



Frederick Classical Charter School, Inc.

Board of Trustees Meeting Minutes

May 01, 2023

Meeting held by video conference

Minutes submitted by Lei Sun

Present: Nkechi Ileka-Adeoye - Chair
Debbie Nnameka
Lei Sun
Thomas Olivero
Debbie Shoffner
Salimeh Khaleeli
Robert Wells

Other Participants: Laura Taylor
Christine Samuels
Jen Schneider

Called to order and Welcome at 7:05pm.

1. Agenda

Dr. Sun motioned to approve the agenda as presented. The motion passed unanimously. Agenda was approved.

2. Public Comments

- Ms. Cortney Krauss submitted a public comment via email in advance and read it during the meeting.

“Good afternoon,

I am submitting the following public comments for tonight's BOT meeting:

I would like to begin by acknowledging Dr. Samuels on National Principal Day and thanking her for her service at FCCS. Your leadership is felt by the entire community, and you have led our scholars and community with grace. Whether or not FCCS is your home next year, I want you to know that I am grateful that you stepped up and into our community. In advance of National Teacher Appreciation Week, I would also like to express my gratitude to the exceptional teachers of FCCS. I could not be prouder to have my scholar learn from you, and I am grateful for the academically rich environment that you all work hard to maintain at FCCS. Your impact will last a lifetime.

Secondly, I want to congratulate Lonie Martin, again, on being selected as the county's Support Staff Member of the Year, which she was recognized for at last month's BOE meeting.

I now want to turn my focus towards the upcoming membership meeting and elections for next year's BOT members. I hope the discussion during agenda items for succession planning and the membership meeting will provide greater context. While I was not able to attend last month's meeting, it is my understanding that our BOT has filled the leadership positions by voting each other into new positions, which I understand you were allowed to do, according to a parliamentary consult, but without community by-in, how can we be sure that this was the best decision or most honest show of leadership. I am personally disappointed by this unilateral decision making because it lacks community input and the opportunity for more voices and perspectives on the board. For much of this year, my public comments have been centered on a call for more transparency, checks and balances, and diversity of opinion. This decision amplifies my feelings that the BOT continues to govern in a way that lacks inclusion and a true spirit of collaboration. I hope the remaining succession plan for establishing the makeup of the BOT, specifically the vacant member-at-large positions, for next year includes holding open and fair elections, where any community member interested in running for a position has a fair opportunity to do so. I hope that the nominating committee will put forth clear and expedient instructions for how interested community members can be considered for the ballot. And, I hope that there are community members who are willing to answer the call of leadership and serve our school community in a way that broadens family representation.

Finally, I want to express my disappointment with the BOT's unwillingness to continue resolution with the group of parents that met for mediation in February. At the meeting, there was no resolution at the point when most of you stood up and walked out in unison. The group of parents, and two members-at-large who remained, were able to continue dialogue for the remainder of our meeting time, but there was clear guidance from Dr. Lippy and Dr. Stewart that we would meet again. Other than a vague email to the school community where it was expressed that a productive meeting was held, there has been no communication. The group of parents eagerly waited for the second meeting to be scheduled. However, we were informed this week that the BOT is not interested in meeting with us again. I feel it is the responsibility of the board to engage with its members, i.e. parents, and your unwillingness to engage in conversation is disheartening and disrespectful. I want the BOT members who will be serving next year to know that we remain interested in meeting and hope that you will come back to the table. We all have the same interest, which is making FCCS stronger, and our calls for more

transparency and accountability don't serve to undermine, but to strengthen your work as leaders. Thank you.

Cortney Krauss”

- Ms. Jackie Kotei submitted a public comment via email in advance and read it during the meeting.

“During the last BOT meeting, where we witnessed you appoint yourselves to positions without a vote from the membership, it made me wonder - do you honestly believe that making blanket appointments like that without an election is in the best interest of this school?

With the exception of Debbie Shoffner filling the president's position, the other appointments were not legitimate appointments. What exactly did the parliamentarian you consulted say about our bylaws, that made you think you could justify those other appointments? I'd love to hear the rationale...all you shared so far is that "we consulted a parliamentarian and they said we could."

As a leader, you don't do things just because you can, you consider what is the best course of action for any given situation. Why not present that to the membership and give us the choice to decide instead of making a power grab?

The other issue I have is that there isn't any transparency with you listing the agenda item as "Board Succession Planning." Succession planning is a process of developing talent, creating a talent pipeline of successors....

What you are doing is not succession planning...it is depriving our membership of free and open elections, putting people in positions, like that of the treasurer and all of a sudden fabricating that they have the necessary experience. That treasurer position has been vacant for a while so what's the real reason we now have someone who has sat on the board the entire time interested in filling the role? By the way, did anyone notice that John Funderburk is no longer on the board and there's been little to no explanation as to why?

If you are truly interested in succession planning, you would form a nomination committee and hold elections during the next membership meeting in May to see who in the community is interested in serving. You would foster an environment of inclusion versus retaliating against those who hold you accountable. You would work on engaging our membership...like why is there no clear messaging about our membership meeting on May 18th. You know we need to make quorum during that meeting but yet it is May 1st and there has been no real effort to even let the community know what will happen at that meeting and why they need to be there.

If you are interested in succession planning, I recommend you think about how to retain staff here in the building...we just learned today that our AP is moving to the math specialist role

which now fills a vacancy that we've had for more than two years. My request is that tonight, we hear some direction from you on what is the plan for a new AP. We have not heard anything about a Head of School search in months and I have new concerns over the fact that I'm hearing that the reading specialist position is being cut to part-time hours.

Lastly, I would invite you to come back to the table and continue the resolution process you said you would do. Instead, we have been informed that you won't even continue this third party process with the mediator so that we as a community can have healing and resolution. Why is that?

The sad reality is that the true results of your leadership will show in our school's performance in the coming year or two and it is unfortunate to see this start to trickle down to our scholars.

I recommend that anyone else who has concerns about the governance of this board share the public comments at the Board of Education meeting this Wednesday, May 6th and if you can not be there in person, you can email our Board of Education members anytime.”

3. President's Report

Ms. Ileka-Adeoye presented a report including the followings:

- Dr. Anika Prather from Johns Hopkins University gave a presentation during the Frederick Classical Meetup on 04/25/2023. The BOT is considering bringing her back to discuss our history curriculum.
- Ms. Ileka-Adeoye provided an update on staffing. The interventionist position is funded by an ESSER grant for 3 years. The staff was aware prior to employment that the position was not permanent. Available funds from the ESSER grant can only cover a 0.5 position next SY.
- To promote transparency, Ms. Ileka-Adeoye read out loud part of the memo received from the Superintendent on 04/18/2023. The BOT will share the full memo with the community shortly.
- Back to December 2023, the BOT put in place a complaint procedure. When a community member has any concerns about the BOT, they are encouraged to follow the complaint procedure step by step. So far, no concerns have been received.

4. Accounting Report

Ms. Jen Schneider presented the below report on financials and investments through 03/31/2023.

“Financial Report as of 3/31/2023:

For the nine months ending March 31, 2023, Frederick Classical had a net surplus from operations of \$143,503. The period ended with Working Capital of \$2.04M and Net Assets of \$2.12M. Working Capital measures the amount of funds available for expenditure that is not invested in an asset such as facilities. Net Assets is a running total of all surpluses (deficits) since inception where the value is not necessarily liquid.

March recognized the payment of legal fees for services provided over the course of the full year, causing a loss of \$46,505 for the month only. On a year to date basis, operations are in line with budget and surplus is tracking ahead of budget. As noted at the end of the 2nd quarter, the forecasted surplus is roughly \$139,000, \$60,000 more than the originally budgeted. March's operations do not change this projection.

Additional surplus is largely due to the use of long-term substitutes for two part-time positions, the delay in filling the IA position and the ongoing vacancy for a Math Specialist. Offsetting some of these gains are increased utility rates, new accounting treatment for leases, and higher legal costs from unanticipated disputes.

Fiscal Year 2024 Budget:

The budget process for the upcoming school year is underway with a preliminary budget proposed for approval. If approved, a published version will be available following the public meeting. Staff completed a budget questionnaire with review by Administration to ensure classroom needs are met. Accounting incorporated these requests accordingly.

There are a number of new financing conditions for next year. Known commitments include hiring a full time Math Specialist, two part time hires for Art and Spanish, an after school Band Director, increasing the Latin position to full time, adding a User Support Specialist (USS) to manage the school's technology, and creating a tuition reimbursement fund for existing staff.

Adding an Executive Director to be supported by non-profit Fundraising, is also included.

Federal funding from the ESSER grants will also expire at the end of next school year. The remaining funds will be dedicated to a part time Interventionist, the renewal of I-Ready licenses, and the selection of a new History program (to be determined).

Recognizing that the majority of inputs (PPA increases, staffing changes, salaries, and FCPS buybacks) are not known at this time, the preliminary budget has dedicated all revenue with a small surplus of \$37,341 projected.

Audit Update:

No changes from last report.

Account Changes:

With the transition to Wells Fargo and Bill.com complete, the checking account with United Bank will be closed and the remaining balance will be transferred to Wells Fargo.

The administration of the Student Activity Fund will be under the authority of the Head of School effective May 1, 2023. FCCS, Inc. will issue a final payment less any prepaid expenses for SAF deposits administered by the non-profit prior to May 1st. This will complete the transition of the SAF as requested by FCPS.

Investment Report as of 3/31/2023:

FCCS, Inc. currently maintains an investment portfolio with a principal balance of \$1.75M. Its purpose is to support capital expenditures associated with the existing facility as well as the pursuit of a non-leased facility.

The investment plan developed jointly with Wells Fargo Bank and in accordance with the investment policy of the state of Maryland supports utilizing brokered CDs for the preservation of capital and maintenance of FDIC insurance. The deposits are structured so that a minimum of \$250,000 will always be available for use on a rolling quarterly basis. Twelve-month yields are currently between 3.2 and 4.6%. The next maturity will occur in May 2023 and will be reinvested for a term of 12 months.

The distribution of funds at March 31, 2023 is as follows:

<u>Issuer</u>	<u>Purchase Date</u>	<u>Due Date</u>	<u>Term</u>	<u>YTM</u>	<u>Principal</u>	<u>Interest at Maturity</u>
American Commercial Bank & Trust	10/12/22	4/12/23	6 mo.	3.850%	250,000.00	4,812.50
Discover Bank	10/11/22	1/10/23	3 mo.	3.350%	Redeemed	2,088.01
First Republic Bank	10/6/22	1/6/23	3 mo.	3.200%	Redeemed	2,016.44
JP Morgan Chase Bank N.A.	10/11/22	7/11/23	9 mo.	4.000%	250,000.00	7,500.00
Ally Bank	10/6/22	10/6/23	12 mo.	4.000%	250,000.00	10,000.00
Wells Fargo Bank N.A.	10/11/22	4/11/23	6 mo.	3.850%	250,000.00	4,812.50
Morgan Stanley Bank N.A.	10/13/22	10/13/23	12 mo.	4.050%	250,000.00	10,125.00
Hingham Inst Savings	1/30/23	5/30/23	4 mo.	4.400%	250,000.00	3,666.67
Key Bank N.A.	1/13/23	1/12/24	12 mo.	4.600%	250,000.00	11,500.00
Positions at 3/31/23					\$1,750,000.00	\$56,521.12

Contracts:

The renewal contracts for the school’s insurance policies are currently under review. These contracts renew over the summer and coverage needs are assessed in the spring. FCCS, Inc. does not expect any material changes to the existing coverage.”

5. Head of School’s Report

Dr. Samuels presented the HOS report including the following details:

- Dr. Samuels thanked all the volunteers that helped with the staff appreciation week and the field day.
- Penny Wars Fundraiser for Blessings in a Backpack will take place during 5/22-5/26/2023.
- The 8th grade Promotion Ceremony is scheduled for 05/31/2023.

- i-Ready, Dibels and MCAP will continue in May. We are about 75% percent complete with our testing overall.
- Last year's MCAP scores from 2021-2022 started to go home last Friday or this week.
- The next interviews (if any candidate) will be held for the part-time Spanish, art and PE positions. The 0.5 PE position will be vacant, because Mr. Hoffman has accepted a full time position at another school.
- 2nd grade will have a Medieval Feast, and 4th grade will be having their Greek Day.
- Dr. Samuels clarified that the delay of MCAP scores from 2021-2022 was because the school did not receive the scores on time.
- This year FCCS scored low on a well-rounded curriculum section due to inaccurate coding by FCPS. It appears that a human error occurred on FCPS' side. Ms. Schneider pointed out that the community should be aware of the repercussions from the financial perspective. This would likely affect our ability to fundraise as a non-profit, as well as debt acquisition, because the potential donor/lender could be concerned. Ms. Nnameka suggested that a request be made to FCPS to document the error in writing. Ms. Ileka-Adeoye asked Dr. Samuels if FCPS has an appeal procedure to rectify the error, and also mentioned the possibility of escalating this issue to MSDE. Dr. Samuels will make calls the next day, and she also recommended the BOT do the same.

At the end of the HOS report, Dr. Sun motioned to amend the agenda by adding the approval of the preliminary budget SY 2023-2024 as presented by Ms. Jen Schneider. The motion passed unanimously. Amended agenda was approved.

6. Vote on consent agenda

Dr. Sun motioned to approve the consent agenda, which includes approval of 04/03/2023 BOT public meeting minutes and closed session minutes. The motion passed unanimously. Consent agenda was approved.

7. Discussions and Vote

- BOT succession planning background: When the election took place under the old bylaws in 2021, all Officers were given a 4-year term. On 06/14/2022, our new bylaws passed and they would supersede the old bylaws. Under the new bylaws, the Officers' terms are 3 years. The Board recognizes this situation, and would like to rectify it during today's public meeting. In addition, the Nominating Committee was supposed to be formed in July 2022. However, it did not happen. The Board consulted with the Parliamentarian, Mr. Thomas Balch, regarding this scenario. Per ARTICLE A-IV in the current bylaws, "Section 3. Composition The Board of Trustees shall be composed of the President, Vice- President, Treasurer, Secretary, and additional Trustees. The Board, by majority vote, shall have power to change the number of additional Trustees, the change to become effective upon the next election of Trustees, provided that the maximum number of members of the entire Board of Trustees, including the officers, may not exceed eleven (11)". Per Mr. Balch, when there is a vacancy, it has to be filled. Considering the tight timeline, it would be impossible to form a Nominating Committee and hold an election during our May membership meeting. The Board acknowledges the shortcoming and would like to get it done correctly moving forward.
 - Dr. Sun motioned to amend the previous four motions made on 04/03/2023 related to

officer transitions and change the President, Vice President, Treasurer and Secretary's end date to 06/30/2024 in accordance with our bylaws. The motion passed unanimously.

- Dr. Sun motioned to reduce the number of “additional Trustees” to three (3) effective upon the holding of the 2023 Annual Membership Meeting at which the next election would have been conducted, with the result that there will be no open Trustee positions to be elected at that meeting and the next election of Trustees will occur during the membership meeting in the Spring 2024. After extensive discussion, Mr. Balch was brought into the meeting at 8:13pm. He confirmed that the current bylaws allow the Board to reduce the number of “additional Trustees” before the Nominating Committee is selected. Since the Nominating Committee was not selected by July 1st of last year, it is within the Board’s discretion to reduce the number of “additional Trustees”. If the number did not change, the Board would be required to have an election, and would have to rapidly name a Nominating Committee and immediately solicit nominations, because per ARTICLE A-III in the current bylaws, “The annual meeting, at which elections are conducted, shall be held between March 1 and May 31.” Additionally, if the Nominating Committee does not report, nomination can be taken from the floor. The option with the least violation is the temporary reduction of trustees until July 1st, 2023. Dr. Sun made the same motion to temporarily reduce the number of “additional trustees” down to 3. The motion passed (4-2). Mr. Olivero and Mr. Wells voted nay.
- Dr. Sun motioned to approve that the change of the then-current number of non-officer Trustees may not be adopted during the period between the annual appointment of Nominating Committee members and the conclusion of the following election of Trustees. The motion passed (5-0). Mr. Olivero abstained.
- Dr. Sun motioned to approve the appointment of the nominating committee during the public meeting in July 2023. The motion passed (5-0). Mr. Olivero abstained.
- Dr. Sun motioned to approve the purchase of the Art room display case proposed by Ms. Weishaar in the amount of up to \$1700. The motion passed unanimously.
- Dr. Sun motioned to approve the part-time USS position with a base salary plus benefits in the amount of up to \$36,000 for the SY 2023-2024. The motion passed unanimously.
- Ms. Nnameka made a motion to approve that the 2023 Annual Membership Meeting shall be held on Thursday, May 25, 2023 at 7:00pm EDT in the FCCS cafeteria at 8445 Spires Way, Frederick, Maryland 21701. The motion passed unanimously.
- Dr. Sun motioned to approve the preliminary budget for SY 2023-2024 as presented by Ms. Schneider. The motion passed unanimously.
- Dr. Sun motioned to approve the volunteer appreciation funds as presented by Dr. Samuels in the amount of up to \$350. The motion passed unanimously.
- Mr. Bickel requested the purchase of two folding tables for the PE health instruction. Mr. Wells motioned to approve the purchase of a PE table in the amount of up to \$2,928.50. The motion passed unanimously.
- Mr. Wells motioned to approve the purchase of a laptop for the library in the amount of up to \$500. The motion passed (5-0). Ms. Khaleeli abstained.
- Dr. Sun motioned to adjourn the public meeting and go to a closed session to discuss attorney-client privileged information, privacy/reputation and personnel. The motion passed unanimously.

Public meeting was adjourned at 8:56pm.