

Boston Day and Evening Academy
Board of Trustees Minutes – Board Meeting
Date: September 17, 2025
Time: 5:30 PM – 7:30 PM
Location: Zoom

Attendance:

Present: J. Barry, C. Hendricks, A. Hramiec, A. Hunter, A. Kadagathur, C. Rothfuss, A. Shabowich, D. Woodberry

Absent: M. Goode, S. Hughes-Hibbert, J. Kendrick

Others in Attendance: J. Kantrowitz (Clerk), Bettina Toner (Krokidas & Bluestein LLP)

Clerk: J. Kantrowitz

Documents/Exhibits Used: June 4, 2025 minutes (for review/approval); September 17, 2025 agenda BDEA Board Mtg 9-17-25

Call to Order

A. Hramiec opened the meeting at 5:36 PM, welcomed participants, and reviewed the agenda, highlighting the MOU discussion and trustee votes.

Approval of Minutes

Motion: D. Woodberry moved to approve the June 4, 2025 meeting minutes.

Second: C. Rothfuss seconded.

Outcome: Approved unanimously.

The board clarified that all trustees may vote to approve minutes, even if they were not present at the prior meeting__

BPS/BDEA Memorandum of Understanding (MOU)

A. Hramiec opened the discussion by noting that the MOU is required under Horace Mann law and defines the operating relationship between BDEA and BPS. She reminded trustees that this renewal has been in negotiation for two years and then introduced Bettina Toner (Krokidas & Bluestein LLP), who was retained in partnership with Boston Green Academy (BGA) and Edward M. Kennedy Academy (EMK) to represent all three Horace Mann schools in these negotiations.

Background:

- The MOU clarifies roles, responsibilities, and autonomies for Horace Mann schools.
- BPS pushed for provisions that limit its perceived legal and financial risk in continuing to provide some services.
- The negotiation has produced a clearer document than past MOUs, but also introduces new trade-offs for BDEA.

Key Provisions and Changes:

- **Autonomy as LEA:** The MOU strengthens language confirming BDEA as its own LEA, carrying both additional responsibility and independence.
- **Services:** BPS will continue providing certain *non-discretionary* services (e.g., transportation, cafeteria, facilities, OLR, OIIT, Office of Labor Relations, Title VI/IX, ADA compliance). Other supports shift to *discretionary* (purchased services), such as athletics, textbooks, or technology.
- **Legal and Equity Services:** The most significant change is that BPS will no longer provide legal services in areas where a conflict of interest could arise – particularly special education legal matters and certain student discipline hearings. In the past, BPS attorneys participated in IEP or disciplinary meetings. Going forward, BDEA must engage its own counsel in these circumstances.
- **Independent Counsel Funding:** To offset this shift, BPS will provide \$30,000 per year over the charter cycle for BDEA to retain outside counsel. This amount was based on historical costs across the three Horace Mann schools (BGA, EMK, BDEA). Trustees noted that true litigation is rare, but the adequacy of this funding will need to be tracked and reassessed.
- **Indemnification:** For the first time, the agreement introduces a one-sided indemnification clause (Section 16) requiring BDEA to indemnify BPS for certain services. There is no reciprocal provision. Carve-outs exist for services required by law and for claims of gross negligence or willful misconduct. Trustees described this as a significant concession and a “trade-off” for continued access to district services.
- **Collective Bargaining:** A question was raised regarding teacher contracts. As a Horace Mann school, BDEA retains autonomy in hiring and firing, though it must honor years of service and ensure salaries meet or exceed BPS minimums.

Trustee Discussion:

- There was an emphasis on the disparity between BPS's size/resources and BDEA's and concerns about the financial risk tied to indemnification, noting the importance of adequate insurance.
- A question was asked if further negotiation was possible; Bettina explained that BPS legal counsel had drawn a firm line and that the indemnification clause was non-negotiable if BPS were to continue providing certain services.
- Trustees expressed interest in understanding how other Horace Mann boards were handling the issue and requested copies of BGA and EMK MOUs for review.
- Questions also arose around operationalizing the independent counsel provision – who decides when BPS counsel is contracted out and how quickly outside counsel can be engaged.
- Trustees agreed that while provisional approval has been granted by DESE (with a minor edit allowing DESE to mediate budget impasses), the BDEA board should not vote until these outstanding concerns were addressed.

Outcome: The board did not vote on the MOU.

Next Steps:

- Review the indemnification language and liability implications with BDEA's insurance carrier.
 - Obtain and review MOUs from Boston Green Academy and EMK to see how their boards are responding.
 - Clarify and document the definitive list of services BPS will and will not provide under the new agreement.
 - Track the adequacy of the \$30,000 annual counsel fund across the charter cycle
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Community Connection - Trustees shared their favorite fall beverages.

Governance – New Trustees

Alison introduced five candidates from a pool of ~15 who were interviewed by the executive team and endorsed by the Executive Committee. Candidates:

- Cherina D. Wright
- Norvia Pena
- Kelly Cameron
- Meena Kothandaraman
- Christian Walkes

Motion: A motion was called by C. Rothfuss to approve collectively new board candidates Cherina D. Wright, Norvia Pena, Kelly Cameron, Meena Kothandaraman, and Christian Walkes with the expectation to voice any concerns about any single candidate while casting one's vote.

Second: C. Hendricks seconded.

Outcome: Approved unanimously.

Board Reflections, Goals, and Engagement

Alison reviewed results from the board self-reflection survey:

- Trustees feel confident in their understanding of the mission, their responsibilities, and the Head of School evaluation process.
- Board meetings are focused, and subcommittee work is viewed as meaningful.
- Opportunities exist to strengthen engagement with school culture, family voice, and student presence at meetings.

Board priorities for SY25–26:

- Facilities: Keep a new facility for BDEA on the radar with BPS, while clarifying BDEA's vision for relocation.
- School culture: Elevate staff, family, and student perspectives.
- Data: Use data to guide recruitment, retention, and academic outcomes.
- Engagement: Offer multiple modes of trustee involvement beyond committee service.

Election of Officers

The following slate of officers was presented for renewal:

- Board Chair: Maddrey Goode
- Board Vice Chair: Alisa Hunter
- Treasurer: Jonathan Barry
- Board Clerk: Jill Kantrowitz

Motion (Chair): A. Hunter moved to retain Maddrey Goode as Board Chair.

Second: C. Rothfuss seconded.

Outcome: Approved unanimously.

Motion (Vice Chair): D. Woodberry moved to retain Alisa Hunter as Board Vice Chair.

Second: J. Barry seconded.

Outcome: Approved unanimously; Alisa abstained.

Motion (Treasurer): D. Woodberry moved to retain Jon Barry as Treasurer.

Second: C. Rothfuss seconded.

Outcome: Approved; Jon abstained.

Motion (Clerk): D. Woodberry moved to retain Jill Kantrowitz as Clerk.

Second: A. Kadagathur seconded.

Outcome: Approved unanimously.

Compliance & Monitoring Updates

Upcoming DESE reviews flagged:

- Special Education program
- English Learner compliance
- ESSA monitoring
- Charter School Office accountability plan monitoring
- Charter renewal site visit

Updates will follow as schedules are finalized.

Start-of-Year Update

Alison shared quick highlights while noting that due to time constraints, remaining agenda items will be deferred to the October retreat for fuller discussion.

- Alignment of board goals with staff/student culture work.
- Continued recruitment focus; enrollment updates coming in October.
- Equity work with Dr. Hayden Frederick-Clarke to continue in October, aligning with the retreat and new trustee onboarding.

New Business & Announcements

- Board Retreat: Saturday, October 25, 2025 (10:00 AM – 12:30 PM), community-building focus and trustee onboarding.
- Alumni Panel: October 25 in the morning, featuring BDEA graduates.

Adjournment

Motion: D. Woodberry moved to adjourn the meeting.

Second: J. Barry seconded.

Outcome: Approved unanimously.

The meeting was adjourned at 7:21 PM.