

***Our Mission: We disrupt generational poverty by supporting, preparing, and empowering young people at distinct stages of life to break down barriers on their path to success in adulthood.***

**Northwestern University Settlement Association  
Board of Directors Annual Meeting**

**1400 W. Augusta Boulevard  
Chicago, IL 60642  
Guild Hall**

**In-Person Meeting - Mask Wearing Optional**

Board of Directors members present in person: Chair Amy O'Donnell, Robert Best, Bill Welnhofner, Kathy Elliott, Sami ElSaden, Christine Jacobek, Tracy Heilman, Virginia Burnstine, Hollis Sunshine, John Relias, Sarah Shumway, Kurt Mueller, Claire Winnard.

Board of Directors members present on Zoom: Tracy Rayner, Alice Schaff, Tyrone Washington, Lieke Hakkenberg.

Staff present in person: CEO Carole Wood, CFOO Christian Feaman, Chief of Staff Danielle LaPointe, Rowe Principal, Jason Smith, Assistant Director of Development Lakesha Nelson, Assistant Secretary Alison Armstead.

Amy O'Donnell, Chair, called the meeting to order 12:16 PM.

Amy requested for the Assistant Secretary Alison Armstead to take the roll.

Public Comment

No public comment.

Board Chair Report

Amy O'Donnell began her report by expressing gratitude for the successful wine tasting event held by the Winnetka Women's board, where Rowe Elementary School Principal Jason Smith, and Kurt Mueller, along with other board members, attended. Tracy Heilman's excellent photography at the event was acknowledged. Additionally, the North Shore board hosted a successful luncheon in the spring, with former board member Barb and her husband Chuck providing pro bono work to help with our refinance.

Other notable events included the Autism Walk, the Rowe seventh graders' trip to Springfield, the eighth graders' visit to Washington DC, and a beautiful graduation ceremony. Amy encouraged everyone to follow the school and settlement on social media for great pictures. She also reminded members to ensure their compliance with annual INCS training hours.

Furthermore, Amy expressed gratitude to Robert Best for his decades of service as General Counsel and for his willingness to continue to serve on the board as Parliamentarian. Amy asked to hear a motion to officially recognize and thank Bob for his role as General Counsel. Kathy Elliott made a motion to approve. Sami ElSaden seconded the motion. The motion was approved by a unanimous vote.

Amy then proposed a resolution to approve the fiscal 2025 meeting schedule. Due to the refinancing and charter renewal, it was noted that next year would have five board of directors' meetings and five executive committee meetings. The compensation committee was subsequently rolled into the Executive Committee due to Bob's departure.

Amy proposed a second resolution to approve the 2025 Committees. Regarding the committees for

next year, adjustments were made given the changes in the General Counsel position. It was noted that the board was confident in the support from the attorneys on the board and hoped to manage without hiring a General Counsel at the moment.

Before the meeting moved forward, Assistant Secretary Alison Armstead acknowledged the Board of Directors members present on Zoom Tracy Rayner, Alice Schaff, Tyrone Washington and Lieke Hakkenberg.

#### CEO's Report

Carole Wood began her report by stating that there are 76 clients enrolled in the Family Cares program up from the 17 clients that were enrolled in March 2024. Of the 76, 41 are clients of the Community Mental Health Center run by Family CARES, and 35 are clients of Brightpoint. It was noted that there has been significant progress in Medicaid repayments, which is positive news for the organization. The family support specialists are currently assisting 15 families, with a focus on understanding the needs of these families and children enrolled at Rowe.

The spring outdoor education program was successful, with a total of 725 students participating. The organization is on track to meet its goals in this area.

Carole informed members that we engaged the Kaleidoscope Group, a operations consulting firm recognized by the ACA provide a comprehensive assessment of House in the Wood. This process will include a planning committee inclusive of staff, board members, and young individuals to determine the camps future direction. Carole stated that her hope is that the process will help develop plans for sustaining and funding summer camp with a focus on understanding the costs and outcomes.

Carole praised the efforts for the Early Childhood Education team for a successful NAEYC accreditation visit took place on June 13<sup>th</sup>. She also informed board members that they have a strong internal candidate for the Early Childhood Director position.

It was reported that the After School and Teen programs successfully wrapped up the school year and have started the summer session. Additionally, a new apprenticeship program for teenagers is being piloted.

Carole continued her report and stated that progress had been made in data initiatives. It was noted that recent work with the Chicago Benchmarking Collaborative had improved the data collection being done internally. It was decided that metrics such as school readiness and performance would be tracked. It was emphasized that the organization would not only have the ability to examine its own data but also benchmark against peer organizations over time.

Carole reported that development had raised \$2.45 million and the department is 86% of the way towards their goal of \$2.8 million. Carole also provided an update on the development team's collaborative work to address the challenges and prepare for the upcoming fiscal year.

Principle Jason Smith led the updates on Rowe Elementary covering the success of the end of the school year, hiring progress and completing the physical move of items for the campus configuration.

Jason discussed the spring MAP testing school data achievement results and shared the data that showed improvement in student achievement across grade levels. Jason presented all of the end-of-year map data from fall to spring and then from winter to spring highlighting its value in in terms of student achievement and progress. Jason explained that this data represents a single point in time, as students are assessed in both fall and spring. The achievement trends showed improvement similar to patterns observed during the COVID period, with consistent growth from fall through

winter and into spring. Overall, the numbers demonstrated steady progress throughout the year, with many grade levels ranking in the 70<sup>th</sup> and 80<sup>th</sup> percentile nationally for growth, showcasing the positive developments occurring in our classrooms.

Jason outlined the process of student enrollment using the Aspen system. It was noted that at the end of June, the system would roll over to the new school year, giving an estimate of the number of enrollments. As of the recent rollover, around 570 students were expected to be enrolled, with efforts being made to close the gap. Jason also addressed the typical enrollment patterns throughout the summer and the reasons why families may leave or return to the school. In terms of past data, the school started the year with 710 students, and 63 students left. Of those who left, 95% did so due to family or life circumstances (e.g., moving out of state or transportation issues). Many families tend to delay registration, so recruitment efforts are ongoing.

Carole was asked to further explain the issues with HITW. Carole stated that the focus was mainly on addressing the challenges related to camp operations and staffing. It was noted that efforts were made to communicate early with families about the camp, and most were receptive to the changes. Additionally, partnerships with other organizations were established to ensure adequate staffing and support for the camp. The discussion also highlighted the need to consider the demographic of children served by the camp and the importance of effective planning and communication with families.

During the discussion on the charter renewal application, it was noted that efforts were underway to prepare the necessary supplemental applications for discipline and ELL (English Language Learners) in order to strengthen the overall application. Additionally, insights were shared regarding the renewal status of other schools, highlighting the criteria and circumstances under which schools may not be renewed.

During follow up questions for the development department, the team discussed their efforts to address the challenges they faced at the beginning of the fiscal year, notably the slow start due to limited staffing. The team highlighted their focus on donor conservation and stewardship, emphasizing the need to enhance communication with current donors and explore opportunities for engagement and collaboration. Plans for stewardship events and donor solicitation were outlined, with an emphasis on re-engaging institutional donors and establishing stronger partnerships. Furthermore, the team expressed their commitment to strengthening relationships with donors supporting specific programs through personalized outreach and engagement strategies. The team also appreciated the support and acknowledged the ongoing improvements in their operations and planning, as evidenced by the early planning for the upcoming September luncheon.

Following the presentation of the key updates, discussions were held on various topics, including ongoing projects, future plans, and areas that require attention. The meeting concluded with action points for further follow-up.

#### General Counsel Report

The meeting continued with a report from Bob Best, who expressed gratitude for the opportunity to serve in the position for many years. Bob announced his upcoming retirement and elaborated on the items to be addressed at the annual meeting, including the election of officers and the approval of the annual budget for the upcoming fiscal year.

The Governance Committee's slate of officers for the upcoming year was discussed, including Amy O'Donnell for board chair, Bill Welnhof for treasurer, Kathy Elliott for Secretary, and Sam ElSaden for Vice Chair of the Board. It was noted that this would be the fifth year in those positions for Amy, Bill, and Kathy. The General Counsel provided context regarding the board's previous decision not to impose term limits for board members and officers, citing Article Six, Section Two.

Bob made a motion for approval of fifth year officer terms. John Relias seconded the motion. All members present voted in favor of the motion. There were no abstentions.

Bob acknowledged the significance of the decision, emphasizing the need for continuity given ongoing organizational matters and the impending leadership transition. The potential for future discussions regarding leadership transition was also mentioned.

#### Consent Agenda

Amy continued to the next item, which was the consent agenda. Amy noted that the consent agenda was rather extensive and asked the members if there were any questions. With no questions, Amy called for a motion to approve all items on the consent agenda. Bob Best made a motion to approve the consent agenda. Kathy Elliott seconded the motion. The motion was approved by a unanimous vote.

#### Governance Committee Report

Kathy Elliott begins her report by introducing a proposed change to the bylaws to allow regular board meetings to be held "at least four times per fiscal year" rather than specifying particular months or quarters. This change offers flexibility in scheduling. Kathy leads the discussion on reducing the quorum requirement from 11 members to 7 to allow more flexibility in conducting meetings, particularly for special meetings. Virtual participation via Zoom does not count towards quorum unless it qualifies under specific exemptions such as emergencies or disabilities.

The next item for discussion was the conflict of interest policy amendment. It was explained that the conflict of interest language was updated to comply with both the internal policy and the Chicago Public Schools (CPS) policy. The amendment will ensure alignment with CPS requirements. The members discussed the creation of the Parliamentarian role on the Board of Directors. The Parliamentarian position would help keep meetings in order. An initial appointment has been made for this role.

Members discussed a change with the compensation review process. The review of executive compensation will be transferred from the Compensation Committee to the Executive Committee for more streamlined governance.

After the members discussed the changes and updates recommended by the Governance Committee, Kathy asked if there were any further questions. With no further questions, Kathy called for a motion to accept the changes to the bylaws. Amy O'Donnell made a motion to accept the resolution amending the bylaws. Sami ElSaden seconded the motion. The motion was approved by a unanimous vote.

Kathy continued to the next action item of the election of Board members. Kathy confirmed the re-election of members whose three-year terms were expiring. A motion was made and approved for members, including Virginia Burnstine, Kathy Elliott, Sami ElSaden, Sarah Shumway, Alice Schaff and Andrew Stevens, to continue serving. Member Sarah Shumway raised a question regarding her start date. Once the date was confirmed, so Kathy called for a motion. Amy made a motion to elect the slate of Board Members for 3-Year terms. John Relias seconded the motion. The motion was approved by a unanimous vote.

Kathy listed the slate of Officers for Elections: Chair: Amy Donnell, Vice-Chair: Sami ElSaden, Treasurer, Bill Welnhofner, and Kathy Elliott as Secretary. Kathy called for a motion to elect the Board of Directors Officers. Kurt Mueller made a motion to elect the slate of officers. John Relias seconded the motion. The motion was approved by a unanimous vote.

Kathy continued with the next item appointment of officers which included Alison Armstead, Assistant Secretary, and Bob Best as Parliamentarian. Kathy called for a motion for approval of appointment of officers. Amy made a motion to appoint the officers. Virginia Burnstine seconded

the motion. The motion was approved by a unanimous vote.

Kathy informed members that a board member survey will be distributed to gather feedback on board operations and committee preferences for the next year.

While waiting to move forward with the election of Board Members for 3-Year terms, Amy informed members that the next Board of Directors meeting would be held on Monday, September 16 at 12:00 PM.

The meeting continued with a discussion regarding the INCS (Illinois Network of Charter Schools) training and Open Meeting Act training for board members. The conversation revolved around the requirements for completing the training within a specific timeframe based on individual board members' terms. The need for verifying compliance and ensuring that all board members completed the necessary training was emphasized. An action item was created for staff send an email to the board members with the necessary information and links for completing the trainings.

#### Fiscal Year 2024 Budget Overview:

William Welnhofner began the report by stating that the current fiscal year has experienced budget challenges, largely driven by declining enrollment and the end of COVID-19 relief funds. The goal is to ensure the fiscal year concludes in compliance, especially with respect to operating cash flow and debt service coverage.

Christian Feaman reviewed the proposed FY 2025 budget and recommended its adoption. Total revenue is expected to decrease from \$20M to \$18.5M due to reduced CPS funding and the end of pandemic-related financial support. In response, expenditures have been reduced by \$1M to balance this revenue decline.

Christian highlighted that the school incurs higher costs for special education students than CPS allocates. Next year, efforts will be made to secure additional funding through CPS amendments, a practice not done in the past but now essential to address the funding gap.

Regarding expenditure management, Christian stated that there is a need to monitor expenditures closely next year, particularly in areas like janitorial services and building repairs. Plans are in place to bid out these contracts to ensure competitive pricing.

Christian emphasized the importance of applying for additional discretionary funding for special education, as many schools are already doing this. This will help cover gaps in services like occupational therapy, nursing, and psychological support.

#### 2024:2025 Budget

The proposed FY 2025 budget was presented, and included discussions about revenue challenges and expenditure management. Bill made a motion to approve the FY 2025 budget. Kurt Muller seconded the motion. The motion was approved by a unanimous vote.

#### Debt Refinancing

Bill provided a debt refinancing update to the members. Bill stated that the Audit and Finance committee was working on a refinancing plan to address outstanding debt, initially financed under favorable interest rates, now rising to 5.7%. A refinancing proposal from Wintrust includes transitioning to tax-exempt bonds with a fixed interest rate of approximately 5.09%.

Discussions are ongoing regarding asset management and the possibility of moving funds to secure lower rates. The refinancing process is complex but is progressing well, with legal steps being taken to ensure compliance by June 30.

The board expressed appreciation for the efforts of Bill in managing the refinancing process. It was noted that a formal resolution will need to be passed to authorize the executive team to finalize the refinancing agreement.

#### Closed Session

Bob made a motion that the Board of Directors meeting go to Closed Session pursuant to Section 2(c)(6) of the Illinois Open Meetings Act to discuss the setting a price for the sale of property owned by the Settlement; and Section 2(c)(1) of the Illinois Open Meetings Act to consider the appointment, employment, compensation, discipline, performance, or dismissal of one or more specific employees. Kathy seconded the motion. The motion was approved by unanimous vote. The open session was recessed at 2:20 PM and the Board of Directors went into a closed session.

At 2:42 pm, Bob made a motion to terminate the closed session and to return to open session. Kathy seconded the motion. The motion was approved by a unanimous vote. The open session resumed.

The board reconvened from the closed session, confirming a quorum was present. Action items under consideration were related to the refinancing process.

John made a motion to approve the reimbursement resolution. Sami seconded the motion. The motion was approved by a unanimous vote. John made a motion for approval of the Resolution for Refinancing by the Executive Committee. Sami seconded the motion. The motion was approved by a unanimous vote.

The members began a discussion on the use of building and program agreements. The discussion focused on the use of space, specifically regarding the teen program, gym, and other facilities. Negotiations related to space use continue, with parking spots and gym hours being part of the discussion.

No further business or questions were raised. Bob made a motion to adjourn the meeting. Bill seconded the motion. The motion was approved by a unanimous vote.

Meeting adjourned 3:07 pm

Minutes submitted by Alison Armstead

The public is welcome to attend the meeting.

Discrimination based on disability, race, creed, color, gender, national origin, religion, ancestry, marital status, or need for special education services is prohibited.