



**THE MIAMI BOARDING SCHOOL, INC.
(DBA The SEED School of Miami)**

Minutes of the Meeting of the Board of Directors

Wednesday, December 15, 2020 | 12:00 pm

Participating Directors: Melanie Damian, Tom Culmo, Tery J. Medina, Virginia Emmons, Patrick Gannon, Virginia Emmons, Dorothy Terrell, Jason Bloch

Participating Staff: Kara Locke, Tiffany Graver-Smith, Giovanna Maldonado, Tia Diaz-Balart

Participating Contractors: George Cabrera, Sean Regan

Call to Order & Welcome

A quorum was established and the meeting was called to order at 12:08 p.m. The Chair, Melanie Damian, welcomed members to the quarterly Board meeting.

Board Chair Update

Adoption of Minutes

A motion to approve the minutes of the September 16th, 2020 board meeting minutes (a copy of the proposed minutes was provided in the meeting materials), was made, seconded and passed unanimously.

Permanent Campus Update

Ms. Damian provided the board with an update on the permanent campus and noted dorms were open for students on October 25th, 2020. A TCO was given to SEED on October 24, 2020 by Erskin Howard, MDCPS, who will continue managing the final work on the project necessary to receive the final CO. Sean Regan, Campus Development Consultant, provided the board with an update on the permanent campus construction including an overview of the outstanding construction-related items. Ms. Damian also shared the exciting news regarding recent beautification donations SEED received for campus landscaping.

Mr. Bloch requested a status update on the modular units that were exposed to the elements during a period of delay in construction. Dr. Locke explained that Mobile Modulares will be completing an assessment of the dormitories and anticipates an update will be provided by Mrs. Maldonado at the next board meeting. Ms. Damian noted a cost savings of \$150,000 on the total amount owed on certain

remediations during the pre-installation phase. Additionally, Ms. Damian explained, SEED accepted 50/50 responsibility for the damages associated with the dormitories while being exposed to the elements.

Development Update

Annual Giving

Mrs. Graver-Smith, SEED Miami's Development Director, provided the board with an update on her development efforts including recent fundraising efforts, grants, and partnership opportunities. She also shared upcoming events and fundraising opportunities for the spring. Ms. Damian encouraged the board to share SEED Miami's "wish list" with their networks. Mrs. Graver-Smith also asked the board to support the school's advancement efforts with continued introductions and board recruitment.

Capital Campaign

Mrs. Diaz-Balart, SEED Miami's Development Director, provided the board with an update on her development efforts including new pledges, grant requests, breakdown of fundraising dollars, and engagement strategies. Additionally, Mrs. Diaz-Balart encouraged the board to make new introductions.

Finance Update

Dr. Locke notified the board of a potential Florida Department of Education (FLDOE) holdback of 6% for SEED Miami's funding for the 2020-2021 academic year. This is part of a larger holdback for all state funded projects. This 6% equates to approximately \$525,000 worth of operating dollars that SEED anticipated in their cash flow and budget. The difference in funding equates to a difference of approximately 19 students enrolled at the school. SEED made a conscious decision not to remove any students from the school as a result of the holdback, and instead is not backfilling those seats. Ms. Damian noted the efforts of SEED Miami staff to ensure SEED is in good operational standing. Dr. Locke provided clarity that this financial impact is as a result of the pandemic and an impact on funding at the state level which is affecting state funded projects. Ms. Damian clarified state funding comes in on an annual basis so the holdback is only for the 2020-2021 academic year, and proposed the school's plans for the 2021-2022 year pending implications from the pandemic.

SEED Miami's Director of Finance, George Cabrera, provided the board with an update of SEED Miami's financials and progress, PPP forgiveness, explanation on variances shown on the balance sheet, and cost savings from July to early October. Mr. Cabrera also provided an update on converting the construction loan to a term loan. Mr. Cabrera provided an overview on the actuals cash flow through October 2020 and cash flow projections. Mr. Cabrera is monitoring potential government programs and funding opportunities.

Head of School Report

Approval Items

SEED's Director of Operations, Ms. Maldonado, presented to the Board an approval for an Out of Field Waiver for SEED Miami Professors, Mr. McLear and Ms. Walker. The motion was made, seconded and passed unanimously.

Dr. Locke noted Ms. Maldonado's success with her team in finance, facilities, HR, IT, and in ensuring the dormitories were ready to open on October 25th. Dr. Locke also explained by our next board meeting, Ms. Maldonado will take the lead on updates regarding SEED's permanent campus.

Programmatic Updates:

Dr. Locke explained this is a milestone year for SEED Miami, including five large items to tackle within one year: (1) inaugural senior class, (2) opening of the dorms, (3) COVID protocols, (4) charter contract renewal, and (5) Cognia Accreditation, which includes a number of site visits and interviews.

Reopening Update

Dr. Locke shared highlights on SEED's reopening night and that staff ensured that each scholar felt celebrated upon returning to campus. Dr. Locke explained SEED's latest COVID-related protocols to ensure the safety and wellbeing of students and staff, and what that looks like in a living and learning environment. The COVID-19 Prevention and Response Manual was shared with the Board. Protocols include single-occupancy dorm rooms and keeping students socially distanced and masked at all times. Currently, SEED is rotating all the students who selected to return to school on an every other week basis which is more frequent than SEED anticipated based on the percentages provided to the board. Dr. Locke noted the Florida regulation around education explains the students who are at school have to learn alongside their peers who are at home via ZOOM and/or Google Classroom. Dr. Locke provided data points for students learning at school vs. at home, an update on SAT testing and college applications, and family engagement. Dr. Locke also noted areas of improvement.

COVID Manual and Data Update

Dr. Locke noted staff were required to physically return to work on October 12th and provided a general scope and breakdown of covid-related data to the board, as well as, the impact on resources and scale. Dr. Locke noted there was not a single, positive-student COVID case that occurred at SEED which would have required the school to undergo closing and cleaning protocols. Dr. Locke acknowledged scholars who are struggling academically at home and how they are receiving support in addition to access to SEED's Student Support staff and Mental Health Counselors.

Spring Learning Plan

Dr. Locke gave an overview of the two reopening plans submitted to the state. One plan accounted for not opening in August 2020 and for the manner in which SEED opened on October 24th. Dr. Locke explained the latest learning plan that provides both in-person and virtual learning options while maintaining state funding, and outlines SEED's reopening plan for spring 2021. Dr. Locke noted the submitted plan will need approval by M-DCPS.

Charter Renewal Process and Application

Dr. Locke provided an overview of the charter school renewal process and all the major components (an electronic version of the Charter Renewal Application was provided to the board). Dr. Locke noted the application includes evidence of achieved accomplishments at SEED Miami and makes the case for SEED to receive a 15-year renewal contract. Additionally, Dr. Locke discussed the Statement of Intent within the application which included a reminder of the precedent of the 15-year extension in order to facilitate a long term agreement while referencing the statute that the school can seek this term in order to

facilitate access to long term financial resources for charter school construction. This alignment will improve access to donors, bank financing, and anything that is necessary in order to prove the longevity to access those funds. Ms. Damian noted SEED wants to ensure the charter school contract aligns with SEED's other contracts.

Founding Class Update

Dr. Locke highlighted SEED's founding class, the Class of 2021, is wrapping up college applications. Ms. Damian noted several colleges SEED students have applied to and explained SEED's philosophy based on extensive data collection, "right fit college" choices.

Lastly, Dr. Locke gave an overview of SEED's partnership with Lion's Story and their work with the senior class to discuss a specific protocol and set of skills for how to discuss, read, and recast racially stressful encounters. Lion's Story will teach mindfulness strategies and how to identify how racial stress affects a student's thoughts, emotions, and their physical response. Dr. Locke highlighted this work including how they will teach the senior class to discuss issues about race, equity, and inclusion, as they prepare to send their seniors to college.

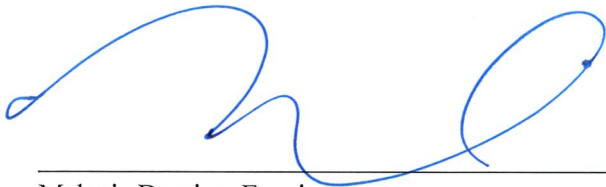
The board collectively highlighted Dr. Locke and the work of her team during such unprecedented times.

Meeting adjourned at 1:48

Minutes drafted by Tiffany Graver-Smith

The undersigned hereby certifies that he/she is a Director and/or Officer of The Miami Boarding School, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation & the individual charter schools sponsored by the said Corporation.

The minutes were adopted by the Board of Directors at a meeting held on March 3, 2021.



Date:

3.22.2021

Melanie Damian, Esquire

Chair, The SEED School of Miami Board of Directors