APPROVED

Next Generation Charter Schools

Minutes

Metropolitan Lighthouse Board Meeting

Date and Time
Thursday November 19, 2020 at 6:30 PM

Location
180 W. 165th Street
Bronx, NY 10452

Mission

We prepare our students for college through a rigorous arts-infused program.

Vision

All students will be taught by a highly effective teacher in a nurturing environment and will achieve at high levels. Each student will develop the knowledge, skills and values necessary for responsible citizenship and life-long learning. The impact of our collective efforts will fundamentally change public education.

Trustees Present
A. Bothner (remote), A. Khanyile (remote), A. Khatiwada (remote), C. Barnes-Watson (remote), E. Chen (remote), J. Boulet (remote), K. Brisseau (remote), M. Dorrie (remote), S. Huda (remote), S. Pressley (remote), T. Bryan (remote)

Trustees Absent
K. Shabazz

Guests Present
A. Ames (remote), Adrian Bryant (remote), B. Elliott (remote), K. Davidson (remote), K. McGuire (remote), M. Alston (remote), M. Rivera (remote), M. Rousseau (remote), Nasir Shields (remote), T. Williams (remote)

I. Opening Items

A. Record Attendance and Guests

B.

Call the Meeting to Order

A. Bothner called a meeting of the board of trustees of Next Generation Charter Schools to order on Thursday Nov 19, 2020 at 6:36 PM.

C. Review the Agenda

D. MetLCS Mission/Vision Reflection and Grounding

M. Dorrie shared his view of the mission and vision and how it resonates with him on a daily basis.

II. Education Committee Updates

A. K - 8 Principal Update

K. Davidson shared that the Ed committee meeting was robust this week. The two big highlights are:

- Attendance. The schools has been working hard to ensure as many students as possible are in school and participating. School is averaging around 92% attendance each week (10-12 percentage points above the DOE average). Additionally, 100% of students are always accounted for.
- Interim assessment data. The school has seen a lot of positive results with the middle school and they are pretty similar to last year. However, with the lower grades, the school is seeing a lot of gaps.

A. Bothner made a motion to approve the resume for Manager of Operations.
E. Chen seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. 9 - 11 Principal Update

T. Williams shared that attendance is lower than the lower school sitting around 82%

- It's difficult to ensure attendance is high given that so many students are currently working and putting school on the back burner unfortunately
- Seniors have very few credits and many of them are fully remote to take the 1 or 2 remaining classes they have
- The school has been offering a number of incentives to try to improve that percentage

T. Williams shared data on the road to college.

- Only about 20% of students have complete college applications
- Only about 20% of students have completed their FAFSA application

- T. Williams has been working with the appropriate staff members to connect with families and get those applications completed

T. Williams shared that IAs have been administered, but they are still being graded

C. Education Committee Report

E. Chen shared two items

- K. Perez shared that the NY SED parent portal has a link that provides charter school data.
- S. Pressley and E. Chen were made aware that there are 14 students who have not received credits for SUPA classes due to a misstep. Additional details can be shared upon request. S. Pressley will share additional information in the finance portion of the meeting.

III. Finance Committee Updates

A. General Updates

S. Pressley shared that there are no major changes to the November financials. There will be a few votes put forward:

- New HRIS platform
- FPP revision with 4th sector

S. Pressley shared that due to a miscommunication of the AP, students who took Bio with Syracuse last year owe a balance that they are not able to fulfill. At the end of the day, the school may have to absorb an approximate $20k cost in order for those students to access their transcripts and credits earned. The AP is now responsible for communication with Syracuse to close this out before Winter Break.

A. Bothner agreed that no financial burden should fall on any family.

B. HR and Benefits Platform

M. Alston shared an overview of HRIS history

- She reviewed the gap analysis included in the packet and outlined that the first bucket is the current offering, what LHA provides, and what ADP provides, and the 2nd piece is what the school would be moving toward (either BCBS or Aetna)
- Overall, TriNet is able to offer either the same or better for all HRIS support
- The school administered a survey about what healthcare staff would prefer
- M. Alston was able to analyze the survey results, the gap analysis, and a premium analysis to arrive at a final decision to but before the board

M. Alston is asking the board to consider transitioning to TriNet.

J. Boulet asked how the potential new benefits package compares to what DOE public school teachers might typically enjoy.

M. Alston shared that she's not sure about how cost (to the staff members) would compare. However, there has been retention issues related to the fact that DOE teachers receive pensions, while charter school teachers do not. However, M. Alston is looking for additional incentives to compete against the pension offering. The proposed plan/provider would also be able to address a lot of needs and costs that staff had under the previous/current benefits package.

A. Khatiwada asked how incentives would be viewed. Does everyone start at year 1 now? Or do people get those incentives based on past tenure?

M. Alston would like all teachers to get incentives based on previous tenure.

A. Khatiwada asked if with TriNet, we'd solve the issue of having a Florida-based plan?

M. Alston shared that BCBS is based out of New York.

S. Pressley shared that to solve some of the existing HR gaps the school is facing, M. Alston will be getting an HR certification while the school continues to search for an ED.
S. Pressley made a motion to Accept the proposed TriNet benefits platform for Metropolitan Lighthouse Charter School, and authorize S. Pressley or A. Bothner to sign the TriNet contract with the advice of counsel.
T. Bryan seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

C. Barnes-Watson	Aye
A. Khatiwada	Aye
A. Bothner	Aye
S. Pressley	Aye
J. Boulet	Aye
K. Shabazz	Absent
K. Brisseau	Aye
M. Dorrie	Aye
S. Huda	Aye
A. Khanyile	Aye
T. Bryan	Aye
E. Chen	Aye

C. Financial Policies and Procedures

S. Pressley made a motion to authorize the Finance Committee to revise the FPP and present to the Board for final vote in December.

A. Bothner seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

A. Khatiwada	Aye
S. Pressley	Aye
C. Barnes-Watson	Aye
K. Shabazz	Absent
E. Chen	Aye
K. Brisseau	Aye
J. Boulet	Aye
M. Dorrie	Aye
S. Huda	Aye
T. Bryan	Aye
A. Bothner	Aye
A. Khanyile	Aye

IV. 180 West 165th Street LLC and Metropolitan Support Corp

A. Orrick Counsel Recap

A. Radecki shared an overview of the history and legal structure of 180 West 165th Street LLC and Metropolitan Support Corp:

- Originally, Turner Construction company built the school building and leased the building to Metropolitan Lighthouse Charter school. In 2017, to preserve rental assistance but gain more control over the property, 180 W165th Street LLC was formed and entered into a bond deal to purchase the school facility. 180 W165th Street LLC then bought the building from Turner and now leases it to the school. This set-up preserves Met's right to rental assistance.
- The sole member of the 180 W165th Street LLC is currently Metropolitan Lighthouse Charter School, which was necessary in order to move speedily at the time. However, this forms a close relationship between Met and the LLC which, for best practice, should be more distanced. In order to have more distance, the intent was always to transfer the sole membership of the LLC to Metropolitan Support Corp (instead of the school). The approval process for that transfer was initiated immediately but required a series of approvals from the IRS and the bond issuer that ended up taking several years to receive.
- Almost all approvals have been received (just waiting on Build NYC approval and Nixon opinion) and the Board should move forward with transferring the full membership interest from the school to Metropolitan Support Corp. To do so, the Board needs to appoint Aaron and Melissa as directors to the Support Corp.
- Therefore, Vote 1 will be to authorize the transfer of the interest from the LLC to the Support Corp.

- Vote 2 will be to appoint the directors and officers of the support corp, and to authorize those directors and officers to take any necssary action to accept the transfer

B. School Resolution with respect to the transfer of membership interest in the LLC

A. Bothner made a motion to appoint M Alston and A Bothner to be directors of the support corporation, to approve the transfer of the sole membership interest in the LLC to the support corp, and to authorize S Pressley, M Dorrie and K Perez to take whatever actions are necessary to effectuate such transfer on behalf of the school Board of Trustees.
K. Brisseau seconded the motion.
Background note: The composition of the Boards and the authorized officers has changed, and as a result the parties feel that it would be beneficial to adopt new resolutions with respect to the transfer of the membership interests in 180 W. 165th Street LLC (the “LLC”) from the Metropolitan Lighthouse Charter School (the “School”) to the Metropolitan Support Corporation (the “Support Corporation”). In addition, the new resolutions ratify and approve the transfer, and appoint the authorized officers to take any action necessary to effectuate the transfer.

This first resolution reflects counsel's advice that we approve the transfer of the sole membership interest in the LLC to the Support Corporation and any documents necessary for the transfer, appointing two directors of the Support Corporation and authorizing the Chair, the Vice Chair and the Treasurer of the School (the “Authorized Officers”) to enter into such documents.

The Support Corp organization will subsequently propose follow-up resolutions in order to effectuate the membership interest transfer on their end.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Boulet	Abstain
M. Dorrie	Aye
A. Bothner	Aye
S. Huda	Aye
T. Bryan	Aye
E. Chen	Aye
K. Shabazz	Absent
A. Khatiwada	Aye
C. Barnes-Watson	Aye
K. Brisseau	Aye
A. Khanyile	Aye
S. Pressley	Aye

C.

Support Corporation Resolution with respect to the transfer of membership interest in the LLC

A. Bothner made a motion to approve the transfer of the sole membership interest in the LLC and the necessary amendments to the organization documents and authorizing certain officers of the Support Corporation and the LLC to take whatever actions necessary to effectuate such transfer of membership interest.
A. Khatiwada seconded the motion.
Background note: This resolution reflects the advice of counsel that the Board authorize written consent of the sole member (the School) approving the transfer of the sole membership interest in the LLC to the Support Corporation and authorizing any documents necessary for the transfer, including any required documents related to the Bonds and preserving the tax-exempt status of interest on the Tax-Exempt Series 2017A Bonds, and authorizing the Chair, Vice Chair and Treasurer of the School, and the Secretary and Director of Operations of the LLC to enter into such documents.

The Support Corp organization will subsequently propose follow-up resolutions in order to effectuate the membership interest transfer on their end.
The board **VOTED** unanimously to approve the motion.

Roll Call

A. Khatiwada	Aye
J. Boulet	Abstain
E. Chen	Aye
S. Pressley	Aye
K. Shabazz	Absent
K. Brisseau	Aye
A. Khanyile	Aye
C. Barnes-Watson	Aye
M. Dorrie	Aye
T. Bryan	Aye
A. Bothner	Aye
S. Huda	Aye

V. External Relations Committee Updates

A. General Updates

A. Khanyile shared that there are no updates.

VI. Transition Update

A. Name Change

K. Davidson shared the process that was used to involve the community in what the school name could be. After several brainstorming sessions, results were narrowed down to 6 finalists.

The school is requesting that the Board vote for a new name.

The Board discussed the name options. All were in accord that the top choice of the student body (by vote) was a great choice: "Next Generation Charter School." School administrators and Trustees also liked an idea that had been proposed to reference the historical Native American name of the Highbridge area, "Nuasin," which means “the land between” because of the land's position between the Harlem River and an estuary that flowed where Jerome Avenue is today.

A. Bothner made a motion to select Nuasin Next Generation Charter School as the new name of the school effective 2021 school year.
S. Pressley seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call	
S. Pressley	Aye
C. Barnes-Watson	Aye
T. Bryan	Aye
A. Khanyile	Aye
K. Brisseau	Aye
A. Bothner	Aye
E. Chen	Aye
M. Dorrie	Aye
J. Boulet	Aye
S. Huda	Aye
A. Khatiwada	Aye
K. Shabazz	Absent

VII. LHA Updates

A. Enrollment Update

K. Perez shared that the school is at 486 for lower academy and 202 scholars in CPA. The waitlist holds 1,707 scholars.

K. Perez shared that there are no highlights or concerns.

B. LHA Network Update

A. Ames to share the completed wind down plan with the board next week

VIII. Public Comments

A. Public Comments

No public comments.

IX. School Operations

A. Financial Report

M. Rousseau reviewed financials and described current financials as in a strong position.

Nothing unusual to report.
S. Pressley made a motion to accept the October financials.
A. Bothner seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

K. Shabazz	Absent
A. Bothner	Aye
J. Boulet	Aye
A. Khanyile	Aye
S. Huda	Aye
T. Bryan	Aye
A. Khatiwada	Aye
E. Chen	Aye
M. Dorrie	Aye
S. Pressley	Aye
K. Brisseau	Aye
C. Barnes-Watson	Aye

B. Facilities

M. Rivera shared that there is no update from last month. But, there is some communication with the DOB. The fire safety and evacuation plans needed to be resubmitted, so the school is awaiting to hear back. Additionally, the team has been able to clear off some violations as recently as today. So, the TCO is inching closer.

The project is complete and the school has issued final payment to the builders.

M. Rivera will be working to transfer all of the facilities documents over to the school before 12/31 via a DropBox.

A. Bothner asked what we'd be doing if we don't get that within the next couple of weeks? Is there additional cost associated with this?

M. Rivera shared that it is part of the wind down plan to keep an eye on it. She does not foresee additional cost.

C. MetLCS Rooftop Ribbon Cutting

- Live stream VIP party for the grand opening.
- K. Perez reached out to Harlem Wizards, but they are not doing anything during COVID
- K. Perez was planning to have a socially distance staff party, but there are only 10 people allowed in indoor gatherings at the moment so that is pending.

A. Bothner asked that this stay on the agenda for future.

X. Board Governance

A. Approve Minutes from October 2020 Meeting

J. Boulet made a motion to approve the minutes from Metropolitan Lighthouse Board Meeting on 10-22-20.
E. Chen seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call	
M. Dorrie	Aye
E. Chen	Aye
S. Pressley	Aye
S. Huda	Aye
C. Barnes-Watson	Aye
J. Boulet	Aye
A. Khatiwada	Aye
K. Brisseau	Aye
A. Khanyile	Aye
T. Bryan	Aye
A. Bothner	Aye
K. Shabazz	Absent

B. Board Strategic Initiatives

- J. Boulet shared that the first Governance Committee meeting happened this past month, and outlined that the bylaws and Strategic Goal planning were discussed during the meeting
- Next month, or in January, an expanded strategic goals chart will be shared
- Committees will develop Strategic Goal implementation plans for their own Committees in three-month intervals, to be shared with the full Board for coordination purposes

C. Approve Bylaws

J. Boulet made a motion to approve the ByLaws as presented in the board packet.
A. Khatiwada seconded the motion.
The biggest updates were in Committee descriptions, as follows:

- To re-constitute a stand-alone Executive Committee, which would then assume some of the duties currently being handled by the Governance committee
- To more explicitly enumerate Finance committee duties in keeping with their current responsibilities
- To add the External Relations Committee, in accordance with the Strategic Goals

The board **VOTED** unanimously to approve the motion.

Roll Call

K. Brisseau	Aye
A. Bothner	Aye
E. Chen	Aye
J. Boulet	Aye
M. Dorrie	Aye
T. Bryan	Aye
S. Huda	Aye
A. Khatiwada	Aye
S. Pressley	Aye
C. Barnes-Watson	Aye
A. Khanyile	Aye
K. Shabazz	Absent

XI. Executive Session

A. Executive Session regarding personnel matters

A. Bothner made a motion to enter Executive Session at 8:25PM.
J. Boulet seconded the motion.
The board **VOTED** unanimously to approve the motion.
A. Bothner made a motion to exit Executive Session at 10:32PM.
S. Pressley seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

A. Khatiwada	Aye
A. Bothner	Aye
K. Brisseau	Aye
T. Bryan	Aye
E. Chen	Aye
A. Khanyile	Aye
M. Dorrie	Aye
S. Pressley	Aye
J. Boulet	Aye
C. Barnes-Watson	Aye
S. Huda	Aye
K. Shabazz	Absent

J. Boulet made a motion to authorize the Governance Committee to act in accordance with the discussion had in Executive Session with regard to the personnel matter.
A. Bothner seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Boulet	Aye
A. Khanyile	Aye
A. Bothner	Aye
S. Pressley	Aye
M. Dorrie	Aye
C. Barnes-Watson	Aye
A. Khatiwada	Aye
S. Huda	Aye
K. Shabazz	Absent
T. Bryan	Aye
E. Chen	Aye
K. Brisseau	Aye

B. Closing Remarks

- A. Bryant, who identified himself as a member of the community, stated that he was entitled to know additional details about the vote taken and the content discussed during Executive Session. The guest further expressed his beliefs regarding several procedural matters and made a comment regarding the proper delegation of powers between the Board and Committees.
- J. Boulet stated that because the executive session discussion related to a personnel matter, the Board could not share any additional information, so as to protect that person's privacy. She further stated that the meeting minutes would be posted publicly in accordance with Open Meeting Law.

XII. 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 10:38 PM.

Respectfully Submitted,
J. Boulet