

CHARTER HIGH SCHOOL FOR ARCHITECTURE + DESIGN¹

BOARD OF TRUSTEES MEETING

June 28, 2016

5:00 PM

MINUTES

SECTION I: CALL TO ORDER

Opening Colloquy

This June 28, 2016 meeting of the Charter High School for Architecture + Design Board of Trustees is hereby called to Order. The time is 5:09 pm. My name is Marguerite Anglin I serve as Chair to this Board of Trustees and I will facilitate this meeting.

This is a public meeting that was properly noticed in the Philadelphia Daily News and pursuant to the Pennsylvania Sunshine Act.

All members of the public are welcome, to sit and listen to the board of trustees conduct its business tonight. Members of the public who have registered with the Administrative office to participate in public comment by 5pm on the day before this scheduled meeting may participate in public comment. At this time, I would ask that executive administration submit the list of commenters to our legal counsel. Comments will be limited to three minutes unless the Board decides to grant additional time.

At this time, I will ask that Roll Call be taken.

A. ROLL CALL

Board Members Present	By Invitation: Non-Board Members in Attendance:
Marguerite Anglin (“MA”) Monique McCray (“MM”) Shelly Beekley (“SB”) Lance Rothstein (“LR”) Ben Lindo (“BL”) Kim Edwards (“KE”) Tep Ros, trustee candidate (“TR”) Alexandra Overton, trustee candidate (“OR”)	Gregory Wright, CEO Gerald L. Santilli, Business Controller David Annecharico, Esq.
Board Members Absent	
Jeff Krieger (“JK”) Kelly Edwards (“KE”)	

B. APPROVAL OF AGENDA

MOTION

LR

SECOND

SB

VOTE:

[X] PASS

[] FAIL

R544:16 Approval of the June 28, 2016 Agenda

RESOLVED, that the Board of Trustees of Charter High School for Architecture + Design hereby approves the June 28, 2016 Agenda.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

C. APPROVAL OF MINUTES

MOTION
 BL
 SECOND
 LR
 VOTE:
 PASS
 FAIL

R545:16 Approval of Minutes of Meeting

RESOLVED, that the Board of Trustees of Charter High School for Architecture + Design hereby approves the Minutes of the May 24, 2016 meeting of the Board of Trustees of Charter High School for Architecture + Design.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

R555:16 Installation: Trustee Tep Ros and R556:16 Installation: Trustee Alexandra Overton were voted upon by the Board. David Annecharico administered the Oath of Office to both Ms. Ros and Overton:

I, _____, do solemnly swear (or affirm) that I will support, obey and defend the Constitution of the United States and the Constitution of this Commonwealth, and that I will discharge the duties of my office with fidelity.

SECTION II: REPORTS

A. COMMUNITY COMMENT: AGENDA ITEMS

Community Comment Colloquy (General Counsel)

Good Evening, my name is David Annecharico. I serve as General Counsel to the Charter High School for Architecture + Design Board of Trustees. Will you please state your name for our records?

You will have three minutes to address the Board of Trustees **regarding the business that is before this Board of Trustees during this meeting**. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

Who	What
<i>None</i>	<i>None</i>

B. Board President

Marguerite Anglin:

- + discussed recent fundraising initiatives at CHAD, including the very successful recent Champagne Brunch
- + announced that the next board meeting will be in July. August meeting will be skipped
- + thanked Ms. S. Beekley for her years of services to CHAD. The entire board also commended Ms. Beekley for her service and work on behalf of CHAD. It is the hope of the board that Ms. Beekley remains a mentor and advisor to the Board.

C. Chief Executive Officer

Gregory Wright:

- + discussed recent graduation ceremonies
- + discussed recent fundraising initiatives at CHAD, including the very successful recent Champagne Brunch
- + discussed **R557:16 Federal Grants and Programs Policies** and the requirement to adopt such policies regarding federal disbursements
- + proposed several options for board training
- + discussed proposed library construction, to begin on June 28, 2016. Mr. Wright gave the board a short walking tour of the area in which the library will be renovated / constructed
- + discussed the summer school program at CHAD
- + thanked the Board for a great year.

The Board asked Mr. Wright several questions regarding graduation statistics. Every senior except for two (2) students graduated from CHAD this year.

D. Financial Report

Gerald Santilli:

- + reviewed the May 2016 Financial Report
- + reviewed the proposed 2016/2017 Annual Budget. The Board and Mr. Santilli discussed existing bond covenants and discussions with bond investors regarding the financial health of CHAD. Mr. Santilli discussed debt service, in general and future operations at the school premises. A conference call has been scheduled to discuss CHAD's financial health.
- + discussed the tenant ITT and his anticipation that a new tenant will occupy their space when their current lease terminates.
- + reviewed with new board members, the role of the Designing Futures Foundation

The board discussed, among themselves, the structure of the Designing Futures Foundation and their fundraising benefits to CHAD

The board and Mr. Santilli discussed a recent draw-down from CHAD's credit line.

The board and Mr. Santilli discussed the financial stability of CHAD and Mr. Santilli's expectations regarding generating a fund balance.

The board asked what effect the yearly audit report will have on the perceptions of CHAD's bond holders. Mr. Santilli reported that the yearly audit report is expected to conclude that CHAD did not meet its bond covenants. It is hoped that the anticipated telephone conference with bond holders will be used to discuss this fact.

The board discussed Citrin Cooperman, auditors of CHAD and the option of board members to reach out to this contractor with questions and concerns. The board discussed, with Mr. Santilli, the anticipated teleconference call with CHAD's bond holders and preparations they might make for such anticipated teleconference.

The Board discussed onboarding training for board members regarding financial issues affecting charter schools.

SECTION III: UNFINISHED BUSINESS

A. RESOLUTIONS

MOTION

SB

SECOND

LR

VOTE:

PASS

FAIL

R531:16 Confidential Settlement Agreement – In re: SM

RESOLVED, the Confidential Settlement Agreement – In re: SM is ratified as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion; Closed Session Discussion</i>

Upon MOTION by KE and SECOND by BL the board unanimously entered CLOSED SESSION for the purposes of discussing legally privileged matters.

Upon MOTION by LR and SECOND by BL the board unanimously entered OPEN SESSION

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION

SB

SECOND

BL

VOTE:

PASS

FAIL

R546:16 Report of Business Controller

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the Financial Report of the Business Controller and all documents submitted thereby, which shall be incorporated into the record of this meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

MOTION

KE

SECOND
LR

VOTE:

PASS

FAIL

R547:16 Annual Budget: 2016/2017

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the 2016/2017 annual budget, proposed by the Business Controller and all documents submitted thereby, which shall be incorporated into the record of this meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>
<i>G. Santilli</i>	<i>Reviewed the Annual Budget, fiscal year 2016/2017, previously disseminated to the Board.</i>
<i>Board</i>	<i>General discussion regarding salary increases.</i>

By roll call vote:

- Marguerite Anglin - *aye*
- Monique McCray - *aye*
- Shelly Beekley - *abstain*
- Lance Rothstein - *aye*
- Ben Lindo - *aye*
- Kim Edwards - *aye*
- Jeff Kreiger - *absent*
- Kelly Edwards - *absent*
- Tep Ros - *abstain*
- Alexandra Overton - *abstain*

MOOT

R548:16 Uniform Human Resources Resolution

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the human resources changes, modifications and additions as presented below:

Resignations / Terminations

Name	Title	Comment	Last Day of Employment
None	None	None	None

Hires / Appointments

Name	Title	Salary	Date of Employment
None	None	None	None

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
n/a	n/a

MOOT

R549:16 Uniform Professional Services Contracts Resolution

RESOLVED, the Professional Services Contracts and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
None	None	None

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOOT

R550:16 Uniform Purchase Services Contract Resolution

RESOLVED, the Purchase Services Contracts and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
None	None	None

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOTION
BL
SECOND
KE
VOTE:
 PASS
 FAIL

R551:16 Proposal: Citrin Cooperman

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design hereby retains the accounting firm Citrin Cooperman for the purposes of conducting an independent financial audit of the Charter High School for Architecture + Design’s finances and financial practices in accordance with the Citrin Cooperman proposal as presented; and

FURTHER RESOLVED, the President and general counsel are hereby authorized and directed to negotiate the terms of an Agreement for the services of Citrin Cooperman enumerated in the Citrin Cooperman proposal as presented; and

FURTHER RESOLVED, any officer of this Board of Trustees is hereby authorized to execute any document or delegate any task necessary to effect this resolution included but not limited to the execution of such negotiated Agreement for the services of Citrin Cooperman.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	General Discussion

MOTION

BL

SECOND

KE

VOTE:

PASS

FAIL

R552:16 Lease Reimbursement

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design authorizes and directs its Business Controller to make all appropriate applications under Pennsylvania law for the approval and reimbursement of a charter school lease for the 2015-2016 fiscal year.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

MOTION

LR

SECOND

SB

VOTE:

PASS

FAIL

R553:16 Contract: The Nutrition Group

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design ratifies the proposal of The Nutrition Group for the provision of food services; and

FURTHER RESOLVED, the President, CEO, general counsel and business controller are directed and authorized to negotiate the terms of a contract between the Charter High School for Architecture + Design and The Nutrition Group based upon the aforementioned Nutrition Group’s proposal (“Nutrition Group Contract”); and

FURTHER RESOLVED, any officer of this board of trustees is authorized to execute that negotiated Nutrition Group Contract.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>
<i>G. Wright</i>	<i>Answered questions posed by the board regarding the services of Nutrition Group</i>

MOTION

SB

SECOND

BL

VOTE:

PASS

FAIL

R554:16 Contract: Legal Services

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design ratifies the Sand & Saidel, P.C. contract for legal services, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

MOTION
KE
SECOND
LR
VOTE:
[X] PASS
[] FAIL

R555:16 Installation: Trustee Tep Ros

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design, upon nomination, second and affirmative vote, installs Ms. Tep Ros as Trustee of this Board of Trustees of Charter High School for Architecture + Design

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

MOTION
LR
SECOND
BL
VOTE:
[X] PASS
[] FAIL

R556:16 Installation: Trustee Alexandra Overton

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design, upon nomination, second and affirmative vote, installs Ms. Alexandra Overton as Trustee of this Board of Trustees of Charter High School for Architecture + Design

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

MOTION
MM
SECOND
LR
VOTE:
[X] PASS
[] FAIL

R557:16 Federal Grants and Programs Policies

RESOLVED, the following Federal Grants and Programs Policies are adopted as presented:

- Travel Reimbursement
- Procurement
- Cash Management
- Conflict of Interest
- Allowability of Costs; and

FURTHER RESOLVED previously and subsequently adopted corporate financial policies of Charter High School for Architecture + Design shall supersede such adopted Federal Grants and Programs Policies in all instances except where required by federal law or guidance.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>General Discussion</i>

B. COMMUNITY COMMENT: NON-AGENDA ITEMS

Community Comment Colloquy (General Counsel)

Good Evening, my name is David Annecharico. I serve as General Counsel to the Charter High School for Architecture + Design Board of Trustees. Will you please state your name for our records?

You will have three minutes to address the Board of Trustees **regarding general topics not discussed during this meeting**. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

C. DISCUSSION AND ANNOUNCEMENTS

- Next Board Meeting: July 26, 2016
- The Board welcomed its newest Trustees, Ms. Ros and Ms. Overton.

ADJOURNMENT AT 7:38PM

MOTION

SB

SECOND

MM

VOTE:

[X] PASS

[] FAIL

