

Integration Charter Schools

Board of Trustees Meeting January 21, 2021 6:30PM DRAFT_Minutes

Trustees Present	Sheldon Blackman, Michael Caridi, Joseph Carroll, Bonnie Fritz, Ed Fucini, Denis Henick, David Lehr, Jill Patel, Deborah Miller, Dirk Tillotson, Nelly Tournaki, and John Strand
Trustees Absent	Robin Lefkowitz, Doris Schueler
Staff Present	Elaine Bartley, Ken Byalin, Mary Cottingham, Samantha LoCasto, Demie Medley, Deva Medley, Dana Volini
Parents Present	None
Others Present	None
Adoption of Consent of Agenda Approval of Minutes	A motion was made by Joe Carroll seconded by Deborah Miller and unanimously approved by all to accept the January 2021 Agenda, Committee and President's reports and Minutes from the December 2020 Board meeting
Mission Story	Former Lavelle Prep Middle School graduates, now ICS educators, Deva and Demie Medley were invited to join and speak to the Board on their inspiring journey at ICS.
Committee Reports	Executive Committee met on 1/13/2021 Present: David Lehr, Jill Patel, Deborah Miller, Dirk Tillotson, Ed Fucini, Ken Byalin, Mary Cottingham and Rei Rexha <ul style="list-style-type: none">● <u>Proposed new charter</u> Ken gave an update on the time table projection from the State: <ul style="list-style-type: none">● Proposed RFP for comments to be released possibly end of January 2021.● Application will not be due until mid- July, 2021. The potential time table for opening BGNVCS will be pushed back a year: <ul style="list-style-type: none">● Planning year will begin in July 2022● Opening the school and accepting students will begin in July 2023 CSEE could potentially be hit negatively with the change of dates. By delaying the plans a year, this means it will delay ICS's ability to help

CSEE with facility costs.

There are still 19 Charters available outside of New York City.

The State will have priorities when deciding which proposals are accepted. There are three criteria in which the State will be considering two out of the three criteria are schools focusing on Special Education & over-aged and under-credited students.

Ken gave a brief update on two pertinent meetings associated with the BGNVCS:

1. On 12/22/20 Ken and Mary met with Regent Fran Wills. The meeting was very positive; Regent Wills is in support of this initiative and helped to schedule a meeting for ICS to meet the Superintendent of Yonkers, Dr. Quezada.
2. On 1/8/21 Ken, Mary & Paco Lugovina met with Dr. Quezada (Superintendent of Yonkers Public Schools). Dr. Quezada was cordial but cautious. He views our plans as an opportunity to take funds away from his schools. There are still 250 children that don't graduate from HS in Yonkers a year. BGNVCS plans on taking in 60 students in the 1st year.

Dirk Tillotson commented on how notorious Yonkers is known, from a District perspective, to be anti-Charter.

There are NO transfer HS in the Yonkers area.

Jill asked if Ken could present at the January Board meeting some information on Yonkers, to help Trustees understand what the Yonkers Community is like and the existing school system. What the population of students is like and why it makes sense that it's a fit for ICS to expand in.

- Fully remote teaching

Management met on 1/13/21 and discussed pushing back the return date for hybrid learning. All Educational staff agreed to prolong full remote learning. The tentative return date is February 22, 2021.

Parents and Staff will be notified by 1/15/21.

By the time ICS Staff leaves for winter break (2/15/21-2/19/21) as an organization we will have a better understanding of the following:

- How many staff members have appointments for the 1st dose?
- How many staff received their first injection?
- The dates for 2nd injections.

Two areas on Staten Island that are giving the vaccine: SI Tech and Port Richmond HS.

ICS is consulting with our own HR Attorney to clarify on what we can require of staff.

At this time there is no legal requirement for vaccination as a condition of employment.

Fear of taking the vaccine is not grounds for reasonable accommodations.

Jill inquired about the small number of students who were struggling. Ken reported that the ICS Counseling department remains engaged and in contact with those children and their families. There are a few students we have lost touch with and in those cases we have no other choice but to call Child Preventive Services.

There are some in-house challenges in the Counseling department. ICS has 8 Counselors and one member of the team will be out for 10-12 weeks on a medical leave.

- Facilities

ICS has an agreement to purchase 2655 Richmond Avenue (Barnes & Noble); the ICS Foundation has signed a contract and has over-nighted the paperwork and a deposit check to the Seller. The application for the Bond Financing has been submitted on time and confirmation of submission was received.

David Lehr reminds all present that its best practices for there to be complete transparency between ICS and the ICS Foundation with all agreements between the two entities. As well as keeping Trustees abreast of any and all relevant updates.

Corporate Commons 3 is status quote.

- Legal Counsel

There are two Law Firms that have been representing both ICS and the Foundation:

1. Cohen Schneider Law, P.C., Education Lawyers
2. Otterbeck Law Firm, Real Estate Lawyer

Cliff Schneider helped ICS create the ICS Foundation. We no longer need this firm to be involved with the Foundation. They will remain ICS's Education Lawyers.

Harold Otterbeck represented ICS in the re-negotiation of the Nicotra lease and did a great job.

Harold also was the lawyer representing the Foundation initially with the 2655 Richmond Avenue deal as well as two other real estate offers.

Some concerns were raised by the Foundation Trustees that there could be a conflict of interest for Harold.

Harold is now representing the ICS Foundation in the negotiation with the ownership group of 2655 Richmond Avenue (B&N). As a way of addressing this situation Harold has provided a conflict of interest wavier, the Foundation signed the wavier.

David & Dirk feel there is no conflict if the Otterbeck Law firm is not currently working on anything with ICS.

Harold Otterbeck cannot represent the school while ICS negotiates a lease for the Foundation.

ICS needs Cliff Schnieder to represent ICS on the lease. There could be some potential new negotiations with The Nicotra Group and Ken would like to keep Harold Otterbeck as the lawyer dealing with them.

Is there a conflict if Otterbeck Law Firm is representing the Foundation on the B&N deal? No, as long as the Foundation has nothing to do with the lease negotiations with Nicotra.

The ICS Foundation needs a non-for-profit Lawyer and a real estate lawyer to buy the building.

The Foundation signed the Conflict of Interest waiver Harold prepared. Harold would like ICS to sign the waiver. Mary forwarded the waiver to the Executive Committee for review on 1/13/21. Jill suggests pausing things for now. The Executive Committee will review the waiver; there is no urgency at this time to sign.

- Board meeting agenda item: Growth Strategy

At the December 2020 Board meeting it was discussed that the Trustees would like to hold a more in-depth discussion of ICS's growth strategy. Jill drafted an outline of topics and Dirk, Nelly & Jill will each facilitate 20 minute break-out sessions to talk about growth. The purpose is NOT to discuss the BGNVCS replication. The purpose is to discuss, in general ICS as an institution:

- What do we have to offer?
- Where should we be looking for growth?
- What would we do if there were no limits?

- In the real world where there are limits on new opportunities how do we evaluate the opportunities?
- Actively think what our preferences are for growth.

The Governance & Nominating Committee will make a recommendation at the January Board meeting for Robin Lefkowitz to become a member at large for the Executive Committee

Finance and Audit Committee

This Committee met on 1/13/21

Present: David Lehr, Jill Patel, Joe Carroll, Ed Fucini as well as President Ken Byalin, staff members Dana Volini and Jonathan Lipschitz.

Began discussion with the status of the \$2.5 million Main Street Loan funding. The funding was successfully completed on December 24, 2020.

Discussed the correspondence from The NY State Education department concerning our June 30, 2019 audit. There were only a few minor requests for information requested such as the person responsible for complying with the findings and copies of our equipment inventory reconciliation. Jonathan Lipschitz will draft the response before responding.

The committee considered if they wanted to continue with Schall & Ashenfarb as auditors for the coming year end June 30, 2021 audit.

The committee confirmed that we will be continuing with Schall and Ashenfarb.

Discussed the December 2020 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 December showed a higher amount of income due to the Main Street loan of \$2.5 million deposited. Expenses were in line with expectations. Cash balances were higher than expected amounts for this reason.

Chirayu Patel was introduced as the latest addition to the accounting staff. Chirayu was hired as a senior accounting associate.

Governance and Nominating Committee Report:

This Committee met on 1/12/2020

Present: Robin Lefkowitz, David Lehr, Joseph Carroll, Deborah Miller, Mary Cottingham and Elaine Bartley

Joe Carroll made a motion, Deborah Miller seconded and all agreed to recommend Eddie Laguerre to join the ICS Board.

On 1/21/21 a motion was made by David Lehr, seconded by Joe Carroll, unanimously approved by the Integration Charter Schools Board of Trustees, having conducted a thorough background check via a fingerprint scan as required and having discovered no State or federal criminal history, or having provided such history to SED (found, has voted to select Eduardo LaGuerre as a final candidate to its Board of Trustees, with a term expiring November 2024 pending approval by SED. The resolution approving Eduardo LaGuerre is formally adopted upon SED 's approval.

The Governance & Nominating Committee recommends to the ICS Board the following proposed Committees and their members:

- Executive Committee: Jill Patel, David Lehr, Ed Fucini, Deborah Miller and Dirk Tillotson(Trustee at Large)
- Finance & Audit: Ed Fucini, Joseph Carroll, David Lehr
- Governance & Nominating: David Lehr, Robin Lefkowitz, Joseph Carroll, Deborah Miller
- Education & Accountability: Doris Schueler, Dirk Tillotson, Eleni (Nelly) Tournaki, Deborah Miller, Bonnie Fritz, John Strand
- Fundraising: This Committee has been suspended until further notice.

On 1/21/21 a motion was made by Mike Caridi, seconded by Deborah Miller, and unanimously approved by all to adopt the proposed Committee members for .

Jill Patel had a discussion with Denise Henick about being the Chair for the Fundraising committee. At this time Denise couldn't commit. The Fundraising Committee was comprised of the following Trustees: Jill Patel, Michael Caridi, Denise Henick, David Lehr, and Robin Lefkowitz

Tentative Board member Dr. Layne Barrett was suggested to join the Education and Accountability Committee. Once she is officially on the Board a G&N Committee member will reach out to her. Dr. Layne's fingerprinting has been received. We are waiting on some outstanding paperwork.

The Committee recommends that Robin Lefkowitz join the Executive Committee as a member at large.

On 1/21/21 a motion was made by David Lehr seconded by Deborah Miller and unanimously approved by all recommending Robin Lefkowitz join the Executive Committee as a member at large.

Education & Accountability Committee

This Committee met on 1/13/21

Present: Dirk Tillotson, Dr. Nelly Tournaki, Bonnie Fritz, Doris Schueler, John Strand. Staff present- Jonathon Lipschitz, Aimee Horowitz, Yelena Osoreo, Theresa Peterford, Samantha LoCasto, Meagen Moeller, Alison Losavio, Jenna Curran, Jacqueline Hillary, Rei Rexha

Item to be voted on

The committee reviewed the Integration Charter Schools Data Privacy and Security Policy to be voted on. This policy addresses ICS responsibility to adopt appropriate administrative, technical, and physical safeguards and controls to protect and maintain the confidentiality, integrity, and availability of its data, data systems, and information technology resources.

The team consists of Dana Volini - Data Privacy Officer
Jonathan Lipschitz - Director of IT
Susan Varvara - Director of Operations
Yelena Osoreo - Director of Program Evaluation

Dirk asked for a motion to amend the document with the appropriate edits to be made by Jonathon and Yelena. Nelly moved and Bonnie seconded. All in favor.

On 1/21/21 the Education and Accountability Committee presented the new ICS Data Policy to the Board and a motion was made by Mike Caridi, seconded by Deborah Miller and unanimously approved by all to adopt the new ICS Data Policy.

Data

Two written reports were provided to the committee, the first detailed the ICS Data Privacy and Security Policy, and the second outlined Enrollment, YTD Attendance, Breakdown and Chronically Absent data

	<p>across the different schools; as well as the 2020 September Proficiency Projections through Measure of Academic Progress (MAP) data in Lavelle Prep Elementary and Middle School.</p> <p>The committee reviewed enrollment data from all schools and discussed long term and short term goals as well as initiatives being made to improve recruitment and retention.</p> <p>During the attendance breakdown, John initiated a question regarding the difference between “Virtually Present” and “Present by Submission of Work”. Theresa responded this action was put into place as an option and alternative for families, allowing them more flexibility during remote learning. Alison went on to explain students who are marked present by “submission of work” are not part of the livestream class. Instead those students receive a recording of the live class to access at any time. Students who are marked virtually present log onto the class at the time of the livestream. While reviewing the chronically absent data, Doris highly recommended surveying those repetitive students for depression. Theresa suggested this would be a counseling team initiative and would pass the information along to Diane and Priscilla. Doris will send a copy of the survey to Aimee for next steps. Measure of Academic Progress (MAP) baseline assessment was suggested by David Frank to be done three times a year as a growth tool for proficiency projections. This will allow teachers to set growth goals for each individual student on their progress towards state exams after every assessment and classroom observation. Teachers have been trained and will continue to be trained on analyzing MAP data to identify student’s weaknesses and strengths.</p> <p>Dirk asked for a motion to adjourn the meeting. Nelly moved and Doris seconded. Meeting adjourned at 2:52pm.</p>
<p>Strategic Discussion</p>	<p>The Board was divided into three groups led by Jill Patel, Dirk Tillotson and Nelly Tournaki. The purpose was to encourage Trustees in a meaningful discussion regarding growth strategies for the organization.</p>
	<p>Facilities</p>

	<p>The foundation has signed a contract to purchase Barnes & Noble. ICS has 90 days to complete the due diligence. We anticipate the building to be ready for September 2022. The ICS Foundation Board members are: Michael Caridi, John Gustafson, and Mark Minninberg.</p> <p>We are not expecting any further budgets cuts from the State. Worst case scenario would be that per pupil funding would remain flat.</p> <p>ICS has postponed reopening in person at least until after February break.</p> <p>Yonkers Update: New Ventures Bernie Glassman Replication</p> <p>The 2021 RFP is expected to be available in April, with the due date for submission at mid or end July. In terms of perspective opening, and planning the dates will be postponed a year: staff training to begin in July 2022 and students to start classes in July 2023.</p> <p>Yonkers is a diverse community. Even with their success in graduating HS students there is still roughly 250 students a year not graduating.</p>
<p>President's Report</p>	<p>The Pandemic</p> <p>As you know, we have delayed resumption of in-person instruction for another month; we will not re-open brick-and-mortar before we return from the February break. But that is optimistic. As of the end of last week, only 49 of our 230 staff had appointments for first vaccinations. With a four-week wait for second shots and an additional two-week wait for the vaccine to achieve its maximum protectiveness, with staff finding it difficult to get first appointments, with some staff fear of the vaccinations, it seems unlikely that we will resume in-person instruction in less than two months.</p> <p>At the same time, the President seems to be targeting a May 1 resumption of in-person instruction for students in K through 8. Might we achieve that target? There are a number of unknowns. One of the most obvious is the uncertainty about the decisions our parents will make for their own children. I believe the parental option for remote instruction will remain for at least this school year and that parents will continue to have a choice.</p> <p>To bring large numbers of students back fully in-person also creates</p>

challenges in terms of classroom facilities and staffing as long as the current social distancing guidelines remain in effect. Lightening of these guidelines, allowing more students in each classroom would ease these challenges.

But unknowns abound: How many students are coming back this Spring? How many teachers can safely return? These are questions which all schools face. We have an additional consideration: it is possible (I don't want to say probable) that our new, Corporate Common 3 facility will be at least partially available by May 1. That would certainly ease the space challenge.

Financial Perspective

As you know, we did considerable belt tightening this year. And we have been fortunate in receiving two substantial federal loans, one of which is likely to be largely forgiven. As a result, we are currently in a very strong cash position. We have absorbed already a funding cut which was part of this year's State budget. We have been bracing since July for further cuts.

It now appears unlikely that we will receive any further cuts this year. And there is optimism in the charter sector that next year's per pupil funding will remain flat rather than being cut further. This is all very good news.

Facilities

Despite setbacks associated with the pandemic, work on our new facilities in Corporate Commons 3 are proceeding. The Nicotras are optimistic that we will be able to begin occupying space as early as March.

And we have taken a critical step toward resolving the facility challenge for Richmond Prep. The ICS Foundation has entered into a contract to purchase the former Barnes & Noble building on Richmond Avenue. The Foundation has also submitted the application for tax-exempt bond financing with Build NYC. Our investment bankers, D.A. Davidson, are optimistic that we will receive this approval and that they will be able to place the bonds. We expect to close on the purchase by June 15, at which time we will be able to begin work on the interior build-out and on building extensions.

Richmond Prep students will share facilities at CC3 during the 2021-22

	<p>school year until the Barnes & Noble building is ready for occupancy.</p> <p>Diversity</p> <p>As you can well imagine, the strain of the pandemic, personal and professional, have been exhausting for our team. I am particularly proud through all this, we have been able to maintain a focus on diversity. Each of our schools are continuing a monthly dialogue, looking at our Core Values through the lens of race. We know that we need to be able to talk with each other about race, to really hear each other, if we are to facilitate authentic classroom dialogue. This has not always been easy.</p> <p>Although we now have a more diverse faculty and staff than in our earliest years, we are far from achieving a staff profile which closely approximates our student profile. This is a diversity challenge. There is a national shortage of teachers and, most acutely, of teachers of color. Young teachers are leaving the field at an alarming rate, 40% within the first five years. And there is testimony that teachers of color are leaving at an even higher rate.</p> <p>What this means is that we are not likely to be able to solve our diversity challenge through traditional teacher recruitment. Our best hope is our Pathway Program which proudly we have been able to sustain through the pandemic. From our earliest efforts, the program has continued to evolve. There are now four levels of Teacher Assistants. Moving through levels, Pathway participants earn higher salaries and are assigned to tasks which more closely approximate teacher roles. These levels are linked to earned college credits and projected time to teacher certification. For example, TA4's are those TA's who are within one year of teacher certification.</p> <p>A significant number of Pathway participants are candidates of color. Even as they work toward certification, they are helping to change the classroom experience for our students.</p> <p>An update on the new charter application will be presented at the Board meeting</p>
<p>Adjournment</p>	<p>A motion was made by Jill Patel seconded by Michael Caridi, and unanimously agreed by all to adjourn the meeting at 8:05pm. The next Board of Trustees meeting is scheduled for February 25, 2021 @6:30pm.</p>

