MINUTES OF THE MEETING OF

THE LUMINARY LEARNING NETWORK BOARD OF DIRECTORS
HELD AUGUST 17, 2016

Pursuant to due notice, a regular meeting of the board of directors of the Luminary Learning Network was held at 1914 Syacruse St, Denver, Colorado.

The meeting was called to order by Mary Seawell, president of the board of directors of the Luminary Learning Network, at 5:30 p.m.

Present were:

LLN board:
Mary Seawell, Senior Vice President for Education at Gates Family Foundation, Community Representative and President
Terrance Carroll, Associate General Counsel at SLC Health, Community Representative
Janet Lopez, Senior Program Officer at Rose Community Foundation, Community Representative
Jen Walmer, Executive Director at Education Reform Now Colorado, Community Representative and Vice President
Savinay Chandrasekhar, Executive Director of Minds Matter Denver, Community Representative and Secretary
Frank Coyne, Denver Green School Leader, School Representative
Debbie Hearty, Chief Human Resources Officer at DPS, Superintendent's Designee
Mike Johnson, DPS Board of Education Member, Board Designee

Others present:
Zachary Rahn, Prospective Executive Director
Abigail Schaller, Special Projects Manager at Gates Family Foundation
Julia Shepherd, Principal of Creativity Challenge Community
Brett Alessi, Managing Partner at Empower Schools
Andrew Sullivan, Colorado State Director at Empower Schools
Jen Holladay, Director of School Development and Support at DPS
Alan Gottlieb, Owner and Principal at Write. Edit. Think.
Cara Lawrence, Partner at Tierney Lawrence

Absent was Jennifer Jackson, Cole Arts and Sciences Academy School Leader and School Representative.

Zachary Rahn, Prospective Executive Director of the Luminary Learning Network and School Leader of Ashley Elementary School, welcomed the LLN Board and visitors. Mary Seawell, President, introduced several action items related to the LLN's governing board.

Seawell introduced a discussion of the LLN's bylaws and encouraged the board to comment or ask questions on the bylaws as drafted. Jen Walmer expressed a desire to clarify how board members terms

would be staggered. **The group agreed that the length and staggering of board member terms would be a topic of discussion at the September board member retreat, and that these details would be housed in a separate handbook rather than the bylaws themselves.** A detailed conflict of interest policy for the board and LLN staff will also be housed in this handbook following discussion at the September retreat.

The group asked questions about the treasurer's responsibility to oversee the financial matters of the LLN. Cara Lawrence, the attorney drafting the bylaws, confirmed that the treasurer's duties are delegable and suggested broadening the language about the treasurer's responsibilities. The group agreed to this change, and decided to combine the treasurer role with the vice president or secretary role.

The group agreed to vote on the vice president and secretary at this meeting, and decide who will perform treasurer duties at the September board retreat.

Mike Johnson suggested removing some of the conditions under which the LLN board would require a supermajority. The group agreed, and Lawrence will make the necessary edits.

The group agreed to further explore the LLN's responsibility over school budgets during the coming month as the service agreement between the LLN and Denver Public Schools (DPS) is finalized.

Lawrence will make agreed upon changes and the revised bylaws will be circulated via email. The group will then vote by teleconference at a to be determined time on Wednesday the 24th of August. The board will issue notice of this meeting.

Motion: Approve Jen Walmer as Vice President and Savinay Chandrasekhar as Treasurer, Janet Lopez
Second: Frank Coyne
Vote: Unanimous Approval

The group agreed to hold regular meetings on the third Wednesday of the month, unless a significant number of board members were unable attend at that time. Mary Seawell proposed a board retreat. This retreat will be held at the end of September.

Seawell initiated a discussion of budget and finance. Seawell discussed the service agreement with Denver Public Schools, and questions regarding how the LLN will subcontract. The group agreed that Seawell and Cara Lawrence will continue to work with DPS to define procedure with subcontractors.

The groups discussed contracting with a number of subcontractors, their scope of work, and payment. The group agreed to the set of contractors and proposed compensation. While the service agreement with DPS governing subcontracting relationships is pending, Zach Rahn brought up the need for LLN schools and administration to finalize contracts for necessary supports as soon as possible. The board recognized this need, and discussed the value in authorizing Mary Seawell to negotiate contracts with the vendors described for the delineated compensation once the service contract is finalized.

LLN Board Authorized Amounts for LLN Subcontractors	
Executive Coaching for school leaders	
Debbie Backus	$35,000
Ami Desai	$25,000
Anne Jacobs	$12,000
School Budget Support - Katie Collier	$5,000
Start-up year zone support - Empower Schools	$75,000

Motion: Authorize Mary Seawell to negotiate contracts with the contractors discussed for the defined scope of work and amount, Mary Seawell
Second: Savinay Chandresekhar
Vote: Unanimous Approval

Executive Director Rahn provided updates on work to date on the various areas of the LLN's success framework, RISE.

Relationships
Rahn shared a draft policy reconciliation process. This process attempts to establish clear lines of communication between DPS and LLN staff when new policies are adopted or existing policies are amended.

Rahn provided an update on the finance model, and discussed the decision to hire a subcontractor to support schools in budgeting.

Rahn discussed progress towards mapping and defining interlocking operations between the LLN and DPS departments. Rahn also discussed plans for disseminating information on LLN outcomes to DPS.

Internal Operations
Rahn provided an update of the search process for the LLN Chief of Operations and Systems Design (COSD). The LLN has received 28 application and conducted 10 interviews to date. The LLN staff have narrowed the pool to a small group of applicants.

Rahn discussed additional organizational needs, like internal policies and finalization of the LLN's application to the IRS for 501c3 status and tax exemption. Rahn also identified the need for a strategic plan, to be completed following the release of school level data in November.

Support to Schools

Rahn discussed support to schools and accountability. Rahn shared a draft school planning document, the process, and timeline for schools to complete school plans. Rahn also previewed proposed cycles of accountability for LLN schools and the LLN dashboard of metrics to be reviewed monthly.

Debbie Hearty suggested that capturing human capital and talent data, particularly leading indicators of success or challenges, in addition to metrics tied to the DPS School Performance Framework (SPF). Savinay Chandrasekhar suggested integrating language about how various measures of the SPF will tie into goals and objectives of the strategic plan. **The group agreed to discuss appropriate norming and evaluation across all school leaders in the zone at a later date.**

Expansion
Rahn shared a draft policy governing entry to the LLN zone. The group discussed the policy and provided feedback. Rahn and Andrew Sullivan shared their research into prospective LLN schools and the measures the LLN may consider when evaluating applicants. Hearty offered to assist Rahn and Sullivan as a thought partner on the entry policy.

Motion: Approve LLN policy around entry and exit, Frank Coyne
Second: Savinay Chandrasekhar
Vote: 4 in favor, Debbie Hearty abstains

The board entered an executive session to discuss personnel matters including the Executive Director and Chief of Operations and Systems Design roles and appointments.