

Foundation for Louisiana Students

Board Retreat Meeting Minutes

**3838 W. Lakeshore Dr.
Baton Rouge, LA 70808
Abell Conference Room
June 10, 2023**

IN COMPLIANCE WITH LOUISIANA OPEN MEETINGS LAW

1. Opening Items

- A.** Board President Holliday called the meeting to order at 8:59 a.m.

- B.** Board President Holliday requested a roll call vote. The following Directors through a voice vote were recorded as present: Mr. John Price, Dr. Hala Esmail, Mr. Thomas Nealsson, Mrs. Ann Burgin, Mr. Michael Howes, and Ms. Linda Holliday.

Guests present: Dr. Quentina Timoll, Mrs. Melissa Grand, Mrs. Lekisha Chambers, Ms. Darah Husser, Mr. Michael Tran, Ms. Krystle Dabney, Mrs. Sarah Vandergriff Kelley, and Ms. Melissa Carollo.

Conference Room & Online Guests: See attached list.

- C.** On motion by Director Price, seconded by Director Nealsson, and carried to approval of the Board Retreat Meeting Agenda for June 10, 2023. The Board Retreat Meeting Agenda was approved as presented. The motion passed through a voice vote with Directors Price, Esmail, Nealsson, Burgin, Howes, and Holliday voting in favor. A request by the committee for public comment was made. No public comment.

2. Welcome

- A.** 8:30 a.m. – Continental Breakfast

- B.** 9:00 a.m. - 10:30 a.m. – Board Member Charter Contract Role and Responsibilities. Ms. Melissa Carollo and Ms. Sarah Vandergriff Kelley led the discussion on the Board Member Charter Contract Role and Responsibilities. Ms. Melissa Carollo discussed the general governance guidelines and reviewed policies. Ms. Melissa Carollo and Ms. Sarah Vandergriff Kelley discussed financials. Ms. Carollo discussed the importance of having finance professionals on the finance committee. The Finance Committee can include individuals who are not a member of the Board of Directors. Ms. Carollo

discussed budgeting and financial planning tasks; monitoring and compliance tasks; Board and executive leadership awareness.

- C.** 10:30 a.m. - 10:45 a.m. – Break
- D.** 10:45 a.m. - 11:30 a.m. – By-Laws Brainstorming. Ms. Melissa Carollo and Ms. Sarah Vandergriff Kelley led the discussion on By-Laws Brainstorming. Ms. Carollo discussed the importance of transparency during the board onboarding and recruitment process. The components of onboarding – organization documents, policies, board specific documents, strategic documents, financial documents, and LAPCS Board Handbook. Ms. Carollo discussed the recruitment process and the Board’s responsibilities during this process. Ms. Carollo stressed the importance for Board Committee’s to be cultivating processes and suggested increasing the number of Board members. Members of the Board should have varied backgrounds/specialties, but this should not be formalized as a requirement.
- E.** 11:30 a.m. - 12:00 p.m. – 5 year goals and plans. Dr. Quentina Timoll led the discussion on current enrollment with 3,314 in the pipeline, 406 slots available, and 600 applicants. Enrollment is budgeted for 3600 students. The June Board meeting will have concrete enrollment numbers. Ms. Melissa Carollo and Ms. Sarah Vandergriff Kelley discussed the strategic planning process. Ms. Carollo discussed the Superintendent Evaluation and emphasized that the Superintendent evaluation should be a collaborative process.
- F.** 12:00 p.m. - 1:00 p.m. – Lunch Break
- G.** 1:00 p.m. - 2:00 p.m. – Ethics. Ms. Melissa Carollo and Ms. Sarah Vandergriff Kelley led the discussion on the Louisiana Code of Governmental Ethics for Public Servants. Anyone engaged in the performance of a governmental function, anyone under the supervision of authority of an elected official or another employee of a government organization - whether compensated or not must take part in ethics training.
- H.** 2:00 p.m. - 2:15 p.m. – Break
- I.** 2:15 p.m. - 3:00 p.m. – Bulletin 126, LAPCS Administrative Handbook, Charter Contract, and Charter Compact Review. Board President Holliday led the discussion on Bulletin 126 and points out that the Charter Operator is the school board authorized to operate the charter school. University View Academy is a type 2 charter school. The Foundation for Louisiana Students is preparing for Charter Renewal in the 2023-2024 school year. Chapter 21 of Bulletin 26 details the charter school governance and board expectations. Board President Holliday highlighted and reviewed several chapters and sections within Bulletin 126.
- J.** 3:00 p.m. - 4:00 p.m. – Non-profit Corporations. Ms. Danika H. Mendrygal,

Esq. presented on fiduciary duties for nonprofit directors. Duty of care, loyalty, and obedience are the three important duties of a director. A board member has the duty to exercise reasonable care when making decisions for the organization. A board member must never use information gained through his/her position for personal gain; and must always act in the best interests of the organization under duty of loyalty. Confidentiality is built within the duty of loyalty. The duty of obedience requires that directors of a nonprofit organization comply with applicable federal, state, and local laws, adhere to the organization's bylaws, and remain the guardians of the mission. Ms. Mendrygal reviewed good governance to close out her presentation.

3. Closing

- A. On motion by Director Nealsen, seconded by Director Price, and carried to unanimously adjourn the meeting at 4:06 p.m. The motion passed through a voice vote with Directors Price, Howes, Esmail, Nealsen, Burgin, and Holliday. A request by the Board for public comment was made. No public comment.

Conference Room & Online Guests:

First Name	Last Name	Location
N/A	N/A	Conference Room
***0 individuals logged in to attend the meeting online.		