



**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF
LEAD PUBLIC SCHOOLS, INC.
February 12, 2019**

Pursuant to notice duly given, LEAD Public Schools, Inc. (the “Company”) held a Board of Directors meeting at 3:30 p.m. on Tuesday, February 12, 2019, at the campus of LEAD Brick Church located at 2835 Brick Church Pike, Nashville, TN 37207.

Directors Participating

in Person: Dwayne Tucker, Carter Paine, Alex Ryerson, Don Williamson, Don Taylor, and Jimmy Patton

Directors Participating by Telephone: Annette Little, Kim Ames, and Judge Richard Dinkins

Directors Absent: Dr. Earl Lattimore, Jerome Oglesby, and Stan Ruta

Others Present in Person: Adrienne Useted (CFO), Jay Brown (Head of Schools ASD), LaVoe Mulgrew (Head of Schools MNPS), Jon Zlock (Director of Communication), Corey Burton (Director of Enrollment and Family Engagement), Chris Elliot (Head of Academics and Innovation), Cassandra Johnson (Managing Director of Human Resources), Christine Harris (Director of College Counseling), Kathleen Chandler (Director of Development), and Chris Whitson (Legal Counsel)

1. Call to Order: Carter Paine (Chairman)
 - a. Confirmation that the Board received the Board materials, which were previously distributed, and confirmation of a quorum.
 - b. Detailing the Agenda.
2. Network Academic Update: Chris Elliot (Head of Academics)
 - a. Mr. Elliot updated the Board on Network level results, trends, and action items.
 - b. Mr. Elliot briefed the Board with respect to LEAD High Schools’s ACT Results (overall and by relevant subgroup) with comparisons to MNPS and individual schools.
 - c. At the request of Mr. Elliot, Ms. Harris led the Board through a review of LHS’s college counseling data and an analysis of LHS graduates’ college persistence.

- d. Mr. Elliot led the Board through a discussion of the New Teacher Project (TNTP), School Culture, the Culture Index, and trends..
 - e. Mr. Elliot and Ms. Harris answered numerous questions from the Board.
3. Academic Update for the Company's MNPS Schools: LaVoe Mulgrew (Head of Schools MNPS)
- a. Ms. Mulgrew provided the Board with an update and list of action items for LPS's MNPS schools (LEAD High School, LEAD Prep Southeast High School, LEAD Prep Southeast Middle School, and Cameron College Prep).
 - b. Ms. Mulgrew reported to the Board on the MNPS campus' areas of focus and academic initiatives for 2018-19.
 - c. Ms. Mulgrew lead the Board through a discussion of the MNPS campus' school health, focusing on (i) enrollment, (ii) attendance, (iii) suspensions, (iv) facilities, and (v) open staff positions (two).
 - d. Ms. Mulgrew briefed the Board on TNTP issues with respect to the Company's MNPS schools.
 - e. Ms. Mulgrew answered numerous questions from the Board.
4. Academic Update for the Company's ASD Schools: Jay Brown (Head of Schools ASD)
- a. Ms. Brown provided the Board with an update and list of action items for LPS's ASD schools (Brick Church and Neely's Bend).
 - b. Ms. Brown reported to the Board on the ASD campus' areas of focus and academic initiatives for 2018-19.
 - c. Ms. Brown lead the Board through a discussion of the ASD campus' school health, focusing on (i) enrollment, (ii) attendance, (iii) suspensions, (iv) facilities, and (v) open staff positions (none).
 - d. Ms. Brown briefed the Board on TNTP issues with respect to the Company's ASD schools.
 - e. Ms. Brown answered numerous questions from the Board.
5. Development Update: Kathleen Chandler (Director of Development)
- a. Ms. Chandler provided the Board with an overview of LEAD's pipeline status of potential grants.
 - b. Ms. Chandler walked the Board through the status of the upcoming college breakfast.
 - c. Ms. Chandler answered numerous questions from the Board.
6. Enrollment Update: Corey Burton (Director of Enrollment and Family Engagement)
- a. Mr. Burton noted that the Network was retaining students during the school year far more successfully than the prior year and that the Network was above its ADM goal.

- b. Mr. Burton provided the Board with an enrollment update for each School.
 - c. Mr. Burton briefed the Board on the Network's application goals for 2019-20.
 - d. Mr. Burton answered numerous questions from the Board.
7. Human Resources Update: Cassandra Johnson (Managing Director of Human Resources)
- a. Ms. Johnson provided the Board with an update on human resources.
 - b. Ms. Johnson answered questions from the Board.
8. Finance Update: Adrienne Useted (CFO)
- a. Ms. Useted led the Board through a finance update.
 - b. Ms. Useted presented the Board with a thorough review of the proposed construction project to renovate the existing indoor physical education space at Metroplex into new classroom space and to also construct a replacement indoor physical education space in the current parking lot of Metroplex. Ms. Useted reminded the Board of the space challenges with respect to Metroplex and the pressing need for more classrooms, as well as the countervailing need for physical education space.
 - c. Ms. Useted provided the Board with a thorough review of the respective bids from the three construction vendors, providing the Board with the merits and demerits of each bid.
 - d. Ms. Useted walked the Board through the proposed budget for the entire project, including annual expense increases resulting from the project.
 - e. Ms. Useted advised the Board that the Company would pay cash to complete the project (no new financing, instead using cash from the Company's balance sheet).
 - f. Upon motion duly made by Don Taylor, and seconded by Don Williamson, and after further discussion, the Board unanimously approved (i) entering into a construction agreement with DWC as the construction vendor, (ii) proceeding with the project, and (iii) financing the project through use of the Company's existing cash.
 - g. Following the vote, Ms. Useted presented the Board with an analysis of the opportunity of placing unused cash funds of the Company in an Insured Cash Sweep Account with CapStar Bank, which would earn 1.75% interest annually (based on a \$1,000,000 balance), which should provide the Company with \$30,000 in interest annually.
 - h. Ms. Useted reminded the Board of the Company's line of credit with CapStar Bank, which currently has a \$0 balance, and the need to renew this line of credit.
 - i. Upon motion duly made by Don Taylor, and seconded by Don Williamson, and after further discussion, the Board unanimously approved both (i) placing the Company's unused cash in a Insured Cash Sweep Account with CapStar Bank, and (ii) renewing the CapStar line of credit. The Board further authorized the officers

of the Company to take any and all actions necessary, including, without limitation, the execution of any necessary documents with CapStar in order to finalize and document these actions.

- j. Ms. Useted answered numerous questions from the Board.
9. Approval of December 11, 2018 Board Minutes: Carter Paine (Chairman)
- a. Motion: Don Taylor
 - b. Second: Don Williamson
 - c. Unanimous Approval of Minutes
10. Executive Session: Dwayne Tucker (CEO)
- a. Mr. Tucker provided the Board with his CEO update, detailing the year's accomplishments and potential opportunities
 - b. Mr. Tucker gave a thorough presentation as to the need for a leadership change at Brick Church, and his decision to make Jay Brown the acting Principal of Brick Church (in addition to her normal duties as head of the ASD schools).
 - c. Mr. Tucker and Mr. Paine presented the possibility of adding Mike Honious to the Board.
 - d. Upon motion duly made by Alex Ryerson, and seconded by Don Williamson, and after further discussion, the Board unanimously approved Mr. Honious as a new Member of the Board.

There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted, Chris Whitson
Counsel to LEAD Public Schools, Inc., and acting Secretary