

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

August 26, 2015

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 421 West 145<sup>th</sup> Street, New York, New York on August 26, 2015 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Brian Hamilton, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Arthur Sadoff, Nicole Scanlin and Patricia Soussloff.

The Head of School Brett Gallini was also present.

Cliff Schneider and Jefferson Hughes were absent with prior notice.

Gail Brousal and Derek Fleming were absent without prior notice.

Ms. Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome and President’s Report. Ms. Meyler gave a brief overview of the meeting agenda and asked Trustees to note the dates on the Board calendar of committee responsibilities, which was circulated in advance of the meeting. She also referenced the School’s 2015 Annual Report to the SED, copies of which were circulated in advance of the meeting. The Board discussed embarking on a strategic planning process this year.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the June 24, 2015 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Head of School Report. Mr. Gallini presented the results and an analysis of the third grade’s performance on the 2014-15 NY State Tests. He then discussed the recent departure of the Dean of Students. Finally, he described his proposed plans for his own professional development which will require that he leave school thirty minutes early two days a week and that certain board meetings be rescheduled.

Facilities Update. Ms. Soussloff and Ms. Meyler updated the Board on developments pertaining to the site at 691 St. Nicholas Avenue and other potential sites.

Executive Session. Upon motion duly made, seconded and unanimously approved, the Board went into Executive Session to discuss an evaluation and compensation review plan for the Head of School this year and Mr. Gallini's proposed professional development plan. Mr. Gallini left the meeting. At the end of the discussion, the Executive Session was ended pursuant to a motion which was seconded and unanimously approved.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 8:00 pm.

Respectfully submitted,

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Patricia Soussloff  
Secretary

I, Patricia Soussloff do hereby certify that I am the duly qualified and acting Secretary of Neighborhood Charter School of Harlem, a New York education corporation and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on August 26, 2015.

Dated:                      2015

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

September 28, 2015

A regularly scheduled meeting of the Board of Trustees (the "Board") of The Neighborhood Charter School of Harlem (the "School"), was held at 132 West 124<sup>th</sup> Street, New York, New York on September 28, 2015 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal , Derek Fleming, Brian Hamilton, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, , Arthur Sadoff, and Patricia Soussloff.

The Head of School Brett Gallini was also present.

Andrew Popper, Adam Rashid and Nicole Scanlin were absent with prior notice.

Cliff Schneider was absent without prior notice.

Ms. Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome and President's Report. Ms. Meyler proposed the School request a charter revision increasing the maximum number of students enrolled given that the School is successfully serving more students than originally planned, that we have a large wait list and have almost reached maximum enrollment as stated in our Charter Agreement. Following discussion, a motion was made, seconded and unanimously approved to adopt a Resolution in the form of Exhibit A. Ms. Meyler also called Trustees' attention to a revised Board Meeting Calendar circulated in advance of the meeting and asked Trustees to update any relevant biographical information for the School's website as well as to complete the financial disclosure forms required by the SED.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the August 26, 2015 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Facilities Update. Ms. Soussloff updated the Board on developments pertaining to the site at 691 St. Nicholas Avenue.

Head of School Report and Presentation. Mr. Gallini presented an overview of his plans for preparing the School's charter renewal application due next year.

He also reported on conversations with a prospective parent about a potential opening that did not materialize. Mr. Gallini then gave a lengthy presentation on teacher turnover and staff morale, highlighting the challenges of teaching and the steps he is taking to improve the morale and quality of life for the staff. Discussion ensued.

Strategic Planning. Ms. Meyler proposed creating a Strategic Planning Committee (SPC) of the Board. As a first step she recommended convening a special meeting of the Board to discuss the composition and mandate of the SPC. She said she would circulate by email potential dates and times for the meeting.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:50 pm.

Respectfully submitted,

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Patricia Soussloff  
Secretary

I, Patricia Soussloff do hereby certify that I am the duly qualified and acting Secretary of Neighborhood Charter School of Harlem, a New York education corporation and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on September 28, 2015.

Dated: 2015

#### Exhibit A

#### RESOLUTION AUTHORIZING A REQUEST FOR CHARTER REVISION TO INCREASE THE NUMBER OF STUDENTS

WHEREAS NCSH is successfully serving significantly more students than originally planned and has almost reached its maximum enrollment as stated in the School's Charter Agreement;

AND WHEREAS NCSH currently has (*Brett to provide the exact number*) students on its waiting list and wishes to continue to serve as many students as possible;

Now it is hereby resolved that: Ruth Meyler, President of the Board of Trustees, is hereby authorized to submit to the Board of Regents a request for a revision to the

School's Charter to increase the maximum enrollment from 323 students to 375 students.

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

October 26, 2015

A regularly scheduled meeting of the Board of Trustees (the "Board") of The Neighborhood Charter School of Harlem (the "School"), was held at 132 West 124<sup>th</sup> Street, New York, New York on October 26, 2015 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Derek Fleming, Brian Hamilton, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Nicole Scanlin, Arthur Sadoff, and Patricia Soussloff.

The Head of School Brett Gallini was also present. Mr. James Pearson, the new Director of School Culture, was present for the first part of the meeting.

Cliff Schneider was absent with prior notice.

Ms. Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome and President's Report. Ms. Meyler welcomed the School's new Director of School Culture, James Pearson, and Mr. Gallini introduced him. Mr. Pearson said a few words, was welcomed by the Board and left the meeting.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the September 28, 2015 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Facilities Update. Ms. Soussloff updated the Board on developments pertaining to the site at 691 St. Nicholas Avenue. As the Board was aware the Lease Agreement for the site expired because the commencement date passed due to delays in financing and city approvals. The School and developer are negotiating the terms of an amendment to the Lease Agreement which will extend the commencement date and amend certain other terms. Ms. Soussloff presented the agreed terms and items still subject to negotiation. After discussion, a motion was made, seconded and unanimously approved to adopt a Resolution in substantially the form of Exhibit A authorizing the Task Force named therein to negotiate the final terms of the Amendment and authorizing Ms. Soussloff to sign the Amendment on behalf of the School.

Review of New Website. Ms. Smith walked the Board through the features of the School's new website.

Head of School Presentation of Goals. Mr. Gallini presented an overview of his goals for the year including goals for internal assessment results, NY State test results for the third and fourth grade, and other goals for student and staff development.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:30 pm.

Respectfully submitted,

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Patricia Soussloff  
Secretary

I, Patricia Soussloff do hereby certify that I am the duly qualified and acting Secretary of Neighborhood Charter School of Harlem, a New York education corporation and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on October 26, 2015.  
Dated: 2015

Exhibit A

RESOLUTION AUTHORIZING EXECUTION OF AN AMENDMENT TO THE LEASE  
BETWEEN THE SCHOOL AND 691 ST. NICHOLAS JV LLC

**WHEREAS**, the School entered a Lease Agreement dated December 25, 2013 with 691 St. Nicholas JV LLC for the lease of a purpose built school facility (the "Building") to be built on the vacant lot at 691 St. Nicholas Avenue; and

**WHEREAS**, construction of the building has been delayed beyond the Commencement Date provided in the lease; and

**WHEREAS**, the School desires to amend the Lease pursuant to the terms of an amendment (the "Amendment") which will extend the Commencement Date to July 2017, provide for a construction contribution of \$1,000,000 by the School which will be held in escrow at Deutsch Bank and returned in the form of rent abatement for the first year of occupancy, and other terms discussed at the Board meeting but not yet agreed upon by the parties; and

**WHEREAS**, Ruth Meyler, Patricia Soussloff and Cliff Schneider (together, the “Task Force”) have been negotiating the terms of the Amendment on behalf of the School and anticipate concluding negotiations and the drafting of the Amendment in the next few days, and in the interest of time to move the project forward, seek Board approval to complete negotiations and enter into the Amendment;

**BE IT RESOLVED**, the School is hereby authorized and empowered to enter into the Lease consistent with the terms and conditions as set forth above with such modifications as the Task Force deems necessary but ensuring that the School maintains the proper reserves and conservative forecasting required by the Board in all transactions;

**BE IT FURTHER RESOLVED**, that Patricia Soussloff be, and hereby is authorized and directed, at any time and from time to time, to do all such things and acts and to execute and deliver all such applications, documents and instruments in writing and to expend such fees for and on behalf of the School as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to negotiate, execute and deliver the Amendment and documents required in connection with the Amendment, in the name and on behalf of the School, on such terms and conditions as approved by the Task Force, which approval shall be conclusively evidenced by the execution and delivery of such applications, documents and instruments in writing; and

**BE IT FURTHER RESOLVED**, that all actions previously taken by the Task Force in furtherance of the foregoing resolutions are hereby ratified and confirmed.



MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

December 7, 2015

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on December 7, 2015 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Derek Fleming, Jefferson Hughes, Allison Mayne Peters, Andrew Popper, Adam Rashid, Nicole Scanlin, Cliff Schneider and Patricia Soussloff.

The Head of School Brett Gallini was also present, as was Ms. Stephanie Hubbell, one of the Speech and Language Pathologists. Sherita Smith, Director of Operations, was present for portions of the meeting.

Ruth Meyler, Justena Kavanaugh, Arthur Sadoff, and Brian Hamilton were absent with prior notice.

Ms. Soussloff presided as Chair of the meeting in Ms. Meyler’s absence and Allison Mayne Peters recorded the minutes on behalf of Ms. Soussloff. Ms. Soussloff called the meeting to order at 6:03 p.m.

Welcome. Ms. Soussloff informed the board that the SED has accepted the School’s request to increase enrollment. She also provided an update that the lease amendment for 691 St. Nicholas has been signed. Ms. Soussloff asked for a motion to elect Cliff Schneider as a trustee in accordance with new SED requirements. The motion was made, seconded and unanimously approved in the form of Exhibit A.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the October 26, 2015 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Facilities Update. Ms. Soussloff updated the Board on developments pertaining to the site at 691 St. Nicholas Avenue. Following discussion, Ms. Soussloff asked for a motion to approve an increase in rent and to authorize her to negotiate and execute a lease amendment reflecting the increase in rent. The motion was made, seconded and unanimously approved in the form of Exhibit B.

Head of School Report. Mr. Gallini presented a snapshot of the students’ academic progress and reported on the latest assessment results. Ms. Hubbell gave a presentation on the social-emotional learning component of the school.

Closing Business. Mr. Rashid asked for a motion to approve a policy, a draft of which was circulated in advance of the meeting, to maintain reserves in the School's budget for operating cash and a permanent facility. The motion was made, seconded and unanimously approved in the form of Exhibit C

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:30 pm.

Respectfully submitted,

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Allison Mayne Peters  
On behalf of Patricia Sousloff,  
Secretary

I, Allison Mayne Peters do hereby certify that I prepared these Minutes on behalf of Patricia Sousloff, the duly qualified Secretary of Neighborhood Charter School of Harlem, a New York education corporation and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on October 26, 2015.

Dated: 2015

#### Exhibit A

#### RESOLUTION TO ELECT CLIFF SCHNEIDER AS A TRUSTEE

The NEIGHBORHOOD CHARTER SCHOOL OF HARLEM 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 Cliff Schneider as a final candidate to its Board of Trustees, with a term expiring on the conclusion of the third Annual Meeting after his election, pending approval by SED. The resolution approving Cliff Schneider is formally adopted upon SED's approval.

#### Exhibit B

#### RESOLUTION APPROVING SECOND AMENDMENT TO LEASE BETWEEN THE SCHOOL AND 691 ST. NICHOLAS JV LLC INCREASING RENT

**WHEREAS**, the School entered a Lease Agreement dated December 25, 2013 with 691 St. Nicholas JV LLC for the lease of a purpose built school facility (the “Building”) to be built on the vacant lot at 691 St. Nicholas Avenue, which Lease Agreement was amended by an Amended and Restated First Amendment of Lease dated November 17, 2015 (as amended, the “Lease Agreement”); and

**WHEREAS**, the Board has determined that it is in the interest of the school to amend the Lease Agreement so as to increase the rent payable.

**BE IT RESOLVED**, that the Lease Agreement be amended to increase the rent payable to a maximum of \$34 per square foot for up to 43,500 square feet of space, and that Patricia Soussloff, Vice President, is hereby authorized and directed to negotiate, execute and deliver the necessary amendment and documents required in connection with it, in the name and on behalf of the School, which approval shall be conclusively evidenced by the execution and delivery of such documents and instruments in writing.

#### Exhibit C

#### RESOLUTION ADOPTING POLICY FOR OPERATING CASH BALANCE AND FACILITY RESERVES

**BE IT RESOLVED**, that the School hereby adopts the following policies with respect to its Operating Cash Balances and Facility Reserves:

##### *Operating Cash Balance*

The Board deems it financially prudent to maintain, at all times, an Operating Cash Balance of at least two months of annual expenses (on a forward looking basis). The Board has made this determination based on recommendation from its financial consultant, as well as the Board’s own budgeting and forecasting.

- In determining the size of the Operating Cash Balance, the Board has taken into account any future increases in expenses, or any large future capital expenditures (unrelated to a new facility).

##### *Facility Reserve*

NCSH expects to enter into a long-term lease for a new facility, and the Board has resolved to establish a Facility Reserve in preparation for the school’s new permanent location.

- The school expects to make a large, one-time construction contribution upon closing of the construction loan.
- When the school moves into its new permanent location, rent expense and security deposit will increase significantly; and the school will incur new expenses for security, elevator/HVAC maintenance, insurance, and taxes.

- Prior to moving into the new facility, the school will incur expenditures for relocation from its two current facilities; outfitting the new facility with necessary security and safety systems; installing kitchen and gym equipment; wind-down costs at its current two facilities; and any other costs related to moving into a permanent facility.
- Given the large increases in rent and other ongoing expenses, as well as the construction contribution and other upfront expenditures, the Board has deemed it prudent to establish a Facility Reserve to fund these new costs.

#### *Establishment of Facility Reserve*

The Finance Committee and the Facilities Committee will work together to project the ongoing and upfront costs associated with the new facility.

Taking these projections into account, the Finance Committee will recommend to the Board an amount for the Facilities Reserve and the Operating Cash Balance.

- Initially, the Facilities Reserve will be a fixed amount – as the school incurs costs related to the new facility, these amounts will be drawn down from the Facilities Reserve.
- Upon its establishment, the Board does not expect to increase the size of the Facilities Reserve, but it may choose to do so in case of unexpected developments.

The Operating Cash Balance will serve to fund the day-to-day operations of the school. As cash is generated (or used) in the course of operations, these changes will be reflected in the Operating Cash Balance. As such, the Operating Cash Balance will fluctuate on a daily basis, while still remaining above the threshold of 2 months of operating expenses.

Only the Board will decide on the size of the Facility Reserve and Operating Cash Balance. School management will make recommendations, but the Board will control the size of the two accounts.

#### *Monitoring and Reporting of Operating Cash Balance and Facility Reserve*

The finance committee shall monitor the Operating Cash Balance and Facility Reserve via monthly reports; and shall present to the Board every other month.

- The Treasurer, the Director of Operations, and the financial consultant work together to update the long-term financial projections of the school on a regular basis.
- The Facilities Task Force and staff provide updates to the Finance Committee with regards to all the expenditures required for the new facility. These updates are reflected in the long-term financial projections.
- The Facilities Task Force and the Finance Committee report these updates and projections to the Board at nearly every meeting.

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

January 27, 2016

A regularly scheduled meeting of the Board of Trustees (the "Board") of The Neighborhood Charter School of Harlem (the "School"), was held at 132 West 124th Street, New York, New York on January 27, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Derek Fleming, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Arthur Sadoff, Nicole Scanlin, and Cliff Schneider:

The Head of School Brett Gallini was also present, as was Sherita Smith, Director of Operations.

Patricia Sousloff and Brian Hamilton were absent with prior notice.

Ruth Meyler presided as Chair of the meeting and Allison Mayne Peters recorded the minutes in the absence of Ms. Sousloff. Ms. Meyler called the meeting to order at 6:03 p.m.

Welcome. Ms. Meyler welcomed the Board and gave a brief update on facilities issues.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Meyler asked for a motion to approve the minutes of the January 27, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Head of School Report. Mr. Gallini reported on the recent major leak at the Central campus.

Charter Renewal. Daniel Pasek, of Pasek Consulting, who is working with the School on the charter renewal application to be submitted this summer, described the renewal process and answered questions from the Board. The Board formed a committee to work with Daniel, consisting of Ruth Meyler, Adam Rashid, Arthur Sadoff and Brian Hamilton. Patricia Sousloff was added after the meeting.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:20 pm.

Respectfully submitted,

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Allison Mayne Peters  
On behalf of Patricia Sousloff,  
Secretary

I, Allison Mayne Peters do hereby certify that I prepared these Minutes on behalf of Patricia Sousloff, the duly qualified Secretary of Neighborhood Charter School of Harlem, a New York education corporation and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on January 27, 2015.

Dated:                      2016

NOTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

February 24, 2016

A regularly scheduled meeting of the Board of Trustees (the "Board") of The Neighborhood Charter School of Harlem (the "School"), was held at 132 West 124th Street, New York, New York on January 27, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Andrew Popper, Adam Rashid.

The Head of School Brett Gallini was also present, as was Sherita Smith, Director of Operations.

Gail Brousal, Brian Hamilton, Allison Mayne Peters, Arthur Sadoff, Nicole Scanlin and Patricia Soussloff were absent with prior notice.

Cliff Schneider and Derek Fleming were absent without prior notice

The items on the agenda for the meeting were discussed generally. As a quorum was not present, no minutes were taken.

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

March 30, 2016

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on March 30, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Brian Hamilton, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Arthur Sadoff, Patricia Soussoff and Cliff Schneider.

The Head of School Brett Gallini was also present, as was Sherita Smith, Director of Operations, along with two visitors: Kemba Tamar, Vice President of the Parents’ Association, and David Frank, Director of Charter Policy at the NYC Department of Education.

Nicole Scanlin was absent with prior notice.

Derek Fleming participated in the meeting by phone, having given prior notice of his inability to attend in person.

Ruth Meyler presided as Chair of the meeting and Patricia Soussoff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:00 p.m.

Welcome. Ms. Meyler welcomed the Board, staff and members of the public.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussoff asked for a motion to approve the minutes of the January 27, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Facilities Update. Ms. Soussoff updated the Board on progress on the site at 691 St. Nicholas Ave.

Charter Renewal Application. Mr. Gallini and Ms. Meyler explained the SED requirements for adding grades 6-8 in conjunction with the School’s charter renewal, including an official board resolution. A motion was made in the form of Exhibit A, was seconded and unanimously approved.

Head of School Report. Mr. Gallini referenced the dashboard in the materials circulated in advance of the meeting and presented the March interim assessment data. He then described the School leadership’s teacher recruitment efforts.



Replication Next Steps. Ms. Meyler explained that she and Ms. Soussloff are undertaking to gather information from school leaders who have opened additional schools and/or added high schools. The information will be used as data points for use in our strategic planning. She invited board members to participate in the information gathering and to let her know if they are interested. David Frank shared with the Board his perspective on issues to consider regarding replication.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:45 pm.

Respectfully submitted,

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Patricia Soussloff, Secretary

I, Patricia Soussloff, the duly qualified Secretary of The Neighborhood Charter School of Harlem, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on MARCH 30, 2016.

Dated: 2016

#### EXHIBIT A

#### RESOLUTION ADDING GRADES 6-8

WHEREAS: The Neighborhood Charter School of Harlem (the School) was founded with the intention that it would ultimately grow to serve grades K – 8, and this intention is stated in the School's Charter;

AND WHEREAS: the School is preparing an application for the renewal of its Charter and wishes to include an application to add grades 6-8;

NOW IT IS HEREBY RESOLVED: that the School add grade 6 in FY 2017/2018 and grades 7 and 8 in the two subsequent years and should request permission from its Authorizer, the New York State Education Department, accordingly.

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF THE  
NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

May 4, 2016

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on May 4, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Arthur Sadoff, Nicole Scanlin, Patricia Sousloff and Cliff Schneider.

The Head of School Brett Gallini was also present, as was Sherita Smith, Director of Operations.

Gail Brousal, Brian Hamilton and Jefferson Hughes were absent with prior notice.

Ruth Meyler presided as Chair of the meeting and Patricia Sousloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:10 p.m.

Welcome. Ms. Meyler welcomed the Board and staff. No members of the public were present.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Sousloff asked for a motion to approve the minutes of the March 20, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Board Self-Evaluation. Ms. Meyler opened a discussion about a board self evaluation survey, a draft of which was circulated in advance of the meeting. Following discussion members of the Board agreed to complete and submit the evaluation survey and Mr. Popper offered to tabulate results.

Facilities Update. Ms. Sousloff updated the Board on progress on the site at 691 St. Nicholas Ave and on the lease renewal and related topics at the West 145<sup>th</sup> Street site.

Head of School Report. Mr. Gallini updated the board on teacher recruitment efforts. He devoted the rest of his report to presenting a proposed new program, entitle the BRIDGE Program, designed to provide additional supports to a small number of our special needs students who he feels need them. Discussion ensued.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:45 pm.

Respectfully submitted,

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Patricia Soussloff, Secretary

I, Patricia Soussloff, the duly qualified Secretary of The Neighborhood Charter School of Harlem, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on May 4, 2016.

Dated:                      2016

MINUTES OF THE MEETING OF  
THE BOARD OF TRUSTEES OF  
THE NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

May 25, 2016

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on May 25, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Derek Fleming, Brian Hamilton, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Adam Rashid, Patricia Soussloff and Cliff Schneider.

A visitor and School parent, Karen Ward, was also present as were the Head of School Brett Gallini and Sherita Smith, Director of Operations.

Jefferson Hughes , Arthur Sadoff and Nicole Scanlin were absent with prior notice.

Ruth Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome. Ms. Meyler welcomed the Board, Ms Ward and staff. Ms. Ward shared that she loves the School. It feels like a family and her daughter is thriving.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the May 4, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Board Self-Evaluation. Ms. Meyler reminded the Board to complete the self-evaluation surveys.

Strategic Planning. Ms Meyler explained that she, Ms. Soussloff and Mr. Gallini have been doing research in preparation for the Board’s upcoming strategic planning meeting.

Facilities Update. Ms. Soussloff updated the Board on progress on the site at 691 St. Nicholas Ave and on the lease renewal and related topics at the West 145<sup>th</sup> Street site.

Draft 2016/17 Budget. Mr. Rashid and Mr. Gallini presented a draft budget for school year 2017/17.

Head of School Report. Mr. Gallini updated the board on his ongoing efforts to show appreciation to teachers and maintain morale, on teacher recruitment progress and on progress with his personal goals. He also provided feedback to the Board on his review process.

Adjournment. There being no further business to come before the Board, the meeting was adjourned at 7:45 pm.

Respectfully submitted,

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Patricia Soussloff, Secretary

I, Patricia Soussloff, the duly qualified Secretary of The Neighborhood Charter School of Harlem, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on May 25, 2016.

Dated:                      2016

MINUTES OF THE ANNUAL MEETING OF  
THE BOARD OF TRUSTEES OF  
THE NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

June 22, 2016

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on June 22, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Gail Brousal, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Adam Rashid, Arthur Sadoff, Patricia Soussloff and Cliff Schneider.

Head of School Brett Gallini and Director of Operations Sherita Smith were also present.

Derek Fleming, Brian Hamilton and Andrew Popper were absent with prior notice.

Nicole Scanlin was absent without prior notice.

Ruth Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome. Ms. Meyler welcomed the Board and staff.

Public Comment. No requests for public comment were received.

President’s Report. Ms. Meyler will present results of the board self-evaluation in the fall. The School’s charter renewal application is due to the SED on August 15. The consultant has circulated a first draft that has been reviewed by School and Board leadership. Comments from staff and Board are being consolidated by Mr. Gallini for transmission to the consultant. Ms. Meyler reminded the board of the strategic planning meeting on June 23 and presented the agenda. She referenced the School dashboard circulated in advance of the meeting.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the May 25, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

Facilities Update. Ms. Soussloff updated the Board on progress on the site at 691 St. Nicholas Ave. She also presented a draft Lease Extension Agreement for the site at 421 West 145<sup>th</sup> Street, a copy of which was circulated in advance of the meeting. A motion was made to approve the agreement in the form presented on Exhibit A, was seconded and unanimously approved.

Draft 2016/17 Budget. Mr. Rashid and Mr. Gallini presented a draft budget for school year 2016/17. A motion was made in the form presented in Exhibit A to approve the draft budget, was seconded and unanimously approved.

Approval of revisions to Bylaws and Board Policies. Ms. Meyler, Ms. Smith and Mr. Schneider presented revisions to the School's revised Discipline Policy, Complaints Policy, Enrollment Policy, Personnel Policy and Bylaws, Code of Ethics and Conflict of Interest Policy, drafts of which were circulated in advance of the meeting. A motion was made in the form presented in Exhibit A to approve the policies and bylaws, was seconded and unanimously approved.

Election of trustees and officers. The following trustees, whose terms of office have expired, were unanimously re-elected for terms of three years:

Derek Fleming

Brian Hamilton

Ruth Meyler

Arthur Sadoff

Nicole Scanlin

The following were unanimously re-elected to the offices shown:

President – Ruth Meyler

Vice President and Secretary - Patricia Soussloff

Treasurer – Adam Rashid

Executive Session. A motion was made, seconded and unanimously approved to go into Executive Session discuss the Head of School's year-end evaluation. The staff left the meeting.

Adjournment. There being no further business to come before the Board the meeting was adjourned at 7:30 pm.

Respectfully submitted,

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Patricia Soussloff, Secretary

I, Patricia Soussloff, the duly qualified Secretary of The Neighborhood Charter School of Harlem, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the

Minutes of the meeting of the Board of Trustees of the said corporation held on June 22, 2016.

Dated: 2016

## EXHIBIT A

### RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

**June 23, 2016**

The following resolutions were adopted at a duly called meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), a New York not-for-profit education corporation, having an office and place of business at 132 W. 124<sup>th</sup> Street, New York, NY.

**RESOLVED** that the draft Lease Extension and Addendum Agreement between Mount Zion Evangelical Lutheran Church and the School attached hereto as Exhibit B is hereby approved and that Ms. Soussloff is authorized to execute the agreement on behalf of the School.

**FURTHER RESOLVED** that the draft 2016/17 budget for the School attached as Exhibit C is hereby approved.

**FURTHER RESOLVED** that the School’s revised Discipline Policy, Complaints Policy, Enrollment Policy and Personnel Policy, each as attached as Exhibit D-1 through D-4 are hereby approved subject to further non-material revisions suggested by the School’s leadership and approved by legal counsel.

**FURTHER RESOLVED** that the School’s Bylaws, Code of Ethics and Conflict of Interest Policy as revised and attached as Exhibit E, are hereby approved subject to further non-material revisions suggested by the Board officers and approved by legal counsel.