

Harambee Institute of Science and Technology Charter School Board of Trustees Public Meeting Minutes

Board Meeting Minutes Wednesday, December 15th 2021

The meeting of the Board of Trustees Public Meeting was held on Wednesday, December 15th 2021 via Zoom 6:00-8:00 p.m.

Open Session

Meeting Called to Order

The meeting was called to order at 6:04 p.m.
by Board Member Joseph Foster

Libation (Mama Rene Whitby)

Board member and Cultural Leader Renee Whitby lead members with libation.

Roll Call

Board member Joseph Foster asked Board members and the senior leadership team to give introductions. Board members and the senior leadership team introduced themselves, stated their names and titles.

Board members Present:

Joseph Foster
Larry Bell
Donna Holmes- Lockett
C. Wade Mosely
Jan Gillespie- Walton
Renee Whitby
Charis Jackson

Board members absent:

Maurice Baynard
Marirose Roach
Lakiesha Creighton
Monique Braxton

Others Present:

Gregory Shannon CEO

Michelle Thornton	CFO
Deleah Archer	Assistant Principal of Specialized Services
Ericka Washington	Assistant Principal of School Operations
Jenita Lunsford	Board Liaison

Introduction of Visitors and Others Present

Michelle Thornton, CFO, introduced Robin Holland Audit Manager from Joyce Miller Associates. She stated that she would provide an overview of the Audit Report with members.

Review of the Meeting Minutes (Approval of minutes)

November Board meeting minutes to be reviewed and certified by Board vote in January.

Board Member Joseph turned the meeting over to Greg for the leadership reports. Greg informed members that he would provide brief reports from each division in order to allow the most amount of time for the auditor and Michelle to give the audit presentation.

CEO Report, Greg Shannon

Greg reported that both Board members Maurice Baynard and Joseph Foster have signed the Charter Renewal agreement. He informed members that all of the information has been forwarded to the School District of Philadelphia. They hope that it will be on the January School Districts Board agenda as an action item for approval. He reported that the leadership team will be taking a proactive approach with the Charter framework committee to work on the items on the ACE report along with the things that are in their Charter renewal conditions. He stated that the committee has scheduled upcoming meetings to address all of the items that were previously mentioned in the reports.

Gala

Greg reported that they had an outstanding Gala committee meeting and they will be meeting again on January 10th to work out all of the logistics of their 50th golden Anniversary Gala. He reported that they have a tentative date for the Gala of Thursday May 19th, 2022. They are looking at the Belmont Mansion location to host the event. Greg mentioned that they would be keeping an eye out for the guidance and science around the Omicron variant as they move forward with plans for the Gala.

Giving Tuesday

Greg reported that they had a great Giving Tuesday. He noted that that the Friends of Harambee committee made very nice contributions and that they will share more

information in upcoming Board meetings. He stated once again that he would be reporting on behalf of Senior Leadership to allow more time for the Audit presentation.

Instruction

Greg reported that 70% of formal teacher observations have been completed. The process is going well and they should be 100% complete by mid January.

Operations, Capital Improvements

Greg reported that they are working on their capital improvements facilities master plan. He indicated that they had a great meeting with ICS last week to talk about their different options as it relates to the capital improvements. They are in the process of scheduling internal meetings to discuss the two tracks that were proposed. They will be leaning heavily on the expertise of Wade Mosely to help them make the most informed decision both operationally and financially.

Enrollment/ Student Lottery

Greg gave kudos to Ericka and Shakira who he stated have been working diligently on student enrollment and the lottery process. He said that they have worked hard to make the process digital. The entire process is now online and they plan to have an upcoming virtual Open House.

Specialized Services

Greg reported that Dr. Archer has jumped in over the past thirty days and that they are really excited about her participation in the Specialized Services department. Dr. Archer has been engaged in the twelve one child count process. He indicated that all of the files and information are now in order. Greg noted that this would conclude his reporting for the evening as he wanted to be brief in order to save as much time as possible for Michelle's audit presentation. He thanked everyone for their attention and indulgence and turned the meeting over to Michelle for the presentation.

Board member Joseph asked if anyone had any questions given that the reports were brief. Board member Wade asked Greg to give an update on the current status of Covid at the school.

Greg reported that grades three, six, seven and eight are currently on quarantine with an expected return to in school instruction after they return to the fall semester. Greg indicated that he had a conversation with Dr. Bayard and they plan to establish a Covid task force. He said that they have reached out to Board member's Jan and Monique to sit on the task force as they continue to plan their Covid mitigation strategies.

The meeting was turned over to Michelle for the audit presentation. Michelle Thornton, CFO introduced Robin Holland, one of the managers from Joyce Miller

Associates. Joyce thanked everyone for inviting her to present and shared her screen to review the report. She informed everyone that she would be performing a high-level review and provided an overview of the summary of findings. She noted that she met with the finance committee on Monday and shared with them that there are a few items that Michelle would be providing to her that are needed for the audit report. She indicated that those items highlighted in yellow on the report are the items that Michelle would provide. Robin informed members that the firm was engaged to audit the financial statements for the year ending June 30, 2021.

She indicated that they were also engaged to provide attest services as well as non-attest services, which are services that do not fall under the audit and that her firm does not issue an opinion on. These services would include assisting with the financial statement preparation, assisting with the Annual Financial Report (AFR) and preparing the 990.

She further stated that there is a distinction between the audit and the non-attest services that they provide. Robin pointed out that the first page contains the independent auditors report and the remaining pages are the responsibility of management to prepare a fair presentation of the financial statements and the firm issues an opinion.

With respect to the financial statements, Robin informed members that they are issuing an unmodified or clean opinion. They are indicating that the financial statements are fairly stated, not exact but fairly stated. The independent auditors report refers to some of the supplemental schedules that are required to be reported. Robin pointed to areas on the report that could be seen on everyone's screen and indicated that they found no issues with internal controls and that there were no non-compliance issues. She stated that the audit is independent and conducted without any bias.

She informed members that once they receive the final revisions for the audit report they will send out a management representation letter using Harambee's letterhead and requiring the signatures of both Greg and Michelle. Once all is final and approved the firm will then proceed with the 990, which should be available to the Board to review in mid January.

Michelle asked to step in briefly before opening the floor to questions. She wanted to inform members that the audit report is due to the School District by December 31, 2021. She noted that they want to make sure that all final updates and narratives that were highlighted in yellow are completed, so they will be working over the next couple of days to ensure that those items are submitted. She indicated that the 990 is only required for the IRS and since they have an extension of May 15th they feel it is important to focus on the other compliance reports.

Michelle added that they received \$64,000 dollars from the CARES fund, which

should diminish some of their losses. She also indicated that the food services program has been profitable over the last couple of years, which has left a fund balance for operations of \$10,000 dollars. Michelle finalized the report with an overview of the organization's positive financial strength. She opened the floor for any questions from members. Board members commended Michelle, her team and Joyce Miller Associates on a great job and on the timeliness of their report. Board member Wade stated that the organization is in a great financial position.

Board members Wade and Joseph asked Michelle if she had considered diversifying funds since their funds exceed the amount that would be covered by FDIC. She informed members that she is not concerned, especially because the funds are in government accounts, which have a different level of protection than regular accounts. She also said that even though they are in a very strong financial position, they use their funds and that they would like to be sure that they are prepared for the capital improvements that they are preparing for.

Board member Larry asked Michelle to speak about the status of Food Services. Michelle indicated that there had been a loss because of the pandemic where there was no student participation, but they still have a positive fund balance of \$10,000 dollars.

Old Business

None

New Business

None

Action Items: 1) Vote on Audit Report

Motion: Board member Wade made a motion to approve the audit report as presented, subject to the updates that need to be done within the next week and to authorize the CFO to have it signed by the Chairman of the Board. Board member Renee seconded the motion. All were in favor, none were opposed.

Approval AYE: 7 Nays: 0 Abstentions: 0 Absent: 4

Action Item 2) Vote on CEO's Contract

Motion: Board Member Larry made a motion to approve the CEO's contract effective July 1st 2022. Board member Donna seconded the motion. All were in favor, none were opposed.

Approval AYE: 7 Nays: 0 Abstentions: 0 Absent: 4

Action Item 3) Vote on CEO's Stipend

Motion: Board Member Renee made a motion to approve the CEO's stipend. Board member Larry seconded the motion. All were in favor, none were opposed.

Approval AYE: 7 Nays: 0 Abstentions: 0 Absent: 4

Action item 4) Vote on Charter Renewal

It has been noted in the December 15th 2021 Board meeting minutes that a special meeting was held on November 2, 2021 by the Board of Directors to vote and approve Harambee's Charter Renewal for 2021-2026.

Meeting Date: Zoom Quorum, November 2nd, 2021

Agenda Item: Harambee Charter Renewal 2021-2026

Recommendation: Adoption of the renewal contract having reviewed revisions provided by the Charter Office of the school district of Philadelphia

Motion: Board member Larry made a motion to adjourn the meeting seconded by Board member Donna. All were in favor, none were opposed.

Approval AYE: 7 Nays: 0 Abstentions: 0 Absent: 4

Next Public Meeting:

The next Public Board Meeting will be held on Wednesday, January 26th 2022.