Neighborhood Charter Schools

**Minutes of the Meeting of the Board Trustees**

September 25, 2019

A regularly scheduled meeting of the Board of Trustees (the “Board”) of Neighborhood Charter Schools (the “Education Corporation” or “NCS”) was held on Wednesday, September 25, 2019 at 691 St. Nicholas Avenue, New York, NY. The meeting was called to order at 6:02 PM.

**Trustees Present in Person**:

Gail Brousal

Brian Hamilton (by video conference)

Jefferson Hughes

Everardo Jefferson

Justena Kavanagh

Adam Rashid

Walter Rendon

Arthur Sadoff

Cliff Schneider

Patricia Soussloff

**Trustees Absent**:

Derek Fleming

Andrew Popper

**Others in Attendance:**

Sherita Smith

Sarah

Victor Rios

Michael

*Nine of the thirteen seated Trustees were in attendance in person and present throughout the meeting, which constituted a quorum for the transaction of business at the meeting.*

1. **Welcome and Public Comment**

Ms. Soussloff began the meeting and invited public comment. No comments were received.

1. **Approval of Minutes**

A motion was made by Ms. Brousal and seconded by Ms. Kavanagh to approve the minutes from the July 24, 2019 Board meeting and was unanimously approved.

1. **President’s Report**

Ms. Soussloff presented a status update on the proposed election of Samantha Ramos. We are awaiting a few items to complete her credentialing requirements before sending to NYSED. With respect to Board Governance matters and succession planning, as per the current by-laws (the Second Amended and Restated By-Laws—adopted in August 2017), there is a term limit of three (3), three (3) year consecutive terms before a trustee has to rotate off for one (1) year before being considered for re-election. This matter will be addressed by amending the by-laws; however, there’s also a desire to plan for the future and identify core competencies that may be required on the Board so that if trustees need/want to rotate off the Board or otherwise leave Board service, there are folks with whom to replace. A discussion ensued. There was a motion made by Gail Brousal and seconded by Mr. Sadoff to remove the current term limitation from by-laws, and the motion was unanimously approved, with direction to the Secretary to update the by-laws in the form of the Third Amended and Restated By-Laws and send to NYSED for approval (if required) and otherwise made a part of the NCS’s records.

1. **Executive Director’s Report**

Ms. Smith began by announcing that she’s expecting her first child in February and was congratulated by the Board. Ms. Smith then continued with a presentation on school launch and challenges, focused on facilities, procurement and impact on staff. While the moves began well, towards the end, there was a rush to get the buildings ready prior to opening. The Bronx Campus was delivered late by Civic, and along with the Harlem Campus, new construction created some unforeseen challenges. Additionally, the procurement process lagged as FF&E was not delivered on-time, which put pressure on the team to get everything organized and set-up prior to staff and student arrival. All of these challenges have had an impact on certain staff and staff relationship, detracted staff from planning for this school year and highlighted a need for additional support staff, systems and structures on the operations-side. A discussion ensued. Ms. Smith also presented on enrollment challenges in the Bronx—150 students were estimated; 110 are currently enrolled. Efforts are underway to continue enrollment, with a focus on ASD students, but the waitlist has been exhausted. The goal is to add 10 students.

1. **Election of New (Parent) Trustee Samantha Ramos**

Having completed the NYSED-required background check, the following motion- made by Mr. Schneider and seconded by Mr. Hughes was unanimously approved:

*The NEIGHBORHOOD CHARTER SCHOOLS 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 NYSED if found, has voted to select Samantha Ramos as a final candidate to its Board of Trustees, with a term to coincide with her term as President of the NCS Parents’ Association, pending approval by NYSED.  The resolution approving Samantha Ramos is formally adopted upon NYSED’s approval.*

1. **Executive Session**

A motion was made by Mr. Rashid and seconded by Ms. Brousal to enter into executive session to discuss personnel matters and was unanimously approved. A motion was made by Mr. Schneider and seconded by Ms. Brousal to exit executive session.

1. **Adjournment**

Upon returning from executive session, it was announced that no votes were taken. There being no further business, Ms. Brousal moved to adjourn and Mr. Schneider seconded a motion to adjourn the meeting which was unanimously approved. The meeting was adjourned at 7:58 pm.

Respectfully submitted,

Cliff Schneider, Secretary

I, Cliff Schneider, the duly qualified Secretary of Neighborhood Charter Schools, 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 September 25, 2019.

Dated: October 30, 2019