

**Charter High School for Law and Social Justice
Board of Trustees Meeting Minutes
January 22, 2014, 6:30pm
New York Law School, 185 West Broadway, Room E410
New York, NY 10013**

Present: Janine Azriliant, Jenn LaMarsh, Rick Marsico, Cynara McQuillan, James O'Neal, Bob Shaps, Katie Smelas, Mary Ellen Sullivan, Linnet Tse

Participating: Asha Smith

Absent: Darren Johnson

1. Call to Order

2. Approval of Minutes of the Meeting of December 28, 2013 (Attachment One)

On motion by Mary Ellen Sullivan and second by Jenn LaMarsh, the Board adopted the following resolution by unanimous vote:

It is hereby RESOLVED that the minutes of the meeting of the Board of Trustees of December 28, 2013, are approved.

3. Board Directory

Katie will update and complete the Board Directory and distribute it to the Board.

4. Establishing Committees and Appointing Members to Each Committee

On motion by Katie Smelas and seconded by Jenn LaMarsh, the Board adopted the following resolution by unanimous vote:

It is hereby RESOLVED that the Board establishes the following standing committees and appoints the following members to each Committee:

Executive: Jenn LaMarsh, Rick Marsico, Katie Smelas, Mary Ellen Sullivan, Linnet Tse

Finance: Rick Marsico, Bob Shaps, Linnet Tse

Fundraising: Janine Azriliant, Jenn LaMarsh, Cynara McQuillan, James O'Neal, Katie Smelas

Audit: Rick Marsico, Carolyn Kim, Linnet Tse

Education Accountability: Larry Grosberg, Carolyn Kim, Jenn LaMarsh, James O'Neal, Bob Shaps, Asha Smith, Mary Ellen Sullivan,

5. Financial Report

Rick Marsico provided an update on our financials.

6. CSP Grant Application

Rick Marsico updated the Board on the CSP grant application.

7. Facility Update

On motion by Mary Ellen Sullivan and seconded by Jenn LaMarsh, the Board unanimously voted to go into executive session to discuss matters relating to leasing real property.

On motion by Janine Azriliant and seconded by Mary Ellen Sullivan, the Board unanimously voted to return to public session.

8. Insurance Coverage

Rick Marsico updated the Board on quotes he received from various companies.

9. Principal Search

On motion by Linnet Tse and seconded by Jenn LaMarsh, the Board unanimously voted to go into executive session to discuss a personnel matter.

On motion by Mary Ellen Sullivan and seconded by Linnet Tse, the Board unanimously voted to return to public session.

10. School Publicity

Rick Marsico informed the Board that the *Riverdale Press* and the *National Law Journal* would be issuing stories on the school.

11. Approval of Agreement with New York City Charter Center and Reports on Activities (Attachment Two)

Upon motion by Jenn LaMarsh and seconded by Katie Smelas, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the Board approves, retroactive to January 5, 2013, the agreement between the Charter High School for Law and Social Justice and the New York City Charter Center for the High School to participate in the Center's Start Right Program.

[Rick Marsico recused himself from this vote by noting his interest in this issue.]

12. Pre-Opening Expenses

Upon motion by Linnet Tse and seconded by Janine Azriliant, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the President or his designee is authorized and directed, for and on behalf of the Charter High School for Law and Social Justice, to obtain and pay for the following goods and services, in such amounts that the President or his designee deems reasonable and appropriate: website hosting, email, and document retention services; application for tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code; the New York City Charter School Center Start Right Program; financing costs for Directors and Officers insurance; and bank fees and initial deposits.

13. Loan to Pay Pre-Opening Expenses

Upon motion by Jenn LaMarsh and seconded by Katie Smelas, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the Vice-President of the Board is authorized to enter into an agreement or agreements with Board President Richard Marsico pursuant to which Richard Marsico agrees to lend money to the Charter High School for Law and Social Justice to pay pre-opening expenses and the Board agrees to reimburse Mr. Marsico for such expenses, provided that the sum of the expenses shall not be greater than \$7,500.00 and that Mr. Marsico will not receive interest, security, or any other financial benefit from such loan. Repayment shall be on terms favorable to the Board and may include periodic payments and a statement that payments shall be made when available from the appropriate source of funds.

[Richard Marsico recused herself from this vote.]

Upon motion by Janine Azriliant and seconded by Mary Ellen Sullivan, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the Vice-President of the Board is authorized to enter into an agreement or agreements with Board Treasurer Linnet Tse pursuant to which Linnet Tse agrees to lend money to the Charter High School for Law and Social Justice to pay pre-opening expenses and the Board agrees to reimburse Ms. Tse for such expenses, provided that the sum of the expenses shall not be greater than \$7,500.00 and that Ms. Tse will not receive interest, security, or any other financial benefit from such loan. Repayment shall be on terms favorable to the Board and may include periodic payments and a statement that payments shall be made when available from the appropriate source of funds.

[Linnet Tse recused herself from this vote.]

14. New York Education Department Pre-Opening Activities

The New York State Education Department distributed its Pre-Opening Activities Check-List and we are currently working through it.

15. Pro-Bono Counsel

Rick Marsico is seeking pro-bono counsel for the purposes of representing the School in connection with a commercial lease and the principal's employment contract.

16. Meeting Dates

It is hereby RESOLVED that the Board establishes the following meeting dates through June 2014, all meetings to take place at New York Law School, 185 West Broadway, New York, NY 10013, and by video-conferencing at locations to be determined.

Meetings will be held on February 19, March 19, April 23, May 21, and June 18.

17. New Business

On motion by Jenn LaMarsh and seconded by Katie Smelas, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that in addition to the Board President and Board Treasurer, the Board Vice-President is authorized to serve as signatory on all bank accounts for purposes of depositing and transferring School funds established by the President or Treasurer.

18. Adjournment

Upon motion by Mary Ellen Sullivan and seconded by Cynara McQuillan, the Board unanimously voted to adjourn the meeting.