APPROVED

Bridge Preparatory Charter School

Minutes

Monthly Board Meeting

Date and Time
Wednesday November 14, 2018 at 7:00 PM

Location
Regina McGinn Education Center

Dial In: 1-888-602-0202 **Passcode:** 226-4437
Videoconference Location: Brooklyn Learning Center 147 Lincoln Place, Brooklyn

Trustees Present
George Winn, Laura Timoney, Laurel Gyimesi, Rose Kerr, Witt Halle

Trustees Absent
None

Guests Present
Amy Margolis (remote), Diane Hesterhagen, Frank Santarpia, Irene Maielo, Josh Moreau, Maria Casale, Tim Castanza, Victoria Cerullo

I. Opening Items

A. Record Attendance and Guests

M. Casale joined via phone and arrived late as did G. Winn and V. Cerullo

B.

Call the Meeting to Order

Rose Kerr called a meeting of the board of trustees of Bridge Preparatory Charter School to order on Wednesday Nov 14, 2018 at 7:05 PM.
We had a call with NYSED and learned we currently only have 5 Board members - Rose Kerr, Laurel Wedinger, Laura Timoney, George Winn and Witt Halle. The founding board members need to get fingerprinted in the next 2 weeks to be voted onto the Board via a Resolution at the December Board meeting. The cost for fingerprinting is $62 and will be reimbursed after a copy of the bill is submitted. This applies to Lou Tobacco, Maria Casale, Victoria Cerullo and Amy Margolis. Importantly, We have maintained quorum with at least 3 out of 5 board members present at every meeting and are in compliance as our bylaws state we can have no fewer than 5 board members.

C. Approve Minutes

Laurel Gyimesi made a motion to approve minutes from the Board Meeting on 10-10-18 with changes made Board Meeting on 10-10-18.
Witt Halle seconded the motion.
The board **VOTED** unanimously to approve the motion.

II. Chair's Report

A. Executive Committee Update

The Executive Committee discussed Board on Track training for the entire board. This is an asset to the board, it is user friendly and has webinars of value on the site. All Committees need to set goals and the Governance committee has set up its monthly meetings. We need to establish a Hiring Committee. We also discussed the audit firms G. Winn and T. Castanza are interviewing and updates being made to Bridge Prep's website.

B. Resolution to add Founding Board Members

The following four founding members need to be fingerprinted within the next two weeks - L. Tobacco, V. Cerullo, M. Casale, and A. Margolis. By doing this, we will have fingerprint results by the December 12 board meeting so we can vote on a resolution for the founding members to become official board trustees. After the vote, we will send all required information to NYSED - who said they would expedite the process to add the founding members as Bridge Prep board trustees. Any founding member that does not conform to this timeline may need too through the process of being added as a new board member.

III. Finance Committee

A. Report and vote on Audit Firm

G. Winn stated they arrived at a decision and recommendation. Josh from BoostEd recommended a small group of potential CPA/audit firms and G. Winn and T. Castanza spoke to three out of the four recommended. They decided on one firm that delivers a superior product and will look at financial procedures from the onset and give us feedback. It is important we make this decision as part of the charter and within the designated time frame. This firm will look at our financial procedures and represent any changes they want us to take and report to the state. Before you spend $50K, you have to go through this process and have a CPA on record. They were the lowest cost provider and have worked on SI before. When the SI school wanted to take the function inhouse, they helped with the staff hiring. The firm is Schall & Ashenfarb. The cost is $17.5K per year or $18.5K if an audit is necessary. They were 20-27% below the other two CPA/audit firms.
Q: Is this an annual fee? A: cost for 2019 is $4,500 and 2020 is $13K. $1K additional if audit is necessary.
Typically, there is an RFP on audit firms every 1-3 years.
Q: Can we vote to engage in December meeting? A: Yes and we can then send engagement letter to NYSED.
The board agreed to allow Executive Committee to review the contract/proposal from the audit firm and report on it in December's Board meeting and put it to a vote.
George Winn made a motion to Allow the Executive Committee to review the contract/proposal from the audit firm and make recommendation and report out at December's Board meeting. .
Laurel Gyimesi seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Financial Reports

Financial reports were given out from QuickBooks for P&L, Balance and Cash Flow. It was stated that a check register would be helpful too. Later on we will get a narrative and G. Winn, T. Castanza and BoostEd are midway through budget revisions. We have borrowed $40K so far on the line or credit. There is not a lot of activity and they can give us as much detail as we want in the monthly financial reports.
Q: Were there any entries for October? A: Paid out gross wages and net out taxes. Because taxes are 'in and out' they are not a liability anymore and will always zero out.

IV. Executive Director's Update

A. Preliminary PreOpening Budget/CSP Grant

T. Castanza has been working with Josh Morreau from BoostEd and Bill Brinkman to develop the budgets. T. Castaza will be submitting the pre-opening budget for a vote at the December Board meeting to be submitted in January to NYSED. BoostEd (formerly Victory Education Partners) provides financial and back office support. Budgets can be amended and are not set in stone. The CSP grant money runs through June. Next May, we will vote on the 2019-2020 budget. There will always be a five year plan. The pre-

opening year funding is through the CSP start-up grant. The CSP budget is $550K but we will be getting $800K because we serve a special student population. We must spend 30% of the CSP monies on Minority and Women Business Enterprise (MWBE) vendors. That is a stipulation of the grant. With the CSP grant, like any other grant, we can amend our spending as long as it is aligned in the right buckets.

CSP Update: There are three components to the application - 1. Information 2. Budget Narrative and 3. Narrative. We have completed 2 of 3 components. We will get all back in the next two weeks and submit to NYSED. It can take up to six months to get the money as there are a lot of steps in the process including NYSED, review by the Controller, etc. In February we should see some of the grant. We get 20% of the $322K grant upfront. Then as we spend, we get reimbursed. The plan is to then file for CSP in our trough months. The planning year is year one of the grant. The grant budget is embedded in the school budget and can be amended. For example: If we get NYS Vouchers for Technology, we may use that money instead of the grant money and amend. T. Castanza will send out a list of approved items for the budget. G. Winn also stated they can annotate the budget to assist the board's understanding. The first audit will cover 18 months. If you have any questions about the budget, please email G. Winn or T. Castanza before the December board meeting. A. Margolis said Tim needs help to build the school and salary is covered in the run-up year.

B. Student Recruitment

Student recruitment will be important and intense over the next few months and drives everything. This is more than just talking about the school - we need to have a clear plan and strategy. According to best practices at the Charter Center, we should form a task force to discuss strategies for families, neighborhoods, etc. Enrollment will open in early December and be open until April 2, 2019. This is in line with the ebb and flow of holidays, report cards and promotion in doubt letters. There is software to tell us where applications are coming from. We want board and non-board members on the task force and T. Castanza will email to set up a meeting. This is a non-official committee. The task force will help us get the students we want to serve. Will may have to shift our message. We have 86 seats total for the first year and want to have more than 43 students per grade apply. We will review the recruitment strategy in the application and find innovative ways to get our message out there. We are a very different school option than what is currently available. We are working with a web designer on finalizing the website and will share the link when they complete the redesign.

Q: Where will the application be? A: On the website, hard copies, posters, mailings, SI Parent, SI Ferry Terminal. Student recruitment drives the budget and we will need to translate the application into different languages.

Before we recruit, we need talking points, clipboard, pens, FAQs, etc - we want people to help and have the task force figure this out.

Parents want to know where the school will be located and we must be clear on the messaging. Siting will be discussed in Open Agenda.

C.

501(c)3 Update

T. Castanza reached out to the lawyers alliance. They are a non-profit who aligns with other non-profits and take on pro-bono cases for a one-time fee of $475.00. This fee gives us access to layers to review Bridge Prep's policies like FOIL, Bylaws, etc. and provides an extra set of eyes to review documents. They will do our 501c3 pro-bono, and we should hear back by the end of the week which attorney is picking up the project. We will have to pay the 501c3 filing fee. People will be able to donate via the website once our 501c3 has been approved.

V. Board Development & Governance Committee

A. Establish Hiring Committee

We need to get started on forming a hiring committee and putting the hiring procedures in place. Little Bird has sample job specs that we can build on that are compliant. Little Bird will look at our hiring process and procedures. The committee needs to prioritize hiring needs. The Director of Teaching & Learning (DTL) is the first hire and will impact on many facets. M. Casale stated she wants to be involved in all hiring that touches our students. Policies and procedures will be discussed at the first meting as well as prioritizing hires.
Committee will be M. Casale, A. Margolis, W. Halle, T. Castanza, R. Kerr and L. Timoney related to policies. Maria volunteered to chair the committee.

B. Review Board Member Reports & Discuss Board Recruitment

A brief overview was given on current board member and overall board deficits and strengths. It was noted we need more people with finance, business operations and/or facilities experience. We also need diversity. The governance committee will be working on that.

C. Board on Track Training

We would like to have training to better understand Board on Track. L.Timoney will get dates from Kyle at BOT to conduct an evening training for the entire board.

VI. Academic Committee

A. Determine time to meet

The real work right now for the Academic Committee is hiring. The Director of Teaching & Learning will importantly understand and buy into Bridge Prep's mission. After hiring the DTL, we will be looking at establishing educational and academic best practices.

VII. Other Business

A. New Business

Siting: If we have a recruitment and information night, the biggest question will be "where is the school going to be located." We have expressed to the highest levels how urgent this is. CEC 31 and the Borough President support Bridge Prep being sited at the St. John Villa site. We would need to co-locate in a DOE school before moving into SJV if choses. We think there is space at Petrides, but don't know DOE priorities and plan. We are hoping to know something n the next week or so because this will impact recruitment. So far we have heard crickets from the DOE.
Fundraising: We need our 501c3 and have to start thinking about fundraising.

VIII. Closing Items

A. Adjourn Meeting

Witt Halle made a motion to adjourn the meeting.
Laurel Gyimesi seconded the motion.
The board **VOTED** unanimously to approve the motion.
There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:42 PM.

Respectfully Submitted,
Laura Timoney