



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

**Minutes of the Meeting of the Board of Directors**

**Wednesday, March 3, 2021 | 12:00 pm**

*Participating Directors:* Melanie Damian, Tom Culmo, Tery J. Medina, Virginia Emmons, Dorothy Terrell, Jason Bloch, Stuart Israelson

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

*Participating Contractors:* George Cabrera

**Call to Order & Welcome**

A quorum was established and the meeting was called to order at 12:02 p.m. The Chair, Melanie Damian, welcomed members to the quarterly Board meeting. Dr. Locke shared a video of SEED's campus to the board.

**Board Chair Update**

*Adoption of Minutes*

A motion to approve the minutes of the December 15th, 2020 board meeting minutes (a copy of the proposed minutes was provided in the meeting materials), was made, seconded and passed unanimously. Additionally, a motion to approve the minutes of the January 13th, 2021 Board meeting minutes (a copy of the proposed minutes was provided in the meeting materials), was made. In response, Mr. Bloch presented the following correction to the meeting minutes: In the event of a life and safety related situation, Dr. Locke shall be granted decision making authority to close the school buildings and continue innovative learning for up to five school days so long as the Board Chair, Ms. Damian is apprised of the decision and in agreement. With this correction, the motion was seconded and passed unanimously.

**Campus Construction Update**

SEED Miami Director of Operations, Ms. Maldonado, introduced Bryan Thompson to the Board. Ms. Maldonado explained Bryan's long-standing history with SEED Miami and provided an overview of his current role as the Facilities and Construction Manager. Mr. Thompson provided the board with a general overview of the open issues as it relates to the dormitory construction project including the elevator, fencing, and signage. Mr. Thompson noted a targeted completion date of April 2021 and will continue to manage and document exchanges with Erskin Howard, M-DCPS Project Manager.

## **Finance Update**

SEED Miami's Director of Finance, George Cabrera, provided the board with an update of SEED Miami's financials and progress as of December 31st, 2020, and noted a positive net income. Mr. Cabrera created a budget vs. actuals (electronic copies were provided to the Board) for the first six months of the fiscal year which provided a snapshot of how SEED is performing. Mr. Cabrera also cited multiple savings as a result of the pandemic including moving into the new dorms, fundraising dollars and revenue. Additionally, Dr. Locke clarified the decline in staff salaries, noting, hybrid learners are less therefore, SEED has not needed to maintain the full spectrum of overnight and morning staff, and other positions have not been backfilled at SEED in an effort to being financially conservative at the onset of the school 2020-2021 academic year. Dr. Locke also noted the positions which were frozen were strictly as a result of the changes due to COVID and those positions will be brought back on at the point that SEED Miami anticipates returning to a full scale operation. A draft budget of the 2021-2022 school year will be provided at the next board meeting for approval with the assumption that SEED is returning to normalcy.

Lastly, Mr. Cabrera clarified the IT spending as variance of a decrease in spending and explained we spent more in IT costs than what was budgeted and SEED will get reimbursed through their loan. Additionally, Mr. Cabrera explained the top expenses that have a positive variance reduction from what was budgeted including salaries, student costs, food services, student activities and facility costs.

Mr. Cabrera continues to monitor potential government programs and funding opportunities.

Ms. Maldonado provided the Board with an update on the draft budget planning timeline for the 2021-2022 academic year. A finance committee meeting is being planned in order to be presented by the next quarterly board meeting in April.

Ms. Damian provided the Board with an overview on dorm construction finances including an update on the City National loan, private loans, fundraising, and the restructuring of the private debt due to additional construction projects and security measures that need to be put in place. The restructuring of finances allows SEED Miami to complete capital improvements. Ms. Damian noted the need to raise \$3 million by March 2022.

## **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 highlighted recent events and fundraising opportunities for the spring. Mrs. Graver-Smith also asked the board to support the school's advancement efforts with continued introductions.

### *Capital Campaign*

Mrs. Diaz-Balart, SEED Miami's Development Director, provided the board with an update on her development efforts including pledges, grant requests, breakdown of fundraising dollars, and engagement strategies. She also highlighted the success of a strong end of year campaign including new donor prospects. Lastly, Mrs. Diaz-Balart encouraged the board to make new introductions and review the development team's list of foundation and grant outreach.

## **Head of School Report**

Dr. Locke provided an update on SEED staff amidst a pandemic including SEED's current programmatic plan and operations with an overview on testing taking place in May. Dr. Locke expressed her concerns for the sustainability of the pace and demands on staff. She noted Sr. offer letters have been delivered early to get a better sense in terms of leadership and staff turnover. During the April Board meeting, the HR Manager will provide the Board with data to include staffing for the 2021-2022 school year. Additionally, she highlighted how SEED students are very resilient and provided an update on their overall well-being, noting the more SEED students are back on campus, the more additional students want to return. The Board was updated on SEED's current hybrid living and learning model and the new plan as the demand for in-person learning increases.

## *COVID Data Update*

Dr. Locke provided a general scope and breakdown of covid-related data to the Board. Dr. Locke noted there has not been a single, positive-student COVID case that occurred at SEED which would have required the school to undergo closing and cleaning protocols. Due to the numerous adult incidences as it relates to COVID, SEED is struggling with adult continuity and Dr. Locke noted her concerns during state testing.

## *Charter Renewal Process*

Dr. Locke reminded the Board of the charter school renewal process. She proudly highlighted they voted unanimously 7-0 for renewal, however, a term was not approved during this meeting. During March 1st - April 9th, SEED will negotiate the term as the next phase of the contract negotiation. Dr. Locke reminded the Board, SEED is seeking a 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. On June 23rd the negotiated contract will be sent forward to M-DCPS Board for approval. Ms. Damian highlighted Dr. Locke and her team's effort during this charter renewal process.

## *Cognia Accreditation Results and Feedback Update*

Dr. Locke updated the Board on SEED's Cognia Accreditation process. Dr. Locke gave an overview on the 4-day review and noted 400 artifacts that were provided as evidence to prove SEED meets Cognia's standards which includes learning, leadership and resources for schools. Cognia's Board will officially vote on SEED's accreditation in June. Dr. Locke highlighted Cognia's summative findings including, positive relationships and school culture, culture of growth, and having a data-driven school culture and systems in place. She also noted their feedback around longitudinal data, sustainability, and a standard operating procedure. Dr. Locke noted she has begun conversations with The SEED Foundation to see how they can support SEED Miami with these undertakings. Ms. Damian shared this as a big win for SEED Miami.

## *State Testing Update*

Dr. Locke gave an update on the FSA testing schedule including an expanded testing window. She noted SEED will be required to meet an attendance threshold in order to test and the test results will count

towards a rating. The state test must be administered in person. As a result, SEED will request all families return their students physically to SEED to take the FSA and suspend the current rotation schedule. A motion to approve the May testing calendar was made, seconded, and passed unanimously.

*Senior and Graduation Update*

Dr. Locke proudly shared an update on the status of college acceptances to date. Dr. Locke discussed pending graduation plans and asked the Board for support around a keynote speaker. Lastly, Dr. Locke shared a video with the Board that was also shared at the renewal meeting.

Meeting adjourned at 2:01

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 May 5, 2021.*



Date: \_\_\_\_\_

7.29.2021

Melanie Damian, Esquire  
Chair, The SEED School of Miami Board of Directors