

DISCOVERY CHARTER SCHOOL

Board Meeting Minutes

April 18, 2013

A Board of Trustees Meeting was held on April 18, 2013, at 6:00 p.m. at the Bishop Kearney High School; 125 Kings Highway South, Rochester, NY 14617

Trustees Present: Daniel Aureli; Donna Dedee Doyle; Joseph Martino; Grace Tillinghast; Sara Varhus; David Vigen

Trustees Excused: Betsy Archibald; Barthelemy Koumassou; Delmonize Smith; Ferris Todd

Also Present: Joseph Saia, School Director; Anne Malitis, Business Manager; Steven Polowitz, Attorney; Valerie Nolan, Independent Consultant

1. Call to Order

The Chair called the meeting to order at 6:07 p.m. and it was determined that a lawful quorum was present.

2. Proof of Public Notice of Meeting

Public Notice was provided in the Messenger Post.

3. Approval of Minutes of Previous Meeting

A motion to approve the minutes of the March 21, 2013 meeting was made by Mrs. Tillinghast, seconded by Mrs. Dedee Doyle and unanimously approved.

4. Director's Report

a. Report Summary. Mr Saia led the board through his report which had been shared with trustees prior to the meeting. He highlighted that the Board that New York State testing had started this week. This is the first year our students are participating and thus there is understandable angst surrounding results. He also indicated that preparations are underway for hiring new staff to fill the positions needed for Year 3.

b. School Calendar. Mr. Saia reviewed the proposed 2013-14 school calendar that had been distributed to trustees prior to the meeting. He noted that it will be very similar to the Rochester City School District calendar with a few exceptions and will consist of the required 200 days. Students' first day will be August 19th. A motion to approve the calendar as presented was moved by Mr. Aureli, seconded by Mrs. Dedee Doyle and unanimously approved.

5. Business Manager's Report

a. Enrollment Report. Ms. Malitis noted that enrollment remained constant at 168 students as of April 1.

b. Lottery Report. Ms. Malitis reviewed the results of the school's third lottery where 225 names were randomly drawn (in accordance with the board-approved process) for 48 open seats during the upcoming year. Certain observations were made about the process which will be considered for implementation with future lotteries.

A discussion was held regarding student recruiting for Year 4. It was the general consensus of the board that a more robust effort should take place, particularly for higher grades. Mr. Saia indicated that the Family Liaison person will deal with this issue. Mr. Martino indicated his desire to assist.

c. Credit Card Report. Ms. Malitis reviewed the proposed "Request For Use of Credit Card" which was provided to the trustees prior to the meeting. The form will streamline the credit card procedures as provided for in the school's "Internal Controls for Cash", approved by the Board on August 9, 2012 and provide additional accountability for credit card purchases.

d. Rel Comm Contract. Ms. Malitis reviewed the proposed Rel Comm contract. She noted that this contract is contingent upon both board approval and e-rate funding approval. After some discussion, it was suggested that the resolution be contingent upon the school relocating to Hoover Drive. A **Resolution (#107)** approving the Rel Comm

contract with a contingency relating to the relocation of the school to Hoover Drive was moved by Ms. Varhus, seconded by Mrs. Dedee Doyle and unanimously approved.

e. Smart Solutions Contract. Ms. Malitis reviewed the proposed Smart Solutions contract. She noted that this contract is also contingent upon both board approval and e-rate funding approval. It was suggested that the resolution be contingent upon the school relocating to Hoover Drive. A **Resolution (#108)** approving the Smart Solutions contract with a contingency relating to the relocation of the school to Hoover Drive was moved by Mr. Martino, seconded by Mrs. Dedee Doyle and unanimously approved.

f. Move expenses. Ms. Malitis distributed a listing of anticipated expenses relating to the potential move to Hoover Drive. A number of expenses are still in the quoting stage with most numbers expected to be available in approximately a week.

6. Planning Meeting.

Further discussion regarding goal setting for the year took place. Ms. Varhus volunteered to poll the Board members via Doodle to confirm the best meeting date.

7. Facility

a. Status Report. The purchase contract remains in its due diligence phase with an anticipated close by June 1. The Greece Central School District attorney has indicated that a best and final offer from the District should be available shortly. It was noted that the Town of Greece is requiring only minor issues to be resolved, and that the New York State Education Department facilities unit has indicated that it will quite likely issue a Use Permit after the Town of Greece issues a Certificate of Occupancy.

b. Institutional Partner Letter of Intent. A draft Letter of Intent from Education Enterprise of NY (E2NY), a copy of which was provided to trustees prior to the meeting, indicating the nature of its support to the school as an Institutional Partner was discussed. **With Discovery as an Affiliate of E2NY and E2NY as an Institutional Partner of Discovery, E2NY is able to make available to Discovery access to quality educational facilities, foundation grants, extended and expanded learning programming and access to management services. Among issues of note, E2NY will not be a management company as Discovery will remain in full control of all**

- ~~educational and financial decisions.~~ The relationship is expected to greatly enhance ~~the core values of~~ Discovery's long-term sustainability along with its ability to develop a high quality school and provide additional opportunities that may otherwise not be available to its students. A final copy of the Letter of Intent, along with supporting documentation required by the New York State Education Department, is expected to be available for the Board's consideration at its May meeting.
- c. **Recoverable Grant Agreement.** A draft Recoverable Grant Agreement with Education Enterprise of New York Foundation, a copy of which was provided to trustees prior to the meeting, was reviewed. A discussion took place regarding the benefits of having this agreement in place. The grant will help Discovery manage any financial deficits and surplus over time. The importance of sound fiscal management was stressed and the Board is ~~satisfied confident~~ that the necessary policies and procedures are in place to ensure prudent financial management. A final agreement is expected to be available for the Board's consideration at its May meeting.
 - d. **Bylaw Revision.** A draft of proposed Discovery Charter School Bylaw revisions to accommodate the anticipated addition of E2NY as an Intuitional Partner, a copy of which was provided to trustees prior to the meeting, was reviewed and read. A comparison of the proposed Bylaw revisions with the existing will be sent to all Board members in preparation for a vote on said revisions at the next Regular Meeting of the Board in May.
 - e. **Lease.** A draft Lease between the school and 133 Hoover Drive, LLC (of which the Education Enterprise of New York Foundation is the sole member), the expected owner of the Hoover Drive school property, which was provided to the trustees prior to the meeting, was reviewed. The proposed initial term of the lease, three years to cover ~~the remainder of the school's~~ current charter period, with eight (8) ~~5-year~~ renewal options for up to five (5) years each ~~as long as the school maintains its charter,~~ was discussed, including ~~Among specific items that merited Rent discussion about rent and property management expense provisions. were also discussed.~~ The final document is expected to be available for the Board's consideration at its May.

8. E2NY Affiliate Member Director Nomination.

The Chair called for nominations of a director to fulfill one of the school's obligations as an Affiliate Member of Education Enterprise of New York (E2NY). Mr. Martino nominated Mr. Vigen. The Chair called for other nominations. There were none. A **Resolution (#109)** to

approve Mr. Vigren as the E2NY affiliate member director was moved by Ms. Varhus, seconded by Mrs. Dedee Doyle and unanimously approved.

9. Expansion Project

- a. Consultant Contract.** A *Resolution (#110)* approving a contract with Ms. Nolan for consulting services was moved by Mr. Aureli, seconded by Mrs. Dedee Doyle and unanimously approved.

- b. School Visits.** Prior to the meeting, Ms. Nolan provided the trustees with a list of Expeditionary Learning middle and high schools as well as several additional charter schools in Chicago and Boston to consider visiting as part of research into expansion. After some discussion, it was the consensus of the board that visits to the two schools selected in March for visits should be scheduled. Ms. Nolan agreed to schedule them. Visits to schools in New York City and elsewhere, winnowed from the list surfaced by Ms. Nolan, will be deferred until the fall when Mr. Saia can actively participate. Ms. Nolan also agreed to assemble background information on various types of schools and other issues of significance.

10. Finance Committee Report:

- a. March 31 Financial Statements.** Mrs. Malitis reviewed the March financial statements. She noted that the school received a credit for unemployment insurance due to a reduction in the rate.

- b. Friends of DCS Financial Statements.** Mr. Vigren asked if there were any questions on the Friends of DCS Financial Statements. There were none.

- c. Grants.** Mrs. Tillinghast's grants summary was reviewed. Mr. Saia announced that he has applied for the Rochester Youth Year VISTA grant which would provide money for an individual to lead family literacy.

- d. Check Detail Report.** The Chair called for questions on the March Check Detail Report. There were none.

- e. **Checks Over \$5,000.** A *Resolution (#111)* authorizing non-routine payments greater than \$5,000 was move by Mrs. Dedee Doyle, seconded by Ms. Varhus and unanimously approved.

11. Old Business

The Chair asked if there was any old business to be considered. There was none.

12. New Business

The Chair asked if there was any new business to be considered. There was none

13. Motion to Adjourn

A motion to adjourn was made by Mrs. Dedee Doyle, seconded by Ms. Varhus and unanimously approved at 9:34 pm.