

**KIPP ACADEMY LYNN PUBLIC CHARTER SCHOOL AND  
KIPP ACADEMY BOSTON PUBLIC CHARTER SCHOOL  
MINUTES OF THE MEETING OF THE GOVERNANCE AND COMPENSATION COMMITTEE  
August 27, 2024 | 1:00 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 1:00 pm on August 27, 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:** Mike Kendall, Nikki Barnes, Mike Kendall, Doug Borchard, Stephanie Pierre-Louis, Matt Fates

**Additional participants:** Jesse Fetbroth

**The following committee members were not present:** Shenkiat Lim

Stephanie Pierre-Louis called the meeting to order at 1:03 pm and presided throughout the meeting. She ascertained that sufficient Committee members were present at the meeting, and that, accordingly, a quorum existed.

Jesse shared the agenda.

Committee Meeting Minutes

Doug moved to approve the Governance and Compensation Committee meeting minutes from 6/18. Mike seconded.

Nikki	Yes
Doug	Yes
Steph	Yes
Mike	Yes

Governance Items

The committee recommended that Doug serve officially as Board Secretary moving forward. He will be voted in at the 9/12 Board Retreat.

The committee discussed the need for succession plans for all officers. It was believed that the Vice Chair would be the successor for the Chair, but given the Vice Chair's current plans, the Chair isn't sure that he is interested. She is going to connect with him and follow up with the committee. The committee believes the current secretary would have the best idea of who would be his successor.

The committee reviewed new committee members to be voted in at the 9/12 retreat. They also discussed some Board moves: Steph will move off of the Finance Committee following the retreat, and Mike K. will move off of development.

The committee discussed the need for the Board to be bigger and to recruit new members.

#### Growth exploration: Goal for Governance and Compensation Committee

The Committee discussed its role in KALCS' growth plans. The Governance and Compensation Committee will work to devise a 5 year Board strategy for what they want the Board to look like in terms of size, competition, skill sets-- this committee is responsible for that.

We need to migrate ourselves toward a place where more of the people who are impacted by the organization are on the Board-- the alumni, people from the community, current parents, former parents, etc. In strong educational institutions, the Board is comprised of mostly alumni-- they have a vested interest in things. The Committee acknowledged this wouldn't happen overnight.

Jesse will reach out to similarly sized regions across the Foundation (Baltimore, Nashville) to determine their Board size.

Steph shared that most KIPP Boards target 1 alumni at all time, 1 parent, etc. We also need someone who can help us raise a significant amount of money.

#### Board tenures

The Committee looked at Board terms-- how do we ensure we have new people that are looking to be members?

## Committees

The Committee reviewed the composition of committees again. They're hoping for clarification on a consultant's involvement on a committee-- Jesse is going to look into this.

The Committee reviewed its by-laws particularly for the role of the Governance and Compensation Committee.

**Steph moved to close out the August Committee Meeting at 1:53 pm. Doug seconded.**

A handwritten signature in black ink that reads "Matt Fates". The signature is written in a cursive style with a circled initial "M".

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Committee Chair Signature

### List of Documents used at the Meeting:

- 6.18 Governance and Compensation Committee meeting agenda
- 3.29 Governance and Compensation Committee meeting minutes
- Board of Trustees Assessment results
- Board of Trustees survey results