

**THE MIAMI BOARDING SCHOOL, INC.
(d/b/a The SEED School of Miami)**

**Minutes of the Meeting of the Board of Directors
Tuesday, September 6, 2016 at 12 PM**

Participating Directors: Sandy Bohrer, Aviva Budd, Tom Culmo, Melanie Damian, Virginia Emmons, Rob Gordon, Tery Medina

Participating Staff: Giovanna Angulo, Kara Locke, Jasmine Morgan, Sean Regan

Call to Order & Welcome

A quorum was established and the meeting was called to order at approximately 12:05 p.m.

Consent Agenda

A motion to approve the meeting minutes from June 28, 2016 and August, 8, 2016 was made, seconded and approved unanimously.

Chairperson's Report

The Board Chair, Melanie Damian, reminded Board members of the requirement to complete fingerprint screening and online training and requested that these requirements be completed before the next board meeting, if they have not done so already. Ms. Damian also reminded the Board of their fundraising obligation.

Governance Committee Report

A motion to approve the following officers, committees and committee members for the 2016-2017 School Year was made, seconded and approved unanimously.

Officers

- Melanie Damian, Chair
- Patrick Gannon, Secretary/Treasurer
- Robert Gordon, Vice Chair

Committees

- Finance & Audit Committee
 - Aviva Budd
 - Tom Culmo
 - Melanie Damian
 - Patrick Gannon (Committee Chair)
- Governance Committee

- Melanie Damian
- Virginia Emmons (Committee Chair)
- Jaret Davis

A motion to approve the renewal of the term of service for the following Board members for the 2016-2016 School Year was made, seconded and approved unanimously.

- Aviva Budd
- Melanie Damian
- Jaret Davis
- Virginia Emmons
- Pat Gannon
- Robert Gordon
- Tery Medina
- Sandy Bohrer

Board member Tom Culmo was recently appointed and therefore not up for term renewal.

Ms. Emmons recommended Ms. Pamela Dunston of Palm Beach, Florida as a Board member. Ms. Damian recommended that the Governance Committee circulate a list of candidates in November for consideration and vote by the Board at the December meeting.

Ms. Damian noted to the Board that five Board members have resigned over the summer. Three judges (Michael Davis, Cindy Lederman and Ari Abraham Porth) resigned due to a judicial ethics opinion. Michelle Mason and Gale Nelson resigned due to time constraints. Ms. Damian encouraged the Board to nominate additional candidates to become Board members.

Site Report

Mr. Regan provided an update on plans for a permanent campus by Year 5. Mr. Regan explained that the goal is to have a stable low-cost campus option that will allow us to grow to 400 students. Mr. Regan walked through how SEED could partner with a developer to build the permanent campus and addressed some of the initial challenges with a developer partner for the sites being considered.

Mr. Regan explained that the use of a developer to build the academic and residential buildings would mean the cost of rent increases, but the upfront cost for the campus is lower than if SEED builds the campus. Mr. Regan explained to the Board that splitting the campus permanently is not ideal for teaching or learning, but that a split temporary campus could work for an additional year. The Board discussed the potential opportunity to renovate a 200-unit apartment building complex on a former health complex in Pembroke Pines, FL for residential space.

The Board authorized Mr. Regan to contact developers about developing SEED Miami's campus. The Board also authorized Mr. Regan to move forward with preparing a term sheet for the Pembroke Pines property. Ms. Budd offered to play a key role in any negotiations.

Finance Report

Auditors Octavio Verdeja and Alejandro Trujillo of Verdeja, De Armas & Trujillo, LLP presented the FY2016 audit to the Board. A motion to approve the FY2016 audit was made, seconded and approved unanimously.

Program Report

Dr. Locke requested approval from the Board for the school to continue using the Marshall Teacher Evaluation Rubric for teacher evaluations instead of the evaluation process implemented by MDCPS. The Marshall rubric is an effective evaluation system used by the public schools systems in Washington, D.C. and New York. MDCPS allows schools to implement a different evaluation system with Board approval. A motion was made, seconded and approved unanimously for the school to use the Marshall rubric for teacher evaluations.

Dr. Locke reported that the school currently has 132 students enrolled and that faculty retention is at 95 percent. Dr. Locke also announced that Giovanna Angulo is now the Director of Operations after previously holding the position of HR Manager.

Dr. Locke provided an overview of the FSA results and ACT scores and noted some of the trends, including no difference between ESOL and non-ESOL students as well as a performance gap based on gender – generally, girls performed better than their male peers. Dr. Locke explained that the school is working to keep their male students engaged. Dr. Locke also noted strong test results in reading and writing. Three new math teachers were hired this year to improve math curriculum and math scores.

Human Resources Report

Ms. Angulo reported two openings that the school is looking to fill – HR generalist and a Development Director. The Foundation is helping to screen candidates for the Development Director position. Ms. Angulo reported that there are no vacancies in program leadership; there are vacancies for a reading teacher, mental health counselor and two student life RAs.

Development Report

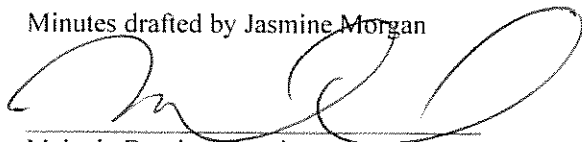
Ms. Damian reminded the Board of their commitment to raise \$680,000.

Other Announcements

Ms. Damian reminded the Board about the upcoming Dream Ceremony.

Meeting adjourned at approximately 2:04 PM

Minutes drafted by Jasmine Morgan



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