

**Integration Charter Schools**

**Board of Trustees Meeting  
DRAFT Minutes  
September 27, 2018 @ 6:30PM**

<b>Trustees Present</b>	Martin Krongold, Joseph Carroll, Sheldon Blackman, Richard Fragiaco, Tom Scarangelo, Deborah Miller, David Lehr, Nelly Tournaki, Brian Laline, Dirk Tillotson, Michael Caridi, Doris Schueler, Denise Henick,
<b>Trustees Absent</b>	Jill Patel, Robin Lefkowitz, Bonnie Fritz, Jonathan Lipschitz
<b>Staff Present</b>	Kenneth Byalin, Mary Cottingham, Dana Volini, Chris Zilinski
<b>Parents Present</b>	None
<b>Others Present</b>	None
<b>Adoption of Agenda</b>	A motion was made by Richard Fragiaco seconded by David Lehr and unanimously approved to accept the adoption of the agenda for the September 27, 2018 meeting date.
<b>Approval of Minutes</b>	A motion was made by David Lehr seconded by Thomas Scarangelo and unanimously approved to accept the minutes from the July 26, 2018 meeting.
<b>Board Retreat</b>	Organizational Consultant, Jeffrey Axelbank, Psy.D. was recommended by Trustees Doris Schueler, Deborah Miller & Richard Fragiaco to be considered as a facilitator during the ICS Board retreat (retreat date TBD). Mr. Axelbank is willing to do a presentation and interview with key members of the Board before a decision is made on the facilitator. The purpose of the retreat is to help strengthen the Boards ability to work more cohesively. Trustees will arrange for Mr. Axelbank to present at the October 2018 Board meeting.
<b>Executive Compensation</b>	The Board went into Executive session and only the Trustees remained in the room, a decision was made after a short time of deliberation.
<b>Resolutions to Change Bylaws</b>	<p>A motion was made by Sheldon Blackman seconded by David Lehr and unanimously approved by all twelve trustees present to accept the resolution to amend the bylaws for ICS to have one Chair and one Vice Chair instead of the current model of two Co-Chairs to take effect at the annual meeting in November (2018).</p> <p>A motion was made by Sheldon Blackman seconded by Dirk Tillotson and unanimously approved by all twelve trustees present to accept the resolution to amend the bylaws and change the Loan Policy (we are striking out the following sentence) Section 2. <u>Loans</u>. No loans or other indebtedness shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees. <del>No loans shall be made by the Corporation to its Trustees, Officers, or employees or to any other corporation, firm, association or other entity.</del></p>
<b>Committee Meetings/Reports</b>	<ul style="list-style-type: none"> <li><b>Finance &amp; Audit Report:</b></li> </ul> <p>The committee met on September 13, 2018.</p> <p>Operating results The approved budget is being reviewed in light of our enrollment of fewer special</p>

ed students for the Nicotra Early Childhood Charter School than we projected. The Finance and Audit Committee will review the new plan at the October meeting and advise the Board if a budget modification is required.

2017 – 2018 audit with Schall & Ashenfarb

The opening phone conference with Finance Committee members took place and reviewed the audit process and the timetable.

Financial policies

New policies will be developed and presented to the Board in October. Both will be developed in response to the auditors' recommendations for a disaster recovery policy and an investment policy.

Real estate developments

The preliminary analysis from DA Davidson shows about \$30M of borrowing capacity. Discussions continue to refine that number and to review the need for capital.

October – report of our current status and whether or not the annual budget needs to be review.

A motion was made by David Lehr seconded by Thomas Scarangelo and unanimously approved to accept the ICS Finance and Audit Committee Report

- **Executive Report**

No report

- **Governance and Nominating Committee:**

The committee met on Thursday, September 27, 2018 and discussed adding Trustee Tom Scarangelo to the committee as well as the term limits for Board officers.

After some discussion the majority of the committee came to the recommendation that the bylaws should be modified to reflect that Officers are limited to two 2 year terms. When discussed with the remainder of the board on the evening of 9/27 it was decided to table the topic for now and let the group come back to it in October to make a motion.

A motion was made by David Lehr seconded by Michael Caridi and unanimously approved by all to accept the resolution to nominate Thomas Scarangelo as a member of the ICS Governance & Nominating Committee.

A motion was made by Richard Fragiacommo seconded by Doris Schueler and unanimously approved to accept the ICS Governance & Nominating Committee Report

- **ICS Education and Accountability Committee**

The Committee met on Wednesday, 9/12/2018. An extensive review of the New Ventures profile was provided. Principal Melis spoke about school enrollment requirements, fieldwork & internships as well as the number of New Ventures graduates which has steadily increased over the years. The average Regent scores for New Venture students are similar to their comparison group. Algebra & History Regents pass rates need to rise. The school is actively working on increasing Regents pass rates.

A motion was made by David Lehr seconded by Michael Caridi and unanimously approved to accept the ICS Education & Accountability Committee Report

	<ul style="list-style-type: none"> <li>• <b>Strategic Task Force:</b></li> </ul> <p>Trustee Mike Caridi briefed the board on preliminary plans for ICS to investigate purchasing property to establish a campus. The task force consulted with a company to do a bond placement and with a real-estate professional. It was recommended that ICS establish a separate 501C3 (usually takes 6 months) to own any property purchased in the future so that bonds would have tax exempt status. The task force will continue to analyze this and will also continue to investigate whether it is best for ICS to own or lease property in the future.</p> <p>A motion was made Joe Carroll seconded by Martin Krongold and unanimously approved by all to move forward and apply for a separate 501C3 status.</p> <ul style="list-style-type: none"> <li>• <b>Development Task Force</b></li> </ul> <p>The Task Force met on September 12, 2018. A site visit with the Staten Island Foundation has been scheduled to review our request for \$300,000. Efforts with Teddy Atlas, the Siller Foundation, and Northfield Foundation continue.</p> <ul style="list-style-type: none"> <li>• <b>Research Task Force</b></li> </ul> <p>No Report</p> <ul style="list-style-type: none"> <li>• <b>Mental Health Task Force</b></li> </ul> <p>Ken will make some efforts to talk to outside groups on how they can integrate with us (i.e SIUH).</p> <p>A question which came up was what further mental health input do we need. Where are the gaps in relation to what our counselors are currently providing? Trustee Doris Schuler feels it would be very progress if ICS had a clinic on site for students.</p>
<p><b>Adjournment</b></p>	<p>The meeting adjourned @ 8:30PM. The next Board of Trustees meeting is scheduled for October 25, 2018.</p>