TWO RIVERS BOARD OF TRUSTEES

September 8, 2020

Call to Order

The meeting of the Two Rivers Board of Trustees started at 6:00pm via Zoom.

Board Members

Clara Haskell Botstein, Chair	Present
Justin Valentine, Vice Chair	Present
Ali Khawar, Secretary	Present
Saumil Shah, Treasurer	Present
Kimberly Eddings, Trustee	Present
Malik Husser, Trustee	Present
Anne Lackritz, Trustee	Present
Anne McElwain, Trustee	Absent
Lucas Pipes, Trustee	Present
Nick Rodriguez, Trustee	Absent
Eli Schlam, Trustee	Present
Matthew Steenhoek, Trustee	Present
Penelope Talley Thornton, Trustee	Present
Reem Labib Tyson, Trustee	Present
Aswathi Zachariah, Trustee	Present
Kristina Kyles-Smith, Executive Director and Ex Officio	Present

Others Present

Aurora Steinle, Chief of Staff
Khizer Husain, Director of External Relations
Michelle Kimso, Executive Assistant
Tricia Eisner, Director of Development

Approval of Meeting Agenda

The Board unanimously approved the September 8th meeting agenda.

Approval of Board Meeting Minutes

The Board unanimously approved the July 29th Board Meeting Minutes.

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Old Business

Executive Director Kyles-Smith shared her top priorities for SY '20-'21, which are:

1) Smooth onboarding/transition
2) Thriving through COVID-19
3) Managing Existing Projects
4) Leading through DEI

New Business

Executive Director Kyles-Smith also reported that school has been open for a week and there has been extremely high engagement with 96% attendance. Over 608 devices have been given out to aid in home connectivity. Preschool families have been offered time on campus with teachers. The Organizational Leadership Team continues to work on plans to reopen the buildings to students at the appropriate time.

Secretary Khawar shared as of October 1st, Two Rivers Board Meetings will be subject to the Open Meetings Act. This will necessitate some changes to the bylaws. The Act will require some different procedures that include all meetings being recorded, needing a specific reason to enter into closed session, and a roll-call of votes at electronic meetings. The Board also discussed providing timeblocks for public comments at future meetings.

Chair Botstein asked all Trustees to confirm committee assignments.

Committee Reports and Discussion

Chair Botstein shared that the Executive Committee will be meeting Ad Hoc, they will house the DEI Subcommittee.

Trustee Tyson shared the instructional priority of SY '20-'21 is Every Black student has a clear pathway to academic and social emotional agency and empowerment through knowledge of where they are on their journey towards achieving and exceeding grade level standards, learning alliances, and a sense of belonging in order to support them in achieving excellence beyond measure. This builds on last year's instructional focus. The Academic Excellence Committee will be convening the 1st week of October to look at data alongside the instructional priority.

Treasurer Shah shared the Finance Committee will focus their priorities on financial transition from former CFO Sarah Richardson to the new finance staff member, COVID-19, Middle School construction and finance, having shared ownership amongst the Finance Committee and the future of the 4th Street properties.

Secretary Khawar shared that the Governance Committee met last week. The committee will focus on risk reporting, open meetings, new member onboarding, board member training, and tracking action items from one Board Meeting to the next.

Director of Development Eisner shared on behalf of the Development Committee that the budget goal is $600,000. The Beyond the Basics campaign will launch this month and go through December with a goal of $50,000. They will also bring clarity around what they would like to see from the Board of Trustees with regards to giving.

Trustee Zachariah shared the Transition Committee is supporting Executive Director Kyles-Smith in her transition and goals.

Chair Botstein shared that DEI will report back and seeks to cut-across all work streams.

Finance Votes

Treasurer Shah presented the following resolutions and which had been shared with the board in advance:

- Source Loan (loan from SunTrust to Two Rivers Support Corp [TRSC]) - ~$6.2m in bond proceeds would be loaned by Two Rivers to Two Rivers Support Corps. This loan would have to be unsecured. TRSC would then pay off the Source Loan at bond closing ~October 2020. The loan from TR to TRSC would mature the day after the maturity of the NMTC "A Loans." TR would pay off the "A Loans" at their maturity 12/15/2022, which would cause the CDEs to pay off the leverage loan to TRSC, which would allow TRSC to pay off the loan to TR.
    - Recommendation - It is recommended to approve the option for the loan to the Two Rivers Support Corps ~$6.2m in bond proceeds.

- Changing signatories on Two Rivers SunTrust investment accounts- The memo put forth to change the signatories on Two Rivers SunTrust investment accounts (account numbers #DFL-218527 and #DFL-219759), by passing a resolution with language comparable to that on SunTrust's Corporate and Unincorporated Organization Resolution form. The current

signatories are Sarah Richardson, Jessica Wodatch, and Jason Miller. At this point, Sarah or Jason have no legal connection to Two Rivers.
    - Recommendation - It is recommended that Sarah, Jessica, and Jason be replaced with Kristina Kyles-Smith, as Executive Director, and Saumil Shah, as Treasurer of the Board of Trustees, and Clara Botstein, as Chair of the Board of Trustees, as signatories to the Two Rivers SunTrust investment accounts.
- Contract Recommendation for Two Rivers Supporting Corp. High School and Alumni Activity Program Administration FY21- Two Rivers Supporting Corp. is an entity that is organized and operated exclusively for the benefit of supporting the purposes of Two Rivers Public Charter School, Inc. Two Rivers Supporting Corp. will administer high school support and alumni activities for Two Rivers students as they transition from eighth grade at Two Rivers to high school elsewhere. This will be done through a fee for services contract, not to exceed $103,000 in FY21, and includes staffed program leadership, teaching support, and student expenses, similar to the way the program was administered in previous years. The cost of the contract is similar to the amount that Two Rivers has paid to run the program itself in the past. The following CONFLICTS OF INTEREST exist: Ann Gosier (former TRPCS board member), Jessica Wodatch (founder, former executive director, former TRPCS ex officio board member, and current TRPCS special advisor), Sarah Richardson (founder and former TRPCS CFO), Gail Williams (current TRPCS director of operations), and Aurora Steinle (current TRPCS chief of staff) are all board members of Two Rivers Supporting Corp. However, none of the Two Rivers Supporting Corp. Board members are compensated by Two Rivers Supporting Corp.
    - Recommendation - Two Rivers recommends contracting with Two Rivers Supporting Corp. for fiscal year 2021.

Following discussion, the Board unanimously voted to approve all the recommendations.

Handbook Vote

Chief of Staff Steinle presented the following following memo and which had been shared with the board in advance:

- Updates to Staff Handbook-Two Rivers reviews the Staff Handbook annually to ensure that it meets all current legal requirements, current Two

Rivers practices, and recommendations from our pro bono employment law counsel at Littler Mendelson and our student support services attorney, Lauren Baum. The updates are listed below.

1. In compliance with the recent updates to Title IX, we added a "Title IX and Sexual Harassment Policies" section (pages 40-42).
2. In compliance with the School Safety Omnibus Act, additional language has been added to the following sections: "Abuse Prevention" (page 45-47), "Employment Requirements" (pages 51-52), and "References and Letters of Recommendation" (pages 73-74).
3. As required by the DC Paid Family Leave Act, a section has been added outlining the details of this benefit (page 66).
4. Updates to the "Travel" section (page 67) to reflect our current practice of the Program Associate booking travel arrangements for staff.
5. The addition of a "Remote Telework Policy" (page 69-70).
6. Throughout the Handbook, we have changed the response ladder for reporting HR concerns and complaints to strengthen the role of supervisors and the human resources teams as first responders and reporters, instead of the Executive Director.
    - Recommendation - Two Rivers recommends that the Board approve the updated Staff Handbook.

Following discussion, the Board did not vote on the Staff Handbook, pending completion of Title IX text.

Adjournment

The Board meeting adjourned at 8:06pm.

Prepared by:
Michelle Kimso /s/
Executive Assistant

Submitted by:
Ali Khawar /s/
Secretary