

**KIPP ACADEMY LYNN PUBLIC CHARTER SCHOOL AND
KIPP ACADEMY BOSTON PUBLIC CHARTER SCHOOL
MINUTES OF THE MEETING OF THE GOVERNANCE AND COMPENSATION COMMITTEE
January 29, 2024 | 9:00 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 9:00 am on January 29, 2024 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: Matt Fates, Mike Kendall, Shenkiat Lim, Doug Borchard

Additional participants: Jesse Fetbroth

The following committee members were not present: Rhonda Barnes, Stephanie Pierre-Louis, Jorge Trego

Doug called the meeting to order at 9:04 am and presided throughout the meeting. He ascertained that sufficient Committee members were present at the meeting, and that, accordingly, a quorum existed.

Jesse shared the agenda, which was also shared prior to the meeting.

Committee Meeting Minutes

Doug moved to approve the meeting minutes from 10/13. Mike seconded. Doug asked who was in approval.

Matt	aye
Shen	aye
Doug	aye
Mike	aye

ED Mid-Year Review

Shen explained the review structure we've continued to use has worked for us. Once the mid-year is complete, we'll compile the results and share a summary for all staff, which Nikki has requested in the past.

Shen will set up the survey this week and give people 4 weeks to complete it. He will then compile everything, and Steph, the Board Chair, will deliver to Nikki for review. We just need to figure out the right timing to bring to the Board.

Jesse is going to share list of staff members to receive review to Shen. He will include conflict of interest questions, which was also requested from Nikki in the past.

Mike didn't know if it was appropriate for the survey, but he is thinking about performance relative to corrective action around academics and the mid-year update for the Board. We had talked about doing a mid-year check-in to see whether ameliorative steps have been taken. Did we do everything we could have to make progress academically? This feels relevant to Nikki's performance. Doug agreed.

Jesse explained that the Teaching and Learning Committee is meeting prior to the 2/15 Board Meeting, and that the 2/15 Board meeting will be heavily focused on academics.

Jesse reviewed Nikki's performance goals on her self-assessment. Matt said her goals are aligned to KIPP goals for the year.

Doug said we should focus specifically on essential question 3-- he noted that in retrospect, we didn't know if the standards were high enough, and now we seem to have more specific measures. He said it's worth making sure the Board knows what these are.

We discussed the overall timeline for the performance cycle:

- ED review will go out in a week and will be finished up by March
- ED salary determined in April
- ED bonus 1 determined in June (to be paid July 31st)
- ED bonus 2 determined in October (to be paid November 1 due to closing of previous year goals)

Jesse will email the timeline to the group.

We said every 3 years we would do a benchmark and market to market for the ED salary, and every other year we would do a consistent raise in accordance with KIPP MA-- this year is a consistent raise. Next year we will do a deeper look at salary determination.

The group discussed the ED bonus determination. Steve has mapped out all the goals and what will be paid out in June vs. October.

Doug wants the academic goals shared at 2/15 meeting-- this is where heat and light are, so let's remind people of these goals.

We'll discuss the Executive Director's performance with the full Board in June.

Board Survey

Jesse discussed a yearly survey for the Board. Doug thinks it would be useful, as some Boards do this every year or every other year. Doug asked when the last survey from the state happened, and Jesse was going to look into it.

Doug recommended we do this before the Board Retreat where there's more time to discuss. Matt agreed we should do it annually, not more often, but thinks we should do it right after April Board meeting ahead of the June meeting. He thinks people will be more responsive when things are fresh in their minds. Doug thought this made sense.

Doug would love to incorporate some way for management to give the Board feedback as well-- maybe not this survey, but does management think we're getting what we'd like to get from the Board, Committee members, etc.? This could be an opportunity for Nikki and team to voice feedback-- Matt likes that idea. Jesse will look into options. This could look like: What are 3 most important things to get from the Board? Or a stop/start/continue kind of thing.

Prospective Committee Members

Jesse reviewed current status of prospective committee members. Vernon was brought up, and Jesse explained the current conflict of interest given he's currently consulting for KIPP MA and that this won't be the case in the long run.

Matt asked if we are lacking in any specific committees. Jesse shared we most need new members in Teaching & Learning.

Shen said the People Committee is in a good place, but we probably want to think about succession planning soon.

Doug thinks we need to think about Committee Chair succession plans as well-- maybe not all not Board members, but we always want a Chair to be on the Board.

Matt asked how the alumni are doing-- it would be helpful to understand where it's worked and where it hasn't, we want to adjust as we learn. It would still be great to get an alumni parent on the Board.

We should start thinking about recruiting in the next 6 months for the Board-- what is our current composition? Is there anyone we're at risk of losing? Let's look at our tenure document and terms coming up.

Doug moved to close out the January 29 Committee Meeting at 9:38 am.

Matt Fates

D. G. Bell

Committee Chair Signature

List of Documents used at the Meeting:

- 1.29 Governance and Compensation Committee Meeting Agenda
- 10.13 Governance and Compensation Committee Meeting Minutes