

Integration Charter Schools

Board of Trustees Meeting

DRAFT Minutes

June 25, 2020

@ 6:31 PM

Trustees Present (Via Video)	Sheldon Blackman, Joseph Carroll, David Lehr, Jill Patel, John Strand, Dirk Tillotson, Nelly Tournaki, Michael Caridi, Doris Schueler, D. Miller via phone
Trustees Absent	Denise Henick, Bonnie Fritz, Robin Lefowitz,
Staff Present	Ken Byalin, Mary Cottingham, Aimee Horowitz, Ed Fucini, Mariem Elchoum, Pricilla Chen, Kristina Mazza, Danielle Kleese, Diane DiSalvo, Jenna Curran, Dori Rexha, Lee Poe, Theresa Peterford, Dana Volini (via phone)
Parents Present	None
Others Present	None
Adoption of Agenda, Approval of Minutes and Committee Reports	A motion was made by David Lehr seconded by Shelly Blackman and unanimously approved to accept the June 2020 agenda, minutes and committee reports (with the exception of the Governance & Nominating Committee) from the May, 2020 Board meeting.
Governance & Nominating Committee:	• Governance and Nominating Committee Report: This Committee meet on 6/16/20 Present: R. Lefkowitz, D.Lehr, J.Carroll, D.Miller, M.Cottingham Pending Trustee candidate, Ed Fucini's paperwork has been received and Mary Cottingham will send to the State. Deborah Miller will reach out to Dr. Layne to re-engage and see if her current obligations allow her the ability to join the Board. ‘ The Committee has recommended that Trustee Joe Carroll join the Finance & Audit Committee and Trustee John Strand take on the role of Secretary effective immediately. Joe Carroll has had conversations with Al Curtis about joining the Board and Mr. Curtis is interested. Joe will reconnect with Mr. Curtis for next steps (i.e. resume collection, schedule interview times with other G&N members & ICS staff).

	The Committee will continue to recruit additional Trustees of color and agree that having active Board members is crucial toward assisting the schools. A motion was made by David Lehr seconded by Nelly Tournaki and unanimously approved to accept the recommendation from the Governance and Nominating committee for John Strand to become the Secretary of the ICS Board effective immediately.
Presentation	The ICS Counseling and Instructional staff presented to the Board how the organization is addressing the impact of George Floyd's death on our students. Staff is connecting with the students to see how they are managing emotionally, providing coping mechanisms and an opportunity to hold discussions during these troubling times.
RESOLUTIONS	A motion was made by Sheldon Blackman seconded by John Strand and unanimously by all to RESOLVED, that the Board of Trustees of Integration Charter Schools approves that ICS will omit the employer match for the 401K plan for employees of ICS for the plan year September 1, 2019 through June 30, 2020. <u>Staff conflict of interest for 7/1/20 to 6/30/21:</u> 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 Presidents of Education. Ryan does not report to Dana in any manner. There was a motion made by Sheldon Blackman seconded by Michael Caridi 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 Richmond Preparatory Charter School, 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 Administration, and not to Chris Zilinski in any manner. There was a motion made by David Lehr seconded by Joseph Carroll 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.

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 Joseph Carroll, seconded by Dirk Tilltson 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 ICS. Paba will report to the Director of Operations and Priya will report to the Director of Finance. They will not report to each other in any manner.

There was a motion made by Nelly Tournaki, seconded by John Strand, 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, Principal for Lavelle Prep Middle School, disclosed a potential conflict of interest to the Board regarding the rehiring of her sister, Samantha Locasto. Samantha will be rehired as a Communications Assistant at ICS and will report to the VP of External Affairs. Kristina will report to the VPs of Education. They will not report to each other in any manner.

There was a motion made by David Lehr, seconded by Joseph Carroll and unanimous by all to approve the rehiring of Samantha Locasto 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, Principal at Lavelle Prep High School, disclosed a potential conflict of interest to the Board regarding the rehiring of her son, Rei Rexha. Rei will be hired as a technology assistant and will report to the IT Coordinator. Dori will report to the VPs of Education. They will not report to each other in any manner.

	There was a motion made by David Lehr, seconded by Michael Caridi and unanimous by all to approve the rehiring 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 VPs of Education. There was a motion made by Joseph Carroll, seconded by John Strand, 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 Committee Report: The committee met on 6/17/2020 Trustees Present: D. Miller, D. Tillotson, D. Lehr, J. Strand ICS Staff Present: K. Byalin, M. Cottingham, S. Tirado 1. Update on Facility: CC3 contract is going fast, 5th fl framed and to. Started 3rd floor – up. To do: Negotiate loan from 2 banks 1a. Looking for 3.5 M to purchase Eltingville School property and (2) other buildings in the community which need to be renovated. To do: Waiting on Eltingville case to be settled and the (2) properties in the community need major renovation which would take those properties off the table. 2. Update Reopening of schools: Governor Como's answered is expected by June 31, 2020 2a. There are several possible models/or scenarios are being considered by administration, principals and staff. Along with surveys sent to parents for their feedback. To do: Review principal's scenarios and parent feedback to determine most effective model for opening in September 2020. 2b. Possible Complications: IDEA compliance – federal law/guidelines, classroom cleaning, needs of staff, caretakers and pre-existing conditions, busing both yellow/public. To do: Teachers/students must comply with CDC guidelines, June 19th Juneteenth our Governor closed State offices to commemorate the abolishment of slavery in 1895. ICS will close in recognition and support of Juneteenth.

3. Race Relations: Dialog on Skin Color, White Skin and Privilege, ask school security officers questions about Police/Policing and discuss social and emotional effects.

To do: Board of Trustees will hold a discussion.

4. 401K Match: 19-20 fiscal year no match.

5. Raise for President: Executive Session will be held to discuss items and survey.

To do: Make decision.

• **Finance & Audit Committee Report:**

This committee met on 6/17/20

Present: D. Lehr, J. Carroll, K. Byalin, D. Volini, J. Lipschitz, C. Uttaro.

The Committee welcomed Joe Carroll to his first 2020 Finance & Audit meeting. After the passing of Richard Fragiaco there was a need to fill the role with an additional trustee.

Discussed May year to date Budget to Actual file. Noted that the projected year end net income is \$775,018. This amount does not include an accrual for the 401(k) match as the plan is to preserve that spending due to the challenges of the upcoming budget year.

Discussed May Cash Flow forecast file. There were no surprise items as the income and expenses on a cash basis came in as expected for May.

Discussed the drafts of the new Investment Policy as well as the changes to the updated ICS Fiscal Policies and Procedures document. As the new and updated policies were quite extensive, it was agreed we would allow time for review and approve at the July 2020 Finance and Audit Committee meeting.

• **Governance and Nominating Committee Report:**

This Committee meet on 6/16/20

Present: R. Lefkowitz, D. Lehr, J. Carroll, D. Miller, M. Cottingham

Pending Trustee candidate, Ed Fucini's paperwork has been received and Mary Cottingham will send to the State.

Deborah Miller will reach out to Dr. Layne to re-engage and see if her current obligations allow her the ability to join the Board.

The Committee has recommended that Trustee Joe Carroll join the Finance & Audit Committee and Trustee John Strand take on the role of Secretary effective immediately.

Joe Carroll has had conversations with Al Curtis about joining the Board and Mr. Curtis is interested. Joe will reconnect with Al for next steps (I.e.

	resume collection, possible interviews other G&N members & ICS staff). The Committee will continue to recruit additional Trustees of color and agree that having active Board members is crucial toward assisting the schools. • Education and Accountability Report This committee met did not meet this month • ICS Board Fund Raising Committee This committee did not meet this month
Presidents Report	ICS has reached the end of the school year, and it has been the strangest school year yet. The challenges we have faced globally, as a country, and as a school have been enormous. We have so far met the challenges of the Corona Virus. We have been very fortunate. Ours adapted with remarkable speed, making the change from brick and mortar schooling to on-line instruction with great facility and are continuing to provide rigorous and engaging instruction. Remarkably, daily attendance has remained above 95%. However, the pandemic is not over, and we do not know what the future will bring. Will on-line instruction continue into the Fall or even all year? Will we begin a form of blended learning in the Fall (or later) with students spending some days in school in reduced numbers and supplementing this in-person instruction with on-line learning opportunities. Our teams are preparing for both alternatives. And we are doing so without backing off from our commitment to deepen our commitment to the integration of students living with emotional challenges and other disabilities by more fully embodying the spirit of the Individuals with Disabilities Education Act (IDEA). As great as this challenge has been, the killing of George Floyd and the national shock waves which followed have created a second challenge of mammoth proportions. Again our teams have come together remarkably. I am so proud of them and their energy and creativity and compassion. As schools which serve a predominantly black and brown student population, we have been committed to developing a faculty and staff profile which reflects our student body. Several years ago, we began a pathway program to help residents of the same communities from which our students come to work toward and to become teachers and leaders at ICS. Through the current crises, we are continuing these initiatives. And we have done so while sustaining a substantial cut in funding. We have already sustained a 5 ½% cut in this year's funding. And the Governor is warning of additional cuts of as much as 20% if New York State does not receive federal relief. We will continue to reassess our financial situation as information becomes available and keep you updated.
New Business Notes	N/A

Executive Session	The Trustees called for an Executive Session at 7:45PM to discuss the salary of the President of ICS, Ken Byalin for the July 1, 2020 - June 30, 2021 year. The session ended at 8:13PM and reconvened the full Board.
Adjournment	A motion was made by John Strand seconded by Nelly Tournaki and unanimous by all to adjourn the meeting at 8:14PM. The next Board of Trustees meeting is scheduled for July 23, 2020.