

APPROVED



## E.L. Haynes Public Charter School

### Minutes

#### May 2022 Board of Trustees Meeting

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**Date and Time**

Thursday May 26, 2022 at 6:15 PM

**Location**

E.L. Haynes Public Charter School  
High School PD Room  
4501 Kansas Avenue, NW  
Washington, DC 20011

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**Trustees Present**

A. Smith (remote), D. McCoy (remote), E. Westendorf, F. Sutton, J. Edelman, L. Carlton Waller (remote), L. Jordan (remote), M. Hall (remote), M. McDonough, N. Greene (remote), R. Laine, R. Payes, T. Gibian

**Trustees Absent**

G. Navidi-Kasmai

**Guests Present**

A. Green, B. Wagner-Friel, E. Hueber (remote), E. Thomas, G. Prater, H. Darilek, J. Brown (remote), J. Callahan, K. Yochum, M. Boyer (remote), M. Bradshaw, M. Karasov, R. Hunt Taylor, R. Murphy (remote), V. Carlo-Miranda (remote), Z. Mahon (remote)

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**I. Opening Items****A. Record Attendance**

**B.**

### **Call the Meeting to Order**

J. Edelman called a meeting of the board of trustees of E.L. Haynes Public Charter School to order on Thursday May 26, 2022 at 6:24 PM.

### **C. Approve Minutes**

E. Westendorf made a motion to approve the minutes from April 2022 Board of Trustees Meeting on 04-21-22.

A. Smith seconded the motion.

The board **VOTED** unanimously to approve the motion.

### **D. Public Comment**

M. Bradshaw provided public comment on suspension rates and requested information about the restorative objectives for the institution.

G. Prater inquired about how decisions are being made with respect to filling positions and processes for creating new roles at both the instructional and LEA levels. She also remarked on the importance of trusting and training staff on verbal de-escalation methods.

M. Karasov provided feedback on the pandemic's impact on culture and expressed the need for a refocus on restorative justice practices.

A. Green spoke about the importance of teaching conflict resolution skills and tools in the schools and the resources needed for this important area.

## **II. CEO Update**

### **A. CEO Update**

CEO Darilek began her update noting that more staff have joined Board meetings this year as compared to other years and expressed her appreciation for their participation. She indicated that there was only one month left in the school year and thanked staff for their support in completing PARCC and other assessments over the past few weeks.

CEO Darilek thanked Board members for their participation in staff listening sessions, departing Board members for their contributions over the years, and COO Carlo-Miranda for her service to E.L. Haynes.

CEO Darilek then provided a highlight from each campus:

- The Elementary School held its first arts festival, and is preparing for a performance of Hairspray Jr.

- At the Middle School, CEO Darilek observed an example of "succeed together" in action while watching staff support each other during the "shout-out" portion of their staff meeting.
- The Commitment Ceremony for the High School will be held on the following day, during which seniors will share plans for next year. The ceremony shows the realization of E.L. Haynes's mission.

Last, CEO Darilek updated the Board on enrollment and COVID-19.

### III. Governance

#### A. Recommended Slate of New Trustees

Chief of Staff Callahan reviewed the slate of new trustee candidates. Board members provided commentary on each of the candidates, including Rena Johnson, Mark Kovner, and Jaymes Hanna. The Board had no objection to any of the candidates.

A. Smith made a motion to adopt the following resolutions:.

R. Laine seconded the motion.

WHEREAS, Article III of the bylaws of E.L. Haynes Public Charter School states that the Board of Trustees shall elect trustees of the corporation; and

WHEREAS, Article III in the bylaws further state that

- Board members will be elected by a majority of the quorum present;
- Trustees are first elected to serve one, three-year term, then re-election for a second consecutive three-year term;
- Trustees may elect to remain on for one additional year to support the board transition to term limits; and,
- Terms ordinarily start on July 1 and end on June 30;

BE IT RESOLVED, that the Board of Trustees hereby appoints:

- Jaymes Hanna, Rena Johnson, and Mark Kovner as members of the Board of Trustees of Euphemia L. Haynes Public Charter School; and,

FURTHER RESOLVED, that these resolutions shall be effective as of July 1, 2022, unless rescinded by subsequent action by the Board of Trustees.

The board **VOTED** unanimously to approve the motion.

#### B. Recommended Slate of Board Re-Appointments and Term Extension

Chief of Staff Callahan indicated that the Board had to vote to re-appoint members to their second-term and all extensions.

R. Laine made a motion to adopt the following resolutions.

A. Smith seconded the motion.

WHEREAS, Article III of the bylaws of E.L. Haynes Public Charter School states that the Board of Trustees shall elect trustees of the corporation; and

WHEREAS, Article III in the bylaws further state that

- Board members will be elected by a majority of the quorum present;
- Trustees are first elected to serve one, three-year term, then re-election for a second consecutive three-year term;
- Trustees may elect to remain on for one additional year to support the board transition to term limits; and,
- Terms ordinarily start on July 1 and end on June 30;

BE IT RESOLVED, that the Board of Trustees hereby re-appoints:

- Michael Hall and Roshelle Payes for their second terms as members of the Board of Trustees of Euphemia L. Haynes Public Charter School;

FURTHER RESOLVED, that the Board of Trustees re-appoints:

- Eric Westendorf to his one-year extension as member of the Board of Trustees of Euphemia L. Haynes Public Charter School; and

FURTHER RESOLVED, that these resolutions shall be effective as of July 1, 2022, unless rescinded by subsequent action by the Board of Trustees.

The board **VOTED** unanimously to approve the motion.

### **C. Recommended Officer Slate for SY 2022-2023**

Chief of Staff Callahan reviewed the following proposed slate of Board officers:

Chair - Josh Edelman

Vice Chair - Lisa Carlton

Treasurer - Norm Greene

Secretary - Tom Gibian

Board members commented favorable on the slate.

J. Edelman made a motion to approve the slate of Board officers as presented at the meeting.

R. Payes seconded the motion.

The board **VOTED** unanimously to approve the motion.

### **D. Proposed Meeting Schedule for SY 2022-2023**

Referring to the materials provided in advance of the meeting, Chief of Staff Callahan pointed out key dates in the proposed meeting schedule for the 2022-2023 school year.

#### **E. Proposed Committee Assignments for SY 2022-2023**

Chief of Staff Callahan reviewed changes to Committee assignments for the 2022-2023 school year. Board members had no objections to the changes.

### **IV. School Performance**

#### **A. Review Q3 Data**

School Performance Committee Chair Westendorf reviewed key themes in the draft priorities for the 2022-2023 school year, which focus on going "deeper not wider". He then asked Board members to break into small groups to review data from the third quarter and discuss the draft priorities.

The Board shared themes raised during small group discussions.

### **V. Audit, Finance, and Facilities Committee**

#### **A. Review and Approve 2022-2023 Budget Proposal**

Audit, Finance, and Facilities Committee Chair Greene thanked COO Carlo-Miranda for all of her efforts supporting the Committee.

COO Carlo-Miranda presented the proposed budget for the 2022-2023 school year. Referring to the materials provided in advance of the meeting, she reviewed key budget assumptions and priorities and discussed projections for the starting and ending bank balance, estimated debt service coverage ratio and days of cash on hand.

COO Carlo-Miranda informed the Board of recent DC City Council changes to the Uniform Per Student Funding Formula (UPSFF) and discussed potential impacts to school revenues. She reminded the Board that the budget will be revised mid-year to reflect actual numbers for assumptions, such as enrollment.

In response to questions at the prior meeting, COO Carlo-Miranda provided a detailed review on staff related expenses, reviewed healthcare renewal rate increases over time, and discussed flexibility in the budget.

CEO Darilek remarked on the unprecedented ability to make investments on students and staff in the proposed 2022-2023 budget. A Board member commented favorably on the budget investments, but reminded the Board that some of the funding will go away in future years.

N. Greene made a motion to to approve the proposed budget for SY 2022-2023 as presented in the materials for the meeting.

M. McDonough seconded the motion.

The board **VOTED** unanimously to approve the motion.

## **B. Vote on Amended Signatory Resolution**

COO Carlo-Miranda presented a resolution to remove her signatory authority given her departure from E.L Haynes.

N. Greene made a motion to to adopt the following resolutions:.

R. Laine seconded the motion.

BE IT RESOLVED, that the Board of Trustees hereby appoints, Hilary Darilek, Chief Executive Officer and Rikki Hunt Taylor, Chief Academic Officer, as agents (“Agent(s)”) of Euphemia L. Haynes Public Charter School, Inc. (the “Corporation”) for the purposes set forth herein; and

FURTHER RESOLVED, that either of the Agents, in each instance acting independently without the joinder of the other Agent, is hereby authorized, directed and empowered, on behalf of the Corporation, to execute and deliver any documents, agreements, certificates, certifications and instruments, Federal or state entitlement or funding applications, Federal or state reimbursement requests, grant applications, and amendments and supplements thereto, and to do or cause to be done any and all acts and things such Agent may deem necessary or appropriate in connection therewith; provided that all such actions are (1) in the ordinary course of business of the Corporation and in compliance with the school’s internal controls or (2) otherwise in furtherance of and compliance with approvals or authorizations issued by the Board of Trustees; and

FURTHER RESOLVED, that the Board of Trustees hereby rescinds the authority previously granted to Vanessa Carlo-Miranda, Chief Operating Officer, as agent of the Corporation as part of her transition to separate from the Corporation; and

FURTHER RESOLVED, that these Resolutions shall be effective as of June 1, 2022, and shall remain in full force and effect until September 30, 2023, unless rescinded by subsequent action by the Board of Trustees; and

FURTHER RESOLVED, that any third party shall be entitled to rely on the affirmation of any Trustee or Officer of the Corporation indicating that these Resolutions are valid and binding on the Corporation and remain in full force and effect with respect to the authority hereby conferred on the Agents.

The board **VOTED** unanimously to approve the motion.

## **C. Review and Approve Bonds Resolution**

COO Carlo-Miranda presented a resolution to replace LIBOR in underlying bond documents with the SOFR index. She indicated that the impact will be minimal. Amendments to loan agreement, however, require Board approval.

N. Greene made a motion to adopt the following resolutions:

J. Edelman seconded the motion.

WHEREAS, the Board of Trustees of Euphemia L. Haynes Public Charter School, Inc. (the "*Corporation*") previously authorized borrowing the proceeds of \$21,952,000 District of Columbia Revenue Bonds (Euphemia L. Haynes Public Charter School, Inc. Issue) Series 2015 (the "*Bonds*") issued by the District of Columbia (the "*Issuer*") pursuant to that certain Indenture of Trust dated as of May 1, 2015 (the "*Indenture*") by and between the Issuer and Wilmington Trust, National Association, as trustee (the "*Trustee*");

WHEREAS, the Bonds were issued on May 13, 2015 (the "*IssuanceDate*") and the proceeds thereof were loaned to the Corporation pursuant to that certain Loan Agreement dated as of May 1, 2015 by and between the Issuer and the Corporation (the "*Loan Agreement*");

WHEREAS, the Indenture provides for methods of the computation of interest on the Bonds based on multiple interest rate periods;

WHEREAS, the rate of interest that the Bonds is currently based on the London Interbank Offered Rate ("*LIBOR*") index, which was a commonly used benchmark interest rate index at the time of issuance of the Bonds;

WHEREAS, LIBOR is in the process of being discontinued and is expected to be completely phased out in 2023 and prior to the maturity of the Bonds;

WHEREAS, the Board has been advised that the Indenture, the Loan Agreement and related financing documents require amendment to allow for replacement of LIBOR references therein with the Secured Overnight Financing Rate ("*SOFR*") index;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves and consents to the execution of such amendments and supplements to the Indenture and other documents related to the Bonds as may be necessary in order to replace references to LIBOR with SOFR (the "*Index Amendments*");

FURTHER RESOLVED, that Hilary Darilek and Rikki Hunt Taylor in each instance acting independently, is hereby authorized, directed and empowered, on behalf of the Corporation, to enter into any and all transactions and documents, instruments, and agreements deemed necessary in order to effectuate the Index Amendments; and

FURTHER RESOLVED, that any third party shall be entitled to rely on the affirmation of any Trustee or Officer of the Corporation indicating that these Resolutions are valid and

binding on the Corporation and remain in full force and effect with respect to the authority hereby conferred.

The board **VOTED** unanimously to approve the motion.

## **VI. Closing Items**

### **A. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:08 PM.

Respectfully Submitted,  
D. McCoy

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This meeting is governed by the Open Meetings Act. Please address any questions or complaints arising under this meeting to the Office of Open Government at [opengovoffice@dc.gov](mailto:opengovoffice@dc.gov).