

**INTERNATIONAL EDUCATION AND COMMUNITY INITIATIVES
D/B/A ONE BRIGHT RAY, INCORPORATED
Minutes of a Meeting
Of the Board of Directors
Held October 27, 2021**

A meeting of the Board of Directors (the “Board”) of International Education and Community Initiatives, d/b/a One Bright Ray, Incorporated, a Pennsylvania non-profit corporation (“OBR”), was held by videoconference on Wednesday, October 27, 2021. The following Board members were present at the meeting: Joseph H. G. Proietta, M.Ed., President and Founder; Alberta P. O’Brien, EdD; Aykema Mabery-Austin, MBA (who joined after the meeting commenced); Lauren Nelson, MA; Ludmiladia Pitter, BA; and Cassandra McLaughlin, MS. Board members Mariah Matias, BS and Érica Méndez, BS were absent from the meeting. Also present at the meeting were Marcus A. Delgado, Chief Executive Officer and Secretary; Anna Duvivier, Chief Operating Officer; Joycet Veasquez, Chief Academic Officer; Frances Velazquez, Director of Financial Services; Michael Whisman, accountant with Charter Choices, Inc.; Kelly Wojtan, Account Manager with Charter Choices, Inc.; and Maria Granholm, Esq., of Duane Morris LLP, legal counsel.

Mr. Proietta served as Chair of the meeting and, having met a quorum, called the meeting to order at 4:03 p.m.

As the first order of business, Mr. Proietta called for a review of the minutes from the meeting of the Board held on June 16, 2021. The Board reviewed the minutes. Thereafter, upon a motion that was duly made and seconded, the minutes of the Board from the meeting held on June 16, 2021 were unanimously approved by the Board.

Second, Mr. Proietta requested a financial update. Mr. Whisman reviewed with the Board the **attached** unaudited financial statements for the three (3)-month period ended September 30, 2021 (the “Financial Statements”). Mr. Whisman reviewed with the Board the Summary and Management Report included with the Financial Statements, beginning with the actual and projected financial performance of OBR as compared to budget for the three (3)-month period. Mr. Whisman noted that OBR is currently projected to have an increase in net assets of \$55,371 at the end of the fiscal year, as compared to a budgeted net loss of \$126,513, which would result in a positive year-end variance of \$181,883. Mr. Whisman discussed with the Board the key reasons for the projected year-end variance to budget, the accounting of a technology purchase and OBR’s current debt service coverage ratio, and answered questions from the Board regarding the foregoing.

Next, Mr. Delgado reported that OBR’s 2021-2022 budget includes a fee for approximately \$211,000 payable to the School District of Philadelphia (the “School District”) for technical fees. Mr. Delgado explained that the School District waived such fees for the current year and, instead, such funds are to be used to increase employee morale and work with students. Mr. Delgado provided insight regarding OBR’s ongoing internal discussions regarding how best to use such funds. Mrs. Mabery-Austin joined the meeting during such discussion.

Thereafter, the Board commenced a discussion regarding to what extent the Financial Statements reflect decisions to be made with respect to the Harcum Program and/or OBR's Strawberry Mansion campus. Mr. Delgado indicated that OBR is in continuing discussions with the School District regarding the Strawberry Mansion campus, including regarding enrollment challenges and how such challenges impact the feasibility of such campus. With respect to the Harcum College at OBR Program (the "Harcum Program"), Mr. Delgado indicated that adjustments were made to the Harcum Program budget to reflect ending such program at the end of November. Mr. Delgado noted that the Harcum Program currently has only 40 students enrolled (as compared to 80-100 historically) and is fully virtual. Mr. Delgado reported that OBR discussed the plan to end the Harcum Program with both Harcum College and I-LEAD and that I-LEAD has proposed to assume responsibilities for the Spring semester of the Harcum Program, as set forth in the I-LEAD proposal summary shared with the Board prior to the meeting. The Board briefly discussed such proposal and agreed to revisit the discussion at the next Board meeting.

Next, Mr. Whisman noted that the final draw on OBR's bonds occurred recently and that there is approximately \$60,000 of accrued interest available. Mr. Whisman advised that, pending confirmation from the trustee, those funds could be applied to reduce the existing debt balance, or proportionately allocated to OBR and CAP as additional project funds.

Third, Ms. Duvivier reviewed with the Board various updates to OBR's Employee Manual, including revisions to update policies related to COVID-19, employee paid time off, workplace relationships and employee attire. Ms. Duvivier summarized the key revisions to each such policy. Thereafter, the meeting attendees discussed, at length, OBR's policies and practices with respect to COVID-19 vaccination, testing and masking, and the consistency of such policies and practices with those of the School District.

Fourth, Ms. Duvivier provided an update regarding OBR's 2021-2022 capital plan and use of bond funds allocated to such capital projects. Ms. Duvivier reported that all such funds have been used for or committed to capital projects, and all such projects have been completed except for the replacement of windows at the Fairhill campus due to the windows being backordered. Ms. Duvivier confirmed that a contractor is lined up for such project and that the applicable funds were timely committed to such project in accordance with the bond requirements.

Fifth, Mr. Delgado alerted the Board to a potential SEPTA strike, beginning as early as Monday. Mr. Delgado discussed with the Board the plans and preparations OBR undertook to prepare for such potential strike, including implementation of a plan for remote instruction, as necessary, with employees working from the school buildings, for the duration of any such strike. The meeting attendees also discussed, and strategized regarding, the possibility that the School District may require remote learning around the holidays, and, depending upon the length of any SEPTA strike, whether it would make sense to have OBR students return to campus for a short period, or whether it would be better to continue with remote instruction in such event. In response to a question from a Board member, Mr. Delgado confirmed that if the School District switches to remote instruction, OBR must follow suit, and the only variable would be whether OBR has its employees work from home or school buildings.

Sixth, Mrs. Velasquez provided an update on the various OBR campuses. Mrs. Velasquez first provided the Board with a student enrollment and engagement update for each of OBR's campuses and the challenges OBR has been facing in that regard. Next, Mrs. Velasquez provided an update regarding the new principal at the Strawberry Mansion campus, Mr. Falana, including providing information regarding his experience and background with OBR.

Seventh, Mr. Delgado provided an update regarding the expiration of OBR's contract with the School District and the anticipated issuance of a request for proposal ("RFP") by the School District. Mr. Delgado discussed key changes he plans to include in OBR's responsive proposal, including the addition of an evening program at the Simpson campus for adults and a reduction in the size of the daytime program at the Strawberry Mansion campus. The Board discussed and strategized regarding the RFP process and possible adjustments to the existing programs. Next, Mrs. Velasquez advised the Board that operational walkthroughs of the various campuses were in the process of being completed. Mrs. Velasquez and Mr. Delgado advised that the Strawberry mansion day program walkthrough already occurred and went very well.

Eighth, Mr. Proietta asked if there was any new business to come before the Board. The Board briefly discussed Board composition and Board member attendance. Mr. Proietta encouraged the other Board members to consider whether it would be beneficial to add any new Board members and, if so, whether they knew of any good candidates. The Board also discussed whether the next Board meeting should be held in-person or virtually, and the consensus of the Board was that the meeting should be held virtually. There being no further new business, Mr. Proietta noted that the next regularly scheduled Board meeting was scheduled to be held by videoconference on December 15, 2021 at 4:00 p.m. Then, upon a motion duly made, seconded and unanimously approved, the meeting was adjourned at 4:51 p.m.