APPROVED

Elgin Math & Science Academy

Minutes

Board Meeting--Virtual

Date and Time
Thursday December 17, 2020 at 6:00 PM

Location
Meeting ID
meet.google.com/ite-hoec-aup
Phone Numbers
(US) +1 646-653-3548
PIN: 599 458 779#

Directors Present
A. Gray (remote), B. Lane (remote), B. Pinon (remote), G. Swick (remote), K. Kelly (remote), M. Gibb (remote), S. Bennett (remote)

Directors Absent
D. Haight, K. Shaw

Ex Officio Members Present
L. Fuhr (remote)

Guests Present
F. Bisconti (remote), L. Sterba (remote), M. Martinez (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

K. Kelly called a meeting of the board of directors of Elgin Math & Science Academy to order on Thursday Dec 17, 2020 at 6:00 PM.

C. Public Comment

D. Approve Minutes

G. Swick made a motion to approve the minutes from Board Meeting--Virtual on 11-19-20.
B. Lane seconded the motion.
The board **VOTED** unanimously to approve the motion.
S. Bennett made a motion to approve the minutes from December 3 Special Board Meeting to Select General Contractor on 12-03-20.
G. Swick seconded the motion.
The board **VOTED** unanimously to approve the motion.
G. Swick made a motion to approve the minutes from December 4 Special Meeting to Approve Real Estate Contract with City of Elgin on 12-04-20.
M. Gibb seconded the motion.
The board **VOTED** unanimously to approve the motion.

E. FOIA Report

There were no FOIA requests in the month of November.

F. Community Crew

The board shared "Thank you's" in a recorded message to EMSA staff.
Lifeboat
Respect
Dillegence
Flexible
Proud
Resilience
Courage
Resolute... determined, purposeful, steadfast, relentless
Journey (not about the destination) & teamwork

G. Thank you and Happy Holidays to EMSA Staff

II. Master Plan Committee

A.

Campus Ownership Update:

The contract with the City of Elgin to transfer ownership of the property was voted on and approved unanimously by the Elgin City Council. Council members Gavin and Shaw offered words of praise for EMSA's hard work and accomplishments.

B. Capital Project Progress and Financing Update

C. Approval of "Early Release Items" Expense Related to Construction

S. Bennett made a motion to approve the remainder of Early Release items as stated in the attached Bulley and Andrews proposal for a total NTE of $300,000.
B. Lane seconded the motion.
The board **VOTED** unanimously to approve the motion.

III. Governance

A. Mandatory Board Training

Reminder to the board to complete 4 hours of governance training before Jan. 1, 2021.

B. Acceptance of Resignation of Board Member Brian Pinon

M. Gibb made a motion to accept the board resignation of Brian Pinion.
G. Swick seconded the motion.
Thank you, Brian, for your time and talent!
The board **VOTED** unanimously to approve the motion.

C. Proposal of Bethea Lane as Full Board Member

D. EMSA Bylaw Amendment to Article III(b)

B. Lane made a motion to amend Article III(b) of our Bylaws as follows Proposed By Law Addition: For purposes of the provisions of 105 ILCS 5/27A-10.10(b), upon the closing of EMSA, if the application and contract of a charter school are silent or ambiguous as to the disposition of any of the EMSA’s property or assets, any property or assets of EMSA purchased with public funds will be returned to the City of Elgin, not the local school district. TO REPLACE THIS PORTION OF Article III(b) Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. ARTICLE III(b) shall read in its entirety: b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. For purposes of the provisions of 105 ILCS 5/27A-10.10(b), upon the closing of EMSA, if the application and contract of a charter school are silent or ambiguous as to the disposition of any of the EMSA's property or assets, any property or assets of EMSA purchased with public funds will be returned to the City of Elgin, not the local school district.
S. Bennett seconded the motion.
The board **VOTED** unanimously to approve the motion.

IV. Principal's Report

A. Principal's Report

• 7 days per week food delivery to EMSA homes.
• EMSA is assisting Prairie Crossing in developing a hybrid model.
• Literacy for Liberation: Anna Moeller, Lezlie Fuhr, and Gary Swick read-aloud
• Power Readers program to support student reading — supported by Kiwanis and BGCE.
• Winter Extraveganza
• Frog festival
• Sarah Said, received top 20 under 40 national award Arab America Foundation

V. PTC Report

A. Report of Parent Teacher Crew

Sue: online discussion with parents about remote learning tips and tricks as well as share challenges and get help from each other. EMSA staff participated.
Bethea: Bethea and Sue attended "role of parents in charter board governance" with board on track.
No Cook nights — thank you, Laura S.

VI. Finance

A. CFO Report

Frank read financial report into record. EMSA is currently coming in under budget. Sinking fund continues to grow. PPP loan forgiveness is under review. See attached November financial report.

B. Finance Committee Update and/or Recommendation for Debt Capacity and Instruments

G. Swick made a motion to approve the resolution to reopen line of credit.
B. Lane seconded the motion.
The board **VOTED** unanimously to approve the motion.

VII. Consultant Engagement and Chief Operating Officer Addition

A. Engagement of EAB Solutions for Accounting and Other Services

S. Bennett made a motion to approve a contract that is substantially similar to the attached EAB contract.
A. Gray seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Addition of Chief Operating Officer

A. Gray made a motion to approve the addition of the administration position of Chief Operating Officer to be offered to Dan Alexander.
G. Swick seconded the motion.
The board **VOTED** unanimously to approve the motion.

VIII. Development

A. Grants and Donations

Giving Tuesday: 4,700 raised

IX. Academic Excellence

A. update

NWEA testing in January in person.
Access testing for MIL is moved to March 15.
Science project adaption: 5th grade Passion Project — ecosystem problem/solution proposals

X. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:30 PM.

Respectfully Submitted,
M. Gibb

Documents used during the meeting

- Transfer Agreement-Elgin Charter School Initiative-Clean-12-3-20-Signed.pdf
- EMSA resignation.pdf

- EMSA Balance Sheet at 113020.pdf
- EMSA Board Resolution for LOC Renewal Approval 121720.pdf
- 200110_Elgin_Math_and_Science_Academy (3).pdf