

CHARTER HIGH SCHOOL FOR ARCHITECTURE + DESIGN¹

BOARD OF TRUSTEES MEETING

February 28, 2017

5:00 PM

MINUTES

SECTION I: CALL TO ORDER

Opening Colloquy

This February 28, 2017 meeting of the Charter High School for Architecture + Design Board of Trustees is hereby called to Order. The time is 6:40 pm. My name is Marguerite Anglin I serve as Chair to this Board of Trustees and I will facilitate this meeting.

This is a public meeting that was properly noticed in the Philadelphia Daily News and pursuant to the Pennsylvania Sunshine Act.

All members of the public are welcome, to sit and listen to the board of trustees conduct its business tonight. Members of the public who have registered with the Administrative office to participate in public comment by 5pm on the day before this scheduled meeting may participate in public comment. At this time, I would ask that executive administration submit the list of commenters to our legal counsel. Comments will be limited to three minutes unless the Board decides to grant additional time.

At this time, I will ask that Roll Call be taken.

¹ The corporate name of record is: "The Architecture & Design Charter High School", PA DOS Entity # 2879026

A. ROLL CALL

<p>Board Members Present</p> <p>Marguerite Anglin (“MA”) Monique McCray (“MM”) Tep Ros, (“TR”) Lance Rothstein (“LR”) Kelly Ganczarz (“KG”) Ben Lindo (“BL”) Jeff Krieger (“JK”) Alexandra Overton, (“AO”)</p> <p>Board Members Absent</p> <p><i>Kim Edwards (“KE”)</i></p>	<p>By Invitation: Non-Board Members in Attendance:</p> <p>Gregory Wright, CEO Allison Panek Gerald L. Santilli Michael McLeish David Annecharico, Esq.</p>
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B. DISCLOSURE: EXECUTIVE SESSION BY MARGUERITE ANGLIN

1. I'd like to state, for purposes of the Minutes of this meeting that on February 28, 2017, the Board of Trustees met in Executive Session for the following purposes under 65 P.S. § 708:

Purchase or Lease of Real Property. To consider the purchase or lease of real property up to the time an option to purchase or lease the real property is obtained or up to the time an agreement to purchase or lease such property is obtained if the agreement is obtained directly without an option.

C. APPROVAL OF AGENDA

MOTION
 MM
 SECOND
 LR
 VOTE:
 PASS
 FAIL

R14:17 Approval of the February 28, 2017 Agenda

RESOLVED, that the Board of Trustees of Charter High School for Architecture + Design hereby approves the February 28, 2017 Agenda.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

D. APPROVAL OF MINUTES

MOTION
 LR
 SECOND
 MM
 VOTE:
 PASS
 FAIL

R15:17 Approval of Minutes of Meeting: January 24, 2017

RESOLVED, that the Board of Trustees of Charter High School for Architecture + Design hereby approves the Minutes of the January 24, 2017 meeting of the Board of Trustees of Charter High School for Architecture + Design.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

SECTION II: REPORTS

A. COMMUNITY COMMENT: AGENDA ITEMS

Community Comment Colloquy (General Counsel)

Good Evening, my name is David Annecharico. I serve as General Counsel to the Charter High School for Architecture + Design Board of Trustees. Will you please state your name for our records?

You will have three minutes to address the Board of Trustees **regarding the business that is before this Board of Trustees during this meeting**. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

B. Business Controller

Gerald Santilli & Michael McLeish

+ Reviewed the financial report January 2017, previously disseminated and incorporated into these minutes.

+ *Discussed the impact of the School District of Philadelphia's proposed 2016/2017 retroactive reconciliation*

C. Board President

Marguerite Anglin:

- + *Discussed board succession and additional board members.*
- + *Suggested the formation of an ad-hoc governance committee.*
- + *Discussed paperless board activities*

D. CEO

Gregory Wright:

- + *Reviewed his written report, previously disseminated and incorporated into these minutes.*
- + *Discussed efforts to market the school to new students*
- + *Suggested that the Board form an education committee to address the academic health of the school*
- + *Suggested that the Board form a handbook committee to revise the school's handbooks*
- + *Discussed the charter renewal process with the Board of Trustees*
- + *Reviewed the proposed school calendar, which is the subject of R21:17.*

SECTION III: UNFINISHED BUSINESS

A. RESOLUTIONS

NONE

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION
 AO
 SECOND
 LR
 VOTE:
 [X] PASS

R16:17 Report of Business Controller

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the Financial Report of the Business Controller and all documents submitted thereby, which shall be incorporated into the record of this meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
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[] FAIL

G. Santilli, Board	See Above
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MOOT

R17:17 Uniform Human Resources Resolution

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the human resources changes, modifications and additions as presented below:

Resignations / Terminations

Term/Resigned Name	First Day	Last Day	Salary
None	N/A	N/A	N/A

Hires / Appointments

New Hires Name	Hire Date	Salary
None	N/A	N/A

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOOT

R18:17 Uniform Professional Services Contracts Resolution

RESOLVED, the Professional Services Contracts and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
NONE	NONE	NONE

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOOT

R19:17 Uniform Purchase Services Contract Resolution

RESOLVED, the Purchase Services Contracts and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
NONE	NONE	NONE

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOTION

MM

SECOND

AO

VOTE:

PASS

FAIL

R20:17 Contract: Stradley Ronin

WHEREAS, the Board of Trustees has received and accepts the February 21, 2017 legal services engagement letter, drafted by Michael E. Roynan, Esq. and engaging the law firm of Stradley Ronin for the purposes of “advising the School in connection with certain amendments to the School’s bond financing documents and obtaining the requisite approvals of the issuing authority, trustee and bond holders.”;

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design ratifies the Standard Terms of Engagement for Legal Services between it and Stradley Ronin.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
G. Santilli, G. Wright	Discussed the services to be provided by Stradley Ronin
Board	Directed Santilli & Thomson to negotiate a total fee cap for services at fifteen thousand dollars (\$15,000)

MOTION

KG

SECOND

R21:17 Charter High School for Architecture + Design | 2017-2018 Calendar

BL
 VOTE:
 PASS
 FAIL

RESOLVED, the Board of Trustees of Charter High School for Architecture + Design accepts the Charter High School for Architecture + Design | 2017-2018 Calendar as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

MOTION
 BL
 SECOND
 LR
 VOTE:
 PASS
 FAIL

R22:17 Legal Action: Retroactive Reconciliation

RESOLVED, that the Board of Trustees of Charter High School for Architecture + Design hereby authorizes and directs its general counsel to file all appropriate causes of action against the School District of Philadelphia and/or Pennsylvania Department of Education to preserve its right to receive for each student enrolled no less than the budgeted total expenditure per average daily membership of the prior school year, minus certain budgeted expenditures of the district of residence for nonpublic school programs as more fully enumerated under Pennsylvania law including but not limited to 24 P.S. § 17- 1725.

FURTHER RESOLVED, legal services incident to R22:17 for the filing of all appropriate causes of action enumerated above regarding the 2016/2017 School year shall be capped at ten thousand dollars (\$10,000).

By Roll Call Vote:

Marguerite Anglin (“MA”) - aye
 Jeff Krieger (“JK”) - aye
 Monique McCray (“MM”) – aye
 Shelly Beekley (“SB”) – aye
 Lance Rothstein (“LR”) – aye
 Ben Lindo (“BL”) – aye
 Kim Edwards (“KE”) – absent
 Kelly Ganczarz (“KG”) – aye

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board, General Counsel</i>	<i>CONFIDENTIAL, PRIVILEGED discussion</i>

B. COMMUNITY COMMENT: NON-AGENDA ITEMS

<i>Community Comment Colloquy (General Counsel)</i>

Good Evening, my name is David Annecharico. I serve as General Counsel to the Charter High School for Architecture + Design Board of Trustees. Will you please state your name for our records?

You will have three minutes to address the Board of Trustees **regarding general topics not discussed during this meeting**. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

C. DISCUSSION AND ANNOUNCEMENTS

- Next Board Meeting: March 28, 2017

ADJOURNMENT AT 8:08PM

MOTION
 BL
 SECOND
 LR
 VOTE:
 PASS
 FAIL
