



Ivy Hill Prep

Board of Trustees Meeting Minutes

Thursday, December 27, 2018 | Time: 2:00 – 5:00pm
150 West 28th Street, Suite 404, Room 2, New York, NY 10004

I. **Call to Order**- The meeting was called to order at **2:00pm** by Board Chair Marsha Michael.

a. **Roll Call by Secretary, Nataki Williams.**

Board of Trustee Present:

- ✓ Adam Schulman
- ✓ Marsha Michael
- ✓ Nataki Williams
- ✓ Derrick Lewis
- ✓ Rebecca May (Arrived at 2:10pm)
- ✓ **Talia Kovacs (Not Present Resigned effective 12/17/18) – Resignation Letter shared with Board.**

It was determined that a quorum was present by Board Chair, Marsha Michael.

Also present was Head of School, Ambrosia Johnson and Maimounda Kane, a prospective new board of trustee member.

b. **Approval of Meeting Minutes**

- i. A motion to approve the minutes of the Board Meeting held, on November 14, 2018 was made by **Adam Schulman**. The motion to approve the minutes of the Board Meeting was seconded by **Derrick Lewis**.
- ii. The secretary took the roll call of the vote to approve the Board Meeting. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Member	Vote Yes	Vote No
Adam Schulman	✓	
Marsha Michael	✓	
Nataki Williams	✓	
Derrick Lewis	✓	
Rebecca May	✓	

c. **Approval of Agenda**

Through high-quality curriculum and instruction, intentional leadership development, and a commitment to excellence in all that we do, Ivy Hill Preparatory Charter School educates kindergarten through fifth grade scholars to thrive in middle and high school, graduate from the college of their choice, and access lives of purpose and opportunity.



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- i. A motion to approve the meeting agenda was made by **Adam Schulman, Trustee.** The motion to approve the meeting agenda was seconded by **Derrick Lewis.**
- ii. The secretary took the roll call of the vote to approve the agenda. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Member	Vote Yes	Vote No
Adam Schulman	✓	
Marsha Michael	✓	
Nataki Williams	✓	
Derrick Lewis	✓	
Rebecca May	✓	

II. Governance Committee Update

a. Review and Approve HOS Agreement & Mediation/Arbitration

Board Chair reviewed the agreement with the changes suggested by the employment lawyer Benjamin Kolansky. Attorney Kolansky reviewed the agreement and mediation/arbitration policy. The lawyer made changes to the agreement and also recommended that while arbitration might be more costly his legal recommendation was that we maintain a arbitration policy because it will allow us to keep any disputes which arise private. The lawyer pointed out that due to the nature our having a school and being a new entity it would be in our best interest to keep any employment disputes which may arise private. After a discussion the board decided to accept the recommendations of the lawyer

- i. A motion to approve the HOS agreement and Mediation/Arbitration Policy with the edits made by the employment attorney was made by **Marsha Michael, Trustee.** The motion was seconded by **Derrick Lewis.**
- ii. The secretary took the roll call of the vote to approve the HOS agreement and Mediation/Arbitration Policy with the appropriate edits. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

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Member	Vote Yes	Vote No
Adam Schulman	✓	
Marsha Michael	✓	
Nataki Williams	✓	
Derrick Lewis	✓	
Rebecca May	✓	

b. Approve New Standing Board Meeting Date

The Finance committee found that due the timing of when we receive our financial data from the back office provider it would be in our best interest to push our meetings back in the month. Keeping the meetings the same would mean that we would always be behind by two months in reviewing our financial data. The finance chair recommended that we should move the meeting to the third week of every month.

c. Resolution to Change Standing Board Meeting Date

- I. A motion to change the standing board meeting date to the third Thursday of every month except for the next three meetings scheduled for January 31, 2019, February 28, 2019 and March 21, 2019 was made by **Marsha Michael, Trustee.** The motion was seconded by **Nataki Williams.**
- II. The secretary took the roll call of the vote to change the standing board meeting date to the third Thursday of every month with the exception of the next three meetings scheduled for January 31, 2019, February 28, 2019 and March 21, 2019. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Member	Vote Yes	Vote No
Adam Schulman	✓	
Marsha Michael	✓	
Nataki Williams	✓	
Derrick Lewis	✓	

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Rebecca May	✓	
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d. Update on Legal Representation.

Board chair provided update on legal representation by Lawyers alliance on 501(c)(3) application. Lawyers at Ropes and Gray were retained to file the application and were in contact with Board chair about the status of the application. The lawyers were filing out the application and requested financial information, so they could complete the application. The lawyers representing Ivy Hill Prep were able to obtain per pupil funding for the payment space rental. The board members were provided with the Court Order requiring payment from DOE.

c. Overview of YO Goals.

Committees reviewed goals set for the planning year to see what was completed and what needed to be complete. It was determined that the board needed to review the charter agreement in greater detail to familiarize itself the obligations of the charter agreement.

III. Finance Committee Update

a. Review of Current Financial Dashboard

Current Financial Dashboard was explained and board went over a few questions regarding expenditures. Board Members discussed ways to make the dashboard a bit more accessible.

III. Facilities Update

a. Update on Lease Negotiations and Contracting work.

- The original plan was to sign the least by December 1, 2018; however, lawyers were still waiting for the lease to review. The taskforce also needed to create a punch list of items to be submitted to Nazareth for review and a determination as to whether Nazareth would take care of the issues reference. HOS went to the location with Branding Team and made some initial notations regarding awning space. Facilities Taskforce planned to

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set a call to go over when they could get together to create the punchlist. HOS also informed Board authorizer, SED, will also need to review lease after lawyers to ensure that lease was proper. HOS updated Board that Ivy Hill Prep did not have to apply to SED in order to change CSD from 23 to 18 as per the official instructions of the authorizer.

V. Academic Achievement Update

HOS asked the committee to focus its efforts on coming up ideas to keep parents engaged after their applications were submitted. Board members also asked to submit available dates for recruitment.

VI. Development Committee Update – Details on Giving Tuesday Initiative

Giving Tuesday initiative was a success with approximately \$4K donated. HOS shared the list of donors and informed board that donors were all sent thank you cards. Committee to review other development efforts planned for YO. Committee also planned to look at best practices and utilize those practices in the future.

VII. Update by HOS

a. Approve School Polices – “FERPA “ Policy and Student Disciplinary Code of Conduct Policy.

- I. A motion to approve the FERPA policy was made by **Marsha Michael, Trustee.** The motion was seconded by **Derrick Williams.**
- II. The secretary took the roll call of the vote to approve the FERPA policy. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Member	Vote Yes	Vote No
Adam Schulman	✓	
Marsha Michael	✓	

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Nataki Williams	✓	
Derrick Lewis	✓	
Rebecca May	✓	

- III. Board tabled the discussion on the Student Disciplinary Code of Conduct for the next meeting pending further discussion.

b. HOS Update on Recruitment/Hiring

The head of school reviewed the Head of School Report. Recruitment is going very well for kindergarten with most applications coming from Head Start. Recruitment of 1st Grade students is not as robust, but HOS planned to utilize the assistance of the newly hired Director of Operations with an incentive based plan to increase 1st grade applications. Director of Operations, described as a true gem was hired and scheduled to start on January 3, 2019 and together the HOS was planning new recruitment strategies around tapping into District Schools where they may be unhappy parents looking for a change. As far as recruitment efforts, BM Derrick Lewis connected HOS with Link NYC which will run ads for Ivy Hill Prep and mailers are set to go out via Vanguard the third week of January. As far as hiring DO was hired and an Office Coordinator was hired with a start date scheduled for May 1, 2019. HOS was planning to also work with authorizer and BES coach to develop additional strategic plans for recruiting more 1st grade applicants. However, authorizer assured HOS that lag in recruitment was normal.

VIII. Adjournment

a. Motion to adjourn the meeting @4:06pm

- i. A motion to adjourn the meeting was made by **Marsha Michael, Board Chair.** The motion to adjourn the meeting was seconded by **Adam Schulman, Trustee.**
- ii. The secretary took the roll call of the vote to adjourn the meeting. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Member	Vote Yes	Vote No
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Nataki Williams	✓	
Derrick Lewis	✓	
Rebecca May	✓	

CERTIFICATE OF THE SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of the Corporation an education Corporation duly organized and existing under the laws of the State of New York; and that the Meeting Minutes of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation.

Secretary: *Nataki Williams*

Date: January 31, 2019

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