



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

Minutes of the Meeting of the Board of Directors

Wednesday, July 17, 2019 | 12:00 pm

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

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

Participating Contractors: George Cabrera, Sean Reagan

Call to Order & Welcome

A quorum was established and the meeting was called to order at 12:03 p.m. The Chair, Melanie Damian, welcomed members to the quarterly Board meeting.

Governance Items

Adoption of Minutes

A motion to approve the minutes of the April 17, 2019 Board meeting (a copy of the proposed minutes was provided in the meeting materials) was made, seconded and passed unanimously.

A motion to approve the minutes of the May 14, 2019 Board meeting (a copy of the proposed minutes was provided in the meeting materials) was made, seconded and passed unanimously.

Chairperson's Report

Ms. Damian proposed the following quarterly Board Meeting dates for the 2019/2020 academic year: September 11th, 2019 at noon, December 11th, 2019 at noon, March 4th, 2020 at noon, and May 20th, 2020 at noon. The board agreed to these new dates.

Ms. Damian reminded the Board about the 2019/2020 annual fundraising obligation. Ms. Damian outlined steps for prospective Board members and also mentioned SEED Miami is actively recruiting prospective Board members in the areas of education, development, finance/audit, leadership and governance. Ms. Emmons recommended a potential Director for the Board.

Ms. Damian provided the Directors with information on proposed Board member, Patrick Gannon. A motion to approve Mr. Gannon as a member of The SEED School of Miami Board of Directors was made, seconded and passed unanimously.

Site Update

Ms. Damian noted the construction that began on the initial groundwork came to a stop until the school district authorizes a notice to proceed. Per Miami-Dade County Public Schools, \$4.2 million is needed in escrow in order for construction to remain on schedule, of which, \$2 million has been placed in escrow. Ms. Damian and Ms. Pennekamp cited development efforts to fulfill Miami-Dade County Public Schools' escrow requirements. Ms. Damian noted, SEED has extended their current lease with the Hotel Roma and they have slightly reduced SEED Miami's monthly rent. Dr. Locke and Ms. Maldonado noted action plans to safely accommodate 317 students at Hotel Roma. Additionally, the Board learned Miami-Dade County Public Schools released the remaining classrooms to SEED Miami per their contractual agreement and SEED Miami continues to work with M-DCPS to address its HVAC concerns.

Program Report

Dr. Locke, SEED Miami's Head of School, explained she will provide comprehensive data on the 2018/2019 academic year at the next quarterly Board meeting. Dr. Locke provided the Directors with highlights on summer exposure opportunities, New Student Orientation, and the hiring of SEED Miami's founding College Counselor. Mr. Israelson, SEED Miami Board member, commended Dr. Locke on a 93% staff retention rate.

A motion to approve the 2019/2020 academic calendar (a copy of the proposed academic calendar was provided in the meeting materials) was made, seconded and passed unanimously.

Lastly, Dr. Locke urged the Directors to share employment opportunities at SEED Miami with their networks.

Operational Financial Updates

Human Resources Report

Ms. Otero, SEED Miami's Director of Talent Management, provided the Directors with an overview of current Middle and High School vacancies within student life and academics.

Finance Report

Mr. Cabrera, SEED Miami's Finance Director, outlined March - April balance sheets and a cash flow analysis of the 2018 - 2019 academic year.

Mr. Cabrera noted SEED Miami is currently finalizing reports and in the midst of an audit which will take 45-60 days to complete.

Development Update

Ms. Pennekamp, SEED Miami's Development Director, provided an update on fundraising regarding the capital campaign. She noted \$2.5 million is needed to draw on the construction loan by December.

Mrs. Graver-Smith, SEED Miami's Development Director, provided the Directors with a brief recap of the 2018/2019 fundraising efforts and 2019/2020 goals. Mrs. Graver-Smith also highlighted several events taking place at SEED Miami to close the year.

Lastly, Ms. Pennekamp and Mrs. Graver-Smith encouraged the Directors to invite their networks to tour SEED Miami.

Other Announcements:

Ms. Maldonado, SEED Miami's Director of Operations, provided the Directors with an overview of Title I funding for the 2019-2020 school year. This year the school was awarded \$163,195 and is recommended to be used for the supplementing of staff salaries in the area of Mathematics and Science, 1% for Parental Involvement, printing and supplies. Staff recommended the motion to approve the appropriation details as presented. A motion to approve Title I funding (a copy of the proposed Title I Budget Appropriation Details was provided in the meeting materials) was made, seconded and passed unanimously.

Meeting adjourned: 1:32 pm

Minutes drafted by Tiffany Graver-Smith

A handwritten signature in blue ink, appearing to read 'Melanie Damian', with a horizontal line extending to the right.

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