

**Delaware Design-Lab High School
Minutes of the Board of Directors**

July 25, 2013
6:00 p.m.

Mobius New Media
818 N. Market St., Suite 2R
Wilmington, DE 19801

Members Present:

Matt Urban, Chair; Paul Miller; Vice Chair; Roxanne Sykes, Treasurer; Iris Leon, Secretary;
Rebecca Girten

Others Present:

Dr. Cristina Alvarez, CEO, Delaware Design-Lab High School
Dr. Martin Rayala, CAO, Delaware Design-Lab High School

Minute Approval

The Board approved draft minutes from the February 26th and May 4th meetings that were circulated for review in advance of the meeting. Mr. Miller moved to approve the minutes with no changes. Ms. Girten seconded the motion and the motion was unanimously carried.

RESOLVED, that the minutes from the February 26, 2013 and May 4, 2013 meetings of the Board of Directors of Delaware Design-Lab High School are approved as presented in the meeting.

CEO Report

Dr. Alvarez reminded the Board that the Delaware State Board of Education unanimously voted on June 20, 2013 to approve the School's charter for a five year term. Dr. Alvarez noted that the Charter Performance Framework would be due in December 2013. She also noted that the star-up year will run from June 2013 to July 2014, with teacher recruitment starting in the spring 2014 and teachers reporting to work in August 2014.

Mr. Miller asked when teachers would be paid and when the school would receive funds from the state. Dr. Alvarez stated that teachers would be offered contracts between spring and summer, but that they would not be paid until after funding is disbursed in July.

Mr. Miller noted that the amount of funding from the State is based on enrollment and asked when the enrollment figures would be known. Dr. Alvarez stated that student recruitment would start in the winter 2013-2014 and that enrollment figures would be known by April 1, 2014.

Legal Discussion

Dr. Alvarez stated that the School should have its own legal counsel separate from Design-Lab Schools LLC, especially for contract negotiations. She stated that Kendall Massett, Executive Director of the Delaware Charter School Network, recommended James (Jim) Taylor from the Saul Ewing Wilmington office. Discussion ensued. The Board unanimously agreed that Jim Taylor would be a good choice.

Dr. Alvarez asked who should execute contracts at this stage. Mr. Urban stated that typically the CEO has the authority to hire staff, research and select vendors, and execute contracts, and that the Board should be informed but does not need to make or execute such decisions. Mr. Urban stated that as CEO of the School, Dr. Alvarez should feel authorized to vet and contract Jim Taylor to represent the School as legal counsel.

Finance Update

Dr. Alvarez stated that that School now has an account with Citizens Bank.

Dr. Alvarez stated that the School would benefit from filing as a 501(c)3 tax-exempt organization with the IRS. Ms. Leon commented that, as an educational institution, the School could start fundraising without the 501(c)3 status and that legal counsel should be consulted to apply for exemption.

Dr. Alvarez stated that the School would benefit from appointing additional Board members with financial expertise. She stated that someone with an accounting background would be helpful. Mr. Urban stated that he knows someone who might have potential and agreed to speak with her and report back at the next meeting. Mr. Miller noted that he might have the experience needed to interpret financial statements and help with long-range financial planning.

Fundraising

Dr. Alvarez stated that the delay in the charter approval also pushed back the date for a fundraising event hosted by Pepper-Hamilton. She asked when the next most strategic and convenient date would be. Mr. Miller stated that this was a slow time in the summer and many people take vacation. He stated that after Labor Day would be ideal, but specifically early October.

Discussion about the Pepper-Hamilton fundraising event ensued. The Board agreed that an evening between October 9 and 16 would be ideal. Dr. Alvarez agreed to contact Pepper-Hamilton to see if those dates were available. Mr. Miller agreed to send Mr. Urban a list of contacts to start coordinating a cultivation list.

Dr. Alvarez stated that she submitted a grant on July 11th to the U.S. Department of Education Office of Innovation and Improvement. The full name of the grant was: Charter Schools Program Non-State Educational Agencies (Non-SEA) Planning, Program Design, and Initial Implementation Grant CFDA Number 84.282B.

Dr. Alvarez stated that the grant would specifically support startup costs at about \$200,000 per year for a maximum of three years. Dr. Alvarez stated that notice on the grant awards would be given in mid-September 2013 to the office of Delaware State Representative John Carney. Mr. Urban stated that someone from the Board should contact Mr. Carney's office to inform him that the grant was submitted and that he should expect notice in September.

Facilities

Mr. Urban stated that Gregg D'Ascanio from Blackmore Realty Group met with Robert Buccini from Buccini/Pollin, the owners of 627 Market Street. Mr. Urban stated that Buccini/Pollin is not concerned about the potential of the School to enroll students, but has questions about the School's financial position. Discussion about 627 Market as potential building site ensued.

The Board agreed to send Buccini/Pollin the fundraising plan and budget that was submitted with the charter application. Mr. Urban and Dr. Alvarez agreed that they would pose additional questions to Buccini/Pollin to see what additional information they need to feel comfortable formalizing an agreement with the School. The Board agreed that 627 Market Street was an ideal location, but that it would be prudent to consider the Community Education Building as a backup.

Board Expansion

Dr. Alvarez stated that the Board should consider appointing new members to grow the Board. Dr. Alvarez stated that someone with expertise in Human Resources would be critical in the start-up years and circulated a resume for consideration. Discussion ensued. The Board agreed that the person's expertise would complement the current Board. Mr. Urban agreed to contact the potential candidate for an informal conversation to make introductions and gauge her interest.

Mr. Urban stated that the Board would soon have to outline a formal process for selecting and appointing new members. He stated that for the time being the entire Board should be involved with nominating and voting, but that a Nominations Committee would be needed once the Board grew large enough.

Board Committees

Dr. Alvarez recommended that the Board consider forming committees to divide work and meet start-up goals. The Board agreed that it was not large enough to require formal committees at this time, but that members would take responsibility for leading the following areas, which may become formal committees in the future, as follows:

Information Technology – Roxanne Sykes

Human Resources – Rebecca Girten

Fundraising – Iris Leon

Finance – Paul Miller

Student Recruitment – Cristina Alvarez

Facilities – Matt Urban and Cristina Alvarez

Curriculum – Martin Rayala
Contracts – Matt Urban and Roxanne Sykes

Meeting Dates

Mr. Urban stated that it would be helpful to have consistent meeting dates, at routine intervals. The Board agreed to meet on the last Wednesday of every month at Mobius New Media, with exceptions where necessary.

The Board agreed on meeting dates through December 2013 as follows:

Wednesday, August 28th
Wednesday, September 25th
Wednesday, October 30th
Wednesday, November 20th
Wednesday, December 18th

There being no further business, Ms. Sykes motioned to adjourn the meeting, Mr. Miller seconded the motion and the motion was unanimously carried.

The meeting adjourned at 8:20 p.m.



Iris Leon
Secretary