



# Elgin Math & Science Academy

## Board of Directors

---

### Date and Time

Tuesday November 29, 2022 at 5:45 PM CST

### Location

#### Virtual

Join Zoom Meeting

<https://us06web.zoom.us/j/6308835013>

Meeting ID: 630 883 5013

One tap mobile

+13126266799,,6308835013# US (Chicago)

Dial by your location

+1 312 626 6799 US (Chicago)

Meeting ID: 630 883 5013

---

### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:45 PM</b>
Opening Items			
<b>A. Record Attendance and Guests</b>		Doree Haight	1 m
<b>B. Call the Meeting to Order</b>		Gary Swick	1 m
<b>C. Remote Meeting due to ongoing pandemic and health concerns</b>			1 m
<b>II. Other Business</b>			<b>5:48 PM</b>
<b>A. Motion to Enter Executive Closed Session</b>	Vote	Gary Swick	1 m

	Purpose	Presenter	Time
B. Executive Session	Discuss	Gary Swick	15 m

The EMSA Board proposes a closed session to discuss specifically items enumerated below and in accordance with the Open Meetings Act which provides:

(c) Exceptions. A public body may hold closed meetings to consider the following subjects:

(1) The appointment, employment, compensation, discipline, performance, or dismissal of specific employees, specific individuals who serve as independent contractors in a park, recreational, or educational setting,\*\*\*

C. Motion to Exit Executive Closed Session	Vote	Gary Swick	1 m
--	------	------------	-----

### III. Continuation of Board Meeting 6:05 PM

A. Public Comment	FYI	Gary Swick	1 m
-------------------	-----	------------	-----

**Public comment: The time for public comment will take place at the end of the meeting due to the online nature of our gathering. If anyone would like to participate, we ask that you comment with your first and last name, your comment/question and the best way for us to contact you (if you want feedback) in the comments bar provided on screen. We welcome this and consider it seriously, but we cannot respond immediately unless the President or meeting chair decides that an immediate response by the board is needed and can be made during public comment, s/he will refer it to the appropriate person for a brief response. Due to this virtual format, individual comments and questions submitted will be read into record at the end of the meeting.**

**In order to allow more public input, the Board welcomes written comments or inquiries submitted before the meeting to [board@emsacharter.org](mailto:board@emsacharter.org).**

B. 10/19/22 Special Board Meeting Minutes	Approve Minutes		1 m
---	-----------------	--	-----

C. Approve Minutes from October 25, 2022 Board Meeting	Approve Minutes	Doree Haight	2 m
--	-----------------	--------------	-----

D. Special Meeting Minutes	Approve Minutes		1 m
----------------------------	-----------------	--	-----

Approve minutes for Special Meeting - Philanthropy, Budget & Charter Renewal on August 29, 2022

E. FOIA Report	FYI	Dan Alexander	1 m
----------------	-----	---------------	-----

No FOIA requests have been received by EMSA in the past month.

### IV. Community Crew--Celebrate Recent Best Teacher Finalists!

Chad Foor is a finalist for INCS Network of Charter Schools Teacher of the Year!  
Kimberly Grigsby is a finalist for ISBE's (Illinois State Board of Education) Teacher of the Year!

We are so proud of these two individuals! Thank you for being a part of the EMSA Crew and for bringing AMAZING education opportunities to our community!!! We also happen to think that ALL of our teachers are the best in the State!

Purpose Presenter Time

**V. EMSA New Leadership Position**

**6:11 PM**

**A. Chief Strategy Officer** FYI Team 3 m

The EMSA Interim ED recruitment team recommends that instead of an interim executive director, the Board create a new position called Chief Strategy Officer (CSO). The CSO will assist and guide EMSA to transition successfully from a start-up mode of Board governance to Board oversight with clearly defined governance roles. The CSO will support the current administrative team as well as the Board and help to develop strategy from an operational point of view and ensure that strategic initiatives are optimized.

**B. Next steps for CSO position** Vote Kerry Kelly, Doree Haight 5 m

The team unanimously recommends Ron Manderschied for this limited time role. Mr Manderschied defines himself as a servant-leader and his career accomplishments bear that out. Mr. Manderschied retired last year from his 40-year leadership at Northwestern Settlement where he founded Rowe Elementary Charter School in Chicago. As lead at the Settlement he created and managed 70+ programs/partnerships serving over 5000 families each year. He built an integrated and balanced structure of programs that served diverse community constituencies, from preschoolers to the elderly. Representative programs included a shared office center, Head Start, AmeriCorps, After School Youth, Summer Day and Residential Camping, and Community Emergency Services. He was also the founder of the highly acclaimed Noble Network of Charter Schools in Chicago as well as Vittum Theater for Young Audiences, and Family Cares mental health center.

**VI. Financial Report**

**6:19 PM**

**A. Finance & Operations Committee Report** Vote Adam Gray, Dan Alexander, Lindsay Wall, Board 60 m

Information to be presented about EMSA's Facility Expansion Options, and Board may wish to vote on which Expansion option it wishes to pursue (subject to conditions such as a favorable outcome of the ISBE Board vote on Dec. 14, 2022).

1. Administration Building - Projected Capital Cost, schedule and feasibility, projected ranges of annual debt service costs, effect on EMSA finances in short and medium term per financial model, overall Pros and Cons of this option.

2. Mobile Building - Projected Capital and Operating Cost of both purchase and lease options, schedule and feasibility, projected ranges of annual debt service cost utilizing either bond financing or a modified IFF debt vehicle, effect on EMSA finances in short and medium term per financial model, overall Pros and Cons of this option.

3. Offsite option - Einstein Academy.

**B. Admin Buiding project** Vote Lindsay Wall, Dan Alexander 10 m

IF the Board wishes to proceed with the Admin project, some votes to be taken would be:

	Purpose	Presenter	Time
1. Vote to approve a \$5,000 expenditure for environmental planning, with TEM Environmental. This was recommended for approval at the Nov. 15th Finance Committee meeting.			
2. vote to approve a recommendation for an underwriter (investment banker) to be retained by EMSA. Longhouse recommends that RBC be retained, as the best respondent to the RFP issued for underwriters. The RBC Fee will be above \$100,000 and could be in the range of \$135,000. The ultimate Fee will depend on the amount borrowed and, underwriters work on commission so are paid if/when there is a bond closing. This fee would be paid at the bond closing.			
3. Approve selection of underwriter's counsel, bond counsel, and borrower's counsel. Approve that some drafting work begin on the bond financing core documents. These fees are estimated to be, at the time of closing, upwards of \$65,000 for underwriter's counsel, \$100,000 for bond counsel, and \$20,000 for borrower's counsel. These fees would be paid by the bond closing and would not be paid from EMSA's operating account. The firms Longhouse recommends for this work are: Greenberg Traurig for Bond Counsel, Kevin Cahill for Borrower's Counsel. RBC would choose amongst three firms for underwriter's counsel. Some \$47,500 would be needed to obtain a credit rating, with the goal of securing a BB rating.			
4. Vote on a General Contractor. An RFP was issued in November to all Chicagoland general contractors, who each received an invitation to submit a response from their trade association. The RFP was posted on the EMSA website. Four GCs were solicited for proposals: Bulley & Andrews, Pepper, Stromberg, and Mazur. KR Miller and Bulley & Andrews submitted proposals. The proposals are summarized in the attached document. COO recommends Bulley, with concurrence of architects. It is important to select a GC for schedule reasons.			
<b>C. Financial Statements - October 31, 2022</b>	Discuss	Shanan Egger, Douglas DeJong, Dan Alexander	15 m
<b>VII. Principal's Report</b>			<b>7:44 PM</b>
<b>A. Principal's Report</b>	Vote	Jacquelyn Willer	5 m
Vote on cyberbullying language in the handbook.			
<b>B. Charter Renewal Process Check-In</b>	FYI	Jacquelyn Willer & Dan Alexander	10 m
As of Nov. 22nd, no commentary from ISBE's Office of Charter Schools regarding its recommendations to the Supt. of ISBE, Dr. Carmen Ayala.			
<b>VIII. EMSA Parent Teacher Crew Report</b>			<b>7:59 PM</b>
<b>A. EMSA PTC Update</b>	FYI	Sue Bennett & Bethea Lane	5 m
<b>IX. Principal &amp; COO Support &amp; Evaluation Committee</b>			<b>8:04 PM</b>

	<b>Purpose</b>	<b>Presenter</b>	<b>Time</b>
<b>A. Principal-- Approval of Goals</b>	Vote	Bethea Lane	2 m
<b>B. COO--Approval of Goals</b>	Vote	Adam Gray	3 m
<b>X. Master Planning Committee Report</b>			<b>8:09 PM</b>
<b>A. Environmental Work Group</b>	Vote	Kerry Kelly	2 m
Approve use of this year's board funds toward Kindergarten Outdoor Learning lab. Update from committee.			
<b>B. Update of Master Planning Committee Activity</b>	Discuss	Kerry Kelly & Gary Swick	2 m
<b>XI. Governance</b>			<b>8:13 PM</b>
<b>A. Committee Membership</b>	FYI	Melanie Gibb	2 m
<b>B. Board Training</b>	<i>If you have completed 2 hours of training, please consider this task complete!</i>		
<b>Training Session 1:</b>			
<a href="https://pages2.boardontrack.com/maybs-arewethereyet-tyt?submissionGuid=66df4585-2fbf-4164-9e9d-a6a14be11e83">https://pages2.boardontrack.com/maybs-arewethereyet-tyt?submissionGuid=66df4585-2fbf-4164-9e9d-a6a14be11e83</a>			
<b>Training Session 2:</b>			
<a href="https://pages2.boardontrack.com/marchbs-ceo-board-partnership">https://pages2.boardontrack.com/marchbs-ceo-board-partnership</a>			
1. These Board on Track webinars can be completed at your convenience.			
2. Please have these training sessions complete by December <b>15th</b> .			
3. Once complete, email: <a href="mailto:leo@boardontrack.com">leo@boardontrack.com</a> and CC: <a href="mailto:mgibb@emsacharter.org">mgibb@emsacharter.org</a> to request your 1 hour certificate of training for the session 1: " <b>Measuring Board Performance</b> " OR session 2: " <b>Building CEO Partnership</b> ". (Please mention you are an EMSA board member in the email).			
4. Upload your certificates to Board Documents > <b>_GOVERNANCE</b> > Board Training > FY23			
<b>XII. Operations and Construction Report</b>			<b>8:15 PM</b>
<b>A. COO Operations Report</b>	Discuss	Dan Alexander	2 m
<b>XIII. Academic Excellence Committee</b>			<b>8:17 PM</b>
<b>A. Update from Academic Excellence Committee</b>	FYI	Bethea Lane	2 m
<b>XIV. Outreach: Families and Community</b>			<b>8:19 PM</b>
Outreach: Families and Community			
<b>A. Update on Outreach Activities</b>	FYI	Kimberly Shaw	2 m

	Purpose	Presenter	Time
<b>XV. Development Committee</b>			<b>8:21 PM</b>
A. Report of Development Committee	FYI	Doree Haight & Katie Taylor	2 m
<b>XVI. Closing Items</b>			<b>8:23 PM</b>
A. New Business	Discuss		5 m
B. Audience Comments and Questions	FYI	Doree Haight	2 m
Audience Comments and Questions will be read into record at this time.			
C. Adjourn Meeting	Vote	Gary Swick	