



Ivy Hill Prep

Board of Trustees Meeting Minutes

Wednesday May 29, 2019 | Time: 6:30 – 8:30pm
211 East 43rd Street, Suite 1703, Rm 3, New York, NY 10017

- I. **Call to Order-** The meeting was called to order at 6:51pm, by Board Chair Marsha Michael.
- a. **Roll Call by Board Chair, Marsha Michael.**

Board of Trustee Present:

- ✓ **Rebecca May**
- ✓ **Adam Schulman**
- ✓ **Marsha Michael**
- ✓ **Nataki Williams – via tele-conference @6:57pm.**
- Derrick Lewis (NOT PRESENT)**

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

Also present was Head of School, Ambrosia Johnson via tele-conference, Maimouna Kane, Adam Laniyan and Tanisha James candidates for the Board of Trustees.

- b. **Approval of Meeting Minutes**

- i. A motion to approve the minutes of the Board Meeting held, on **April 25, 2019**, was made by Marsha Michael. The motion to approve the minutes of the Board Meeting was seconded by Adam Schulman.
- ii. The Board Chair 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	(Not Present During Vote)	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

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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c. Approval of Agenda

- i. A motion to approve the meeting agenda was made by Board Chair, Marsha Michael. The motion to approve the meeting agenda was seconded by Adam Schulman.
ii. The Board Chair 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:

Table with 3 columns: Member, Vote Yes, Vote No. Rows include Adam Schulman, Marsha Michael, Nataki Williams, Rebecca May, and Derrick Lewis.

II. Governance Committee Update

a. Update on 501(c)3 Application – It was submitted by lawyers from Ropes and Gray on May 17, 2019. On May 16, 2019, Board Chair, Marsha Michael went down to the Ropes and Gray office and signed all the paperwork to submit form 1023 as well as paid the filing fee of \$600.

Nataki Williams joined meeting via tele-conference at 6:57pm.

b. Vote to Approve Employee Handbook – Board Chair spoke with Little Bird regarding whether time and leave allowances must be taken concurrently. Little Bird confirmed that all time must be taken at the same time but also detailed its services with respect to arranging maternity leave and informed Board about its “white

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glove” service relating to maternity leave. ***Vote on handbook Tabled until the next board meeting.***

c. **Vote to Approve Resolution Adding Kimberly Wedderburn-Henderson as Board Member pending approval by NYSED.**

Board reviewed the following resolution language:

“The Ivy Hill Preparatory Charter School Board of Trustees, having conducted a thorough background check via a fingerprint scan as required and having discovered no State or federal criminal history, has voted to select Kimberly Wedderburn-Henderson as a final candidate to its Board of Trustees, with a term expiring on July, 2020 pending approval by NYSED. The resolution approving Kimberly Wedderburn-Henderson is formally adopted upon NYSED’s approval.”

- i. A motion to approve the **resolution adding Kimberly Wedderburn-Henderson as Board Member pending approval by NYSED** was made by Marsha Michael, Board Chair. The motion to approve the **resolution adding Kimberly Wedderburn-Henderson as Board Member pending approval by NYSED** was seconded by Rebecca May.
- ii. The Board Chair took the roll call of the vote to approve the **resolution adding Kimberly Wedderburn-Henderson as Board Member pending approval by NYSED**. 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	(Not Present During Vote)	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

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Review Insurance Policy for Year 1- Materials provided in meeting packet but discussion and review were tabled until the next board meeting.

III. Finance Update

a. **Review Current Financial Dashboard:** All financial indicators are in good shape.

b. **Vote to Approve Amended Planning Year budget.**

Discussion on Amended Budget

Reasons why new budget needed to be approved: When the initial planning year budget was created some costs in the amended budget were not accounted for as cost which Ivy Hill Prep would incur during the planning year fiscal year and instead were accounted for in the Year 1 budget. However, to have certain hardware, computer and furniture set up for opening payments need to be made now. Some board members expressed concern that vendors were not in a position to allow Ivy Hill Prep to order equipment with payment due within a specific time after delivery of the specific item or service. HOS, Ambrosia Johnson told the board that based on information received from the Director of Operations vendors were not prepared to allow Ivy Hill Prep to order equipment and services without making immediate payment.

Details of amended changes: Office furniture and Classroom furniture cost would be increased for a total of \$10K over what was originally budgeted for. HOS explained that much of this variance was due to cost for delivery and assembly.

Points of Concern Raised by Board:

- Rebecca, Trustee joined discussion asking questions regarding variances, and if it was accounted for in initial budget planning. HOS explained that the cost of much of the variances were a part of the budget for year one.

- Board Chair, Marsha Michael questioned whether there were enough funds in the budget to pay for the variances. Treasurer, Nataki, confirmed that there is enough money to cover payments, however adjustments would have to be

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made in next year's budget. Additionally, where we were looking at a surplus of approximately \$175k there would be a surplus \$121k after paying for the variances. Rebecca, Trustee requested more details regarding the True Variance.

- Board Chair also noted that there should be a documented RFP process for any purchases above the threshold, especially for audit purposes.

Recommendations of Finance Committee/Treasurer: Trustee Adam Schulman recommended that the board approve the amended budget so that management could be operational for opening.

- A motion to approve the **amended planning year budget** was made by Adam Schulman, Trustee. The motion to approve the **amended planning year budget** was seconded by Rebecca May. Board Chair recommended that motion be put to a vote with the caveat that approval for spending is contingent upon compliance with any necessary RFP which must occur in conjunction with compliance with all fiscal policy mandates.
- The Board Chair took the roll call of the vote to approve **amended planning year budget**. 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	✓	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

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- c. **Review Proposed Budget for Year One.** Discussion began with an explanation of all the assumptions used to create the budget.

V. **Academic Achievement Update**

- a. **Vote to Approve Resolution changing annual school calendar from days listed in the school’s original charter application.**

Reason new calendar was considered: Due to certain Holidays, the Academic Calendar Days have been changed from 190 to 185 of school.

Board reviewed the following resolution language:

The Ivy Hill Preparatory Charter School Board of Trustees, having reviewed the annual calendar submitted in its charter application, and having found that our academic mission can be served by an academic school calendar of 185 days has voted to change the annual school calendar from 191 days reflected in its initial charter application to 185 days, as reflected in the attached document. This resolution is formally adopted pending approval of NYSED.

- i. A motion to approve the **resolution to change annual school calendar** was made by Adam Schulman, Trustee. The motion to approve the **resolution to change annual school calendar** was seconded by Marsha Michael.
- ii. The Board Chair took the roll call of the vote to approve the **resolution to change annual school calendar**. 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	(Not Present for Vote) off phone at 7:52pm	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

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b. Vote to Approve Annual School Calendar

- i. A motion to approve the annual school calendar was made by Adam Schulman, Trustee. The motion to approve the annual school calendar was seconded by Marsha Michael.
- ii. The Board Chair took the roll call of the vote to approve the annual school calendar. 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	(Not Present for Vote) off phone at 7:52pm	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

c. Vote to Approve Resolution changing school enrollment numbers for kindergarten and First grade. After speaking with NYSED Ivy Hill Prep was permitted to change its enrollment status from 60 kindergarten and 60 first grade students to 88 kindergarten students and 32 first grade students. The Board believed that it had approval to make this change prior to the lottery due to a discussion with NYSED regarding the difficulty in recruiting first grade students. The Board Chair explained to NYSED that the change was not made in anyway to subvert its legal obligation to open a school that included first grade students. The Board Chair expressed considerable regret for making a definitive change without explicit authorization. However, many of the financial plans necessitated that the school continue with the configuration of classes which permit four classes rather than a configuration which would require five founding classes.

Board reviewed the following resolution language:

The Ivy Hill Preparatory Charter School Board of Trustees, having conducted an extensive

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recruitment process for kindergarten students and first grade students, having reviewed our charter application and having determined that the mission of Ivy Hill Prep will be advanced has voted to change its opening class numbers from 60 kindergarten students and 60 first grade students to reflect opening with 88 kindergarten students and 32 first grade students for a total of 120 students as authorized by its charter agreement with NYSED. This resolution is formally adopted pending approval of NYSED.

- i. A motion to approve the resolution to change enrollment numbers to reflect opening classes of 88 kindergarten students and 32 first grade was made by Marsha Michael, Board Chair. The motion to approve the resolution to change enrollment numbers to reflect opening classes of 88 kindergarten students and 32 first grade was seconded by Rebecca May.
ii. The Board Chair took the roll call of the vote to approve the resolution to change enrollment numbers to reflect opening classes of 88 kindergarten students and 32 first grade. The motion passed by a unanimous vote with the following Trustees voting in favor of the motion:

Table with 3 columns: Member, Vote Yes, Vote No. Rows include Adam Schulman, Marsha Michael, Nataki Williams, Rebecca May, and Derrick Lewis.

d. Vote to Approve Transportation and Food Services Plan to submit to NYSED.

Board reviewed the Transportation Plan submitted by HOS, Ambrosia.

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- Board Chair question whether the school planned to go forward with bussing or MetroCard. HOS explained that the DOE informed her that children would not have the option to choose whether they wanted the option of MetroCard or bussing and that the school elected to go with busing.
- Adam Schulman raised concerns regarding whether it was accurate that school had to make a choice between MetroCard or bussing because his understanding is that in the past schools have had the option of offering student one or the other and recommended that Ambrosia follow up regarding this concern.

Food Service Plan was discussed all necessary paperwork for DOE food services have been submitted.

- i. A motion to approve the **transportation and food services plan** was made by Rebecca May, Trustee. The motion to approve the **transportation and food services plan** was seconded by Adam Schulman.
- ii. The Board Chair took the roll call of the vote to approve **transportation and food services plan** 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	(Not Present at Meeting) off phone at 7:52pm	
Rebecca May	✓	
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- e. **Vote to Approve Resolution calling for a Special Meeting of the Board for the purpose of approving the meeting minutes.** NYSED requires that all necessary paperwork showing that the Board approved the resolutions voted on at this meeting, specifically the resolutions changing the annual calendar and class enrollment, must be submitted to NYSED by end June 1, 2019.
- i. A motion calling for a special meeting on Friday, May 31st, 2019 at 2:30pm for the purpose of approving the instant meeting minutes was made by Board Chair, Marsha Michael. The motion **was** seconded by Rebecca May.
 - ii. The Board Chair took the roll call of the vote on the motion calling for a special meeting on Friday, May 31st, 2019 at 2:30pm for the purpose of approving the instant meeting minutes. 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	(Not Present for Vote) off phone at 7:52pm	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

VI. Development Committee

- a. **Ribbon Cutting Event - Plan detailing the event was prepared for the board.**
Planning on Saving the Date for August 17, 2019 12pm -2pm.
- b. **“Giving Board”** – Reminder that the fiscal year is ending on June 30 and we should all take a closer look at completing our obligation to be a giving board. Target Date of completion is July 1st, 2019.

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VII. Update by HOS

a. Update on Renovations

Hallways are completed, stairwells are to be repainted, cafeteria and floor tiles are still pending, 8 classrooms still need to be painted, two more windows have been replaced. Renovations are set to be complete by July 1, 2019.

b. Update on Enrollment

To date total of 83 Kindergarten students and 28 First Grade students have completed enrollment. HOS, Ambrosia Johnson to follow up with the waitlist to get more parents to finish enrollment applications and do further recruitment for first grade students.

c. Update on Retention/Additional Recruitment Efforts

Next week HOS, Ambrosia Johnson will have workers go out two days of the week to continue recruitment specifically for First Grade Students. There is also a Block Party planned for the summer event that will involve games, relay races, etc. to keep parents engaged.

VIII. Adjournment

a. Motion to adjourn the meeting

- i. A motion to adjourn the meeting was made by Marsha Michael, Board Chair at **8:38PM**. The motion to adjourn the meeting was seconded by Rebecca May.
- ii. The Board Chair 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
Adam Schulman	✓	
Marsha Michael	✓	
Nataki Williams	(Not Present at Meeting)	
Rebecca May	✓	
<i>Derrick Lewis</i>	(Not Present at Meeting)	

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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 law 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: **May 31, 2019**

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