

Gateway Lab School

Board of Directors Meeting



DATE: July 26, 2018 6:00 pm

LOCATION: 2501 Centerville Road, Wilmington DE

Come to Order and Attendance:

6:00 pm

Present: Jon Fletcher, Geoffrey Grivner, Joyce Henderson, Tina Horgan, Sherlock Hack, Kenyatta Austin, Henry Clampitt, Jamie Navone Williams. NOTE: Election of new board member, Heidi Shanus, noted below; Ms Shanus was present for this meeting.

- **Public Comment-** None
- **DANA Training Overview-** A representative of the Delaware Alliance for Nonprofit Advancement (DANA) presented training opportunities for the GLS Board. An overview of best practices for charter school boards and consulting services that DANA can provide regarding board governance and strategic planning were discussed. The Board also briefly discussed the current form of the GLS bylaws and potential revisions to the bylaws.
- **Approval of Minutes-** Mr. Fletcher moved to approve the board minutes from the June 19th GLS Board meeting. Mr. Clampitt noted a typographical error in the minutes requiring corrections. Ms. Henderson seconded the motion to approve the minutes with the noted corrections. All directors voted to approve the June 19th Board meeting minutes. Mr. Grivner noted that he attempted to circulate minutes from the special meeting held on June 22, 2018, and would make sure they are circulated promptly. [Note to Minutes: a draft of the June 22nd Special Meeting Minutes was circulated to the board on July 26th and will be considered for approval at the August meeting]

Standing Reports

- **Interim Head of School-** Ms. Draper presented the Interim Head of School's report in her absence. The Interim Head of School has been reviewing the need for a Facilities Committee and the potential need for an Interim Principal. There was some discussion about whether there should be an Interim Principal or a more limited hire of consultants/contractors to fill instructional needs until the Principal returns from leave. A proposed suicide prevention policy was presented. Ms. Draper also highlighted a new reading curriculum that has been purchased and will be implemented for the next school year. Ms. Draper further noted that the school's current enrollment for the 2018-19 school year is 186.
- **Treasurer-** Former-treasurer, Mr. Clampitt, reviewed the June website financial report with the Board. Mr. Clampitt noted that the fiscal year ended with a considerable surplus, and that the Financial Framework should turn out well for FY2018. Note that Mr Clampitt resigned the Treasurer position on July 6, 2018.
- **OSC-** Mr. Grivner provided the Board with a report on the last OSC meeting. Mr. Grivner noted OSC discussions regarding board leadership, real estate, and the employee handbook which

took place. The OSC also set the agenda for the July Board meeting.

- **CBOC-** Mr. Clampitt noted that the CBOC did not meet in July.
- **Community Outreach-** Ms. Austin noted that the Community Outreach Committee did not meet in July but she has had meetings with school management to discuss the direction of the committee going forward.
- **Advisory Board-** Ms. Henderson noted that the Advisory Board did not meet in July

Discussions and Approvals

- **Teacher Director Election-** Mr. Fletcher noted Heidi Shanus's interest in filling the vacant teacher director position on the board. Mr. Fletcher further noted that Ms. Shanus previously interviewed with the board to fill a director vacancy. Mr. Clampitt noted that the GLS Bylaws, as currently drafted, leave election of a teacher director to be made by the Teacher Members of the corporation. Ms. Williams, the only Teacher Member, therefore voted to elect Heidi Shanus to the Gateway Lab School Board of Directors. All directors present at the meeting affirmed the election of Heidi Shanus to the Gateway Lab School Board of Directors. Ms. Shanus participated in the meeting as a board member from this point forward.
- **Board Officer Elections-** Mr. Fletcher noted that Ms. Henderson expressed an interest in changes to the Board officers during the OSC meeting. Mr. Fletcher also noted Mr. Clampitt's recent resignation as Treasurer and as a member of the CBOC, and the vacancy in the President position since February 2018. Ms. Horgan moved to elect Joyce Henderson as President of the Board. Mr. Hack seconded the motion. Mr. Clampitt voted against the motion, Mr. Fletcher and Mr. Grivner abstained from the vote. All other directors present voted to elect Joyce Henderson as President of the Board. Ms. Henderson moved to elect Sherlock Hack as Treasurer of the Board. Ms. Austin seconded the motion. Mr. Clampitt asked if Mr. Hack had completed financial training in connection with his appointment to the Board. Mr. Hack noted that he has not yet completed the financial training. Mr. Clampitt voted against the motion, Mr. Fletcher and Mr. Grivner abstained from the vote. All other directors present voted to elect Sherlock Hack as Treasurer of the Board.
- **CBOC Membership-** Mr. Clampitt noted various recent or impending departures from the CBOC. Mr. Clampitt suggested that Mr. Hack and Ms. Horgan be added to the CBOC membership. All directors approved the addition of Mr. Hack and Ms. Horgan to the CBOC by unanimous consent.
- **Ad Hoc Committee for Use of One-Time Funds-** Mr. Clampitt reported on certain one time grant funds that need to be managed going forward to insure they are used for the proper purpose, including funds for sensory classrooms and a tuition reimbursement program for teachers. Ms. Shanus and Ms. Williams volunteered to lead a committee to review the spending of these one-time funds.
- **Employee Handbook-** Mr. Grivner presented proposed changes to the Employee Handbook. Mr. Grivner noted the need to streamline the handbook and the proposed changes aimed to achieve this goal. The board discussed having an HR expert or employment attorney review the handbook before it is presented to employees. Mr. Clampitt suggested that the Vacation Policy section be stricken from the handbook and that vacation be described in the individual employment agreements where vacation days apply. The directors were asked to provide any additional comments by August 3, 2018.
- **Head of School Search Committee-** Mr. Clampitt presented the board with a plan for forming and executing a search committee process to identify and hire a permanent Head of School. The board engaged in a discussion regarding the timing of the search in relation to the next charter renewal and other recent changes in the school. The board determined to move forward with a search process, beginning with naming a search committee and formulating a

profile of Gateway Lab School and the Head of School position. Ms. Shanus moved to begin the Head of School search process by forming a search committee, timeline, and position profile, but leaving flexibility for adherence to any specific timeline. Ms. Henderson seconded the motion. All directors present voted to approve the motion.

Ms. Henderson moved to enter executive session at 8:43 pm. Mr. Grivner seconded the motion. All directors present voted to enter executive session.

Post-Executive Session Motions and Approvals

- Mr. Clampitt moved to authorize Mr. Grivner to consult with counsel regarding certain new employment matters discussed in executive session. Ms. Henderson seconded the motion. All directors present voted to authorize Mr. Grivner to consult with counsel regarding certain employment matters.
- Mr. Clampitt moved to authorize Mr. Grivner to communicate to counsel the Board's position to resolution of certain continuing employment matters discussed in executive session. Ms. Henderson seconded the motion. All directors present voted to authorize Mr. Grivner to counsel the Board's position to resolution of certain employment matters discussed in executive session
- Ms. Henderson moved to form a committee to review and revise Gateway Lab School's Bylaws. Ms. Horgan seconded the motion. All directors present voted to form a committee to review and revise Gateway Lab School's Bylaws. Mr. Hack and Ms. Austin volunteered to join the newly formed committee.

Meeting Adjourned: 10:15 pm