APPROVED

Bridge Preparatory Charter School

Minutes

Monthly Board Meeting

Date and Time
Wednesday December 12, 2018 at 7:00 PM

Location
Regina McGinn Education Center

Dial In: 1-888-602-0202 **Passcode:** 226-4437
Videoconference Locations: Eastchester Public Library 11 Oakridge Place, Eastchester, NY

Trustees Present
George Winn (remote), Laura Timoney, Laurel Gyimesi, Rose Kerr

Trustees Absent
Witt Halle

Guests Present
Louis Tobacco, Maria Casale, Tim Castanza, Victoria Cerullo

I. Opening Items

A. **Record Attendance and Guests**

B. **Call the Meeting to Order**

Laura Timoney called a meeting of the board of trustees of Bridge Preparatory Charter School to order on Wednesday Dec 12, 2018 at 7:16 PM.

C. Approve Minutes

Laurel Gyimesi made a motion to approve minutes from the Monthly Board Meeting on 11-14-18 after changing last sentence typo in section IIB from "too" to "to go" Monthly Board Meeting on 11-14-18.
Rose Kerr seconded the motion.
The board **VOTED** unanimously to approve the motion.

II. Chair's Report

A. Executive Committee Update

The review of the CPA/Audit firm dominated the discussion of the Executive Committee followed by review of the FOIL policy. L. Wedinger stated the committee reviewed the FOIL policy, which is compliant with Charter and we are mandated by law to have a policy. T. Castanza provided the policy template, the Executive Committee discussed and are comfortable to vote on it.

B. FOIL Policy

Laura Timoney made a motion to Accept the proposed FOIL Policy.
Laurel Gyimesi seconded the motion.
The board **VOTED** unanimously to approve the motion.

III. Finance Committee

A. Report and vote on Audit Firm

Laura Timoney made a motion to Engage CPA firm if the fee is corrected in the engagement letter for $1,000.
Rose Kerr seconded the motion.
The board **VOTED** unanimously to approve the motion.
In hiring the audit firm, there are 4 documents to be reviewed, which are the four elements of the audit. CSP Audit Procedures, Initial Statement of Financial Controls, Preparation of the 2019 IRS Form 990 and Preparation of 2020 IRS form 990 and Audit of financial statements. It was noted that the letter stated a $2,000 fee when we had agreed upon $1,000 for the audit as a flat fee. T. Castanza will clarify this error with audit firm and get corrected letter and send to L. Timoney to keep on file as well as upload to the NYSED portal.

Hiring an audit firm to do the initial statement of financial controls over the next 60 days. The financial policies and procedures are being finalized and a vote planned for the January 2019 board meeting. The policies and procedures need to be strong enough to protect the school's assets. Any deficiencies we correct need to be refiled with the State.

The 990 forms are a $1,000 fee for 2019 and 2020 respectively. According to CSP Procedures, once we spend $50K of the CSP Grant, this will trigger an audit. The biggest cost is an audit at the end of 2020. The audit firm will come in an go over everything. We need to ensure we are putting things in place now to get ready for the audit. The fees cover us from now until 2020. Page 7 of the letter states $13K which is comprised of $12K for the audit and $1K for the tax filing.

B. Financial Reports

As of the end of November, we have $39K in expenses according to the budget vs. actual report. R. Kerr asked G. Winn to have oversight when we need to draw down on the line of credit. However, according to our contract with BoostEd, they can draw down as necessary based on operational needs and will alert the Executive Director when that happens. The board needs to know when the amount is over $5K or when this impacts procedures. T. Castanza is responsible for that and will inform the board.
Question: Can we change the 5 year projected budget? Yes. We need to have a budget and once the CSP Grant is approved, items may be reimbursable under the grant and therefore will not be part of our loan.

IV. Executive Director's Update

A. PreOpening Budget

Laura Timoney made a motion to Accept the Pre-Opening budget as presented through June 30, 2019.
Laurel Gyimesi seconded the motion.
The board **VOTED** unanimously to approve the motion.
Last meeting we shared the pre-opening budget. The board has to vote on the budget, and then it gets sent to NYSED. We have until March to review the budget. The budget is driven by enrollment. In March we need to assess where we are. The pre-opening budget purely reflects the CSP Grant, which is year one of the school. These costs reflect salary, recruitment, desks, curriculum and HR, Finance and Board consulting services. First year's salaries are $174K which breaks out for partial salary for ED, DTL and Office Manager. CSP and DYCD grants are coming and we will provide monthly updates and a more in-depth update in March.
Question: Is rent on the budget? The expense is there Is that reimbursed? Yes, but you have to show expenses like $50K for utilities, maintenance and security. If we get co-located space, that money can go back into the budget.

B. Student Recruitment Update

There was a conference call on Student Recruitment with F. Santarpia and V. Cerullo. Frank's feedback was really helpful and guided us back to the message and we discussed creating a plan. We are using the website as a brochure for now. We are planning another call before the holidays to lay out recruitment framework, info sessions

and whatever else is needed. We need recruitment materials like a window poster. The creation of this takes time and we know someone who can help us. Frank is creating a one-pager. L. Timoney is helping on the website and we've already received an application for the school. Right now we are getting a lot of questions via email and Facebook. We are actually getting a number of people who have asked us if they can leave their child back to repeat 2nd grade. We consulted with the Charter Center and there is no law on that since it is a non-testing grade. We also asked NYSED and they said if a student is going to be in the 2nd grade, they can apply for a seat. On the application we put a box to be checked if promotion in doubt. The most help right now is design for window signs. L. Tobacco suggested Fast Signs - they do the artwork and are very good. Lou also suggested asking the SI Advance to do an editorial with the Board.
A discussion continued about creating a communications and marketing framework. We may want to go beyond Staten Island as well. First things first, people need to know they can apply. Assembly Member Charles Fall offered to help with community outreach after January 12th. We may want to consider using the editorial board to apply pressure to the DOE regarding space. Also, we should have Mike Reilly and the Borough President (BP) tweet as well as Council members Matteo, Borelli and Rose. M. Casale suggested a one page ad in the SI Advance in January for $5K but perhaps the editorial board can get us the publicity for free. Another suggestion was SI Parent.
School Mint, a firm that does student recruitment, advised that even though we are targeting 43 students per grade, we want to have at least 60 applications per grade.
Tim will come to the January Board meeting with a communications plan and send an email about a recruitment conference call to all board members.

C. 501(c)3, CSP Grant & Website Update

501c3 - We have a firm to do the application pro-bono. We spoke last week and all we need to pay is the filing fee. They will get a list of what they need from us to file by 12/14. They have already received the by-laws and COI policy. They will look through and if edits are needed, they will let us know if they are recommended or mandatory. Once filed, it can take up to 15 months for approval.
CSP Grant - it was submitted. The State gave us feedback to change the $$ in year two from professional development. We swapped the line items and NYSED was satisfied.
Website - Diversity in photos needed on front page and Apply Now button needs to be added. We can't move the framework but can make visual or text edits or put a video on. Email any changes you'd like to see to Tim by Friday 12/14 and he will report website updates to the board at January's meeting.

V. Board Development & Governance Committee

A. Resolution to add Founding Board Members

Laura Timoney made a motion to approve resolutions to add founding members to the board of trustees.
Laurel Gyimesi seconded the motion.

The board **VOTED** unanimously to approve the motion.
Thank you to all the board members for doing this. Lou Tobacco, Marie Casale and Victoria Cerullo were voted on in the resolution after their background checks were received and reviewed. We did not receive Amy Margolis' background check as of the deadline, but she did go for her fingerprints.

B. Discuss Board Recruitment

We had a Governance and Board Development meeting and our goal is to have 11 board members by March, 2019. We need board members who have financial and operations backgrounds as well as access to money/funding.

C. Board on Track Training

We will be conducting Board on Track training the evening of January 7th. L.Timoney to email board members to find out availability and get this scheduled with Melissa, our rep at BOT.

VI. Academic Committee

A. Hiring Committee Update

Maria and Tim are the Co-Chairs. This committee will put in place the procedures, postings and all things that have to do with HR. Where to post, how do we get resumes, who will sit in on the interviews, etc. They will also work on the Office Manager as well. The Hiring Committee needs to meet. We have 3 resumes already for the DTL and 3 for teachers. As soon as the postings are finalized we can proceed.

B. Academic Committee Update

We reviewed Core Sequence by grade to see the progression of Core Knowledge. We spoke about curricula to be considered and landed on the reason to hire the Director of Teaching & Learning (DTL). S/he will be the one to develop the scope and sequence, physical education, art, and music curriculum. We had a high level discussion throughout all subjects. The biggest issue was the DTL's job specification. Changes will be made and emailed to the Academic Committee. The Dean of Specialized Instruction (DSI) is another key academic position. These are the two key hires. Bring back recommendations to the Academic Committee and this is why we are hiring this role now. Next we will look at Teacher job specs.

VII. Other Business

A. New Business

Siting - We have calls at the highest levels in the DOE to get us co-located at Petrides. The school is only 76% utilized. This is our #1 ask. We have a call with DOE Space

Planning on Tuesday 12/18 and the Borough President is also pursuing. Plan B: is to go to the Advance Editorial Board or PEP meeting.

January's board meeting - L. Timoney suggested moving the meeting from Jan 9 to January 16th due to the holidays and 5 weeks in January. The board was in favor. L. Tobacco to see if room is available on that date.

VIII. Closing Items

A. Adjourn Meeting

Laurel Gyimesi made a motion to adjourn the meeting.
Laura Timoney 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 8:57 PM.

Respectfully Submitted,
Laura Timoney