



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

Minutes of the Meeting of the Board of Directors

Tuesday, January 29, 2019 | 12:00 pm

Participating Directors: Melanie Damian, Robert Gordon, Virginia Emmons, Tom Culmo, Jason Bloch, Dorothy Terrell

Participating Staff: Kara Locke, Giovanna Maldonado, Luna Otero, Tiffany Graver-Smith, Galia Pennekamp

Participating Contractors: Sean Regan, George Cabrera

Call to Order & Welcome

A quorum was established and the meeting was called to order at 12:11. The Chair, Melanie Damian, welcomed members to the quarterly Board meeting.

Adoption of Minutes

A motion to approve the minutes of the October 31, 2018 Board meeting (a copy of the proposed minutes was provided in the meeting materials) was made, seconded and passed unanimously.

Chair Person's Report

Ms. Damian noted Aviva Budd resigned from the Board effective December 31, 2019. SEED is grateful for her leadership and dedication to SEED's mission and children, and looks forward to keeping in touch. Ms. Damian reminded the Board, SEED Miami is actively recruiting new Board members and encouraged the Directors to think through their networks as SEED works to expand its leadership on the Board. Ms. Emmons and Ms. Damian recommended potential Board members.

Site Report

The SEED Foundation's Campus Development Manager, Sean Regan, provided the Board with an update on SEED Miami's permanent campus, and proudly announced construction has begun on the initial groundwork. Ms. Damian noted the school district's demand for \$3.8 million in escrow funds in order for construction to remain on schedule. The Board discussed SEED Miami's ongoing relationship and concerns with the School District including the notice to Proceed with

construction and the district's response to escrow from the Board. Board member, Jason Bloch, asked several questions about the District's compliance with its agreement with the school and requested the Board Chair draft a letter in part expressing those concerns. The Chair agreed.

Finance Report

Mr. Cabrera, SEED Miami's Finance Director, provided materials to the Board and explained the Summary Balance Sheet, cash flow analysis, and budget submission schedule. A positive net income was noted due to existing pledges and associated savings with maintenance and repairs as compared to last academic year. Mr. Cabrera noted he continues to monitor cash flow on a weekly basis. Ms. Damian reminded the Board, SEED Miami will stabilize once SEED reaches full capacity, and will then only require a modest fundraising lift each year.

Development Update

Ms. Pennekamp, SEED Miami's Development Director, provided the Board with an update on SEED Miami's Capital Campaign. Ms. Pennekamp explained her strategy to meet SEED's short-term goals and highlighted several philanthropic supporters who are being considered. Ms. Pennekamp also highlighted community leaders who have contributed towards SEED Miami's Capital Campaign.

Mrs. Graver-Smith, SEED Miami's Development Director, provided the Board with an update on SEED Miami's annual fundraising campaign. She shared with the Board pending and awarded grants, recent giving, and highlighted noteworthy community events and visitors. Ms. Pennekamp and Mrs. Graver-Smith urged the Board to extend invitations to tour SEED Miami within their networks.

HR Report

Dr. Locke, SEED Miami's Head of School, provided the Board with an introduction to Luna Otero, SEED Miami's Director of Talent Management. Dr. Locke noted challenges with SEED Miami staffing and as a result, designed a new HR role to further develop partnerships in the community as well as implement various Human Resource functions at SEED. Ms. Otero cited vacancies in the academic and student life departments. Ms. Otero also provided the Board with an update on new community partnerships and various recruitment fairs and tools SEED is actively exploring locally, nationally, and marketing strategies.

Program Update

Dr. Locke, SEED Miami's Head of School, requested the Board to approve an Out of Field Waiver for Professor Cassandra Lamothe. She is certified as a 6-12 teacher and would like to teach English. Motion was made, seconded and passed unanimously.

Dr. Locke requested a strategic partnership approval from the Board to approve Ms. Damian to sign off on a future MOU with a community partner. Dr. Locke highlights the MOU will not go

into effect until the Board provides final approval. Motion was made, seconded and passed unanimously.

Lastly, Dr. Locke made a request of the Board to approve a 10th grade scholar (D.Smith) to return to SEED under the provision of the Temporary Medical Leave Policy cited in The SEED School of Miami handbook. Motion was made, seconded and passed unanimously.

Dr. Locke provided an enrollment update to the Board and showed a positive increase in student retention compared to last year, and attributed this to improvements in food and facilities. Dr. Locke provided the Board with a programmatic update, citing comparative data within the SEED network, academic gains, as well as areas of improvement.

Meeting adjourned time: 2:08

Minutes drafted by Tiffany Graver-Smith



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