

Integration Charter Schools

Board of Trustees Meeting

DRAFT- Minutes

December 17, 2020 @ 6:30 PM

Trustees Present	Joseph Carroll, David Lehr, Jill Patel, Dirk Tillotson, Deborah Miller, Ed Fucini, Sheldon Blackman, Mike Caridi, Robin Lefkowitz, Bonnie Fritz, Nelly Tournaki
Trustees Absent	Doris Schueler, John Strand, Denise Henick
Staff Present	Mary Cottingham, Ryan Melis, Elaine Bartley, Samantha LoCasto, Rei Rexha
Parents Present	None
Others Present	None
Consent of Agenda Approval of Minutes	A motion was made by Joe Carroll seconded by Robin Lefkowitz and unanimously approved to accept the December 2020 Agenda, Committee reports & President report and the November 2020 Board Minutes.
Resolutions	<p>A motion was made by Joe Carroll seconded by Sheldon Blackman and unanimously approved by all to adopt the following resolution “Be it hereby resolved, with our deepest appreciation, the Integration Charter Schools' board of trustees honors Deborah Miller for her dedication, service, and leadership as chairman of the board of trustees, July of 2017 to November 2020”.</p> <p>Mary Cottingham presented the plaque to Deborah Miller during the Zoom Board meeting. Mary & team will arrange for the plague to be delivered to Deborah’s home.</p>
Mission Story	<p>New Ventures Mission Story</p> <p>A recent graduate Joseph Tafuri sent an (unsolicited) email about his experience at New Ventures. .</p> <p>This was a student that came to NV from another high school on Staten Island where he was severely bullied. When he arrived at NV’s he had a wall up. Joseph wrote: ”I joined New Ventures, but I also joined the New Ventures family. Each of you supported me through my lows and</p>

	<p>cheered me on throughout my highs. Each of you helped me to restore my confidence and faith in myself. I walk with purpose and my head held high, and I have all of you to thank for it.”</p>
<p>Committee Reports</p>	<p>Governance and Nominating Committee Report: This Committee met on 12/15/2020.</p> <p>Present: Robin Lefkowitz, David Lehr, Joseph Carroll, Deborah Miller, Mary Cottingham and Elaine Bartley</p> <p>Elaine Bartley will track attendance for Trustee Meetings. Expected attendance for Trustees would be to attend 10 out of 12 Trustee meetings within a year. What are excused absences?</p> <p>Mary Cottingham looked into by laws regarding board attendance and excused absences.</p> <p>Joe Carroll inquired about changing the Bylaws to potentially allow the Executive Committee additional decision making power for the schools.</p> <p>Robin will look into Governance and Nominating schedule and perhaps move up a week as per Jill Patel.</p> <p>Robin asked for the Committee members to continue to think about people in the community who would be an asset to ICS and would consider joining the Board. Robin will follow up with Jill Patel about Denise Henick joining the Governance and Nominating Committee.</p> <p>Elaine will follow up on paperwork and fingerprinting for potential board member Kathlyn Layne.</p> <p>Finance and Audit Committee Report: This Committee met on 12/9/20.</p> <p>Present: Board members David Lehr, Jill Patel, Joe Carroll, Ed Fucini as well as Staff members Ken Byalin, DanaVolini and Jonathan Lipschitz.</p> <p>Began discussion with signing authority agenda item. If a signatory is out of the office for any reason, we wanted to have back-up for signing checks and approving invoices and purchase orders. It was agreed by all that Mary Cottingham be given signing authority on checks and approval authority on invoices. In addition, Jonathan Lipschitz would approve purchase orders.</p>

A summary of our Main St. Loan request was reviewed. The Main St. Loan program is a new federal program in response to the Covid-19 situation that allows very favorable terms to nonprofits that qualify for the program. There are several requirements for qualification which include having good credit history before the Covid-19 period. **After review, the Finance & Audit Committee agreed to bring to the overall ICS Board for approval of a \$2,500,000 Main Street loan. The ICS Board in turn approved the loan request of \$2,500,000 on December 9, 2020 that we are submitting to Northfield Bank .** Northfield in turn works with the Federal Reserve for overall approval of the loan.

FDIC Insurance limit was discussed. As with most nonprofits of our size, we have more than \$250,000 with one Bank which is Northfield at this time. We reviewed options including establishing a relationship with a second bank to reduce our exposure to Northfield. Northfield is currently financially strong and has assets of approximately \$5.5 Billion with strong quarterly net income and strong capital as well. It was agreed that we will monitor Northfield's financial strength and ratings on a semi-annual basis as a compensating control to the exposure over \$250,000 in deposit balances. In addition we will work on an additional banking relationship in the Staten Island area preferably which would additionally reduce our exposure over \$250,000 in deposit balances. A property review was discussed for the upcoming Richmond Prep school. We will need separate space for Richmond Prep as of September 2022. Richmond Prep is anticipated to begin in CC3 as of September 2021. Properties discussed were Bristol and for a Flagg Place property historic site. A discussion ensued and both properties will be considered depending on the ease of purchase and pricing of the property.

Discussed the November financials for ICS. All schools were thus far operating with positive net income. Overall ICS was performing better than budget, however, New Ventures was coming in short of budget but still with a positive net income. New Ventures student enrollment is under budget which causes their budgeted to actual income variance to be under budget. The cash flow statement for November showed a normal amount of income and expenses. Cash balances were consistent with expected amounts.

Meeting adjourned at approximately 5pm

ICS Executive Committee Report:

This Committee met on 12/9/ 2020.

Present: Jill Patel, Deborah Miller, David Lehr, Dirk Tillotson, Ken Byalin, Ed Fucini and Mary Cottingham

•Remote Learning: Ken Byalin gave an overview, some students are handling remote learning well; there are others who are struggling. Staff is feeling the strain of remote teaching. All things considered ICS is doing well. Ken will be sending a message to staff encouraging people to slow down and take care of themselves during this time.

The learning conditions are obviously not the same and some students have lost more time than others. ICS will stay with those students and work with them. There will be fall out from these current learning conditions; ICS will try to minimize this as best we can.

The schools will stay remote until after the break. Management will be meeting next week to discuss how to proceed with school closures moving forward.

Deborah Miller wanted to know once the COVID vaccine is available will it be mandatory to take for students. Ken mentioned that he had no knowledge about any mandatory vaccine requirements. Deborah is concerned; the Black American community in her opinion is reluctant to take the vaccine.

•Facilities: Richmond Prep will open in CC3. From a financial point of view this is a great advantage since the Nicotra School is lagging on their enrollment. The Nicotra School would not be able to fill the space or pay the rent. With both schools occupying the space it works.

ICS is currently exploring 3 real estate options, 2 in which we made bids on, 1 we were in discussions with before but they pulled back and now they are interested again.

We need to have a contract in place by 1/11/21, which is the next round of Build NYC Financing.

ICS would need to close on a property mid-May the latest in order to be ready for students in September 2022. If that doesn't happen we will

shift gears and look to lease space. The consensus is that ICS would rather buy than lease. Jill Patel asked if ICS does not have a real estate deal in place, could Richmond Prep stay in CC3 for another year?

Ken feels that after the 1st year in CC3, having both schools the following year would be too many students.

- Board meeting agendas

Jill spoke about having more robust conversations at the monthly meetings. She would like to structure the meetings differently to encourage opportunities to have more strategic conversations. She recommends starting with a mission story, something from the Staff that will remind Trustees why they joined the Board and continue to support the schools. Jill reminds the Committee that we use the “consent agenda” format which will include the agenda, minutes from the last month, the committee meetings and the president’s report. The understanding is that documents will be circulated to the Board a few days prior to the meeting so Trustees can review and we can approve at the Board meeting. This means that the Chair of each committee will need to schedule their meetings prior to the Board meetings and in enough time to have committee minutes circulated prior to the Board meetings. Ken and Mary agreed to have staff take minutes at each committee meeting.

Jill also recommends that each Committee create a Dash Board where one or two measurements are presented. The purpose is to help see what measurements each committee feels are important to report on. This could help facilitate substantive conversations, moving the Board toward having a more strategic role.

During the December 2020 Board meeting the topic of discussion will be replication. John, Ed and Dirk will run break rooms to discuss advantages and concerns of replication.

Dirk agreed that a new structure of meetings would help the Board to move toward a more strategic role. He also mentions that this would be a bit of a shift in the current culture but that it can be done. David felt it would encourage Trustees to attend more meetings. Ken feels it would be helpful to him as the leader of the Organization.

	<p>Jill asked if the proposed Board meeting “ground rules” she suggested , were acceptable. The Committee reviewed recommendations for ground rules and all agreed that it made sense. Jill will circulate to all Trustees. Deborah Miller recommends that Trustees must let the Chair know if they have to leave a meeting early.</p> <p>Jill requested to invite Robin Lefkowitz to join the Executive Committee. All the other Committee Chairs attend the Executive meetings and Jill thought there might be some virtue in having everyone who is Chair of a committee to be part of Executive discussions. There were no objects from the committee members to add Robin Lefkowitz as a member at large.</p> <p>A Special Board meeting will be scheduled for 12/14/20 at 5PM to pass a resolution to amend the admissions criteria for New Ventures Charter School.</p> <p>Education and Accountability Committee Report: Did not meet for the month of December 2020</p> <p>ICS Fundraising Committee Report: Suspended until further notice.</p>
<p>New Business</p>	<p>Consent Agenda The following is the mechanism the Board will continue to use to approve all routine items.</p> <ul style="list-style-type: none"> ● Minutes from the previous month ● Current month’s Committee Reports <ul style="list-style-type: none"> ○ Executive ○ Finance and Audit ○ Governance and Nominating ○ Fundraising Suspended ● Current month’s President’s report <p>A motion was made by Jill Patel seconded by David Lehr and unanimously approved by all to adopt the format of the Consent Agenda.</p> <p>Strategic Discussion Topic: Bernie Glassman School as a replication of New Ventures</p> <p>The Board was divided into two breakout rooms and discussion groups</p>

	<p>were led by DirkTillotson and Ed Fucini. The purpose was to encourage Trustees in discussing potential pros and cons of the proposed replication.</p> <p>Fears:</p> <ul style="list-style-type: none"> ● Growth plan and organization ● The role of the board setting a strategic vision ● Political issues ● Mentorship take place to develop staff ● Drain of resources overall ● Covid-19 effects for start up and opening ● Current staff focusing on new school instead of existing ● Nature of students ● Different community ● Financial sustainable model ● Yonkers new land to learn politics ● Is this an ICS school or an ICS proposed structure school, ● Advisors in Yonkers ● Funding ● Can we manage a school from a distance? <p>Excitements</p> <ul style="list-style-type: none"> ● New Ventures is successful in our eyes and the state's eyes ● Great need to serve these students who are falling behind ● Strong NV Staff “Family” <p>Ken and team have started to put the pieces together for the initial Charter. An estimate of \$60,000 has been raised from new donors from the Bernie Glassman community. These funds will pay for expenses accrued for time spent on writing and researching information for the potential Charter. There is no guarantee ICS will get it.</p> <p>Nelly requested to hold a discussion at some point about strategic priorities as board members of ICS.</p>
<p>Presidents Report</p>	<p>We are looking at the possibility of replicating New Ventures. This is the third time we’ve considered it. The first time was even before Lavelle Prep opened. That was way too soon. A couple of years later, the idea of replication recurred. We went a step further, actually submitted an application. Again too soon. On the advice of the authorizer, we withdrew the application.</p> <p>And now, we are thinking about replication again. We are thinking about replicating New Ventures, thinking about it in terms of a multi-step process beginning from mission, through school design, through building a first prototype, to replication, and finally scaling up. We are fortunate to have been clear from the start about our mission, to level the playing field for people living with mental illnesses, with</p>

emotional challenges and other disabilities. Our schools were designed from the start to fully integrate students living with emotional challenges with their more typical peers.

The second step in our process is school design, of responding to the challenge of leveling the playing field for students living with emotional challenges and other obstacles is to design the school. This design process was a major element, and the most time-consuming aspect, in the charter application process.

The third step, the development of first prototypes, has been the most time consuming. We have done the initial design work four times, and we have received four charters.

Lavelle Prep and New Ventures are far along in the prototype development process having opened in 2009 and 2015, respectively. Nicotra Early College, now in its third year, is early in the prototype development process. Richmond Prep, which will open in 2021, has barely begun this process.

For the fourth step, replication, building a successful prototype is not enough. First, we need a partner community interested in a replication, although not everyone in the community needs to be on board. We will expect some opposition for instance from local teachers unions. We have been meeting with leaders in southwest Yonkers for several months, and community support there is building in very favorable ways.

Second, we need approval from our authorizer. New Ventures is not just the highest performing charter transfer school, New Ventures is the top performing transfer school in the state. Period. New Ventures is ripe for replication.

The only way we can begin replication is to take advantage of whatever opportunities fall in our laps. The unique confluence of community support and authorizer interest won't happen every day. Are we nimble enough to respond to opportunistic invitations and move forward by trying things out at the same time we're designing a replication strategy. To address this challenge, we have created a task force to help think this through including members of our staff, chair emeritus Paco Lugovina and current trustees John Strand, Dirk Tillotson, and Ed Fucini.

Will replication be successful? I don't know.

Fear

Working on this new charter application for the Bernie Glassman New Ventures Charter School to be located in southwest Yonkers, fear comes up.

First comes the fear of failure. We are stretching. What if we can't get this charter proposal done? I breathe through this. I have an easy way to talk myself through this fear. We have the Christmas/New Year's Holiday week. This Covid year for sure I am not going anywhere. I will continue to socially isolate. I will get up at the same

time in the morning to meditate. I will have the time to work on the charter. I keep breathing.

What if the proposal is rejected? It might be. I will feel hurt, rejected, embarrassed. I want to hit a home run every time. I take a breath. I know it took three application rounds over three years to get our first charter, the Lavelle Prep charter. New Ventures took two rounds, as did Nicotra Early College, although we were able to do those second round applications in the same year so it didn't seem as painful, as frustrating as the Lavelle Prep application. Only our fourth charter Richmond Prep was approved on the first try.

What will happen if this initial application fails? We will learn from the failure. And we will use what we learn to go back again. Stronger. Smarter.

I breathe. I know I have lived through this fear before. I smile at a familiar demon.

And then there is another fear. Getting a charter is the easy part. Then we have to do in practice what we promised to in the charter application.

As we begin writing the charter for the BGNV, it is becoming clear that we will be tackling homelessness. As we talk to Yonkers leaders, this is an emerging theme. And this theme resonates. In Bernie's work in Yonkers, building the Greyston Bakery and the array of housing and social services with which he surrounded it, he was bringing to the societal table those who had been excluded. It feels so fitting that a school in his name would take up this challenge.

We have been encouraged to undertake this replication because New Ventures Staten Island is the highest performing transfer school in New York State. Our program is wonderful. Our school team is wonderful. We have a plan to replicate this highly successful design and culture in Yonkers. But I am aware that other transfer high schools are working with student who bring different challenges. New Ventures State Island has relatively few students who are living in temporary housing, almost no students with histories of incarceration.

Will we succeed if we are serving a student population in which a much higher percentage is facing the challenges of temporary housing or homelessness? I feel the fear rising. Will we rise to the challenge?

I breathe. I realize that I am setting the bar in my mind very high. We never set out to become the highest performing transfer high school. We wanted to provide a safety net for kids who were not otherwise going to graduate from high school, to help them find a path to college and career. Yes, I am thrilled and proud of the recognition which New Ventures Staten Island has achieved. Because of this, we are in a position to replicate. But the BGNV School doesn't need to achieve the same acclaim in order to fill a critical gap.

There are other fears. Operating over distance: we have built a network of schools on Staten Island and are evolving management

processes for a four school network. But BGNV is not simply going from four schools to five, it is adding the dimension of geographic distance.

Strangely, Covid has helped to prepare us for this. We have learned to do so much remotely that the challenge is not nearly as daunting as it was a year ago. There is a lot to learn but we have new, important skills and capacities.

And the challenge is more than distance. There is the challenge of bringing the school to a different community, a community that I don't live in, that I have only visited. This is frightening but not as frightening as I would have thought a year ago. The work we have done post-Floyd to begin to address the racial divides in our school community has shown me something important: I did not know the Staten Island community as well as I thought. We thought we knew things that we didn't know. We are learning we are continuing to learn. I am still breathing.

Perhaps then in entering Yonkers we have an advantage: we know that we don't know.

For me, probably the biggest challenge will lie in actually building a school program and culture which fully integrates, fully welcomes and embraces and serves students living in temporary housing. We have done this successfully with students living with emotional challenges and other disabilities. That is a comfort. And this is different. This is a new challenge. This is new learning. I am still breathing.

The Light at the End of the Tunnel

As this holiday season progresses, as we approach the winter school break, there is no doubt that we are coming to the end of what has been for many of us the most challenging year in our lives and certainly the most challenging year in the history of ICS. At this moment, we may be seeing the light at the end of the tunnel. The COVID vaccine is on the horizon. Some of us are beginning to visualize the end of the pandemic and a return to normalcy whatever that may mean. We are hoping it means in-person instruction. Some of us are more cautiously optimistic: Will we still be "blended" this time next year. I am so grateful for all that our school teams have done under these challenging circumstances to sustain each other, our students, and their families. As trustees, you too have risen to the challenges of Covid governance. For this, I am so grateful. We are all grateful.

Please take good care of yourselves and continue to take care of each other. We have learned so much together through this pandemic. We will celebrate together. We will learn together through the recovery.

Adjournment

A motion was made by Jill Patel seconded by David Lehr and unanimous by all to adjourn the meeting at 8:00pm. The next Board of Trustees meeting is scheduled for January 21, 2021.