

**Cardinal McCloskey Charter School**

**Board of Trustees**

 **Board Meeting Minutes**

**December 7, 2021**

**1.0** The meeting was called to order by Phyllis Thorne, Chairperson, at 6:03 p. m.

**2.0 Attendance:** Was taken by Dr. Reva Gershen-Lowy

1. **Board Members:** Ms. Phyllis Thorne, Ms. Joy DeVries, Dr. Reva Gershen-Lowy, Dr. William Ursillo, Jim McCarthy, Sister Patricia and Dunica Charles
2. **Excused:** Peter Quinn
3. **CMCS Partners:** Kamlesh Singh
4. **Charter School Staff:** Jennifer Fedele, Grace Bendick, Allyn Thompson and Christian Adamkiewicz
5. **Guests :** Margie Medina, Frances Garcia, Susan Briggs, Heather Blumberg, P.O. Lupo and P.O Travis from the 48th Precinct

**3.0 Sanctuary Community Meeting** was facilitated by Phyllis Thorne.

# **4.0** **Motion to approve today’s agenda December 7, 2021**

*A motion to approve today’s agenda was duly made by Jim McCarthy, seconded by Joy DeVries and carried unanimously; the meeting was approved and accepted.*

**5.0 Motion to approve the minutes of the November 2, 2021 meeting**

*A motion to approve the minutes for the November 2, 2021 Board Meeting was made by Dr. Reva Gershen-Lowy, seconded by Dr. William Ursillo, the motion was approved and accepted.*

**6.0 Sanctuary Commitment -** Ms. Dunica Charles presented an overview of the Emotional Intelligence Sanctuary Commitment. She noted how being socially aware, managing emotions and self-regulation is a combination of behaviors that make up emotional intelligence. She also discussed how emotions of the staff, children, parents and Board members can affect the overall running of the school. Ms. Charles stated taking ownership of one’s reactions to any given situation is part of self-awareness. The next Sanctuary Commitment will be presented by Sister Patricia at the January Board meeting.

**7.0 Chair Report –** In Mr. Peter Quinn’s absence, Ms. Phyllis Thorne introduced Ms. Susan Briggs and Ms. Heather Blumberg and noted they will be providing a presentation regarding the Friends of CMCCS 501(c)3 corporation. The Board will also review the motion to move forward on the assignment of the lease to Friends of CMCCS. This motion will allow the Board to move forward on gathering documents and information needed to begin the process of creating the Friends of CMCCS 501(c)3 corporation. Ms. Thorne discussed in order to get the most reimbursement from the DOE lease assistance the 501(c)3 corporation needs to be formed. The lease assistance reimbursement will include the rent and operating expenses for the Charter School.

Ms. Jennifer Fedele introduced Police Officers Lupo and Travis who are the community representatives from the 48th Precinct which is located within the Charter School’s district. Mr. Jim McCarthy thanked Police Officers Lupo and Travis and the 48th Precinct for the services they offer to the Charter School.

Ms. Thorne provided the Lease Assignment, Sublease and Guaranty resolution to the Board and asked them to review the document. This resolution will give her permission to start working with Ms. Briggs to prepare the necessary documents for the Friends of CMCCS 501(c)3. Ms. Thorne will report back to the Board and update them on the progress

**7.1 Friends of CMCCS 501(c)3** – Ms.Susan Briggs and Ms. Heather Blumberg discussed how the Friends of CMCCS corporation would work in conjunction with the Charter School. They provided additional information and answers to questions and concerns some Board members had regarding the development and benefits of Friends of CMCCS. The following areas were discussed:

* Ms. Joy DeVries asked how many other schools in the area are using this process to recoup the lease assistance reimbursement. Ms. Heather Blumberg stated yes, other schools have created additional 501(c)3’s for their charter schools. The monies that schools recoup are based on each individual school’s lease agreement. After an in-depth discussion the Board members asked if there were any schools willing to meet and discuss their experiences with this process. Ms. Blumberg noted she will research this and get back to Ms. Fedele. By the end of the discussion Ms. Blumberg noted there is one school she reached out to that has agreed to meet with CMCCS.
* The Board members asked how the Landlord (Aquinas) will be involved – Ms. Briggs stated the Landlord has already agreed and she will provide assistance to the Dominican Sisters if necessary. Ms. Briggs also noted that CMCCS will make payments, via check or wire transfer, to Friends of CMCCS who will then submit lease payments to the Landlord. Mr. Jim McCarthy asked if he could receive a copy of the lease where it states the Landlord agreed to this sublet transaction. Ms. Briggs noted Ms. Fedele can provide that information.
* Mr. Jim McCarthy asked if NYC DOE is aware of this process and if this is acceptable – Ms. Briggs noted no approval of the 501(c)3 is the necessary by NYC DOE. Only the lease assistance documents, which will include the operating expenses, are submitted to DOE for approval and reimbursement.
* Dr. Reva Gershen-Lowy asked how this would affect the operational allocation CMCS Head Start pays the Charter School for the shared operating costs. Ms. Briggs noted that would continue as is and the monthly expenses bill payment will be submitted to the Charter School. Ms. Briggs noted that further discussion on the operational allocation can be conducted as needed.

**7.2 Operational Expense Agreement** – Ms. Thorne stated work is still being done on the agreement and should be completed soon.

**7.3 District-Wide Safety Plan** – Ms. Fedele provided an in-depth overview of the District-Wide Safety Plan. The District-Wide Safety Plan is a more broad-based plan as the School Safety Plan will be more detailed and specific to the Charter School. Ms. Thorne asked for a motion to approve the District-Wide Safety Plan. The Board members agreed to the approval of the District-Wide Safety Plan.

The School Safety Plan will be presented at a later date. Ms. Fedele and Mr. Allyn Thompson will attend a training on the school safety plan and will incorporate any updates if needed. Mr. McCarthy noted the School Safety Plan should be approved by the Board.

**7.4 Update - Audit of Compliance, Empire Charter Consultants** – Ms. Thorne noted they are moving forward with Empire Charter Consultants and Ms. Fedele is providing them with the information requested. Mr. McCarthy asked if there was a timeline on the completion of the audit. Ms. Fedele noted there is no timeline but will contact Ms. Sheehan for an update.

**7.0 Previous Meeting – Action Items**

**8.0 Principal’s Report** – Ms. Fedele provided the Board members with the Principal’s Report for their review. Ms. Fedele is available to answer any questions or concerns.

1. **Discussion**

 **9.1 Lease Assignment, Sublease and Guaranty Resolution** – The Board members continued to discuss the motion to accept the preliminary resolution for CMCCS authorizing the Friends of organization that was voted down earlier in the meeting. Ms. Thorne reviewed the Lease Assignment, Sublease and Guaranty resolution with the Board members. This document specifies the reason why an entity is being created, the benefits the school would receive, the process this would take and the main purpose is to ensure the best interest for the school. The Board members discussed their concerns and Ms. Thorne stated this resolution is to begin the process of gathering documents and not officially signing anything as of yet. Everyone has to be is on the same page and comfortable with this process. As the process moves Ms. Thorne will provide updates and documents to the Board members.

#  **Motions**

* 1. **Motion to approve the District-Wide Safety Plan**

 *A motion to approve the District-Wide Safety Plan was duly made by Jim McCarthy, seconded by Joy DeVries, the motion was approved and accepted.*

**10.2****A motion to accept the preliminary resolution for CMCCS authorizing the Friends of organization 501(c)3** – Ms. Thorne summarized the importance of creating the Friends of organization and asked the Board members for their acceptance of the resolution. Dr. Gershen-Lowy requested a roll call vote. The motion was rejected by the Board. Further discussion will take place later in the meeting.

 *A motion to accept the preliminary resolution for CMCCS authorizing the Friends of organization 501(c)3 was made by Joy DeVries, seconded by Dunica Charles, the motion was rejected and denied.*

**10.3 Motion to authorize CMCCS Chair of the Board to assemble information to effectively make a decision on moving forward with establishing a new 501(c)3** - After an in-depth discussion of the pros and cons of creating the 501(c)3, the Board members agreed to make a motion authorizing the CMCCS Chair of the Board to collect information needed to effectively make a decision on moving

forward with establishing a new 501(c)3. It was agree the cost of this endeavor should not exceed $25,000. Dr. Gershen-Lowy requested a roll call vote.

*A motion was made to authorize CMCCS Chair of the Board to collect information needed to effectively make a decision on moving forward with establishing a new 501(c)3**and specified a**limit**not to exceed $25,000**was made by Dr. Reva Gershen-Lowy, seconded by Dr. William Ursillo, the motion was approved and accepted.*

**11.0 Proposed Executive Session (if necessary, subject to Board approval) -** N/A

**12.0** **Action Following Executive Session** – N/A

1. **Reports**
	1. **Executive Committee Report** – Ms. Thorne noted the Executive Committee met twice in the last month to discuss the Friends of organization. Notes/minutes have been provided to the Board members.
	2. **Academic/Sanctuary Committee Report** – Ms. Thorne provided minutes of the November 17th Academic/Sanctuary Committee meeting and highlighted the following items:
* Ms. Fedele and Mr. Allyn Thompson attended a training hosted by LeveregEd on teacher retention.
* The first Sanctuary Core Team meeting was held on November 12th. They discussed the importance of meeting the guidelines that are in the accountability standards regarding Sanctuary.
* The Committee members discussed the Accountability Standards and have agreed to make them the main focus on the December agenda.
	1. **Finance Committee Report** – Mr. Quinn provided Ms. Thorne with the breakdown of the projected lease assistance which was shared with the Board members.
* Ms. DeVries also noted the main focus of the Finance Committee meeting revolved around the lease and setting up the Friends of organization.
* Ms. Fedele will provide the Board members with copies of the ESSERS reports for their review.
	1. **Fundraising Committee Report** – Ms. DeVries met with a representative from CMCS who suggested the Fundraising Committee work with another organization that could assist in identifying specific grants for the Charter School. Ms. DeVries noted that CSBM (Charter School Business Management) has a grants division and she is waiting for them to provide the hourly rate for their services.
	2. **Ad Hoc Governance Committee** – Mr. McCarthy noted the minutes stand as submitted with one actionable item in regard to whether an exit interview was conducted for the Director of Operations position and if the job description has been reviewed. Mr. McCarthy also noted he is pleased with the answers provided by Mr. Quinn on his questions regarding the 501(c)3.
	3. **Partner’s Report** – Dr. Ursillo noted CMCS is pleased with the way Ms. Fedele and Ms. Fortunata Lardo-Dimarco have been working together in providing clinical services to the school. He also noted a meeting was held between the CMCCS Board members and the CMCS Board members where they discussed the Friends of organization and the benefits of forming the 501(c)3. Dr. Smith (CMCS Chairman) and Msgr. Sullivan have requested written documentation to get a better understanding on how this will work. This would enable CMCS to offer assistance and feedback if needed.

**14.0 Public Comment** – N/A – Virtual meeting was held because of the pandemic

**18.0 Action Items –** N/A

**19.0 Adjournment**

*A motion duly made by Jim McCarthy, seconded by Joy Devries and carried unanimously; the meeting was adjourned at 7:53 p.m.*