



**KIPP ACADEMY LYNN PUBLIC CHARTER SCHOOL AND  
KIPP ACADEMY BOSTON PUBLIC CHARTER SCHOOL  
MINUTES OF THE MEETING OF THE GOVERNANCE AND COMPENSATION COMMITTEE  
February 3, 2023 | 4:00 pm**

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 4:00 pm on February 3, 2023 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:**

**The following Committee members attended by Zoom:** Doug Borchard, Shenkiat Lim, Matt Fates, Nikki Barnes, Jorge Trejo, Stephanie Pierre-Louis

**Additional participants:** Jesse Fetbroth, Steve Pizzimenti

**The following committee members were not present:** Mike Kendall

Doug Borchard called the meeting to order at 4:02 pm and presided throughout the meeting. He ascertained that sufficient Committee members were present at the meeting, and that, accordingly, a quorum existed.

1. The committee reviewed the Board analysis from the Board on Track survey results.
  - We’re currently missing advocacy and community organizing
  - Matt noted that the parent voice is also missing-- that can be a conflict when you have a current child, so we could meet this need with recent alumni-- may have skills that would be helpful.
  - Doug agreed.
  - Shen asked for Matt to explain more about current parents. Matt explained that for the most part, we’ve had a good experience, but it can be complicated-- we need to figure out how to deal with an upset parent on the Board.
    - We didn’t have language on how to have a conversation-- when you’re not just a parent, but also on the Board.
    - Could we use our by-laws?
    - We need to update by-laws-- we have an example, so we can be ready if there’s a conflict.
  - If we think about this, we should be looking at the parents of 8th graders in Boston and seniors now to begin cultivating.



- Jesse will loop in DoBell, Jon, SKC and then David and Julielys.
  - We can be more conscious of our on-boarding. There's of course still some risk.
  - Our pool should not be current FAKT council leaders-- we'd like to look at other families to increase access to power.
    - Nikki has parents she's already thinking of -- Jesse and Nikki can start thinking about who we could possibly bring to the Board and maybe at our next G&C meeting we bring a few names, their profile, why we think they might be a good fit for the Board-- including a few parents who are seniors.
    - Matt also wants to ensure we're brainstorming with the ELT-- parent voice, diversity aspect, folks that have some exposure or experience in advocacy, community organizing.
2. The Committee reviewed the state of current committees.
- Becca has a couple of names for the Development committee.
  - We are going to extend the invitation to Vernon to join the Teaching & Learning committee.
  - Matt asked Jorge if he had thoughts or questions about qualities we're seeking. Jorge said certain people come to mind and is going to send the information to Jesse.
  - Nikki would be particularly interested in families committed to KIPP, but who has reservations or thoughts on how we could improve.
  - Paul Maleh recently joined the People committee-- it would be nice to have 1 or 2 more members, but it isn't critical.
    - Matt said he could consider switching from the Finance committee next year.
  - Doug noted that Eyal is officially the chair of the Teaching & Learning committee-- we've been brainstorming how to fill out committee a bit.
    - Nikki mentioned Regine Jean-Charles-- lives in Milton, graduated from Milton Academy, professor, cares about education-- comes from a different perspective, but is a fan and supporter of charters. She is going to chat with her about joining the T&L committee-- she brings post secondary perspective, is local-- her only challenge would be time.
    - Nikki wants someone who is local because Eyal is in CA,
  - We reviewed alumni committees-- Matt is going to follow up with Chelsie to see if there is another alum that could join the People Committee.
3. The Committee discussed Nikki's mid-year review.
- Shen is going to set up the survey to go to people that work closely with Nikki-- direct reports, principals, etc.



- Nikki has a list from Kate -- Shen can kick off the review process any time and give people a few weeks.
- Steph named that the review is pretty relaxed-- we get the survey responses, send them through, and Nikki asks questions.
- One change we're making is Nikki's request to discuss conflicts of interest.
- Nikki would like the survey to go to the Chiefs, Managing Directors, principals, parent leaders and the ED Consigliere (people from across all 3 campuses who are not leaders, but Nikki meets with monthly to get more input).
- If possible, she would like whatever report comes out to be something she can summarize and share with the staff-- the feedback Nikki got was \_\_\_\_\_. She wants to model transparency with the team.
- Both of Nikki's children are now GLCs-- not AP or principal, but in leadership role, so she is being careful.
- For the mid-year, this was intended as feedback for Nikki-- then there's a review for performance against goals that happens in the fall. Last year, because we didn't do the performance review until the fall, we were doing this and changes to base compensation in October/November and a retroactive salary adjustment.
- This year, we'd like to make any salary change at the same time staff gets it, which makes sense.
- Nikki named we need comparable benchmarks on salary from the charter school growth fund and KIPP foundation effective July 1. Jesse will connect with Steve around this.
- Nikki's performance goals are the 7 essential questions and anything she adds to it-- should she act if she's on track or not on track for these?
  - Doug said that changes to base salary will be primarily driven by the market, then we'll use the bonus as a variable based on performance.
  - Based on that, the committee can have a conversation against goals-- we've been setting salary more on comparables and benchmarks.
  - Matt says this makes sense-- Nikki's assessment against goals is needed more in time for bonus, not as needed for this part of the discussion.
- Shen clarified the plan-- we'll move forward with that, and can send the survey, which gives them 3 weeks to complete. This aligns with mid-year timing.
- Shen will then provide steph with the raw data from the respondents and prepare a summary that would be easy to share with Nikki and staff members and Steph can note and edit that before she has a conversation with Nikki before her review.
- Jesse will also send Shen email addresses for Chiefs, MDs and Principals,



- Steve will pull comparables and benchmarks from the KIPP Foundation and Charter School Growth Fund-- he or his team can do an assessment of charter school leader salaries.
4. Steve joined the meeting. He explained we've been thinking a lot about the way we pay out performance bonuses for the 10-12 staff who are eligible for performance bonuses in lieu of standard retention bonus. These include our principals, our chiefs and Nikki-- their bonus is based on performance and historically these are paid out in fall.
- The rationale was it allowed us to have all the data we needed to inform their bonus amount-- for academics, we had the MCAS data, for finance, the audit results-- most departments have some set of data related to previous school year, which informs whether we've met that part of the goals.
  - Having people wait a long time for a bonus from the previous year isn't ideal-- it would be great if the staff member could instantaneously know all the results on June 30th; however, not all the goals are tied to EOY data. Some percentage of goals are actually results we know in the spring, while some are mid-year.
  - Steve's idea is that if the staff has earned at least 50% of their bonus, it can be paid out in June and the rest in the fall assuming we can measure that for them. Then, when we get to June, rather than make people wait, we can pay the rest in the fall.
  - We won't know about MCAS or attrition until October. We'll know some staff retention data.
  - Matt thinks the rationale makes a lot of sense to him. He's seeing this become more common-- trying to pay bonuses closer to when the work was done vs. lumping it in to the end of the year and the timing may be way off.
  - Will a meaningful chunk of the people this is relevant for have at least a meaningful chunk of their bonus that isn't tied to October work? Nikki said yes. Steve said the majority will get at least 50%.
  - This committee would have to then decide if Nikki is eligible for 50% of her bonus.
  - Doug thinks in principle it would make sense for her to be eligible for that, however, the conceptual rubric we've used around bonus has included the threshold of academics for any bonus-- if that continues to be the rubric we're using, it makes it difficult because it's hard to pay out part the bonus. As a committee, we could look at that and decide if that's the right way to do it,
  - Doug is open to talking about if there is a way we can look at that to make the approach consistent.
  - Shen suggested that the proportion of the bonus people are eligible for in June and in the fall should be in relation to how important those goals are.
  - Steve agreed. He named we would have to be very clear for each person about their individual situation,



- Shen named that by design, we could announce part of the bonus in June and pay it out in the fall-- this might not get to the intent, but could increase transparency
  - Nikki thinks this would defeat our purpose-- July is the month that everyone resources themselves, and so in Nikki's mind it's part of the retention strategy.
- Nikki is asking the committee to consider if she would be eligible for this-- if the committee says we need to see MCAS scores first, she understands that.
  
- Jesse will look for a date in mid-March to reconvene-- we can review survey results and the rubric for Nikki's bonus.

**Matt moved to close out the February 3 Committee Meeting at 5:03 .**

*Matt Fates*

A handwritten signature in black ink, appearing to read "M. Fates".

---

Committee Chair Signature