



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

Minutes of the Meeting of the Board of Directors

Wednesday, September 21, 2022 | 12:00 pm

Participating Directors: Melanie Damian, Tom Culmo, Tery J. Medina, Virginia Emmons, Dorothy Terrell, Alise Johnson, Alison Harke, Jon Tucker

Participating Staff: Kara Locke, Giovanna Maldonado, Claudio Moraes

Participating Guests: Alex Trujillo, Monique Bustamante of Verdeja, De Armas, Trujillo - Independent Auditors

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. Ms. Damian also introduced SEED Miami's new Finance Director, Claudio Moraes, to the Board.

SEED Miami Audit Update

Ms. Damian welcomed and introduced SEED Miami's independent auditors, Ms. Bustamante and Mr. Trujillo. The certified public accountants of Verdeja, De Armas & Trujillo, LLP presented an update of The SEED School of Miami's financial statements. It was noted that an extension on our annual audit was filed by Ms. Maldonado to M-DCPS.

Board Chair Update

A motion to approve the minutes of the July 20, 2022 board meeting minutes (a copy of the proposed minutes was provided in the meeting materials) was made, seconded and passed unanimously.

Loan Adjustment

Ms. Damian provided the Board with an overview of the loans from City National and purpose of each loan. The Loan draft documents were provided to the Board in advance of the meeting. Ms. Damian presented a motion to approve (1) term-out of the original loan and its reduction to approx. \$5.5 million, and (2) the new \$1.3 million non-revolving line of credit for security and lobby renovations (also to enhance security). This motion was seconded and passed unanimously. Ms. Damian noted the loan terms

will be reviewed for accuracy, and Ms. Damian was authorized to execute the loan documents. Final documents will be circulated to the Board upon request.

Board Bylaws, Working Groups, & Committees

Ms. Damian noted SEED Board Committees have not been updated since 2014. Proposed committee/working group lists were reviewed and assigned. This includes:

- *Athletics*: It was discussed this working group will focus on the launch of a football team. Dr. Locke addressed funding for various athletic programs at SEED, in addition to the different athletic offerings taking place during the 2022-2023 academic year. Appointed leader, Mark Smith, and working group members include Jon Tucker, Alison Harke, Kara Locke, and Tom Culmo.
- *Building and Grounds*: Appointed Melanie Damian as Chair of the Building and Grounds Committee, Virginia Emmons as Vice Chair, and other committee members include Dorothy Terrell, Stuart Israelson, Tom Culmo. Staff participants are Giovanna Maldonado and Kara Locke.
- *Finance*: Pat Gannon was appointed Chair of the Finance Committee, and committee members include Mark Smith, Jon Tucker, Melanie Damian, Virginia Emmons, Kara Locke, Giovanna Maldonado, and Claudio Moraes
- *Education Program Committee (EPC)*: Tery Medina was appointed Chair of the EPC, and other committee members include Virginia Emmons, Jon Tucker, and Kara Locke.
- *Governance*: Alise Johnson was appointed Chair of the Governance Committee, and other committee members include Carol Cope, Melanie Damian, Kara Locke, and Alison Harke.

Dr. Locke expressed her gratitude for the Board's willingness and dedication to the various committees, and thanked Mr. Smith and Ms. Terrell for their contributions towards the staff lounge.

Finance Update

FLDOE Funding Update and Implications

Dr. Locke provided an update on the 22-23 FL-DOE funding and highlighted that the Commissioner of Education will be visiting The SEED School of Miami on Friday, September 23rd. It was also noted there will be a pause in enrollment at 275 students, and as a result, alternative options to assist with cash flow were discussed.

Mr. Moraes provided the Board with an update of SEED Miami's balance sheet, highlighting SEED was able to successfully pay off several private loans during 21-22, and provided an overview of the statement of activities and cash flow.

Operations Update

Title I Budget

Director of Operations, Ms. Maldonado, provided the board with an overview of the Title I Budget. A motion to approve the Title I Budget (a copy of the proposed budget was provided in the meeting materials) was made, seconded and passed unanimously.

Out of Field Waivers

Additionally, Ms. Maldonado proposed to the Board a motion to approve an Out of Field Waiver for math instructor Cleon Roberts. The motion was seconded, and passed unanimously.

Permanent Campus

Ms. Maldonado provided the Board with an update on the Certificate of Occupancy, and noted the waiver request from M-DCPS was denied. Ms. Maldonado noted that SEED will request a quote from Mobile Modulares to determine the cost of the work and timeline of completion.

Development Update

Dr. Locke provided the Board with a recap of FY22 fundraising success, and an overview of FY23 fundraising progress, goals, and timeline. Dr. Locke also highlighted various charitable events taking place throughout the 22-23 academic year.

Marketing Update

Dr. Locke introduced Melissa Dietrick to the Board as SEED Miami's new Marketing and Communications Specialist. Dr. Locke and Ms. Dietrick explained the school's efforts to increase marketing and branding in the community and highlighted additional materials Ms. Dietrick will be working on this academic year. Ms. Dietrick provided the Board with an overview on SEED Miami Talking Points as a framework when discussing SEED in the community. It was noted that SEED is searching for a full-time Grant Writer.

Head of School Report

Approvals

Dr. Locke provided the Board with an overview of the Charter School Safety Plan. A motion to approve the Charter School Safety Plan was made, seconded, and passed unanimously.

A motion to allow the re-enrollment of J. Tew as a 12th grader was made, seconded, and passed unanimously.

Additional Updates

Dr. Locke highlighted the opening of the 2022-2023 school year and gave an overview of the enrollment distribution. Dr. Locke also highlighted SEED currently has over 100 siblings enrolled, and noted the rise in ESE Service needs.

Dr. Locke also provided updates and an overview of staffing, Board Resource Packet, the FL-DOE 2022-2023 Annual Report, and the state goals.

Meeting adjourned at 2:00

Minutes drafted by Giovanna Maldonado

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 November 16, 2022.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a solid horizontal line.

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