

YWCP Board of Trustees Board and Retreat Meeting

Date: Friday, June 5, 2020

Time: 8:00 - Noon



*Minutes officially approved
on July 10, 2020*

*Respectfully submitted:
Jennifer Allen, Board Chair on
behalf of Board Secretary:
Jennifer Aronson-Jovcevski*

REGULAR BUSINESS MEETING MINUTES

Board of Trustees Present: *(Zoom Conference Participants) Jennifer Allen, Chuck Falcon, Julia Green, Barbara Jarzyniecki, Pam Kissel, Erin Duffy Kruss, Kristin Lowe, Laura Norris, LaQuanna Sparkman. Carolyn Vacca, Belimar Velazquez, Jennifer Weinstein*

Absent: *Jennifer Aronson-Jovcevski, LaQuanna Sparkman*

Staff: *Barbara Zelazny, Principal; Roberta McInnis, Director of Operations*

Foundation: *Lauri Bonnell, Director of Development*

8:00 – 9:00 am

I. Call to Order: *Laura Norris, Chair*

Norris called the meeting to order at 8:05 a.m. (Meeting held via Zoom Conference)

II. Roll Call: *Jarzyniecki proceeded to the roll call determining Board Member attendance.*

III. Communications to the Board: *No Communications.*

IV. Public speakers: *Jarzyniecki stated that no speakers signed up to speak to the Board*

V. Approval of the May 1, 2020 Board Minutes. *Norris*

Norris called for a motion to accept the minutes from the May 1, 2020 Board Meeting. She noted that she reviewed the minutes and made recommendations to change items pertaining to Board Election of Officers. Jennifer Allen noted that (*Questions 43: Board understands NYSED's site visit protocols*) should be added to the minutes pertaining to the Board Assessment Tool. Carolyn Vacca advanced the motion and Kristin Lowe seconded the motion. All were in favor. The minutes were adopted unanimously.

VI. Executive Report: *Norris*

1) Calendar Updates: *Adoption of Board Meeting Schedule for 2020-2021*

Norris introduced the Board Meeting Schedule for School Year 2020-2021. She stated that the Board meets on the first Friday of every month at 8:00 am, with the exception of the Fridays that fall near a holiday recess and the two meetings held in October and March. These meetings are held on Thursday evenings to encourage and accommodate the community to attend by providing schedule options.

Norris called for a motion to adopt the Board Meeting schedule. Jarzyniecki advanced the motion and Pam Kissel seconded the motion. All were in favor. The Board Schedule of Meetings were adopted unanimously.

2) *Board Retreat Agenda*

Norris reviewed the Agenda for the morning. She stated that the Board's business portion of the meeting will take place the first hour including an Executive Session followed by a team exercise and break. She stated that the business meeting will be adjourned and the Board will move into the Retreat section working with the Breakthrough Leadership Group.

3) *Board Election of Officers*

Norris proceeded with introducing the slate of officers for School Year 2020-2021, effective July 1, 2020. She commented on the individuals and expressed the Board's appreciation for their willingness to serve as Officers. She stated that she is confident that they will fulfill the duties of their prospective office.

Board Officers for 2020-2021, effective July 1, 2020.

Jennifer Allen – Chair
Julia Green – Vice Chair
Chuck Falcon – Treasurer
Jennifer Aronson-Jovcevski – Board Secretary

Norris asked for any questions. There being none she proceeded to call for a vote. Vacca advanced the motion and Jarzyniecki seconded the motion. All were in favor of the proposed slate. Approval unanimous. Norris congratulated the new Officers.

Norris recognized Jarzyniecki (whose term limit expires on June 30) for her service as Board Secretary for the last six year. Norris added that Carolyn Vacca completed her first term. She called for a motion to approve the second three-year term for Vacca. Kissel advanced the motion, Weinstein seconded the motion. All were in favor. Approved unanimously.

4) *Lease Agreement*

Norris stated that the lease agreement is due for renewal. She explained that there is a proposed amendment to give the school the sole responsibility for maintenance services, especially, in light of the current situation regarding COVID-19 with more requirements for cleaning and sanitizing. In addition, the amount of rent is in discussion. She proceeded to ask for a motion giving any member of the Executive Committee the authorization to negotiate the new lease. Vacca advanced the motion and Kristin Lowe seconded the motion. All were in favor. Approved unanimously.

5) *Mid-Term Site Visit*

Norris commented on the site visit and thanked the Board members for their participation. She felt that the call was very positive and the Board was able to respond clearly to questions presented by the authorizers. Kissel agreed and added that the suggestions received will benefit the school in the future.

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Board members commented that the video (presented prior to the visit by the Principal) set the positive tone going into the meeting promoting meaningful dialogue.

VII. Audit (Governance Committee) Jennifer Allen

1) Nominations of Potential Candidates for Board Members

Allen introduced the three nominations for potential candidates for Board of Trustees – Nadine Hylton, University of Rochester, Connected Communities and Common Ground Health Co-Principal Investigator and Idonia Owens, Chief of Schools (RSCD) and Melissa Geska, President and CEO of the US Ceiling Corporation. She expressed her excitement about the impressive diverse slate highlighting their knowledge, experience, passion and interest in YWCP.

Norris called for a motion. Allen advanced the motion to accept the three nominations. Lowe seconded the motion. All were in favor. Approved unanimously.

Several Board Members and Principal Zelazny commented on the excellent selections and impressive resumes of the future Board Members. Allen stated that this was a team effort and the selected individuals have a strong interest in supporting the school.

2) Policy Manual

Allen stated that over the course of the last year, the Policy and Procedure's Manual was reviewed by various Committees the Executive Committee and attorneys. She highlighted areas and outlined the steps taken by the Audit (Governance Committee).

- ✓ Bylaws and Code of Ethics discussed and concurred by the Executive Committee and approved by full Board vote (March 2020)
- ✓ Further revisions made to Charter and By-Laws to
 - Make Committee names (Education Committee, Governance Committee, Performance Review Committee) consistent across all documents and
 - Clarify the make-up of the Performance Review Committee (only Board of Trustees) discussed and concurred by the Executive Committee (May 2020)

Norris called for a motion to accept changes, additions to the Policy Manual as presented. Allen advanced the motion, Norris seconded the motion. All were in favor. Revisions of the Policy Manual were adopted unanimously.

3) Board Self-Assessment Results (2020)

Allen presented the results of the Board Assessment Survey. She stated that although progress has been made in several areas, she highlighted the need for continuous improvement. She complimented the Board for a 100% response. She talked about the Board's strengths: School Leadership, Board Meeting Efficiency, Financial Stability, and Board's understanding of the NYSED requirements (new questions). She highlighted the opportunities for improvement: school function engagement, parent and community engagement, trustee orientation, a 3-5 year financial plan and Foundation relationship. Allen stated that there is a need for improvement in these areas. Allen added that the Board will be addressing the areas throughout the year. She plans on developing a calendar for Board member availability to attend several events taken place during the school year. Allen stated Board recruitment will reflect the community served. She plans on establishing checkpoints throughout the year.

Allen informed the Board that the orientation of new Board members is scheduled for July 25. Additional information will be forthcoming.

VIII. Principal's Report: Barbara Zelazny, Principal

(10 minutes)

1) Benchmark Alignment Report

Principal Zelazny posted her report on Google Drive. Within the report, she addressed several actions taken aligned with the Performance Benchmarks along with the daily instruction. The report highlighted the following:

- Back to school planning: traditional, partial groups and remote learning
- Participation in a National Diversity Recruitment Virtual Job Fair to continue to draw the very best talent to YWCP
- Enrollment and registration is on schedule despite the present circumstances. 95 open seats and 71 families are working on the registration packet. There is constant communication by phone and email, personal connection with families to support the application process
- Counselors are arranging a circle for students to share opinions and feelings dealing with recent events.

Principal Zelazny referred to the hiring of new employees to support students and families as home school assistants.

2) Mid-Term Visit

Principal Zelazny stated that she believed the visit went well. She talked about the video about how YWCP is handling distance learning that was shared with the authorizer prior to the visit, highlighted the systems in place looking at data, the full assessment calendar, professional development for staff and a deck of artifacts highlighting what is taking place instructionally. She complimented the Board for its support. She stated that she has a follow-up conference with Ms. Vickie Smith, Charter Office Liaison.

3) Upcoming Events

Principal Zelazny highlighted several events for students. She stated that lawn signs are up and several events are scheduled:

- June 9th – Cap and Gown Pick-up
- June 19th – A trip down memory lane for Seniors
- June 20th – Virtual Commencement Ceremony

She stated that two students wrote a grant (Riley's Way) and were awarded \$2,000 to be used to fund a pizza being sent to every seniors home to enjoy during the "trip down memory lane" Zoom meeting.

Allen asked about the counselors and the increase in the level of anxiety for students today, given the Black Lives Matter protests locally and countrywide.

Principal Zelazny stated that the counselors are planning to have 'a sister talk' where students are invited to participate and share thoughts and feelings. She stated that it is important for counselors to talk with students without making direct statements. Staff are thinking about ways to address the events transpiring throughout the world today.

IX. Performance Evaluation, Education Committee: Pam Kissel, Chair

1) Principal's Evaluation Status

Kissel provided an update of the Principal's evaluation process. She referred to the change recently made in the By-Laws regarding the who on the Education Committee would participate in the Principal's evaluation process. In light of the addition of non-Trustees to the Education Committee and since the annual evaluation is a personnel matter, preparation

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of the Principal's evaluation will be limited to only members of Board of Trustees. Kissel stated there was a review followed by discussions focused on the Principal's goals and alignment with the strategic plan and the virtual teaching and learning plan over the last several months. She added that the evaluation will be completed in late July early August according to plan.

Principal Zelazny stated that her assessment of progress and reflections will be submitted aligned with the strategic plan highlighting data comprised of the work over the past year.

X. Finance Committee: *Chuck Falcon, Chair*

1) *Adoption of the Budget for School Year 2020-2021*

Chuck Falcon distributed the Budget for school year (2020-2021) for review prior to the meeting. He stated that the Finance Committee reviewed the Budget at the last two meetings. He stated that the forecast for the rest of this year puts the school in a favorable position with a surplus of over \$300,000. This is as a result of the impact of the virus and lowering expenses in several areas.

Roberta McNnis, Director of Operations stated that the school is looking to use some of the surplus to purchase items needed, for example, the area of technology. Board members suggested a small list of other items to cover within the budget surplus (technology, incentives)

Falcon cautioned the Board when looking at next year's Budget. He stated that the anticipated loss in revenue in some areas and the additional cost related to increases in maintenance and sanitation requirements due to COVID-19, the Board should maintain the surplus at a reasonable level to apply to next year's budget.

He stated the Committee used a key assumption in developing the budget based on the projected enrollment of 400 students. He highlighted the additional expense of \$20,000 contingency relating to COVID-19. Areas such as the software line still need to be worked out with the company, the addition of contracting with the school's maintenance services, pre-pupil funding (may be a 2% reduction, based on estimates from the Northeast Charter School Association), the present negotiations of the school lease and other unknown revenue and expenses, the bottom line for next year is showing a deficit of \$100,000. He added that the challenge for the Finance Committee going forward is identifying the onetime expenses in order to operate at a break-even or surplus for next year.

McNnis added that to reduce expenses, the school is going through the Charter School Network for cleaning supplies and other products. She stated that there is a keen eye on potential grants for technology such as smartboards to help with the distance learning initiative.

Kissel asked about school lunches and options to encourage good nutrition. McNnis stated that she works with the school food supplier throughout the year within State requirements to ensure the students are offered healthy food that they like and will continue to eat at breakfast and lunch. She said that a student survey to obtain their perspective allows the opportunity to make adjustments to the school lunch program. She added with the new regulations (COVID-19), she will set up a meeting with the supplier to discuss serving lunch in the classroom.

Norris asked to a motion to adopt the School Budget for 2020-2021. Kissel advanced the motion. Falcon seconded the motion. All were in favor. The School Budget for 2020-2021 was adopted unanimously.

Comments from the Chair

Prior to calling for a motion to enter into Executive Session, Norris made heartfelt comments about her tenure on the Board. She expressed her appreciation for the opportunity to serve over the past six years and for the support received from the Board. She stated that she had learned much during her tenure and that it was most rewarding to witness the students graduating.

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On behalf of the Board, Kissel expressed appreciation for Norris' leadership the last two years as Chair, she commented on her attention to detail, professionalism and sincere interest in YWCP.

XI. Adjourn to Executive Session: Personnel Matters, Other within regulations of Open Meeting Law

Norris called for a motion to enter into Executive Session to discuss Personnel Matters. Jarzyniecki advanced the motion, Green seconded the motion. All were in favor.

There being one action presented for a vote following the discussion in Executive Session, Norris called for a motion to return to regular business. Norris called for a motion to give any member of the Executive Committee the authorization to continue preparing and finalizing Principal's Zelazny's employment contract for official Board approval and a following meeting. Kissel advanced the motion and Green seconded the motion. All were in favor. Authorization adopted unanimously.

XII. Adjournment: Next Meeting: Friday, July 10, 2020 8:00 am

Norris asked for a motion to adjourn the meeting. Jarzyniecki advanced the motion, Allen seconded the motion. All were in favor. The meeting was adjourned at 10:10 am

BOARD RETREAT AGENDA

10:00 – Noon

During this portion of the Retreat, members of the Board worked together with Deb Hanmer, Facilitator, Breakthrough Leadership Group. First on the agenda, Hanmer went through the results of the 2020 Board Survey in comparison with the survey administered in 2018. The Board engaged in a series of discussion re: best practices: distinction between governance and management, Member accountability, meeting preparation, Committee work and reporting as well as a standard process for Board Member Recruitment. Sample of a Committee report was presented to assist Committee Chairs.