

**Cardinal McCloskey Charter School**

**Board of Trustees**

**Board Meeting Minutes**

**November 2, 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, Dunica Charles , Jim McCarthy and Peter Quinn
2. **Excused:** Dr. William Ursillo and Sister Patricia
3. **CMCS Partners:** Christine Monroe and Kamlesh Singh
4. **Charter School Staff:** Jennifer Fedele, Grace Bendick and Allyn Thompson
5. **Guests :** Margie Medina, Christian Adamkiewicz and Frances Garcia

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

# **4.0** **Motion to approve today’s agenda November 2, 2021**

*A motion to approve today’s agenda was duly made by Dr. Reva Gershen-Lowy, seconded by Jim McCarthy and carried unanimously; the meeting was approved and accepted.*

**Motion to approve the minutes of the October 5, 2021 meeting**

*A motion to approve the minutes for the October 5, 2021 Board Meeting was made by Joy DeVries, seconded by Dunica Charles, the motion was approved and accepted.*

**5.0 The Seven Sanctuary Commitments -** Ms. Phyllis Thorne reviewed in detail the seven Sanctuary commitments that we make to ourselves and each other in order to create a safe, healing and transformative environment that serves us all. They include Non-violence, Emotional Intelligence, Social Learning, Democracy, Open Communication, Social Responsibility and Growth and Change.

**6.0 Chair Report**

**6.1 Onboarding new Board Members –** Ms. Thorne discussed the onboarding process of new board members. She has spoken with Mr. McCarthy and the Governance Committee will work on creating the procedures for the recruitment and interviewing process for the onboarding of new Board members. The Board members discussed before anyone can be placed on the Board they should sit on one of the committees for a period of time thus giving them an opportunity to get acquainted with the school and who we are. The Governance Committee will provide more information at a later date.

**6.2 Willingness to Serve – 2022/2023 School Year –** Ms. Thorne asked the Board members that were present at the meeting if they were willing to serve for the following school year. All members agreed to serve, with the exception of Sister Patricia and Dr. William Ursillo who were not present at the meeting. Ms. Thorne will reach out via email for their response.

**6.3 Update – Operational Expense Agreement** – Once the Operational Expense Agreement is complete the document should be reviewed by both attorneys then signed and shared with everyone. Dr. Gershen-Lowy added they are still waiting for Ms. Desiree Grand and Mr. Todd Baldwin to work through the contracts with companies they are looking to use. Ms. Thorne asked if Ms. Fedele is taking the lead on this. Ms. Fedele agreed. Dr. Gershen-Lowy also mentioned the Head Start program fiscal year ends January 31, 2022 and all expenses need to be submitted by that date. It is in our best interests to get this agreement completed and forward bills to CMCS to get paid by the Finance Department. Currently expenses for September, October and now moving into November have to be paid. Dr. Gershen-Lowy offered her help to get this task completed.

**6.4 Update – Principal’s Evaluation** – Ms. Thorne mentioned the principal evaluation has been received and is being sent to the Academic Committee for review.

**6.5 Update – Consultants** – Ms. Fedele and her team met with the Center for Educational Innovation (CEI) and LeveragED. They were invited to a workshop/conversation and both meetings went well. Ms. Thorne shared CEI’s history and reputation and added how they can help when it comes time for recertification. Ms. Thorne asked them to write up a proposal as some of the services may not be needed. Ms. Thorne also spoke to Ms. Meghan McKay, CEO of Leverage ED, who is willing to work with us as well. More information will be provided in the future.

**6.6 Audit of Compliance – Empire Charter Consultants** – Discussed in the Ad Hoc Governance Committee report.

**6.7 Preparation and Presentation of Minutes** - In the Executive Committee meeting it was discussed what the minutes should look like and what is the purpose of the minutes. In conclusion the minutes should reflect what happens in the meetings and include the outcomes and actions that were taken as opposed to word by word of what was said. This should prevent having to document member’s opinions and just focus on the outcome of the items being presented at the meeting.

**7.0 Previous Meeting – Action Items**

**7.1 School Staffing Status Report** - The Board members have requested a status report on new employees, current employees and employees that have left and why they have left. Moving forward Ms. Fedele will include this as part of her Principal Report. The Board members are also requesting to review new employees' resumes as a way of familiarizing themselves with who they are and to learn about their background. Mr. McCarthy noted it is not necessary to provide the names of terminated staff just refer to their position (ex. Teacher, custodian, etc.). Ms. Fedele asked when it comes to individuals being hired does he want the person's name. Mr. McCarthy stated yes, and Ms. Thorne agreed, it’s important for the Board to know the staff working in the School.

**7.2 Motion to approve minutes of the August 30, 2021 Special Board Meeting**

*A motion to approve the minutes of the August 30, 2021 Special Board Meeting was made by Peter Quinn, seconded by Joy DeVries, the motion was approved and accepted.*

**7.3 Motion to approve minutes of the September 14, 2021 Board Meeting**

*A motion to approve the minutes of the September 14, 2021 meeting was made by Dr. Reva Gershen-Lowy, seconded by Jim McCarthy, the motion was approved and accepted. Peter Quinn abstained.*

**8.0 Principal’s Report** – Ms. Fedele provided the following highlights from the Principal’s Report.

* Covid-19 testing is still happening and has been successful so far.
* The After School program opened on Monday November 1st. The program is not fully staffed and there are only 35 student enrolled. Once more staff have been hired more students will be enroll. Ms. Eleanor Hurdle, Assistant Director of Curriculum, has now become the Liaison to the afterschool program if needed.
* We are in the process of submitting documentation to receive funds from DYCD exclusively for charter schools.
* Some of the reasons employees are resigning is because they are not in agreement with the vaccine mandates. Employee accommodations are going through Trinet who are being very cautious to avoid any employee violations. Trinet has set aside 30 minutes to interview each employee.
* Employee turnover is higher than she would like it to be. Teacher Assistants have left due to obtaining positions elsewhere. Three new hires start this week in all teacher positions. Currently working with Trinet as far as the exit process and gain some valuable information about turnover. Ms. Grand has resigned from the Director of Operations position. The position has been posted and Ms. Grand will assist with the interview process. The Office Manager has also resigned. Everyone is helping with the tasks and responsibilities of these positions to fill in those gaps.
* We are looking to train people in the Alma system and at the same time hire an experienced Director of Operations.
* Ms. Fedele informed the Board the first Sanctuary Meeting is scheduled for November 12th
* Mr. McCarthy mentioned the school wide safety plan has Edrick Brown’s name on it which highlights how outdated the information is. All documents should be reviewed and updated if necessary.

1. **Discussion - As needed**

# **Motions – As needed**

* 1. **Motion to approve Peter Quinn to move forward with the creation of the Friends of CMCCS** - The Board also discussed appointing Peter Quinn as Chair of the Board for Friends of CMCCS.

*A motion to approve Peter Quinn to move forward with the creation of the Friends of CMCCS was duly made by Joy DeVries, seconded by Phyllis Thorne and included that Peter Quinn be placed as the Chair of the Board for that entity, Joy DeVries seconded that motion, the motion was approved and accepted.*

**10.2 Motion to approve the engagement of ECC to conduct a compliance audit of CMCCS** – Completed audit should be forwarded to the Board Chair.

*A motion to approve the engagement of ECC to conduct a compliance audit of CMCCS and send that audit to the attention of the board chair was made by Jim McCarthy, seconded by Phyllis Thorne, the motion was approved and accepted.*

**10.3 Motion to acknowledge the Finance Committee’s approval of the audit conducted by BDO**

*A motion to acknowledgement the Finance Committee’s approval of the audit conducted by BDO was made by Jim McCarthy, seconded by Peter Quinn, 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** – Attached for review are the minutes from the October 29th Executive Committee Meeting. The Committee discussed the principal’s evaluation, the school’s personnel reports to the board and the consultants we are considering to contract with to provide support to the school.
   2. **Academic/Sanctuary Committee Report** – Attached for review are the minutes from the October 20th Academic/Sanctuary Committee meeting.

* Ms. Thorne welcomed Ms. Mara Koetke as a new member of the Academic/Sanctuary Committee. Ms. Koetke’s resume was provided for the members to review. She is currently the Director of Curriculum in the Bronxville School District and will provide support for Ms. Fedele and her staff. Ms. Thorne is looking forward to meeting with her in person.
* The Committee members discussed the current enrollment numbers and the NWEA testing and the possibly of doing make-up sessions for those students that missed the testing.
* Ms. Thorne provided a brief overview of the After School program and noted the program will provide both academic and social enrichment.
* The Committee is in the process of reviewing the academic/sanctuary committee’s responsibilities and goals.
  1. **Finance Committee Report** – Mr. Quinn discussed the Friends of CMCCS organization and the audit and financial reports.
* The purpose of the Friends of CMCCS organization is to assign the lease and the operating expenses of the school to this organization. We are able to roll those numbers into one number and submit it to the DOE for lease assistance. As the school grows this will allow for a larger reimbursement. Next year we are looking at 1.8 million in lease assistance, however, in the current construct we would only receive 1.33 million because we are only able to submit the bill for the lease.
* The next steps needed, as per Susan Briggs, are to establish our own Board. Ms. Briggs suggested three to five members should be on the Board. If there are only three members then only one member can have an affiliation with the school because they have to be in the minority. If there are five members then we have the opportunity for two members who can be affiliated with the school. Non-affiliated people who sit on the board have to be in the majority.
* The first step is to incorporate in the State of New York, establish an initial board meeting, elect the officers, adopt the bylaws, conflicts of interests, whistle blower policy and gathering all board documents in order. Once the entity is established and the requisite policies procedures are in place then we would apply for 501(c)3. That would give us the non-profit status we need. The legal fee for this will be $5,500.00, an IRS fee of $600.00 and the state incorporation fee is $125.00 adding up to $6,225.00. The corporation will allow us to receive reimbursement of the operating expenses of the school. (Based on per pupil reimbursement of 30%).
* Mr. Quinn discussed the audit and mentioned it went well. Mr. Quinn noted the key points of the audit and stated the assets of the school were attributed to the increase of the student population in the per pupil reimbursement rate. Mr. Quinn discussed the liability and expenses of the school. Mark and his team were happy with the interaction with Ms. Fedele and her staff as well as CSBM in terms of timeliness of receiving required documents needed for the audit. Mr. Quinn noted the adjusted journal entries that were made in terms of accounting purposes and classification.
  1. **Fundraising Committee Report** – Ms. DeVries met with Laura Silverstein (CMCS Philanthropy Officer) and with Ms. Fortunata DiMarco (CMCS Administrator Director) and talked about putting together some ideas on items the school needs. Going forward to proceed with those grants. Ms. DeVries mentioned Ms. Heather Gretchen, who helped with the Walton original grant, will provide us with grant writers who might be able to assist with the fundraising efforts. The Committee also discussed what the costs associated with using their services will be. These ideas were taken from the MOU. More details to come next month.
  2. **Ad Hoc Governance Committee** – Mr. McCarthy noted the minutes stand as submitted. Mr. McCarthy asked the Board to consider engaging Empire Consultants to perform an audit of our compliance areas. He also suggested they review the proposal submitted by Ms. Jill Sheehan and have a look at the website and submission of documents. Noted in the minutes from the Governance Committee meeting the cost would be $150.00 an hour. This service should not exceed $3,000. More details to follow.
  3. **Partner’s Report** - Dr. Gershen-Lowy reported in Dr. William Ursillo’s absence. CMCS and CMCCS held a Workgroup meeting were various topics were discussed.
* Ms. Fedele and Ms. DeMarco have been working together reviewing all the areas of the MOU. They will be working on the activity tracking and Growth for Success plans.
* The Workgroup team will meet in another couple weeks to continue their discussion regarding the MOU once.
* The Operational Allocation Plan was discussed and the Workgroup was happy with the progress both schools were making in this joint effort.

**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 7:14 p.m.*