### Integration Charter Schools

#### Board of Trustees Meeting

**Minutes**

*June 22, 2019 @ 6:35PM*

<table>
<thead>
<tr>
<th>Trustees Present</th>
<th>Joseph Carroll, Sheldon Blackman, Denise Henick, Jill Patel, Richard Fragiacomo, Deborah Miller, David Lehr, Michael Caridi, Doris Schueler</th>
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<tbody>
<tr>
<td></td>
<td>Via teleconference: Tom Scarangello</td>
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<td>Trustees Absent</td>
<td>Robin Lefkowitz, Bonnie Fritz, Nelly Tournaki, Dirk Tilston, Martin Krongold</td>
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<td>Staff Present</td>
<td>Kenneth Byalin, Dana Volini, Chris Zilinski, Theresa Peterford</td>
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<td>Parents Present</td>
<td>None</td>
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<td>Others Present</td>
<td>None</td>
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**Adoption of Agenda**

A motion was made by Joe Carroll, seconded by Jill Patel and unanimously approved to accept the agenda for the June 27, 2019 meeting date.

**Approval of Minutes**

A motion was made by David Lehr, seconded by Doris Schueler and unanimously approved to accept the minutes from the May 23, 2019 meeting.

**President’s Highlights**

Our Year in Review

Glow: First, ICS corporate leadership was strengthened in multiple ways. We have developed an executive cabinet - Vice Presidents Evelyn Finn, Dana Volini, Theresa Peterford, and Mary Cottingham which is developing a strong collaborative practice and which is prepared to step into the executive function should I become permanently or temporarily unable to continue. We have also instituted an educational cabinet which could fill in for Evelyn in overseeing the education function should that necessity arise. Midyear, we added key senior staff, Aimee Horowitz as Senior Educator and Ron Carara as Director of Human Resources. Ron’s addition has enabled us to take some important steps, including the addition of an Annual Review process as part of our people development system. Aimee is taking the lead in coordinating the system which will support the student recruitment efforts of each school. Second, we have strengthened and expanded our educational programs. Catherine Uttaro as Director of Financial Planning. Following the advice of an outside consultant, we recognized that the finance department growth had not kept up with the growth of ICS. The Nicotra Early College Charter School opened this Fall and is receiving very positive reviews from both students and parents. We have moved toward the opening of Richmond Prep Charter School. The
appointment of Chris Zilinski as our first home-grown Founding Principal marks an important step in our evolution. Both Lavelle Prep and New Ventures continue to score important academic achievements. Lavelle Prep high school students, despite their multiple challenges when compared with Staten Island District overall are performing well generally on Regents Examinations, exceptionally well on some. New Ventures 6-year graduation rate now is at the State average, remarkable for a transfer school. This success encourages us to apply for an expansion as part of the New Ventures renewal. This expansion would make New Ventures accessible to students as early as 9th grade without requiring over-age and under-credited students to first fail for years in a regular high school program. Third, we continued to perform well fiscally. This year we took several steps to strengthen this area. We also established the ICS Foundation, Inc., a New York State Non-profit corporation to increase our options in facility development. This year, we all made significant progress in the development of our teacher pipeline which will help us better manage the national teacher shortage while increasing the diversity of our team.

Grows: The great challenges which we faced were in the area of facility development. This year, with strong leadership from our principals and great work by Jeremy Zilinski, our Facility Director, we survived a major setback when the Port Authority reversed its earlier commitments and refused to allow us to occupy additional trailers. We managed by re-organizing the use of our existing space and by arranging for temporary facilities at the Hampton Inn. We expect these challenges to continue since Corporate Commons 3 will not be ready for occupancy as scheduled next September (perhaps not until September 2020.) As a result for two years in a row, our enrollment growth will not be as robust as we had hoped. As we struggled to address the facility challenges, we establish a Strategic Task Force including Trustees Shelly Blackman, Mike Caridi, and Tom Scarangelo which has served as a critical sounding board in our facility planning. Additionally, Mike has been an invaluable coach to me and to our facility team enabling us to become more effective in a variety of facility negotiations.

Our Political Landscape (excerpts from an email from Aaron Gladd, NECSN New York State Director) The 2019 NYS Legislative Session officially ended last week. The good news is mostly in the area of school funding: Charter schools are now subject to a new funding formula, which resulted in a per-pupil tuition increase for nearly every school in New York State this year. In addition, $40 million in supplemental charter school funding will be disbursed by the end of July, plus an additional one-time supplement, for a total of about $460 per pupil. The other good news is that the “charter poison pills” did not pass. The bad news is that the charter cap was not raised. More immediately threatening: The legislature came close to passing a bill that would have authorized prevailing wage (a higher, union wage) on all “public” projects, which included charter school construction and renovations. It is likely to be on the agenda in January. Indeed, the 2020 legislative
session is primed to include major fights over charter schools and charter issues across the State.

Facilities Update
Corporate Commons 3: As reported last month, our earliest occupancy date is January 1. We are working with the Nicotra Group to bring the cost of the build-out down to $9.5 million and hope to have a timeline for the completion of this process by this end of this month. The completed project proposal will enable us to proceed with the loan we have been negotiating with People’s United.
Nicotra Early College: We are close to finalizing a one-year lease with options for annual renewal and purchase of Eltingville Lutheran School.
Richmond Prep CS: A bid which we had made on a Willow Ave. site was rejected. We currently are working with brokers to explore three different sites, all on the Bay Street corridor.

Enrollment Update
Currently, Lavelle Prep Upper Division has essentially reached its enrollment targets while the Elementary Division is hoping to fill 10 additional SPED seats by September. New Ventures, where enrollment is currently at 144 will graduate 22 students this week. Twenty-nine new enrollees (including 14 Special Ed students) are already slated to begin classes in July. New Ventures is closing in their minimum target of 153. Nicotra remains substantially below our charter-authorized target.
If 75% of current students return, Nicotra should begin the summer session with 123 students. Enrollment initiatives will continue through the summer and fall, hopefully closing the enrollment gap. It is likely, however, that the charter enrollment targets will still need to be revised downward accordingly. This continues to be of concern. There is guarded optimism that the enrollment/outreach initiatives described below in conjunction with the completion of CC3 and finalizing our Memorandum of Understanding with St. John’s University will ameliorate the Nicotra enrollment challenges.
As we prepare for the coming year, we are planning a more unified approach and a team that will work to reach out to the Staten Island community. Led by Senior Educator Aimee Horowitz, the team will include all principals, two staff members from each school and students from our middle and high schools. The team will create a recruitment strategy and events to showcase our schools to the community. Additionally, we will continue to update our website to allow families to learn more about our schools, enabling them to add their names online to our schools’ waiting lists. We are also developing plans for greatly enhancing our social media presence. And we will build on the successes achieved in New Ventures enrollment by Aimee with Principal Ryan Melis who and visited all Staten Island High Schools, meeting with students and families at many schools.

Highlights
Lavelle Prep Upper: This month, 21 students Lavelle Prep students were inducted into the National Honor Society. The Middle School Field Day
raised over $2,000 for Opportunities For Haiti. 43 student are slated to graduate. 40 will be attending college (including CSI, St. Johns, Stony Brook, Massachusetts Maritime Academy, Delhi, Hunter, Rowan University, Ithaca, Canton, Penn State, BMCC, City Tech, Seton Hall, Hofstra, Brooklyn College, Harrisburg CC). Collectively, they earned $168,500 in scholarships. The others 3 are entering the Marines or a trade apprenticeship. Lavelle Prep Elementary: Our elementary chorus led by Jessica Bruschi and Allison Mackey performed three songs for many veterans, Kiwanians, and community members at the Marine Corps League. Congressman Max Rose, who also attended the Kiwanis picnic, took some time to speak with our children. He told them to work hard, to surround themselves with great people, create and live in a culture where no one cares about taking credit and beautiful things will happen.

Dissemination Grant: As a culmination of our three year dissemination grant, Integration Charter Schools hosted A Day with Danielson to celebrate our collaboration with partner schools Port Richmond High School, PS 44, PS 78, and IS 27. For three years a select group of teachers from these schools collaborated with Lavelle Preparatory faculty to improve their practice and increase student learning by enriching their understanding of the Danielson Framework for Teaching. Over the three years participating teachers visited one another’s schools to observe practice and used the Framework to provide feedback to one another. The Day began with a breakfast sponsored by Imagine Learning and included eleven teacher created and facilitated workshops as well as a keynote address and conversation with Charlotte Danielson. Working together, teachers from Lavelle Preparatory Charter School and our partner schools created workshops focused on key components of the Danielson Framework for Teaching, sharing their learning about distinguished teaching practices with colleagues from the participating schools who were not grant participants as well as the faculties of New Ventures and Nicotra Early College. Participant reviews of the Day evidenced that the more than 200 participants left with new practices that they could immediately and easily implement into their practice.

| Potential Conflict of Interests | Dana Volini, Vice President of Administration for ICS disclosed a potential conflict of interest to the Board regarding her brother, Ryan Melis. Ryan is the Principal for New Ventures. He reports directly to the Vice President of Academic Affairs. Ryan does not report to Dana in any manner.

There was a motion made by Joe Carroll, seconded by Doris Schueler and unanimous by all to approve the rehiring of Ryan Melis and finding that the related party transaction with Dana Volini is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Ryan’s contributions to the school.

Christopher Zilinski, Principal of Lavelle Prep Upper, disclosed a potential conflict of interest to the Board regarding his brother, Jeremy |
Zilinski, who is the Director of Security and Facilities at ICS. Jeremy reports directly to Dana Volini, the VP of Operations, and not to Chris Zilinski in any manner.

There was a motion made by Joe Carroll, seconded by Richard Fragiacomo and unanimous by all to approve the rehiring of Jeremy Zilinski and finding that the related party transaction with Christopher Zilinski is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Jeremy’s contributions to the school.

Catherine Uttaro, Director of Financial Planning for ICS disclosed a potential conflict of interest to the Board regarding the hiring of her father, Tom Uttaro. Tom will be hired as the Director of Information Services. They both will report directly to the Vice President of Administration and not to each other in any manner.

There was a motion made by Joe Carroll, seconded by Jill Patel and unanimous by all to approve the hiring of Tom Uttaro and finding that the related party transaction with Catherine Uttaro is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Tom’s contributions to the school.

Susan Varvara, Director of Operations for ICS disclosed a potential conflict of interest to the Board regarding the rehiring of her daughter, Taylor Varvara. Taylor will be rehired as a teacher’s assistant at Lavelle Prep. Taylor will report to the Principal of the school and Susan will report to the VP of Administration. They will not report to each other in any manner.

There was a motion made by Joe Carroll, seconded by Richard Fragiacomo and unanimous by all to approve the rehiring of Taylor Varvara and finding that the related party transaction with Susan Varvara is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Taylor’s contributions to the school.

Priya Iddamalgoda, Controller for ICS disclosed a potential conflict of interest to the Board regarding the rehiring of her daughter, Paba Hewawasam. Paba will be rehired as a receptionist at Lavelle Prep. Paba will report to the Director of Operations and Priya will report to the VP of Administration. They will not report to each other in any manner.

There was a motion made by Joe Carroll, seconded by Jill Patel and unanimous by all to approve the rehiring of Paba Hewawasam and finding that the related party transaction with Priya Iddamalgoda is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction
was entered, as evidenced by Paba’s contributions to the school.

Kristina Mazza, AP for Lavelle Prep disclosed a potential conflict of interest to the Board regarding the rehiring of her sister, Samantha Deluca. Samantha will be rehired as a Principal Assistant at New Ventures and will report to the Principal of New Ventures. Kristina will report to the Principal of Lavelle Prep. They will not report to each other in any manner.

There was a motion made by Joe Carroll, seconded by Jill Patel and unanimous by all to approve the rehiring of Samantha Deluca and finding that the related party transaction with Kristina Mazza is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Samantha’s contributions to the school.

Dori Rexha, Assistant Principal at Lavelle Prep disclosed a potential conflict of interest to the Board regarding the hiring of her son, Rei Rexha. Rei will be hired as a technology assistant and will report to the Director of Information Services. Dori will report to the Principal of Lavelle Prep. They will not report to each other in any manner.

There was a motion made by Joe Carroll, seconded by Jill Patel and unanimous by all to approve the hiring of Rei Rexha and finding that the related party transaction with Dori Rexha is fair, reasonable and in the best interests of the School; and to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Rei’s contributions to the school.

The President of the school, Dr. Kenneth Byalin, disclosed a potential conflict of interest to the Board regarding the School’s employment of his wife, Diane DiSalvo, Director of Counseling. The Board Chair signs her hire letter each year and she is directly supervised by the VP of Academic Affairs. There is a separate conflict of interest statement signed by Diane each year as an attachment to her offer letter.

There was a motion made by Doris Schueler, seconded by Richard Fragiaccomo, and unanimous by all to approve the rehiring of Diane DiSalvo and finding that the related party transaction with Kenneth Byalin is fair, reasonable and in the best interests of the School; and that to ratify the transaction by finding in good faith that the transaction was fair, reasonable and in the school’s best interest at the time the transaction was entered, as evidenced by Diane’s contributions to the School.

**Committee Meetings/Reports**

- **Executive Report**
  
  19-20 Budget: Approved on 5/23/2019. Note: ICS is proposing a material revision with New Ventures Renewal in August 2019. The
revision is to expand New Ventures by having a separate track of students ages 9 – 12. This would mean 180 additional students beginning 2020-2021

Facilities: Corporate Commons 3 will not be ready for September 2019. Strategic Task Force on facilities continues to seek property availability and readiness.

President’s Evaluation: Executive Committee reviewed and discussed the self-evaluation submitted by Dr. Byalin. Evaluation was approved with a recommendation of establishing an optimal educational experience along with social interactions/events. We discussed salary remain the same and be re-visited next year. (2020)

Proposed Fundraising Training: Training is set for 9/26/2019 at our board meeting. Jill has sent out the notice and all Trustees are expected to attend.

ICS President’s Bus Plan: Plan of the Executive Cabinet (4 VP’s) functioning in Presidents role was discussed and agreed upon by committee members.

Chairperson – Education & Accountability Committee: We discussed the reports not being submitted to Board and the possibility of having this position co-chaired for the next (6) months. Dirk will join Doris and reports will be shared. Chairperson contacted Chair of committee by e-mail to explain the changes discussed.

A motion was made by Doris Schueler, seconded by Jill Patel and unanimous by all to accept the Executive Committee Report.

- **Finance & Audit Report**
  No report in June.

- **Governance and Nominating Report**

  The Board is looking for an October date to hold Board Development. There are 2 final candidates. Hoping by next meeting to have a final date and Trainer.

  A motion was made by Sheldon Blackman, seconded by Doris Schueler and unanimous by all to accept the Governance and Nominating Committee report.

- **Education and Accountability Report**

  The Education and Accountability Committee had a recommendation to make a non-material amendment to the Lavelle Prep Charter to remove the wording that includes “4.5 hours with a Special Education Teacher” since the school days hours had changed. The Charter would now read “All students receive instruction from certified special education teachers for at least 60% of the normal school week, either from a teacher who is dually certified in special education and content area or from two teachers one certified in special education and the other in the
content area, working as a team.”

A motion was made by David Lehr, seconded by Joe Carroll, and unanimous by all to approve the non-material charter change.

Dirk has agreed to co-chair this committee for the next 6 months to assist with getting the board reports from the committee meetings. Monthly reports and data to follow.

A motion was made by Sheldon Blackman, seconded by Joe Carroll and unanimous by all to accept Education and Accountability Committee report.

- **ICS Fundraising/Development Committee**

  Since 2009 there have been about $90,000 in Board donations. There are some more prospects to reach out to. On Wednesday mornings, Tours are being offered to community members and prospective trustees and donors.

  A motion was made by David Lehr, seconded by Richard Fragiacomo and unanimous by all to accept the Fundraising and Development Committee report.

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<th><strong>Executive Session</strong></th>
<th>The board went into executive session to discuss the President’s Evaluation and salary.</th>
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<tr>
<td><strong>Adjournment</strong></td>
<td>The meeting adjourned at 7:51 PM. The next Board of Trustees meeting is scheduled for July 25, 2019.</td>
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