# Board of Trustees Meeting

**Minutes**  
**February 28, 2019 @ 6:35PM**

| **Trustees Present** | Tom Scarangello, Joseph Carroll, Sheldon Blackman, Denise Henick, Doris Schueler, Martin Krongold, Jill Patel  
Via teleconference: Bonnie Fritz, Nelly Tournaki, Dirk Tilloston |
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<tbody>
<tr>
<td><strong>Trustees Absent</strong></td>
<td>Robin Lefkowitz, Richard Fragiacomo, Brian Laline, Michael Caridi, Jonathan Lipschitz, Deborah Miller, David Lehr</td>
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<td><strong>Staff Present</strong></td>
<td>Kenneth Byalin, Chris Zilinski, Dana Volini</td>
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<td><strong>Parents Present</strong></td>
<td>Michelle Davis (Nicotra PTA President and Parent)</td>
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<td><strong>Others Present</strong></td>
<td>None</td>
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## Adoption of Agenda

A motion was made by Tom Scarangello, seconded by Joseph Carroll and unanimously approved to accept the agenda for the February 28, 2019 meeting date.

## Approval of Minutes

A motion was made by Joe Carroll, seconded by Tom Scarangello and unanimously approved to accept the minutes from the January 24, 2019 meeting.

## Presentation

Security Team: Jeremy Zilinski, Director of Facilities and Security, gave a quick overview and introduction of the Security Team at ICS. Jeremy came to ICS 7 years ago and has been growing the security team ever since. All 8 security officers are retired New York City police officers. Some were previous sergeants and detectives. The officers spoke about their commitment to and enthusiasm for the ICS mission, staff and students.
President’s Highlights

1. Succession Plan
   a. The bus plan: Last year the board of trustees approved an emergency plan to be implemented in the event that I was “hit by a bus.” First, Evelyn Finn would immediately step into the role of Acting Interim President. This would allow a brief period of time for Dirk Tillotson to relocate to NYC and to assume the role of Interim President until such time as the trustees could retain a permanent successor.
   b. The long-range plan: It is our belief that it will be advantageous to recruit the next CEO from within ICS. A major strength of our organization and our schools is our rather unique culture. We believe that this is most readily sustained with homegrown leadership. We have been discussing this with a group of next generation leaders for two years. Much of our work has focused on the skills and knowledge which members of this group needed in order to prepare for more senior management roles. Our goal has always been to provide the Trustees with a strong group of internal candidates for consideration at the time of a succession decision.
   c. Late last fall, we took some important additional steps to accelerate this process.
      i. We created a Cabinet currently composed of Vice Presidents Evelyn Finn, Dana Volini, Theresa Peterford and Chief of Staff Mary Cottingham. Together we share executive leadership.
      ii. As much as possible, I do nothing alone, involving at least one cabinet member in my meetings and copying at least one on all emails. While I am still responsible for many decisions, these decisions are stress tested in Cabinet meetings, as are many of the decisions made by other cabinet members.
      iii. As we move forward, we will consider changes in Cabinet membership.

2. Facilities Update
   a. The Nicotra Early College Charter School has successfully transitioned to its temporary home in the Hampton Inn and Suites across the South Avenue from the Teleport. Additional space will be available in Above dining room in the event that Corporate Commons 3 is not available for the opening of school in September.
   b. Construction of Corporate Commons 3 is proceeding slowly. We are working with our architects CetraRuddy to finalize construction budget. We are working with our investment bankers at DA Davidson to finalize a $4 million line of credit which will help to cover the costs of this construction and payoff remaining balances on high-interests loans which were used to fund the build-out of our facilities in Corporate Commons 1 and 2. DA
Committee Meetings/Reports

**Executive Report**
The committee met on 2/14
Retreat update: Deborah and Martin met and reviewed the 5 potential facilitators. There are two front runners who have experience with boards and charters. Deborah will report back when more information is gathered on the facilitators.

Performance evaluation: The Board requested performance evaluations for upper management and counselors. A number of evaluation tools are being considered and reviewed. Once finalized the evaluations will be presented to the board.

A motion was made by Tom Scarangello, seconded by Martin Krongold and unanimous by all to accept the Executive Committee Report.

**Finance & Audit Report**
The Committee met on February 14, 2019. Income and expenses are as expected as of January 2019. Cash flow is also as expected. Cash flow started the year with $3.5 million and we are projecting to close at $1.1 million because we invested $2 million already in the Corporate Commons 3 build out.

A motion was made by Joseph Carroll, seconded by Martin Krongold and unanimous by all to accept the Finance & Audit Committee Report.

**Governance and Nominating Report**
The Committee met on 1/22/19.

Suggested Committee Nominations:
Executive: D. Miller, J. Patel, S. Blackman, D. Tillotson, T. Scarangello
Finance: S. Blackman, J. Patel, R. Fragiacomo,
Governance & Nominating: R. Lefkowitz, D. Lehr, T. Scarangello, J. Carroll
Education & Accountability: D. Schueler, N. Tournaki, D. Tillotson, B. Fritz

Suggestions: Martin Krongold to be part of the strategic task force
Brian Laline: Possible participation on a communications task force

Dolores Morris will be rejoining the board. Mary will set up lunch meeting to help move paperwork and fingerprints along.

John Strand may rejoin the board - possibly July 2019.
| **Adjournment** | The meeting adjourned @ 7:26PM. The next Board of Trustees meeting is scheduled for March, 28, 2019. |