

## APPROVED MINUTES

### RENAISSANCE ACADEMY CHARTER SCHOOL OF THE ARTS

#### Board of Trustees

Tuesday, June 2, 2015; 5:00 to 6:30 PM

Location: 299 Kirk Road, Rochester, New York 14612

**Mission:** *Renaissance Academy Charter School of the Arts will provide children an enriched and rigorous educational experience through the infusion of the humanities and arts rooted in a culture of high academic standards leading to success in college and careers.*

#### 1. Welcome/Call to Order and Introductions

- **Attending:** Nan Westervelt, Marilynn Patterson-Grant, Audrey Lewis Cummings, Faith Hart, Alan Lockwood, Craig Eichmann, Donna Marie Cozine-Mills, Steven Gordon, Dale Klein, Bert Brinkerhoff
- **Absent:** Patrick Burke, Allen Williams
- **Dr. Cozine introduced Faith Hart, who will begin work as the Dean of Students beginning in July 2015.**

#### 2. Approval of Consent Agenda Items

**[Note: Single items can be removed from the list and considered separately at the request of a Board of Trustees member]**

- **Motion 20.7** to approve Consent Agenda for Items listed below was made by Alan Lockwood and seconded by Dale Klein
- **(Motion 20.8** Approve Minutes from May 5, 2015)
- **(Motion 20.9** Approve June 2, 2015 Agenda)
- **(Motion 21** to approve revised Finance Policy and Procedures to comply with Federal regulations for Federal Awards, such as Title I and Title II. (See Attached)
- **(Motion 21.1:** The Renaissance Charter School of the Arts Board of Trustees, having conducted a thorough background check via a fingerprint scan as required and having discovered no State or federal criminal history, or having provided such history to SED if found, has voted to select Bert Brinkerhoff as a final candidate to its Board of Trustees, with a term expiring at the annual meeting in 2018, pending approval by SED. The resolution approving Bert Brinkerhoff is formally adopted upon SED's approval.

- **No Discussion; Unanimously passed (Ayes 6 Nays 0)**

#### 3. Finance & Audit Committee Report [Bert Brinkerhoff]

- The trustees reviewed the monthly balance sheet and P & L Statement which was sent to members prior to the meeting.
- **Motion 21.2 to approve Final 2014-2015 Budget** was made by Marilynn Patterson Grant and seconded by Alan Lockwood.
- **Discussion:** Various elements of the budget were highlighted by Bert Brinkerhoff during a review of the projected end of the year budget.

- A Roll Call Vote was taken and the motion was unanimously approved.
  - Patrick Burke absent
  - Dale Klein Yes
  - Marilynn Patterson-Grant Yes
  - Steven Gordon Yes
  - Alan Lockwood Yes
  - Audrey Lewis-Cummings Yes
  - Nan Westervelt Yes
  
- **Motion 21.3** to approve Final 2015-2016 Budget and projected additional 4 year budgets was made by Steven Gordon and seconded by Dale Klein. The budget was presented to the trustees by Bert Brinkerhoff.
- **Discussion:** Highlights of the 2015-16 Budget and 4 year budgets included an anticipated student an anticipated student population of 249 for next school year; support staff increases 5.5 to 10.5; 2 general education and 1 special education teachers will be hired; the arts staff (Dance, Drama, Music & Visual Arts) will be going full time; a Dean of Students will be added and the Physical Education teacher will be .6.
  
- **Roll Call Vote** was taken and the motion was unanimously approved.
  - Dale Klein Yes
  - Patrick Burke absent
  - Steven Gordon Yes
  - Marilyn Patterson-Grant Yes
  - Nan Westervelt Yes
  - Audrey Lewis-Cummings Yes
  - Alan Lockwood Yes
  
- **Motion 21.4** to approve Heveron & Company CPAs, PLLC engagement letter to complete annual audit by Audrey Lewis Cummings and seconded by Alan Lockwood. The engagement letter was sent to the trustees for review prior to the meeting.
- There was no discussion.
- **Roll Call Vote** was taken an unanimously approved.
  - Alan Lockwood Yes
  - Dale Klein Yes
  - Marilyn Patterson-Grant Yes
  - Steven Gordon Yes
  - Patrick Burke absent
  - Nan Westervelt Yes
  - Audrey Lewis-Cummings Yes

#### 4. Facilities Committee [Steven Gordon & Alan Lockwood]

- Update on Building Purchase/Renovations
  - Steven Gordon and Patrick Burke have graciously committed to loaning funds to help cover the difference between the CNB mortgage and the building purchase price. Michael Looby, Esq., RA's counsel was consulted about whether the loans were permissible to State Education Law. The statutes were reviewed and it was concluded that subject to certain conditions, particularly relating to full disclosure and documentation, Board members could make loans to the entity;

and could engage the law firm as a provider of services. Board members received the complete legal review prior to the meeting.

- Barbara Cozine will also provide an additional loan to cover the difference between the CNB mortgage and the building price.

➤ **Motion 21.5 to approve a loan from Steven Gordon and Patrick Burke** was made by Dale Klein and seconded by Marilyn Patterson Grant.

- **Discussion:** Payment terms for the loans from Steven Gordon and Patrick Burke will be \$40,000-\$50,000 each with 6% interest only for the first year. Steven Gordon and Patrick Burke each fully disclosed to the Board his conflict of interest in making the proposed loan; each of them will provide the Board with a signed Disclosure of Possible Conflict of Interest document in accordance with the Renaissance Academy Charter School of the Arts Code of Ethics policy. After discussion, the Board determined that the proposed loan terms are in the Academy's best interest and are fair and reasonable to the Academy.

- **Roll Call Vote** was taken and approved by five members with Steven Gordon recusing himself.

• Dale Klein	Yes
• Alan Lockwood	Yes
• Marilyn Patterson-Grant	Yes
• Nan Westervelt	Yes
• Audrey Lewis-Cummings	Yes
• Steven Gordon	Recused

➤ **Motion 21.6 to approve loan from Barbara Cozine by** was made by Alan Lockwood and seconded by Audrey Lewis-Cummings.

- **Discussion:** Payment terms for the loan from Barbara Cozine will be \$350,000 with 6% interest only for the first year. Barbara Cozine, RA Budget Director, fully disclosed to the Board her conflict of interest in making the loan to the Academy, and she will provide the Board with a signed Disclosure of Possible Conflict of Interest document in accordance with the Renaissance Academy Charter School of the Arts Code of Ethics policy. After discussion, the Board determined that the proposed loan terms are in the Academy's best interest and are fair and reasonable to the Academy.

- **Roll Call Vote** was taken and unanimously approved.

• Steven Gordon	Yes
• Patrick Burke	absent
• Dale Klein	Yes
• Marilyn Patterson-Grant	Yes
• Alan Lockwood	Yes
• Audrey Lewis-Cummings	Yes
• Nan Westervelt	Yes

➤ **Motion 21.7 for the minutes to reflect a formal thank you to Patrick Burke, Steven Gordon, and Barbara and Ed Cozine for their significant and tangible support of Renaissance Academy** was made by Alan Lockwood and seconded by Dale Klein.

- **Discussion:** The Board collectively expressed its gratitude and thanks to Patrick Burke, Steven Gordon, Barbara and Ed Cozine for their generous

investment in the children who attend the school now as well as future generations of students to come.

▪ **The motion was unanimously approved (Ayes 5 Nays 0)**

➤ **Motion 21.8 to approve the purchase of the school building at 299 Kirk Road currently being leased by the Academy, and the financing of the purchase and phase 1 renovation by a mortgage through Canandaigua National Bank, in the form of the Resolution attached hereto: moved by Alan Lockwood and seconded by Audrey Lewis-Cummings.**

▪ **Discussion:** none

▪ **Roll Call Vote** was taken and unanimously approved.

• Nan Westervelt	Yes
• Audrey Lewis-Cumming	Yes
• Alan Lockwood	Yes
• Marilyn Patterson-Grant	Yes
• Dale Klein	Yes
• Patrick Burke	absent
• Steven Gordon	Yes

➤ Report on Contractor Status

▪ **Discussion:** The Board discussed the issue of potential delay in the starting of construction due to the delay of the office responsible for the Mechanical Review. The Board believes it puts Renaissance Academy Charter School of the Arts at a disadvantage to provide the optimum environment for its students.

**5. Human Resources Committee Report [Pat Burke]**

➤ Audrey Lewis Cummings, Dale Klein, Dr. Donna Marie Cozine and Craig Eichmann and will arrange to meet with its counsel, Michael Looby to learn about new laws affecting Charter Schools.

**6. Governance Committee Report [Dale Klein]**

➤ A Proposed Slate of Officers for 2015-16 was presented and will be voted on in August at the Annual Meeting.

- Alan Lockwood – Chair
- Marilyn Patterson-Grant – Vice Chair
- Nan Westervelt - Secretary
- Treasurer – Steven Gordon

➤ Dale Klein report on Board Individual Self-Assessment & Full Board Self-Assessment results reviewed by her and Nan Westervelt. The results indicated that all members are involved in different aspects based on each person's expertise and timing of joining the Board. It was concluded that RA has a very responsive and active board.

## 7. Development Committee Report [Nan Westervelt]

- Review Status of Special Event  
Nan and Marilyn discussed meeting with Darryl to continue the planning of the family fun day. Audrey suggested having him come meet with the Board to discuss what is needed and planned.
- Joint Fundraising Effort with Young Audiences – Artists’ Stroll – November 5<sup>th</sup> 5:30-8:30pm at Artisan Works .
- Contributions Update – Peter Giopolus, Former Dean of Visual Arts at RIT toured the school at the invitation of Nan Westervelt and subsequently contributed \$50 to the school. In a thank you note, he praised the “dedicated staff, faculty, administration and board” as well as the building.

## 8. Ad Hoc Strategic Planning Committee (Marilynn/Audrey/Nan/Donna Marie)

- Strategic Planning Update: The Board and staff involved in the Strategic Planning retreat will be surveyed again to select a mutually agreeable date to meet.

## 9. Old Business

- The Board was reminded that beginning in July, Board meetings will be held on the second Tuesday of each month. (Formally approved by the Board in April-- Motion 19.6.)

## 10. New Business

- Prior to the meeting, the State Education Department Check-In Memo sent by Jeri Chapman, our SED liaison who visited the school March 24 to observe the implementation of elements of the school’s charter relative to the Performance Framework, meet with members of the administrative team, and observe instruction. The Board was informed that after reviewing the report, it had the option to submit evaluative comments or responses to SED findings along with supporting evidence. Dr. Cozine reported that prior to receiving the SED report, staff members looked at the Charter School Framework and created a document listing what was being done and next steps. SMART goals were identified based on what, in their opinion, were the most important issues to address. After reviewing the State Education Department Check-In Memo by Jeri Chapman, the staff revisited the SMART goals and wrote additional SMART goals to address our areas in need of improvement.

## 11. Staff Report: Dr. Cozine reviewed the Staff Report sent to members prior to the Board meeting.

- **Motion 21.9 to hire Faith Hart as Dean of Students in July 2015 and Krystal Russell as a leave replacement for Tara Liesegang, Speech Pathologist/Intervention Specialist until the end of the year was made by Audrey Lewis-Cummings and seconded by Alan Lockwood. [Biography of Faith Hart to be presented at the meeting]**
- **Discussion:** Dr. Cozine provided the Board with a biography of Faith Hart and she also gave a brief overview of her background.
- **Roll Call Vote** was taken and unanimously approved.
  - Alan Lockwood Yes
  - Marilyn Patterson-Grant Yes
  - Steven Gordon Yes
  - Patrick Burke absent

- Nan Westervelt Yes
- Audrey Lewis-Cummings Yes
- Dale Klein Yes

- **Motion 22 to accept the 2015-16 daily Master Schedule for students** was made by Dale Klein and seconded by Steven Gordon. The Master Schedule was sent to the Board under separate cover prior to the meeting.
- Discussion: Craig Eichmann, COO, provided the Board with an overview of the Master Schedule and fielded questions.
- **Roll Call Vote** was taken and unanimously approved.
  - Marilyn Patterson Grant Yes
  - Alan Lockwood Yes
  - Steven Gordon Yes
  - Dale Klein Yes
  - Nan Westervelt Yes
  - Audrey Lewis-Cummings Yes
  - Patrick Burke absent

## 12. Public Comments

## 13. Adjournment

**Motion 22.1 to approve adjournment** was made by Marilyn Patterson-Grant and seconded by Dale Klein

- **Discussion:** None
- **The motion was unanimously approved (Ayes 6 Nays 0)**

## Resolution

WHEREAS, the Academy has entered into a Purchase and Sale Agreement dated October \_\_, 2014, for the purchase of real property and improvements located at 299 Kirk Road, Rochester, New York, 14612, upon the terms and conditions set forth in that Purchase and Sale Agreement; and

WHEREAS, the Academy has further been issued, and has accepted, a commitment for mortgage financing and construction financing (the "Loan"), dated April 17, 2015, by The Canandaigua National Bank and Trust Company (the "Lender"), as modified by letter dated May 4, 2015 (the "Commitment"), upon the terms and conditions set forth in that Commitment; and

WHEREAS, the Loan shall be evidenced by a promissory installment note in the original principal amount of \$955,500 (the "Mortgage Note"), and secured by a mortgage and security agreement, Uniform Commercial Code financing statements, and other agreements and documents required by Lender, and up to \$172,250 which sum is evidenced by a promissory master note in the original principal amount of \$172,250 (the "Master Note") dated the date hereof, and secured by a building loan mortgage and security agreement, building loan agreement, Uniform Commercial Code financing statements, and other agreements and documents required by Lender (collectively, the "Loan Documents"); now therefore be it

RESOLVED, that the Academy acquire the real property and improvements located at 299 Kirk Road, upon the terms and conditions set forth in the Purchase and Sale Agreement; and further

RESOLVED, that it enter into the Loan as Borrower, and execute and deliver to the Lender the Mortgage Note, the Master Note, and the other Loan Documents; and further

RESOLVED, that Nancy A. Westervelt, the Chair of the Board of Trustees of the Academy, is authorized to execute and deliver such documents as may be required to effect the acquisition of the property, pursuant to the Purchase and Sale Agreement; and further

RESOLVED, that Nancy A. Westervelt is authorized to execute and deliver the Notes and the Loan Documents (with such additions, deletions and changes in the final executed copy as shall, in her discretion, deem advisable, such execution to be conclusive evidence of her approval); and further

RESOLVED, that Nancy A. Westervelt is authorized and empowered to take all further actions, to execute, deliver and file, as applicable, and to do all such further things, in the name and on behalf of the Academy, as in his judgment may be necessary or advisable in order to carry out the intent and purposes of the foregoing resolutions.