

APPROVED MINUTES

RENAISSANCE ACADEMY CHARTER SCHOOL OF THE ARTS

Board of Trustees Meeting

Tuesday, March 4, 2014 5:00 – 6:30 PM

Location: Boylan Code Attorneys at Law, Culver Road Armory, 145 Culver Road, Suite 100,
Rochester, New York 14620

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**

5:27 Introductions of Audrey Cummings, new Board member

Absent: Toyia Wilson, Rebecca Torres-Lynch, Sue Lococo

2. **Approval of Minutes from February 4, 2014**

Motion 5.8 to approve February 4, 2014 by: _Fred Kulikowski 2nd by: Dale Klein

Discussion

Approved without Opposition

3. **Approval to Amend Minutes from December 23, 2013 to include the Disclosure of Possible Conflict of Interest by Nan Westervelt.**

- a. The December 23 minutes did not indicate the Disclosure of Possible Conflict of Interest letter presented to the Board by Nan Westervelt. David Silver presented his interest in approaching WestProIT, the company of Dan Westervelt, for start-up IT services along with other IT service providers. Ms. Westervelt disclosed her status as an Interested Person. Bids for IT services would take place in the next couple of months.

Motion 5.9 to amend December 23 2014 by: Alan Lockwood 2nd by: Fred Kukikowski

Discussion

Approved without Opposition

4. **Approve Agenda**

Motion 6.0 to approve by: _Alan Lockwood 2nd by: Dale Klein

Discussion

Approved without Opposition

5. **Discuss, determine, and vote whether a Conflict of Interest exists as disclosed by Nan Westervelt on December 23, 2013. [Disclosure of Possible Conflict of Interest – Attachment 1]**

Motion 6.1 to approve by: Fred Kuikowski 2nd by: Lisa Hiley

Nan Westervelt left the room; Dale Klein, Vice-Chair led the meeting

Discussion

Approved without Opposition

- a. **Code of Ethics Procedure:** *Review the investigated alternatives to the proposed IT provider, WestProIT to determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.*
- b. *If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall move to determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.*

Please see attached recommendation from Mr. David Silver. There is not a more advantageous arrangement that would not be a conflict of interest.

Motion 6.2 to approve that the transaction or arrangement is in the Corporation's best interest and for its own benefit and the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination **by Alan Lockwood 2nd: Dale Klein**

Discussion

Approved without Opposition

6. **Approve the transaction to contract with WestProIT for IT services.**

**Motion 6.3 to approve by: Dale Klein 2nd by: Fred Kulikowski
Nan Westervelt not be in the room.**

Discussion

Roll Call Vote:

Wilson	Yes	No
Lockwood	Yes	No
Klein	Yes	No
Lynch	Yes	No
Gordon	Yes	No
Hiley	Yes	No
Lococo	Yes	No
Kulikowski	Yes	No
Westervelt		Recusal

7. **Approve a Resolution to accept the Renaissance Academy Charter School of the Arts Complaint Policy. [Attachment 2]** *The Complaint Policy is for parents and guardians of children attending Renaissance Academy Charter School of the Arts to understand the procedure for submitting informal and formal complaints. It will be submitted to SED for approval.*

Motion 6.4 to approve by: Dale Klein 2nd by: Fred Kulikowski

Discussion

Approved without opposition

8. **Approve a Resolution to accept the Renaissance Academy Charter School of the Arts Student Discipline Code. [Attachment 3]** *The SDC will be submitted to SED for approval.*

Motion 6.5 to approve by: Dale Klein 2nd by: Lisa Hiley

Discussion

Approved without opposition

9. Finance & Audit Committee Report [Fred Kulikowski]

- M and T Line was approved and is active
- Checks written to the IRS and reimbursement for the D and O insurance to Barbara Cozine
- In April there will be a Profit and Loss statement for the Board's review and monthly thereafter

10. Approve the engagement of Heveron and Heveron a CPA firm licensed in NYS.

The engagement letter must be submitted to SED.

Motion 6.6 to approve by: Dale Klein 2nd by: Alan Lockwood

Discussion

Roll Call Vote:

Wilson	Yes	No
Lockwood	Yes	No
Klein	Yes	No
Lynch	Yes	No
Gordon	Yes	No
Hiley	Yes	No
Lococo	Yes	No
Kulikowski	Yes	No
Westervelt	Yes	No

11. Approve the engagement of Harter Secrest & Emery as legal counsel to Renaissance Academy Charter School of the Arts.

Motion 6.7 to approve by: Alan Lockwood 2nd by: Dale Klein

Discussion

The board discussed the times when the Board or administration will need access to legal service. Attorney options were discussed as well as what the Board's general counsel would be providing to the Board and the school.

Roll Call Vote:

Lockwood	Yes	No
Wilson	Yes	No
Klein	Yes	No
Lynch	Yes	No
Westervelt	Yes	No
Hiley	Yes	No
Lococo	Yes	No
Kulikowski	Yes	No
Gordon	Yes	No

12. Facilities Committee Report [Fred Kulikowski]

- A facilities committee will recommend a final site for approval by the board for April's meeting.

13. Governance Committee Report [Dale Klein]

- Dale spoke about people that were interested in joining the board of RACS.
- There was a review of the number of board members on the board as well as the composition
- The committee will meet to discuss the needs and the board and the charter school

14. Approve New Board Members and terms

- A board resolution must be made and voted on to select each of the proposed individuals as a board member for submission to the State Education Department and formally adopted upon their approval.*

Motion 6.8 – Audrey Cummings (2014) Fred Kulikowski 2nd Alan Lockwood

Discussion

Approved without opposition

15. Human Resources Committee Report [Toyia Wilson]

- The committee met to review the job descriptions and faculty levels. David is incorporating the feedback of all committee members and they will be ready for the Board approval for the April Board meeting.

16. Staff Reports

- The task list for New York State Department of Education is up to date.
- David and Donna Marie will begin interviewing for staff with the hopes of having all teaching positions filled by the May Board meeting.
- Full time employees will be offered \$7000 for benefits; Part-time (50%)=\$3500
- David and Donna Marie met with the Outreach Coordinator and 2000 flyers are being made to distributed via church bulletins in our recruitment area (Northeast Rochester).
- There is a citywide charter school fair on March 22nd from 9-3 at which Renaissance Academy Charter School of the Arts will have a table set up and Board members will help staff.
- After submitting a Letter of Intent, Renaissance Academy Charter School of the Arts has been invited to submit a Primary Project grant proposal.
- Farrash Grant recipients will be announced on April 8, 2014.

17. New Business

- Now that we are near capacity for Board members, a “Board 101” min-retreat facilitated by Jill Shahan of the Northeast Charter School Network is being planned.

18. Public Comments

19. Adjournment 7:25 p.m.

Motion: Dale Klein 2nd Alan Lockwood

Respectfully submitted,

Donna Marie Cozine on behalf of Toyia Wilson, Secretary