders expressed support or questions, not opposition. May prefer better results first.

- **GREEN All Clear**: No/low risk. Already resolved or straightforward questions answerable in full diligence.
- **YELLOW Some Risk**: Questions appropriately requiring full diligence.

KIPP:

- **RED Dealbreaker**: High risk or barrier that may warrant ending merger process before full diligence.
- GRAY Not Enough Info Assessment is forthcoming.

ASSESSMENT SUMMARY: Stakeholders, Readiness & Interest

Do any external stakeholders oppose merger? Are we prepared and motivated for rigorous diligence to reach the right answer?

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
6. Expertise	Do we have a playbook and expertise for a strong diligence and strategic planning process?	•	KIPP has experience and tools from 6 prior mergers.
7. Resources	Do we have the funds, partners, consultants, and staffing to invest in diligence and planning?	•	KIPP Foundation provides \$600K, expert consultants, integration manager.
8. Leader Capacity	Do we have (or can we assemble) the team with capacity to drive the merger and still manage regions?	•	Regions have strong leaders eager for collaboration. Key roles are in transition or open, making fast start to full process difficult.
9. Mission Alignment	Are the two organizations aligned enough on vision, values, and culture to be mission-driven partners?	•	KC/STL share the same mission, vision, and values. Staff and student culture vary somewhat.
10. Interest	Are EDs/Board/KIPP FDN excited about potential opportunity? Is emerging case compelling enough for next step?	٠	TBD: For discussion

- **GREEN All Clear**: No/low risk. Already resolved or straightforward questions answerable in full diligence.
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KIPP

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1. LEGAL: There are no laws or legal risks preventing merger.

Торіс	Greenlight Criteria (Qu	estion to Answer)	Assessment	Evidence
1. Legal Are there regulations precluding some type of merger? Are there viable scenarios for legal structure? Do regions have deal-breaking legal risks?		No law prevents merger. Structure options exist. Neither region carries legal risks.		
Are there laws	s or regulations precluding mergers?	Are there viable scenari for legal and entity struct		Does either region have deal-breaking legal cases or risks?
 Prevent a merge However, mer cooperation a oversight entire 	hing in the law that would er or other combination. rger will require the and approval of various ities. (See Authorizer page.) 2 LEAs, one in each district.	 Yes. Viable options exist for legal structure: a) Merge two existing 501(c)(3) <i>KIPP STL</i> and into one <i>KIPP MO</i> 501(c)(3) entity (simple b) Continue two existing <i>KIPP STL</i> and <i>KIPP I</i> form one <i>KIPP MO</i> entity to manage and one org. During full diligence, research on authorizer, financial/lender constraints would determine to establish. 	est), or KC entities and govern both as . compliance, and	 No. Neither ED nor counsel report existing or potential legal cases that could jeopardize regions or merger. Full diligence includes litigation/lien search. (trust but verify)

SOURCE: Attorney Tom Durphy memo

KIPP:

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2. AUTHORIZER: Sponsors do not oppose merger, charter options exist, vet with DESE during full diligence.

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
2. Author <mark>i</mark> zer & Sponsor	Are there viable scenarios to hold charter(s) in multiple districts? Have we confirmed authorizer(s) and sponsor(s) do not oppose merger?	•	Viable options for charters. Sponsors do not oppose merger. In full diligence, resolve sponsor/DESE specifics

Are there viable scenarios to hold charter(s) in multiple districts?

Yes. There is nothing preventing a combined KIPP MO from holding charter(s) in KC and STL.

- A KIPP MO 501(c)(3) could hold one multidistrict charter or two separate district charters.
- Multiple options for sponsors.

KIPP:

• Sponsors must approve changes to charters they oversee.

Have we confirmed that the authorizer and sponsors will not oppose the merger?

Yes with Sponsors. Neither current sponsor opposes idea of merger. (KIPP STL: Washington Univ., KIPP KC: Missouri Public Charter School Commission). Sponsors can be changed. Scenarios to vet in full diligence include: 2 charters vs 1 charter, 2 LEAs vs 1 LEA, and 2 sponsors vs 1 sponsor.

Hold on DESE: State appears empowered to approve or deny single LEA charter mergers. Precedent exists for (same district) merger (Confluence + Grand Center Arts). If DESE opposes merger into one LEA, then two LEAs still viable. Resolve in full diligence.

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3. FINANCIAL: Both regions are financially stable.

Торіс	Greenlight	Greenlight Criteria (Question to Answer)			Evidence
3. Financi <mark>a</mark> l		ion too financially unstable to consider i ancial risks or liabilities?	merger? Any deal-	•	Both regions have sustainable track records on indicators of financial health
Budget Perf	ormance	Balance Sheet	Cont	rols	Philanthropy
Both regions histo annual operatin	,	Both regions have appropriate debt, no unsustainable liabilities, and sufficient cash	Both regions ha audits (no major board financia	r findings) and	Both regions have produced sufficient fundraising to grow and operate

NOTE: Formal due diligence would include rigorous analysis with independent consultants of past financials, current position, and combined financial model to fully test the merger's financial sustainability.

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KIPP

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4. POLITICAL/COMMUNITY: No opposition expected, but possible.

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
4. Politica <mark>l</mark> or Community	Regardless of authorizer policy, do we expect any elected or appointed officials, community leaders, or media to oppose merger?	٠	No known opposition from stakeholders expected, but possible

Neither region is aware of or predicts known or active opposition to some form of KC/STL merger from:

- State or local elected or appointed political leaders
- Community leaders
- Media

KIPP:

However, we should be prepared for unexpected opposition from anti-charter or other stakeholders to criticize a mergers intent or implications.

Stakeholder support would be further tested in full due diligence.

A **communications plan** would be enacted for proactive and responsive stakeholder relationship management as needed. Opportunities will be created for feedback from student families.

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- YELLOW Some Risk: Questions appropriately requiring full diligence.

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5. FUNDERS: No key funders oppose merger, several support.

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
5. Funders	Knowing city-focused donors can always restrict funds to one region, is there any expected deal-breaking opposition from must-have funders?	۲	Key funders expressed support or questions, not opposition.

We have identified the key funders in each region to engage in the merger process:

- **NOW Pre-Due Diligence**: Funders we prioritized now raised no opposition, expressing either support or questions to learn more.
- LATER Full Due Diligence: We do not expect concerns from those we will engage later.

KIPP KC Funders	KIPP STL Funders
<u>SchoolSmartKC</u> (discussed)	<u>Opportunity Trust</u> (discussed)
 Sherman Family Foundation (discussed) 	<u>Commerce Bank</u> (discussed)
<u>Kauffman Foundation</u> (aware)	 <u>Centene Charitable Foundation</u> (on KIPP STL Board)
	 <u>Charter School Growth Fund (discussed)</u>
	<u>Emerson Charitable Trust</u>

- **GREEN All Clear**: No/low risk. Already resolved or straightforward questions answerable in full diligence.
 - YELLOW Some Risk: Questions appropriately requiring full diligence.

KIPP

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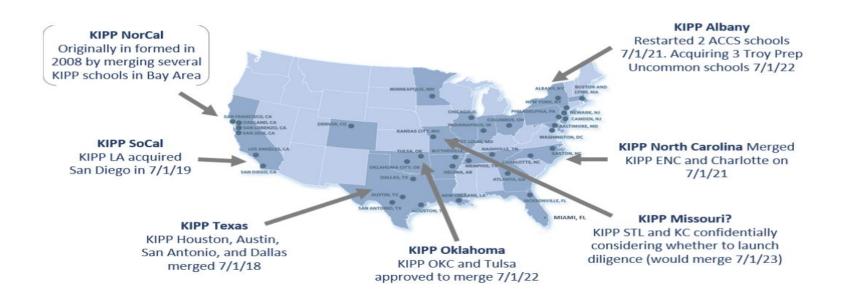
6. EXPERTISE: KIPP's playbook is informed by 6 prior mergers.

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
6. Process	Do we have a playbook and expertise for a strong diligence and strategic planning process?	٠	KIPP has experience and tools from 6 prior mergers

KIPP gained lessons learned and built tools from 6 other mergers in the network:

KIPP NorCal	(2008)
KIPP Texas	(2018)
KIPP SoCal	(2019)

- KIPP N. Carolina (2021)
- KIPP Albany (2021)
- KIPP Oklahoma (2022)



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KIPP:

YELLOW – Some Risk: Questions appropriately requiring full diligence.

PROCESS: The merger decision is driven by rigorous full due diligence against agreed-upon Greenlight Criteria.

Program & Organization Greenlight Criteria

- •••• Mission Alignment
- •••• Strategic Plan
- •••• Staff Leadership
- •••• Board Leadership
- •••• Community Support
- •••• Talent
- •••• Org Culture
- •••• Academic Program
- •••• Operations
- •••• Authorizer

Financial
Greenlight CriteriaFinancial PhilosophyFinancial PhilosophyCurrent Financial PositionFuture Operating ModelLong-Term CommitmentsPhilanthropic Need / Opportunity
Financial/Legal/Timing Risk

Greenlight Criteria test what must be true for confidence in a merger, identify risks to be mitigated, and inform the merged region's strategic plan

7. RESOURCES: KIPP FDN provides \$600K, consultants, staffing.

opic		nt Criteria (Question to Answer)		Assessment	Evidence
Resour <mark>c</mark> es		e the funds, partners/consultants, and nd planning?	l staffing to invest in	•	KIPP Foundation provides \$600K, expert consultants, integration manager.
KIPP Foundation provides \$600K in funds for diligence, planning, and integration. • Expert merger and planning consultants with KIPP experience (examples below). • Dedicated staff support from Relationship Manager and Integration Project Manager.					
Dedicated sta	ff support fr	om Relationship Manager and	I Integration Project	Manager.	
Dedicated sta GENERAL M Due Dilige Strategic Pl	IERGER nce &	om Relationship Manager and FINANCE & FACILITIES Diligence, Modeling, & Planning	l Integration Project LEGAL Diligence, Plar Implementat	ning,	TALENT Planning & Executive Search

- full diligence.
- YELLOW Some Risk: Questions appropriately requiring full diligence.

KIPP:

- **RED Dealbreaker**: High risk or barrier that may warrant ending merger process before full diligence.
- **GRAY Not Enough Info** Assessment is forthcoming.

8. LEADERSHIP CAPACITY: Strong leaders eager to collaborate, but transitions make timing challenging.

KIPP KC nior Team (FY23)	Regions have strong leaders eager for collaboration. Key roles are in transition or open, making fast start to full process difficult. Executive Director Jana Cooper
Head of Schools Kurt Bunnelle (starts May)	COO Roosevelt Lyons
	sk or barrier that may warrant ending merge.
	 RED – Dealbreaker: High ris process before full diligence GRAY – Not Enough Info – J

9. MISSION ALIGNMENT: KC and STL already share a common mission, while culture varies to a degree.

Торіс	Greenlight Criteria (Question to Answer)	Assessment	Evidence
9. Missior Alignment	Are the two organizations aligned enough on vision, values, and culture to be mission-driven partners?	٠	KC/STL share the same mission, vision, and values. Staff and student culture vary somewhat.

Mission & Vision

KIPP KC and KIPP STL ready share the same Mission and Vision:

VISION: Every child grows up free to create the future they want for themselves and their communities.

MISSION: Together with families and communities, we create joyful, academically excellent schools that prepare students with the skills and confidence to pursue the paths they choose—college, career, and beyond—so they can lead fulfilling lives and build a more just world.

- **GREEN All Clear**: No/low risk. Already resolved or straightforward questions answerable in full diligence.
- YELLOW Some Risk: Questions appropriately requiring full diligence.

KIPP:

- **RED Dealbreaker**: High risk or barrier that may warrant ending merger process before full diligence.
- GRAY Not Enough Info Assessment is forthcoming.

Academic Committee

Data Reporting

October - DIBELS December - ANET February - DIBELS + ANET April - No Academic Data June - DIBELS + ANET August - State Test Data

ANet: 2-8th Grade Reading and Math DIBLES: K-6 Reading

Pre-Kindergarten Greenlighting Criteria

Lead indicators that must be met

	lead indicators that must be met				
#	Category	Indicator	Status		
1	Leadership	Principal must be selected at least 3 months before opening and there must be no vacant principal roles in the network.	ES Principal is supportive of PreK		
2	Performance	All schools in the network must outperform the local district on ELA and Math on state exams (or higher bar TBD).	We don't know this right now. Won't know, actually, till after May (when MAP results come out)		
3	Facilities/ location	Identified space on Endeavor Campus for 20 PreK students that meets all state/federal/local requirements for physical space.	Confirmed with state our space works		
4	Demand	Evidence that families want us and that data suggest full enrollment is likely (family intent-to-enroll signatures and demographic/population evidence).	Current waitlist is 27		
5	Finance	All mature schools in the network must be on track for sustainability on public \$\$, and the new school must have a clear path to financial sustainability and a funding source/commitment to cover the first three years of operating loss.	We to discuss if a hybrid finance model could/can be a path for KIPP.		
6	Approval	The board must vote to approve opening.	Could easily move this forward if all else were green		
7	Curriculum & Model	There is an identified, comprehensive curriculum AND we have identified which model we are going to base ours from (e.g., Montessori, Waldorf, Reggio Emilia, Microschool, etc)	Yes. For microschool/ school within a school we have literacy and math have a curriculum that plugs into Pre-k.		
8	Assessment	There is a research-based, state-aligned assessment to determine Kindergarten readiness	Yes. DESE KOF		
9	Schedule	There is a written schedule for PreK that includes specials classes	Sample Schedule		
10	Staffing	Identify teacher to fit the pre-k model & adjusted staffing model that could support addition of pre-k.	TK wants to be the teacher.		



Transportation Update

Survey Data

- Attendance Stipend 41%
- City Bus Pass 25%
- Affordable/Free Before and After Care Programming 63%
- My child could no longer attend KIPP 26%
- No Impact 22%

Summary of parent meeting

- \circ 50 attendees
- Feedback mirrored survey data most important is childcare

Next steps and thinking

- Keep HS busing
- Move K-8 to menu of options stop busing within 1 mile radius (~200K savings)
- Pilot Assist during summer school

Other Regional Business

- Mask Policy Currently mask optional
- Family Dinner highlights
- Meet some "new leaders"

Other Regional Business

Hiring and Teacher Pipeline

- 9 staff members terminated or left mid-year (10%)
- 6 staff member leaving at the end of the year (6%)
- 7 staff members considered "maybe" for returning for next school year (8%)
- Agreements for next year going out this week

Conclusions

- Highlighted gaps in the life cycle of an employee
 - Hiring, onboarding, celebrating all spread to many leaders plates and not strategic
- Need to address gaps in hiring and talent acquisition quickly because teacher pipeline is diminishing

Next Step - present some solutions and new org chart to Governance Committee

KIPP:Forward

KIPP KC **earned \$75k** to join Kauffman Foundation's Real World Learning (RWL) Initiative. In April we pitched our strategic plan with the hopes of earning \$150,000 over the next two years.

RWL learners are prepared for work, school, and life after high school graduation. By gaining immersive experiences across a multitude of interests, industries, and employers through real-world projects and internships, learners gain the skills to navigate their future.

Shared Goal: By 2030, all high school students across our region graduate with a market value assets AND a diploma, preparing them for future work and learning.

What is the goal of Real World Learning?

By 2030, all high schoolers in our region will graduate with a diploma and Market Value Assets (MVAs), preparing them for future work and learning.



KIPP:Forward





Real World Learning at KIPP Legacy High School

- This year ('21-'22) is our **Design and Planning Year**
- Current updates
 - Developed a Strategic Plan Design Team
 - Developed a Feedback Committee
 - Collaborating with ALL stakeholders
- Future
 - Build strong community and business partnerships
 - Design and write strategic plan
 - Presentation to Kauffman



KIPP:Forward



2021-22 Design + Plan Grant Timeline

January – March 2021 <u>Application</u>	April – February 2021 - 22 <u>Design & Plan</u>	March 2022 <u>Submit & Present</u>	April 2022 <u>Report & Finalize</u>
 Grant applications submitted and 	Grant period starts	 Submit and present 3-year 	Finalize
finalized	F A B B A B B A B B B B B B B B B B B B		strategic plan
February 12	 Align MVA quality standards 	 Submit baseline MVA data 	 Report learnings
	 Visit high school exemplars 		 Grant period ends
 Grants awarded in 			01100

EWING MARION

KAUFFMAN FOUNDATION

 Grants awarded in March

KIPP:Forward

Form 3-year strategic plan

