

# Integration Charter Schools

## Board of Trustees Meeting

### DRAFT Minutes

August 27, 2020

@ 6:34 PM

<b>Trustees Present (Via Video)</b>	Joseph Carroll, David Lehr, Jill Patel, John Strand, Dirk Tillotson, Nelly Tournaki, D. Miller, Denise Henick, Doris Schueler, Ed Fucini, Sheldon Blackman, Bonnie Fritz, Doris Schueler,
<b>Trustees Absent</b>	R. Lefkowitz, Mike Caridi,
<b>Staff Present (Via Video)</b>	Ken Byalin, Mary Cottingham, Dana Volini, Jonathan Lipschitz, Jeremy Zilinski
<b>Parents Present</b>	None
<b>Others Present</b>	Kathlyn Barrett-Layne
<b>Adoption of Agenda, Approval of Minutes and Committee Reports</b>	A motion was made by David Lehr seconded by Nelly Tournaki and unanimously approved to accept the August 2020 agenda and committee reports from the July, 2020 Board meeting.
<b>Executive Session</b>	6:38PM- 7:06PM
<b>RESOLUTIONS</b>	
	<p><u>A motion was made by David Lehr and seconded by Joseph Carroll and unanimous by all the Board of Directors of Integration Charter Schools (the "Institution") to approve the following reimbursement resolution:</u></p> <p>Whereas the Institution has an intent to finance 2245 Richmond Avenue, Staten Island NY 10314 (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</li></ol>

conformance with, the provisions of Treasury Regulation Section 1.150-2(e).

2. The expenditures made from the Institution's [*general*] 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.
3. Although the size of the Project will be approximately \$24 million, the maximum principal amount of debt expected to be issued for the Project is approximately \$30 million. This figure includes allowances for a debt service reserve fund, capitalized interest reserve and debt issuance costs.
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.
5. The resolution shall take effect immediately.

A motion was made by David Lehr and seconded by Joseph Carroll and unanimous by all the Board of Directors of Integration Charter Schools (the "Institution") to approve the following reimbursement resolution:

Whereas the Institution has an intent to finance 20 Bristol Avenue, Staten Island NY 10301 (the "Project"), and

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.

Now therefore, be it resolved that:

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).
2. The expenditures made from the Institution's [*general*] 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.

3. Although the size of the Project will be approximately \$27 million, the maximum principal amount of debt expected to be issued for the Project is approximately \$35 million. This figure includes allowances for a debt service reserve fund, capitalized interest reserve and debt issuance costs.
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.
5. The resolution shall take effect immediately.

A motion was made by David Lehr and seconded by Joseph Carroll and unanimous by all the Board of Directors of Integration Charter Schools (the "Institution") to approve the following reimbursement resolution:

Whereas the Institution has an intent to finance 300 Genesee Avenue, Staten Island NY 10312 (the "Project"), and

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.

Now therefore, be it resolved that:

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).
2. The expenditures made from the Institution's [*general*] 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.
3. Although the size of the Project will be approximately \$15 million, the maximum principal amount of debt expected to be issued for the Project is approximately \$20 million. This figure includes allowances for a debt service reserve fund, capitalized interest reserve and debt issuance costs.
4. The Institution reasonably expects to reimburse the expenditures set forth in this resolution with the proceeds of tax-exempt debt to be

	<p>incurred by the Institution subsequent to the date hereof, but this resolution does not constitute a binding obligation to issue such debt.</p> <p>5. The resolution shall take effect immediately.</p>
<b>RESOLUTION</b>	<p>A motion was made by David Lehr, seconded by Joe Carroll and unanimous by all to accept the ICS Fiscal Policies and Procedures document recommended by the ICS Finance and Audit Committee.</p>
<b>Committee Meetings/Reports</b>	<p>• <b>Executive Committee Report:</b>  <b>The Committee met on 08/12/20.</b>  <b>Present:</b> Deborah Miller, Jill Patel, David Lehr, John Strand and Dirk Tillotson, Ken. Byalin, Mary Cottingham and Sharena Tirado</p> <ol style="list-style-type: none"> <li>1. Update School Opening – Open within ICS buildings as long as CDC local approve plan. Options – opt out in person instruction is available and NV – 2 classes in building.</li> </ol> <p>To Do: Parent workshops will be held Friday, 8/14/20 – Friday, 8/21/20 to give feedback on the proposed approved re-opening plan. School will keep good records of student participation, RSA’s for counseling and all other services indicated on students IEP.</p> <p>To Do: Accommodations for staff will be divided into two groups to identify/address: Requests under the American Disability Act – CDC High Risk students, Medicaid Aid who wish to remain 100% remote learning. Those caring for relatives who are high risk in the home. CDD high risk individuals and those who experience fear walking from home to school. Etc. ICS Policy will be adopted to address these questions/ concerns and reviewed by ICS Board. Transportation will be provided by MTA Cards for all students.</p> <ol style="list-style-type: none"> <li>2. Update on Facilities – Eltingville Lutheran site is out and in is a short list for long-term home for Richmond Prep is a property near Clove Lakes/Victory and the former Barnes &amp; Noble building on Richmond Ave. CC3 will deliver lunch to CC1. Grab bag lunch and breakfast in homeroom. Law site continues between Eltingville Lutheran and Sinead expecting closure in September 2020</li> </ol> <p>To Do: Meeting with Investment Bankers – 35M and spend 28M on project costs/pay Insurance on our closing coasts. CC3 proceeding to payout obligation of 500K for build-out. Budget is 800K to borrow from Nicotra to lend 2% above his rate. Elementary School Division to occupy 3<sup>rd</sup> fl., 5<sup>th</sup> fl. Occupied by Nicotra and NV to occupy 4<sup>th</sup> fl.</p> <ol style="list-style-type: none"> <li>3. Update: Race Relations – Meeting with Values Team with 4 staff of color/all staff. Meeting with Volunteer Black on channeling diversity supported by Dr .Ken. Byalin with discussion and ideas on how to move forward.</li> </ol> <p>To Do: Hire Blacks and Hispanics for the cafeteria when CC3 opens as a start. Also, appoint (2) additional AP’s (Assistant Principals).  Submitted by: Deborah Miller, ICS Chairperson</p>

● **Finance & Audit Committee Report:**  
**This Committee met on 08/12/20.**

Present: David Lehr, Jill Patel, Joe Carroll, Ken Byalin, Dana Volini, Jonathan Lipschitz, Priyanga Iddamal goda, and Catherine Uttaro.

The following documents were discussed with the status of each:

Copy of ICS Unaudited Financial Statements. Agreed to consider adjustments to the Fundraising category. Such adjustments have been made.

Copy of Allocations by school. The draft was discussed and agreed to make further adjustments based on final numbers. The net income has increased based on final journal entries as of 8-25-20.

Investment Policy. Discussed final adjustments to be made for next Finance & Audit Committee meeting. Additional changes were made and accepted by the Committee as of 8-24-20.

Fiscal Policies and Procedures document was approved and available to be approved by the full board.

Discussed the Integration Charter Schools Draft Audit Report from the State Education Department. Responses required are being worked on and discussed with our attorneys. Once responses are drafted, they will be discussed with the Finance & Audit Committee members.

Integration Charter Schools Draft Audit Report Announcement Letter. This was related to the item above and was the cover letter to the Draft Audit Report from the State Education Department.

Budget to Actual Report For July 2020. Report was discussed and no issues were noted.

Cash Flow for July 2020. Report was discussed and no issues were noted.

● **Education and Accountability Committee Report:**  
**The Committee met on 8/19/20.**

Present : Doris Schueler, Nelly Tournaki, John Strand, Dirk Tillotson and some ICS Staff.

The committee reviewed academic data on credit accumulation and discipline primarily. There were relatively small disparities in performance between students with special needs and general ed students. In looking at the disciplinary issues, there were some issues around the way that infractions are classified and the staff is doing additional training. In general they were down however they were higher at Nicotra, which experienced some specific issues on public transportation that contributed

to the spike. Specifically, some of our students being assaulted by DoE students on the bus, and then subsequently bringing their own weapons (knives) for protection.

Attendance was also discussed and the general way to account for it, as well as more nuanced approaches—which look at attendance and performance throughout all classes—as opposed to the standard approach, a student shows up at school (virtually or physically) is counted as present even if they may miss other parts of the school day.

The issues with busing were discussed and the challenges—even for many special education students, and we will be reviewing more specifically attendance for those students.

Schools also discussed their plans for opening, preparations of teachers and teams, and also how they were doing orientation in a distance learning environment.

Overall we were still getting the final numbers of hybrid and 100% distance learners, but many families were opting for distance only.

Thought it was noted that it is a very dynamic environment.

Dirk emphasized the importance of flu shots this year as a way to help reduce disruptions. He will follow up with school leadership and also add some potential pieces to the dashboard to reflect the conversation

- **ICS Board Fundraising Committee Report:**

**The Committee met on 08/20/20.**

Present: Mike Caridi, Denise Henick, Jill Patel, Ken Byalin, Mary Cottingham

2020 Board Fundraising

Given the Covid-19 changes and the gap in our efforts to raise funds, the group decided to step back and first let our supporters know of the wonderful job ICS has done converting to online learning. We are planning a brief newsletter to be sent to all ~1,000 names on our mailing list in early September. This newsletter will be followed by a solicitation letter and email in late September asking for money to support our much-needed on-line counseling service.

Mary will ask Brian Saber from Asking Matters about appropriate newsletter content and ask Erin Celletti to draft a document for the Committee's review by September 12.

2020 Board Pledges

I will email all Board members reminding them we need their pledge for 2020. Mike, Denise, and David will call those members who haven't pledged yet. We'll also put this item on the August Board agenda to discuss during our meeting.

Next meeting

We will find a standing meeting time for the Fundraising Committee at

	<p>8:00 or 8:30 on a weekday morning.</p> <ul style="list-style-type: none"> <li>• <b>Governance and Nominating Committee Report:</b> This Committee did not meet this month.</li> </ul>
<p><b>Presidents Report</b></p>	<p><i>Reopening</i> A brief update. We are ready to reopen, with all students and families having an option of attending in person classes one day per week with 4 days of remote instruction or continuing in 5-day remote. At this time, approximately 50% of our students will be taking part in the one-day-per-week in-person option.</p> <p>Meanwhile, much of Staten Island and New York City, seems to be uncertain regarding their ability and/or willingness to reopen. While all of this may influence our parents, -- more may finally opt to be fully remote, - - we expect to open safely beginning on September 10, for those who are choosing the one-day in-person option.</p> <p>Our instructional teams, working closely with the parents have done an excellent job in preparation, as has our entire support team. We will be ready to safely meet the needs of students who return to the school building.</p> <p><i>Facility Update</i> There are a number of future facility issues (unrelated to the school reopening plan) which will be addressed in Executive Session.</p> <p><i>Leadership Changes</i> I am very happy to announce the appointment of Crystal Rios as our first Acting Director of Diversity, Equity, and Inclusion on a part-time basis. Crystal joined ICS as a founding member of the New Ventures faculty. In addition to teaching, Crystal has been serving as the ICS Wellness Coach. While continuing in these roles, she will be helping all of us continue to move forward this year and address the challenges of race which we confront as a nation and which we confront as schools. I am proud that we have been able to take this step despite the fiscal challenges which we all face in this pandemic year. I am proud that we did not say, “Yes, this issue of race is important, but we can’t do anything this year because of Covid.”</p> <p>It was also very gratifying that in addition to Crystal, we had four other terrific candidates. We had a great search committee for the position, which included four line staff. The discussion had with each of the candidates were terrific learning experiences for me. I am very pleased that this entire group will be actively engaged in our continued dialogue about race at ICS.</p>
<p><b>New Business Notes</b></p>	<p>Jill Patel spoke briefly about Board Contributions and the importance of having every Trustee be as generous as they can. The Fundraising Committee does not recommend setting a minimum amount but encourages Trustees to make a significant contribution. The goal is to have 100% Board participation when it comes to financial contributions. Final message; please be generous.</p>

**Adjournment**

A motion was made by Sheldon Blackman seconded by David Lehr and unanimous by all to adjourn the meeting at 7:21PM. The next Board of Trustees meeting is scheduled for September 24, 2020.