

South Bronx Early College Academy Charter School

Board of Trustees Meeting
Thursday, January 23, 2014
CEI-PEA
28 West 44th Street, New York, NY

AGENDA

I. Governance Resolutions

- A. Resolution to Elect Board Members and Officers: Board Chair, Treasurer and Secretary
- B. Resolution to Adopt Code of Ethics
- C. Resolution to Adopt By-Laws
- D. Resolution to Authorize Any Board Officer to Open a Bank Account
- E. Resolution to Authorize Davon Russell or Ric Campbell to Enter into Contracts with Consultants

II. Discussion

- A. Bard MAT Update
- B. Charter Revision and School Timetable – Ric Campbell, Davon Russell
- C. Admissions/Enrollment Policy – Davon Russell
- D. Facilities

III. Updates

- A. Directors and Officers Insurance
- B. Consultants for start-up and ongoing operations – WJS, ASNYC
- C. Board Recruitment – resolution to add Andrea Cohen to board + are there any other candidates (expertise)

IV. Other Business

- A. Establish Board Meeting Calendar

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Attendees

Board Members Present: Nancy Biberman, Ric Campbell, Harvey Newman, Davon Russell

Other: Rebecca Kramnick, WHEDco; Meredith Leverich, WHEDco; Linda Manley, Lawyers Alliance of New York; Frank San Felice, CEI

Absent Board Members

Valerie Capers, Eric Nadelstern, Deborah Taylor

Call to Order

Davon Russell, co-lead applicant on the Charter, called the meeting to order at 3:09pm.

Governance Resolutions

The Board unanimously passed the following resolutions:

- 1) To elect to the Board the following individuals: Nancy Biberman, Ric Campbell, Valerie Capers, Eric Nadelstern, Harvey Newman, Davon Russell, and Deborah Taylor
- 2) To elect the following Board officers: Mr. Russell was elected Chair; Mr. Campbell was elected Treasurer; and Ms. Biberman was elected Secretary.
- 3) To adopt the Code of Ethics and By-Laws as submitted to NYSED in the Charter application.
- 4) To authorize Mr. Russell to open a bank account at Chase on behalf of the school.
- 5) To authorize Mr. Russell and Mr. Campbell to enter into negotiations with the following consultants to do start-up accounting and other planning work on behalf of the school: Accounting Solutions of NYC and WJS. The Board asked Mr. Russell to circulate draft consultant contracts to the other Board members for their review.

Discussion

The Board discussed issues related to the start date of the school (September 2014) and the change in grades served, necessitated by NYSED's recommendation that the Board of Regents charter the school as either a middle or a high school, as opposed to both a middle and high school, as we had originally applied.

Updates

Mr. Russell reported that Directors and Officers Insurance has been purchased for the Board through Austin & Co. The limit on the D&O insurance is currently \$1,000,000. When the school purchases General Liability and Umbrella coverage, the umbrella will extend over the D&O insurance, increasing the limit to \$6,000,000.

Mr. Russell suggested that Board members consider individuals they know who may be appropriate candidates for Board membership. We are looking to add members with expertise in the following areas: special education; fundraising; and finance. Mr. Russell said that Andrea Cohen, Esq. has shown interest in the school for over a year and would bring legal expertise to the Board. Mr. Russell said that the goal is for the Board to grow to 11 members. Mr. Russell placed Ms. Cohen's name in nomination for Board membership pending NYSED approval.

A resolution unanimously passed to elect Andrea Cohen to the Board, pending NYSED approval.

Board Meeting Calendar

The next Board Meeting is scheduled for Thursday, February 27th at 2pm at CEI's offices, at which time the meeting schedule for the year will be set. The meetings will take place at the school or other convenient sites located in the school community in the fall.

Meeting Adjourned

Mr. Russell adjourned the meeting at 4:42pm.