



**KIPP ACADEMY LYNN PUBLIC CHARTER SCHOOL AND
KIPP ACADEMY BOSTON PUBLIC CHARTER SCHOOL
MINUTES OF THE MEETING OF THE GOVERNANCE AND COMPENSATION COMMITTEE
October 17, 2022 | 11:00 am**

The meeting of the Governance and Compensation Committee of **KIPP ACADEMY LYNN PUBLIC CHARTER SCHOOL** and **KIPP ACADEMY BOSTON PUBLIC CHARTER SCHOOL** (collectively, the “Schools”) convened at 11:00 m on October 17, 2022 virtually, held in compliance with open meeting law, at which a quorum of the committee members was present.

The following Committee members attended in person: n/a

The following Committee members attended by Zoom: Jorge Trejo Fernandez, Doug Borchard, Mike Kendall, Nikki Barnes, Matt Fates, Stephanie Pierre-Louis

Additional participants: Jesse Fetbroth, Steve Pizzimenti

The following committee members were not present: Shenkiat Lim

Doug Borchard called the meeting to order at 11:05 am.

1. The meeting was held in two sections: starting with some Governance items and then switching to Compensation. This is the meeting where the Compensation Committee talks about performance, specifically related to the 7 Essential Questions. Nikki will share her self-evaluation
.
2. Jorge was welcomed as the newest member of the Governance and Compensation Committee! The Committee introduced themselves.
3. Board skills survey
 - Given we have some new members of our Board, we’re going to do another skills assessment survey of the newest members so we can figure out where our current Board members stack up against where we would want our Board skill set to be.
 - We’ve brought on alumni as a pathway to the Board, a few external staff members, and then we’ve lost a couple of parents recently. One area to start looking is in the recent alumni parents. Try to find folks who might match with the skills we need in the parent community-- recent alumni removes the conflict of being a current parent and being a Board member.

- What's the end goal of the Board? What are we trying to work towards? Not sure that's been entirely defined yet. We've talked to John K. and Richard. We want to build a Board that has a lot of people that are impacted by its decisions on it-- parents, alumni, people in the community, but always having room for people who bring in specific expertise. Mike agrees with this. This out to be organic-- things will change over time.
- Board of Track does its own analysis of of skill sets-- would this be off putting to share without context?
- Matt and Steph don't see any issue here-- anything that organizes us is better. A skill set shouldn't be a big thing.
- Mike doesn't think anyone will be offended.
- Jesse will go ahead and start onboarding Board on Track.
- Next move with recruitment is to start seeing who might have a sense of alumni families.
- Jesse will touch base with Jon, DoBell, SKC, Zach and Shameka/FACE to get recommendations.

4. Committee Review

- Jesse shared Board calendar with Committee
- Teaching & Learning Committee is missing both a chair and some members; People Committee is also missing a few members.
- Paul hasn't landed on a Committee yet-- his assistant said his thing is microeconomics, but he's also the CEO of a major business-- could do Finance and Facilities, but maybe also People.
- Nikki thinks we need to look at our connections in higher Ed-- we need people who can inform the work we're doing to inform accelerating unfinished learning; tutoring, targeted instruction-- we're working with enough external people. Maybe Vernon?
- Mike mentioned we had talk years ago about building a connection to the Harvard School of Ed-- a Committee would be a great way to do that.
- Nikki is mentoring one of their doctoral candidates in their EDL program and his expertise is academic growth and achievement
- We also have connections to LLA Microacademy, Harvard.
- Paul might fit well in People
- Matt will reach out to Paul about the People Committee-- Jesse will share contact information.

5. ED Compensation

- Nikki gave a voice over of her self-evaluation.
- At beginning of last year, we never aligned last year on a concrete rubric for how we decide where the bonus is from 0-100% of the total. Doug went back and looked-- we did try to put together a rubric. If we have time, we should look at this coming year so Nikki has a more concrete sense of what the Committee is thinking about and be a little bit more transparent about goals.
- Doug opened it up for questions.
- Nikki left the call.
- Steve was present to answer budgetary questions. Steve said that we have the money in the budget for the bonus-- he uses 15% as the highest amount for each person eligible for a performance bonus. If that changes at any point, let him know.
- Doug presented the rubric as a potential framework. Mike noted we did adopt the rubric at one point-- not sure if it's changed. Matt agreed it would be helpful to use.
- Matt says we should note any other positive things not noted in the rubric.
- The Committee discussed considerations for Nikki's bonus.
- The Committee landed on a recommendation to the Board for this year. The Board will need to approve this before it is shared with Nikki.
- Doug recommends we stay with a 0-15% structure. Steph said this makes sense from a total comp perspective.
- The Committee will be bringing this to a vote on 10/27.
- Doug has conflict with Board meeting next week-- Jesse will ensure compensation vote happens at different time in meeting.

Stephanie moved to close out the October 17 Committee Meeting at 11:55 am.

Committee Chair Signature