

## Integration Charter Schools

### Board of Trustees Meeting

#### Minutes

July 26, 2018 @ 6:00PM

<b>Trustees Present</b>	Tom Scarangelo, Joseph Carroll, Sheldon Blackman, Martin Krongold Richard Fragiacom, Deborah Miller, Michael Caridi, Jill Patel, Doris Schueler, Bonnie Fritz & Dirk Tillotson Via Video Conference
<b>Trustees Absent</b>	Jonathan Lipschitz, Robin Lefkowitz, Nelly Tournaki, David Lehr, Brian Laline
<b>Staff Present</b>	Kenneth Byalin, Mary Cottingham, Ryan Melis,
<b>Parents Present</b>	None
<b>Others Present</b>	None
<b>Adoption of Agenda</b>	<p>The agenda was amended after documents were distributed via email to include the following agenda item: The board will discuss at the September 2018 trustee meeting the possibility of an ICS board retreat.</p> <p>A motion was made by Sheldon Blackman seconded by Jill Patel and unanimously approved to accept the adoption of the agenda for the July 26, 2018 meeting date.</p>
<b>Approval of Minutes</b>	A motion was made by Tom Scarangelo seconded by Richard Fragaicomo unanimously approved to accept the minutes from the June 28, 2018 meeting.
<b>Resolutions</b>	<p>A motion was made by Michael Caridi seconded by Joe Carroll and unanimously approved by all to accept the resolution to change the first year student enrollment numbers of the Lois &amp; Richard Nicotra Early College Charter School. The enrollment is going from 108 students to 95 students.</p> <p>A motion was made by Jill Patel seconded by Dirk Tillotson and unanimously approved by all to accept the following resolution with the proviso that the finance &amp; audit committee will carefully review and report back to the Board at the September 2018 meeting should the committee have any serious reservations</p> <p><u>On motion, duly made and seconded</u>, the Board of Directors of Integration Charter Schools (the "Institution") approves the following reimbursement resolution:</p> <p>Whereas the Institution has an intent to finance (i) lease hold</p>

	<p>improvements for Corporate Commons 3 which will house Lavelle Prep Lower, New Ventures and Lois &amp; Richard Nicotra Early College Charter School (ii) construction of the new facility for Richmond Preparatory Charter School (iii) construction of the new facility for the proposed Staten Island Charter School for Design and (iv) 50 units of faculty/staff housing (collectively, the “Project”), and</p> <p>Whereas the Internal Revenue Code of 1986, as amended, and applicable regulations require the Institution to take this action in connection with the payment of certain expenses of the Project prior to the issuance of tax-exempt bonds, in order to allow the Institution to be reimbursed for such expenditures.</p> <p>Now therefore, be it resolved that:</p> <ol style="list-style-type: none"> <li>1. The statements contained in this resolution with respect to the reimbursement of the expenditures described in this resolution are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e).</li> <li>2. The expenditures made from the Institution’s <i>[general]</i> fund which are intended to be reimbursed pursuant to this Resolution have been incurred within 60 days prior to the date hereof (or earlier to the extent permitted under the applicable regulation) or will be incurred after the date hereof in connection with the Project.</li> <li>3. Although the size of the Project will be approximately \$107,000,000 the maximum principal amount of debt expected to be issued for the Project is approximately \$ 110,000,000. This figure includes allowances for a debt service reserve fund and debt issuance costs.</li> <li>4. The Institution reasonably expects to reimburse the expenditures set forth in this resolution with the proceeds of tax-exempt debt to be incurred by the Institution subsequent to the date hereof, but this resolution does not constitute a binding obligation to issue such debt.</li> <li>5. The resolution shall take effect immediately.</li> </ol>
<p><b>Executive Compensation</b></p>	<p>The Board went into Executive session and only the Trustees remained in the room. The Board was unable to come to a decision and will need additional information and time to discuss. A recommendation was made for an independent person to look at 990s of similarly sized charter schools in NYC and compare compensation at Ken Byalin’s level. It was also suggested to prepare a list of data points of Ken’s achievements in relation to the schools’ proven successes.</p>

**Committee Meetings/Reports**

- **Finance & Audit Report:**

No Report

- **Executive Report**

No Report

- **Governance and Nominating Committee:**

No Report

- **ICS Education and Accountability Committee:**

Dirk Tillotson reported that the ICS Education & Accountability Committee met on Wednesday, July 18<sup>th</sup> and reviewed academic outcome data from the schools which was generally positive especially at the high schools with very strong graduation rates.

Dirk noted that this was the first meeting where all schools were combined around reporting which was generally successful though the Committee will need to think about the specific indicators relevant to specific schools and just keep working on improving the dashboard.

A motion was made by Joe Carroll seconded by Tom Scarangelo unanimously approved by all to accept the ICS Education & Accountability Committee Report

- **Development Task Force**

Jill Patel explained how the task force is engaged in many activities including scheduling school tours for prospective donors as well as other outreach efforts to people who might be helpful to ICS. Jill reminded the Trustees who were present about their 2018 monetary commitment.

- **Research Task Force**

No Report

- **Mental Health Task Force**

Sheldon Blackman reported that everything is status quo and that the task force will need more psychiatric feedback. The team will get back to their efforts after the summer.

**Adjournment**

The meeting adjourned @ 6:58PM. The next Board of Trustees meeting is scheduled for August 23, 2018.