APPROVED

Menlo Park Academy Governing Board

Minutes

Board Meeting

Date and Time
Thursday May 19, 2016 at 6:00 PM

Location
MPA

OUR MISSION: Menlo Park Academy is a public school that develops the potential of gifted learners through an exemplary program of rewarding experiences that nurtures the whole child.

Directors Present
Amanda Ross, Andrew Hudak, Cathy Aldrich, Dawn Doran, Fraser Hamilton Sr, Suzanne McFarland, Teri Harrison

Directors Absent
Allen Mix, Jehad Deir

Guests Present
Amber Oxley, Beverley Veccia, C. Cardellini, Dave Massa, Doug Thompson, Jeff Jaroscak, Jessica Tonsing, Joe Welsch, John Zampino, K. Johns, Latha Srinivasan, Laura Lusk, Melissa (Massa's Office), Melissa Vlasak, N. Zambo, Paul O'Neil, Toby Oster

I. Opening Items

A. Record Attendance and Guests

B.

Call the Meeting to Order

Teri Harrison called a meeting of the board of directors of Menlo Park Academy Governing Board to order on Thursday May 19, 2016 at 6:06 PM.

C. Approve Minutes-4/25/16

Cathy Aldrich made a motion to approve minutes from the Board Meeting on 04-25-16 Board Meeting on 04-25-16.
Suzanne McFarland seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Approve Minutes-4/11/16

Cathy Aldrich made a motion to approve minutes from the Board Meeting on 04-11-16 pending attendance correction Board Meeting on 04-11-16.
Dawn Doran seconded the motion.
The board **VOTED** unanimously to approve the motion.

II. Public Comments

A. Public Comments

Paul O'Neil (MPA parent) expressed significant concern with the operations of a Program Excellence Committee meeting held on April 26th that he and his wife attended. He believed that the School Director was disrespected by committee members during the meeting.
Laura Lusk (MPA parent) asked the following questions: Are special meetings open to public? Where is notification of special meetings published? She expressed concern that she senses there is not clear leadership. It isn't clear to her who has ultimate decision-making responsibility; the School (Director) Admin or the Board of Directors. She urged the Board to provide clarify around roles and ensure there is transparency in their work.
Chairwoman Harrison thanked her for her comments and confirmed that Special Board Meetings are open to the public and that notices are provided on the web site with all the other board meetings.

III. Facility Expansion

A. Project Update

Melissa Ferchill - Owners Representative Update
Construction budget still has a gap of approximately $400,000. MCM, Gies along with Directors T. Harrison and F. Hamilton have meet to continue working through Value Engineering process in an attempt to identify options to bring the budget in-line with financing. MCM along with B. Figgie were successful in helping MPA get an additional award of New Market Tax Credits; however, this allocation is restricted to a building maintenance reserve fund and replenishment of the soft cost reserves (the owner's

representative costs were taken from that budget line item) so cannot be allocated to filling the gap. M. Ferchill reported her strong belief that MPA will receive a State Historic Tax Credit award ($2 million). Awards will be announced in mid-June.These funds have no restrictions and could be used to fill this gap. In the meantime the value engineering process will continue, as well as other alternative funding opportunities such as the OFCC grant.

B. Accounting Invoice

Fraser Hamilton Sr made a motion to pay Novogradac invoice out of predevelopment financing,.
Suzanne McFarland seconded the motion.
The board **VOTED** unanimously to approve the motion.

C. MCM - VE Process

Fraser Hamilton Sr made a motion to Approve payment of invoice from MCM (Owners' Rep) for the initial VE process.
Dawn Doran seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Environmental Work

T. Harrison asked why the work performed was not covered by the Cuyahoga County EPA Grant- J. Zampino thought that this work would have been covered by the grant, but due to unforeseen circumstances was not covered by the grant (and the look back period which normally applies to these kinds of projects did not).
Fraser Hamilton Sr made a motion to approve payment of the invoice as presented with funds from predevelopment loan.
Andrew Hudak seconded the motion.
The board **VOTED** unanimously to approve the motion.

IV. Treasurer Report

A. Monthly Financial Reports

D. Massa discussed monthly financial reports. MPA is projected to close the year strong.
Amanda Ross made a motion to approve monthly financial reports.
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Monthly Expenditures

Miscellaneous expenses (business credit card) statement was uploaded for Board review.

Melissa from D. Massa's office presented on the 5 year forecast based on the Pro Forma (this includes 3 years of actual financials and 5 years of forecasts).

V. Sponsor Update

A. Monthly Update

J. Jaroscak - HB2 Public Document & Sunshine Law training - recommended Board and Staff use the Attorney General's online course to meet this requirement. Must be completed by 6/30/16.

VI. School Update

A. School Reports

B. Veccia presented monthly Directors' Report

VII. Development & Community Relations

A. Consultant Proposal

Amanda Ross made a motion to waive the requirement to obtain multiple bids to hire a development consultant.
Suzanne McFarland seconded the motion.
The motion did not carry.

Roll Call

Fraser Hamilton Sr	Abstain
Teri Harrison	No
Allen Mix	Absent
Cathy Aldrich	Aye
Andrew Hudak	No
Jehad Deir	Absent
Amanda Ross	Aye
Suzanne McFarland	Aye
J Keirn Swanson	Absent
Dawn Doran	No

F. Hamilton asked the reason for seeking the waiver? A. Ross explained that the Board Approved, at April meeting, the DCRC to hire a part-time Development Consultant at a cost up to $5,000. F. Hamilton asked how many firms/consultants were interviewed. A. Ross explained that L. Sierk, MPA pro-bono Development Consultant, talked with three firms; one particular firm seemed to understand Menlo and fit our needs. The DCRC feels they offer the most value. C. Aldrich asked what the impact would be if the Board waited to approve the longer term agreement. or amended the length of the contract. There is concern that it could limit the benefit.

Amanda Ross made a motion to approve, pending legal review, B. Veccia to sign the agreement with WWBD Consulting, (up to $5,000 as previously approved).
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. DCRC Update

A. Ross provided an update on the enrollment growth plan. The TV interview was well-received. The admissions team is fielding many calls. Additional free testing will take place this Saturday. SY16-17 Enrollment is currently at 405 with several more waiting for testing and/or paperwork.

VIII. Finance

A. FY17 Budget

A. Oxley presented. T. Harrison clarified that the budget is adjusted in the fall when enrollment numbers are stable. T. Harrison asked if there are any anomalies from the draft presented last month. A. Oxley commented that they kept the roll of an additional coordinator in the budget. Also heath care costs have been budgeted conservatively and actuals will be added once the renewal is finalized.
Fraser Hamilton Sr made a motion to approve the budget as presented.
Amanda Ross seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. 5-Year Forecast

Amanda Ross made a motion to approve the 5 year forecast as presented.
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.

C. Treasurer Renewal Agreement

Amanda Ross made a motion to approve agreement as presented.
Andrew Hudak seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Wall-to-Wall Renewal

Fraser Hamilton Sr made a motion to approve the agreement as presented.
Dawn Doran seconded the motion.
The board **VOTED** unanimously to approve the motion.

IX. Governance Committee

A. Agenda Procedures

C. Aldrich reminded the board to abide by the meeting procedures, including how items are added to the meeting agendas. She reviewed the process in Board on Track.

B. Board on Track Renewal

Cathy Aldrich made a motion to renew the Board on Track service per the information provided.
Andrew Hudak seconded the motion.
The motion did not carry.
Questions were raised regarding frustrations with the new version of Board on Track.
Governance Committee assigned to research potential alternative software options.

X. HR

A. Structure Revisions

D. Doran presented on the new position of Director of Institutional Advancement
Suzanne McFarland made a motion to approve new Org Chart promoting A. Oxley to Director of Institutional Advancement as of July 1st.
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.
Dawn Doran made a motion to approve a stipend for A. Oxley for $4,000 for taking on additional responsibilities (due to the resignation of the Development Director).
Amanda Ross seconded the motion.
The board **VOTED** unanimously to approve the motion.
Dawn Doran made a motion to approve a $1,500 stipend for Amy Welshhans (Long Term Substitute Teacher).
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Staff Discipline Policy

Amanda Ross made a motion to approve the Staff Discipline Policy as presented.
Dawn Doran seconded the motion.
The board **VOTED** unanimously to approve the motion.

C. SY16-17 Hiring Guide

Amanda Ross made a motion to approve SY 16-17 Hiring Guide as presented.
Andrew Hudak seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. BVU Encore Fellow

T. Harrison and D. Doran presented information on BVU's Encore Fellows program.
Board agreed to forward movement in exploring this potential option for MPA.

XI. Program Excellence

A. Charter Modification & Attachment 11.6

Andrew Hudak made a motion to delegate Charter Modification to the Performance Excellence Committee.
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Dress Code Revision

S. McFarland discussed the Dress Code Revision (Board delegated policy review to PEC at March board meeting). T. Harrison asked if there was differentiation between K-4th and 5th-8th. D. Doran asked about the limitations in color of leggings/tights as well as the bottoms for PE days. Changes from current policy not clear.

Andrew Hudak made a motion to table the Dress Code revision as presented and refer back to the Program Excellence Committee.
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.
The board asked that the PEC bring it back to the full board at the June meeting.

C. High School Courses - SY16-17

Cathy Aldrich made a motion to approve high school courses as presented; friendly amendment to include Spanish I and Spanish II (if needed).
Andrew Hudak seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. SPED Reports

Suzanne presented Special Education reports. Ms. Veccia passed around a different form. T. Harrison clarified that the board requested reporting that demonstrates the various special education services that students are receiving, and that the report needs to track that the proper processes, protocols, and services are being administered. S. McFarland and the PEC will continue to work on these items with the Director.

E. Child Find Policy

This is a required policy. B. Veccia to upload for next month's board meeting. J. Jaroscak explained that schools should document the process in the Student/Parent Handbook.

F. Restraint & Seclusion Policy

B. Veccia to present a Restraint and Seclusion Policy based on ODE's sample policy at the next board meeting.

G.

Summer Camps

Fraser Hamilton Sr made a motion to approve the budget and schedule for Summer Camps as presented, Friendly amendment to increase Geometry camp tuition to $750 per student in order to avoid a financial loss.. Friendly amendment to add Algebra 1 similar at a similar cost and time as Geometry. Friendly amendment that Chinese camp remains on schedule contingent upon on certificate of insurance (listing MPA as additional insured) and acceptable financial arrangement with MPA, and instructor present proof of BCI and FBI check.
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.
All camps must have a minimum number of participants to ensure there is not a financial loss before continuing.

XII. Board Member Elections

A. Member Elections

Fraser Hamilton Sr made a motion to Motion to accept C. Aldrich's resignation from her current term on the board and C. Aldrich fulfill Suzanne Hanselman's term (Class C expiring 4/17).
Suzanne McFarland seconded the motion.
The board **VOTED** unanimously to approve the motion.
Fraser Hamilton Sr made a motion to Motion to elect D. Doran to Class A (expiring 4/18).
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.
Fraser Hamilton Sr made a motion to to election S. McFarland to Class A (expiring 4/18).
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.
Fraser Hamilton Sr made a motion to elect A. Ross to Class A (expiring 4/18).
Cathy Aldrich seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

Dawn Doran	Aye
Suzanne McFarland	Aye
Andrew Hudak	Aye
Teri Harrison	Aye
Fraser Hamilton Sr	No
Allen Mix	Absent
Jehad Deir	Absent
Amanda Ross	Aye
Cathy Aldrich	No

F. Hamilton asked A. Ross to explain why she is rescinding her intention not to seek reelection. A. Ross shared that she has spoken with Board members, DCRC committee

members, and with MPA Sfaff about the needs of the organization and believes she has much to offer at this time.
Fraser Hamilton Sr made a motion to elect K.Nelson to the Board of Directors (Class B expiring 4/19) effective July 1, pending sponsor preapproval requirements.
Suzanne McFarland seconded the motion.
The board **VOTED** to approve the motion.
Suzanne McFarland made a motion to elect D. O'Malia to the Board of Directors (Class B expiring 4/19) effective July 1, pending sponsor preapproval requirements.
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.

XIII. Other Business

A. Executive Session

Dawn Doran made a motion to enter into Executive Session at 9:40 to discuss matters which are the subject of pending or imminent court action. A roll call vote was taken.
Fraser Hamilton Sr seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call	
Fraser Hamilton Sr	Aye
Cathy Aldrich	Aye
Suzanne McFarland	Aye
Allen Mix	Absent
Teri Harrison	Aye
Jehad Deir	Absent
Andrew Hudak	Aye
Amanda Ross	Aye
Dawn Doran	Aye

J. Jaroscak was invited to join the session.
The board exited Executive Session at 9:45pm.
Amanda Ross made a motion to authorize Chairwoman Harrison to execute the agreement for the pending legal matter as presented.
Dawn Doran seconded the motion.
The board **VOTED** unanimously to approve the motion.

XIV. 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 9:46 PM.

Respectfully Submitted,
Toby Oster

Fraser Hamilton Sr made a motion to adjourn the meeting.
Cathy Aldrich seconded the motion.
The board **VOTED** unanimously to approve the motion.