



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

Minutes of the Meeting of the Board of Directors

Wednesday, September 11, 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, Galia Pennekamp, Tia Diaz-Balart, Jesika Laster, Martine Marcelin, Theresa Thomas

Participating Contractors: George Cabrera, Sean Reagan

Participating Guests: Barry Goldstein

Call to Order & Welcome

A quorum was established and the meeting was called to order at 12:05 p.m. The Chair, Melanie Damian, welcomed members to the quarterly Board meeting.

Consent Items

Adoption of Minutes

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

Governance Items

Board Member Nomination

Ms. Damian provided the Board with information on proposed board member, Barry Goldstein. Mr. Goldstein gave the Directors a brief background on his professional and philanthropic work in the community. A motion to approve Mr. Goldstein as a member of The SEED School of Miami Board of Directors was made, seconded and passed unanimously.

SEED Miami Governance Committee Chair, Virginia Emmons, and SEED Miami's Head of School, Kara Locke, discussed with the Board the nomination of a parent representative to serve on the Board, similar to SEED D.C. and SEED Maryland. It was noted, parent representatives of the Board are not required to meet the Board's fundraising obligation. A parent representative will be nominated to the Board at the next Board meeting.

Operations Report

Permanent Campus Construction Update

Ms. Damian informed the Board that Miami-Dade County Public Schools (M-DCPS) issued the notice to proceed on buildings 1 & 2 on Monday, September 9th, 2019. Due to this delay, SEED Miami anticipates preparations for an April 2020 move-in date. Ms. Damian noted an extension was approved at a reduced-rate with the Hotel Roma till March 2020. However, Ms. Damian explained to the Board and M-DCPS' officials, each month that move-in to the dormitories is delayed, it will cost SEED Miami approximately \$150,000 per month. SEED Miami Board member, Jason Bloch, expressed significant concerns with continuing M-DCPS roadblocks and delays and again asked leadership and the Board to consider alternative approaches to resolution, including exploring legal action. Acknowledging a complex relationship, Mr. Bloch stressed that he was not advocating immediate litigation nor that it was preferred step. Rather, he was concerned that M-DCPS, particularly its most senior decision makers, were not specifically aware of the oversized ramifications to SEED (including additional housing expenses, impairment to educational mission, and resulting decreased enrollment) due to M-DCPS actions and decisions. Nor were they aware that M-DCPS could be financially responsible for those costs. He emphasized that some of the M-DCPS decisions/actions were of relatively minor significance to M-DCPS yet represented crippling impacts to SEED. He advocated immediately providing top M-DCPS administration and legal staff with detailed, monetary impacts that SEED has and will incur due to M-DCPS decisions, indicating that such quantified amounts could be recovered in a legal claim, and expressing a desire to work together to come to an amicable solution. Mr. Bloch noted that he has expressed similar comments at every prior meeting where this topic has been addressed though they had not been reflected in the minutes. He requested that the prior meetings' minutes be amended to reflect such comments which was approved.

Ms. Damian noted there is no action plan to proceed with litigation at this time, instead the school will focus their efforts on getting the dorms completed. The Board did agree to keep detailed records of any correspondence with M-DCPS in the event litigation is pursued. The SEED Foundation's Campus Development Manager, Sean Reagan will be meeting with the contractors and will have a better sense of the adjusted dormitory construction timeline.

Development Update

Ms. Pennekamp, SEED Miami's Development Director, provided an update on fundraising regarding the capital campaign. She noted SEED Miami is in the final phase on its path to permanence. The total project cost is \$18.1 million, of which \$11.5 million has already been raised through fundraising, bank financing and private personal loans. SEED Miami's goal is to raise the balance of funds of \$6.6 million to complete the project. Ms. Pennekamp cited several prospects and events to support their fundraising goals.

Mrs. Graver-Smith, SEED Miami's Development Director, provided the Directors with an update on their fundraising efforts and 2019/2020 goals. Mrs. Graver-Smith also highlighted several events taking place at SEED Miami to close the year.

Finance Update - SEED Miami Audit Update

Ms. Damian introduced SEED Miami auditors to the Board, Alex Trujillo of Verdeja, De Armas, & Trujillo LLP. Mr. Trujillo proposed his findings of the audited financial statements of the governmental activities and each major fund for The SEED School of Miami. Mr. Trujillo reminded the Board to focus on the debt service ratio with City National as the debt increases due to accruing construction costs. Dr. Locke expressed her gratitude for Mr. Cabrera and Ms. Maldonado on their tremendous effort towards the completion of the audit. Mr. Cabrera also thanked Mr. Trujillo for their diligent and thorough work on the audit.

Human Resources Report

Ms. Maldonado, SEED Miami's Director of Operations, presented the Board with an update on staffing. Ms. Maldonado cited SEED Miami currently has 3 vacancies in high school teaching positions.

Head of School Report

Program Approvals

Dr. Locke presented to the Board an approval for an Out of Field Waiver for SEED Miami professors, Shateika Fort and Laurel Maxi. A motion to approve the Out of Field Waiver for Shateika Fort and Laurel Maxi was made, seconded and passed unanimously.

A motion to approve Laurel Maxi, Tranika Fagan, Krystal Taylor and Michael Campbell with ESOL endorsements was made. Dr. Locke discussed the credentials of these professors and noted they have one year to complete their endorsement. After some discussion, the motion was seconded, and passed unanimously.

A motion to approve Tiffany Graver-Smith as the Conflict Resolution Designee was made. Dr. Locke explained to the Board the Designees' role including facilitate parental involvement, provide information and assist parents and resolve disputes. After some discussion, the motion was seconded and passed unanimously.

Enrollment Snapshot

Dr. Locke presented to the Board challenges with enrollment due to family and student frustrations with the dormitories not being built, dissatisfaction with breakfast and lunch services provided to the students by M-DCPS as a condition of our academic lease, and lack of recreational space due to construction on the dormitories. Dr. Locke discussed long-term options for contracted food-services that SEED Miami is exploring and urged the Board to think through options outside of SEED to involve SEED scholars such as mentorship programs. Dr. Locke also discussed temporarily expanding the admissions team to support them through recruitment during the fall.

Introduction of Academic Leadership Team

Dr. Locke introduced Ms. Laster, Director of Middle School Academic Affairs and shared her story of growth while at SEED Miami. Ms. Laster presented data highlighting the 2018-2019 academic year and shared her vision and goals for a successful 2019/2020 school year.

Dr. Locke welcomed Theresa Thomas, Director of High School Academic Affairs and shared her successes of growing and developing SEED Miami's founding High School. Ms. Thomas presented the 2018/2019 academic successes and challenges and discussed how the SEED network is working together through learning goals, professional development and effective feedback for a successful 2019/2020 school year.

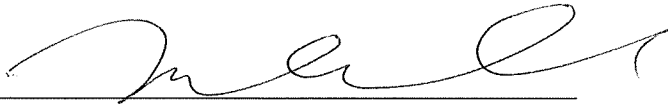
Dr. Locked introduced SEED Miami's founding College Counselor, Maritine Marcelin. Mrs. Marcelin discussed her past work experience and professional development while at SEED Miami, and her plans to successfully transition SEED high school scholars to college students.

Other Announcements

Ms. Damian reminded the Board about the upcoming meeting in December. Dr. Locke noted potential budget changes due to enrollment and construction delays will be presented at the next meeting.

Meeting adjourned: 1:54 pm

Minutes drafted by Tiffany Graver-Smith

A handwritten signature in black ink, appearing to read 'Melanie', written over a horizontal line.

Melanie Damian, Esquire

Chair, The SEED School of Miami Board of Directors