

**Amani Public Charter School
Board of Trustees Meeting Agenda 7/10/17**

- I. Roll Call/Call to Order
- II. Public Comment
- III. Matters for approval – board minutes for May 2017 [no meeting in June due to schedule conflicts]
- IV. School Snapshot – including discussion of personnel changes
- V. Follow-up items from last meeting
 - a. Amendments to Financial Policies and Procedures Manual
 - b. HR manual
 - c. 2017-18 School budget
 - d. Library project – selection of vendor
 - e. Investment of operating reserve
- VI. Annual Meeting Business
 - a. Approval of budget and related items
 - b. Election of trustees
 - i. terms for Stephanie, Rich, Laura, and Jim are expiring
 - ii. Blair Smith and Ed Green nominated as new trustees
 - c. Election of Officers - nominations received for (same as current):

Chair: Sidney Burke
Vice Chair: E. Adell Dowdy
Treasurer: David Eichler
Secretary: Jim Killoran
 - d. Appointment of Committees/Task Forces – some suggestions to consider, based on current committees/task forces:
 - *Executive Committee:* Sidney Burke (chair), E. Adell Dowdy, David Eichler, Jim Killoran, and []
 - *Finance Committee:* David Eichler (chair), Blair Smith, and Robert Jones
 - *Education and Accountability Committee:* E. Adell Dowdy (chair), Robert Jones, and Brenda Mizell (non-board member).
 - *Facilities Task Force:* Jim Killoran, Debra Stern (Executive Director / non-Board member), Roxanne Neilson (non-Board member), and Charlie Stern (non-Board member).
 - *Fundraising and Communications Task Force:* Jim Killoran (chair), Blair Smith, Ed Green, Debra Stern (Executive Director, non-Board member), Yasmeeen Livingston (School staff member, non-Board member), Charlie Stern (non-Board member)
 - e. Discuss: next meeting date and board calendar for next year
- VII. Committee & Taskforce Reports
 - a. *Executive Committee*
 - b. *Finance Committee*
 - c. *Education and Accountability Committee*
 - d. *Facilities Task Force*
 - e. *Fundraising Task Force*
 - f. *Communications Task Force*
- VIII. Items for August Board Meeting (Recommendations due August 5th)
 - a. DOO to report on solar options
 - b. Scholar Manual / Attendance Policy / Honor Roll Policy

MINUTES OF A MEETING OF
THE BOARD OF TRUSTEES OF THE
AMANI PUBLIC CHARTER SCHOOL

July 10, 2017

A regular meeting of the Board of Trustees (the “**Board**”) of the Amani Public Charter School (the “**School**”), was held at the School’s facility at 60 South Third Avenue, Mount Vernon, NY on July 10, 2017, beginning at approximately 6:30 pm. local time pursuant to notice duly given.

The following Trustees were present in person at the meeting: Sidney Burke, E. Adell Dowdy, Jim Killoran, and Robert Jones.

David Eichler, Laura Francis, and Richard Thomas sent their regrets in advance and were not present. However, Mrs. Francis called Mrs. Stern at the start of the meeting and was placed on speakerphone so that she could hear the proceedings.

Stephanie McCaine notified the Chair that she was resigning from the Board effective immediately prior to this meeting, and was not present.

Also present at the meeting were Edward Green and Blair Smith (prospective Board members), as well as the following School employees: Debra Stern, Phil Salmon, Reinis Visners, Jamell Scott, Bruce Tanner, Tara McLaughlin, and Yasmeen Livingston. Mr. Burke presided as Chair of the meeting.

Attached as Exhibit A are the materials provided to the Board at or prior to the meeting.

After noting that a quorum was present, the Chair called the meeting to order.

1. Public Comment. The Chair opened the floor for public comment. No one from the public chose to speak.
2. School Snapshot. Mrs. Stern and Mr. Visners presented the School Snapshot to the Board, including a discussion of staffing changes and staff recruitment, school culture, parent orientation meetings, open teaching positions, student attendance and plans for addressing persistent absences. Mr. Visners also discussed with the Board class scheduling and its impact on scholar education. Mr. Scott discussed with the Board various elements of School culture and plans for further strengthening School culture during the upcoming year. Mrs. Stern also discussed the School staff’s efforts to refocus its efforts clearly on the School’s vision, and to evaluate all decisions through that lens. Finally, Mrs. Stern discussed the development of a School government among scholars, and how that is being integrated into the School culture. Members of the Board asked various questions of the members of School leadership, which were answered.

3. Election of New Trustees. Mr. Burke noted that two prospective Board members, whose resumes had been provided to the Board and who had previously met some or all of the other Board members, were present at the meeting. Following discussion, upon motion duly made and seconded, Mr. Smith was unanimously elected and Mr. Green was elected (with Mr. Jones voting against his election, noting that Mr. Green had not met the full Board prior to this meeting) for a term expiring after the 2020 Annual Meeting, as reflected in the resolutions attached as Exhibit B hereto.

4. Re-Election of Trustees. At this point, Mr. Burke noted that the following members' term as Board members would expire following this meeting: Mrs. Francis, Mrs. McCaine, Mr. Killoran, and Mr. Thomas. Mr. Burke also noted to the Board that Mrs. McCaine had resigned and Mr. Thomas had decided not to seek re-election, in both cases as a result of (among other factors) scheduling conflicts that made it difficult for them to commit sufficient time to their Board service. Mr. Burke also thanked Mrs. McCaine (the School's initial Board chair) and Mr. Thomas for their service to the School over many years.

Following discussion, upon motion duly made and seconded, Mr. Killoran was unanimously re-elected and Mrs. Francis was re-elected (with Mr. Burke voting against her re-election, noting her history of failing to attend Board meetings) for a term expiring after the 2020 Annual Meeting, as reflected in the resolutions attached as Exhibit B hereto.

5. Election of Officers. Mr. Burke then discussed the proposed Officers for the 2016-17 school year. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

6. Committees/Task Forces. Mr. Burke then discussed the proposed Committees and Task Forces for the 2016-17 school year. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

7. Schedule for Board Meetings. The Board discussed the calendar for next year. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

8. Approval of School Budget. Mr. Salmon presented the School's proposed budget for the 2017-18 school year, describing the material changes from the prior year's budget and preliminary actual results. Members of the Board asked various questions of him, which were answered. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

9. Selection of Vendor for Library Construction. Messrs. Salmon and Tanner then discussed the contemplated library construction project and its costs (including the bidding process employed, available grant funding, and other matters) with the Board. Members of the Board asked various questions of Messrs. Salmon and Tanner, which were answered. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

10. Financial Policies and Procedures Manual. Mr. Salmon then discussed with the Board the proposed changes to the School's Financial Policies and Procedures Manual (which

changes had previously been circulated to the Board for review). Members of the Board asked various questions of Mr. Salmon, which were answered. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

11. Investment of Operating Reserve and Banking Authority. Mr. Salmon then revisited with the Board the School's operating reserve, including anticipated uses of the reserve and investment options. Members of the Board asked various questions of Mr. Salmon, which were answered. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

12. Employee Handbook. Mr. Salmon and Mrs. Livingston then discussed with the Board the proposed changes to the School's Employee Handbook (which changes had previously been circulated to the Board for review), including the new Bring Your Own Device Policy and Business Casual Dress Policy. Members of the Board asked various questions of Mr. Salmon, which were answered. Following discussion, upon motion duly made and seconded, the resolutions attached as Exhibit B hereto were unanimously approved.

13. Approval of Prior Minutes. The minutes of the Board meetings held on May 8, 2017, were reviewed and unanimously approved. (The Board's June meeting was cancelled due to scheduling conflicts).

14. Executive Session. Upon motion duly made, seconded, and unanimously approved, the Board then went into executive session to discuss a confidential employment-related matter regarding one or more specific individual(s).

15. Fundraising. The Board discussed the need to reinvigorate the School's fundraising efforts, and various means of making progress in this area.

16. Items for Next Meeting.

- ED self-evaluation and Board evaluation of ED performance
- DOO to report on solar options
- Scholar Manual / Attendance Policy / Honor Roll Policy
- Board Commitments (Adell)
- Test results?
- Parent and alumni survey?

17. Adjournment. There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,

Jim Killoran
Secretary

APPROVED:

Sidney Burke
Chair

EXHIBIT A

[Board materials attached]

EXHIBIT B

Resolutions of the
Board of Trustees (the “**Board**”)
of the
Amani Public Charter School (the “**School**”)

July 10, 2017

A. Re-Election of Directors and Officers

1. RESOLVED, that each of the following persons be appointed as a trustee of the School for the term set forth above such persons’ name, to serve until such trustee has been duly chosen and qualified, or until such trustee’s earlier incapacity, death, resignation or removal:

Term expiring on the date of the 2020 Annual Meeting:

Laura Francis
Edward Green
Jim Killoran
Blair Smith

2. RESOLVED, that each of the following persons be appointed as officers of the School in the position set forth opposite such person’s name, each to serve until his or her successor has been duly chosen and qualified, or until such officer’s earlier incapacity, death, resignation or removal:

<u>Name</u>	<u>Position</u>
Sidney Burke	Chair
Adell Dowdy	Vice Chair
David Eichler	Treasurer
Jim Killoran	Secretary

B. Appointment of Committees

3. RESOLVED, that the following individuals shall be appointed to serve on the Executive Committee, each to serve until his or her successor has been duly chosen and qualified, or until such individual’s earlier incapacity, death, resignation or removal:

<u>Name</u>	<u>Position</u>
Sidney Burke	Chair
E. Adell Dowdy	Committee Member
David Eichler	Committee Member
Jim Killoran	Committee Member
<i>vacant</i>	Committee Member

4. RESOLVED, that the following individuals shall be appointed to serve on the Finance Committee, each to serve until his or her successor has been duly chosen and qualified, or until such individual's earlier incapacity, death, resignation or removal:

<u>Name</u>	<u>Position</u>
David Eichler	Chair
Robert Jones	Committee Member
Blair Smith	Committee Member

5. RESOLVED, that the following individuals shall be appointed to serve on the Education and Accountability Committee, each to serve until his or her successor has been duly chosen and qualified, or until such individual's earlier incapacity, death, resignation or removal:

<u>Name</u>	<u>Position</u>
E. Adell Dowdy	Chair
Robert Jones	Committee Member
Brenda Mizell	(non-Board member)

C. Formation of Task Forces

6. RESOLVED, that the following individuals shall be appointed to serve on the Facilities Task Force, each to serve until his or her successor has been duly chosen and qualified, or until such individual's earlier incapacity, death, resignation or removal:

Ed Green
Jim Killoran
Debra Stern (non-Board member)

7. RESOLVED, that the following individuals shall be appointed to serve on the Fundraising and Communications Task Force, each to serve until his or her successor has been duly chosen and qualified, or until such individual's earlier incapacity, death, resignation or removal:

Jim Killoran (chair)
Ed Green
Blair Smith
Debra Stern (non-Board member)
Yasmeen Livingston (non-Board member)
Charlie Stern (non-Board member)

D. Approval of Board Meeting Schedule for 2017-18

8. RESOLVED, that regular meetings of the Board for the 2017-18 school year be scheduled for the following dates at 6:30pm local time:

- July 10
- August 14
- September 11

- October 16 (because of Columbus Day)
 - November 13
 - December 11
 - January 8
 - February 12
 - March 12
 - April 9
 - May 14
 - June 11
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E. 2017-18 School Budget

9. RESOLVED, that the form, terms and provisions of the School's 2017-18 budget, in substantially the form presented to the Board, be and hereby is, authorized and approved, with such changes as the Authorized Representatives, or any of them, may determine are necessary or appropriate;

F. Engagement of L.A. Contracting, Corp. for Library Construction

10. RESOLVED, that the Authorized Representatives are, and each of them hereby is, authorized and directed for and on behalf of the School, to take any and all actions necessary to engage L.A. Contracting, Corp. to providing construction services to the School with respect to the School's library construction project, on substantially the same terms as those presented to the Board, with such changes to such terms as any such Authorized Representative may determine are necessary or appropriate (with the execution of any written agreement by an Authorized Representative constituting definitive evidence of such determination); *provided* that, without the approval of the Board, such engagement shall not provide for expenditures greater than the grant funding obtained by the School for such project;

G. Financial Policies and Procedures Manual

11. RESOLVED, that the form, terms and provisions of the School's Financial Policies and Procedures Manual, in substantially the form presented to the Board, be and hereby is, authorized and approved, with such changes as the Authorized Representatives, or any of them, may determine are necessary or appropriate;

H. Investment of Operating Reserve and Banking Authority

12. RESOLVED, that the Authorized Representatives are, and each of them hereby is, authorized and directed for and on behalf of the School, to take any and all actions necessary to invest the School's operating reserve (including, without limitation, investments in money market accounts and certificates of deposit), on substantially the same terms as those presented to the Board, with such changes to such terms as any such Authorized Representative may determine are necessary or appropriate (with the execution of any written agreement by an Authorized Representative constituting definitive evidence of such determination);

13. FURTHER RESOLVED, that the Authorized Representatives are, and each of them hereby is, authorized to designate such bank or banks as such Authorized Representatives shall deem appropriate as a depository or depositories for the funds of the School, that the banking resolutions required by such bank or banks in order to open an ordinary checking account and such other accounts as the Authorized Representatives shall deem appropriate (including, without limitation, money market accounts and certificates of deposit) be, and they hereby are, adopted as the resolutions of the Board as if fully set forth herein; and that the Authorized Representatives are, and each of them hereby is, authorized to designate signatories to execute checks and other documents on behalf of the School with respect to such accounts; and that the Authorized Representatives be, and each of them hereby is, authorized and directed to execute and deliver, in the name and on behalf of the School and under its corporate seal or otherwise, any and all certificates, agreements, undertakings, authorizations, and other instruments or documents as such bank or banks may require and as shall be necessary or appropriate to carry out the intent and accomplish the purposes of this resolution; and that copies of any banking resolutions so executed shall be inserted in the minute book of the School;

I. Employee Handbook

14. RESOLVED, that the form, terms and provisions of the School's Employee Handbook, in substantially the form presented to the Board, be and hereby is, authorized and approved, with such changes as the Authorized Representatives, or any of them, may determine are necessary or appropriate;

J. Miscellaneous

15. RESOLVED, that the officers of the School and the Executive Director, Director of Curriculum and Instruction, Director of Finance, and Director of Operations (in each case, whether acting, interim, or permanent) (collectively, the "**Authorized Representatives**"), be, and each of them hereby is, authorized, empowered and directed to execute and deliver any and all other agreements, instruments, certificates and other documents, to pay such fees and taxes, to give such notices, to make such filings, to obtain such governmental and third-party consents, and to take such actions in the name and on behalf of the School as such Authorized Representatives may deem necessary or advisable to effectuate the purposes and intentions of the foregoing resolutions; and

16. RESOLVED, that the authority and power given under the foregoing resolutions shall be deemed retroactive and any and all acts authorized thereunder performed prior to the passage of the foregoing resolutions be, and they hereby are, ratified and approved.