

Charter High School for Law and Social Justice
Board of Directors Meeting Minutes
December 28, 2013, 11:00 am
College of Mount Saint Vincent, Founder's Hall, Mastronardi A

Present: Jenn LaMarsh, Darren Johnson, Rick Marsico, Cynara McQuillan, Bob Shaps, Asha Smith, Mary Ellen Sullivan, Linnet Tse

Absent: Janine Azriliant, James O'Neal, Katie Smelas

1. Call to Order

2. By-Laws

On motion by Jenn LaMarsh and second by Asha Smith, the Board adopted the following resolution by unanimous vote:

It is hereby RESOLVED that the by-laws of the School in the form attached to the agenda are hereby adopted as the by-laws of the School and are directed to be filed in the minute book of the School.

3. Creation of new Board Officer Position: Vice President--Planning Implementation

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

It is hereby RESOLVED that the Board creates the position of Vice President-Planning and Implementation, to exist at least until first annual board meeting in June 2014, to assist Board and Principal with planning and implementing the School program.

4. Election of Officers (for terms to end at the first annual meeting of the Board, June 2014)

On motion by Linnet Tse and seconded by Mary Ellen Sullivan, the Board unanimously elected **Richard Marsico as President.**

On motion by Linnet Tse and seconded by Asha Smith, the Board unanimously elected **Mary Ellen Sullivan as Vice President.**

On motion by Rick Marsico and seconded by Mary Ellen Sullivan, the Board unanimously elected **Jennifer LaMarsh as Vice President-Planning and Implementation.**

On motion by Jenn LaMarsh and seconded by Bob Shaps, the Board unanimously elected **Linnet Tse as Treasurer.**

On motion by Jenn LaMarsh and seconded by Cynara McQuillan, the Board unanimously elected **Katherine Smelas as Secretary.**

5. Code of Ethics

On motion by Jenn LaMarsh and seconded by Cynara McQuillan, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the code of ethics of the School in the form attached to the agenda is hereby adopted as the code of ethics of the School and is directed to be filed in the minute book of the School.

6. Committees

Rick Marsico stated that the by-laws create five standing committees: Audit; Educational Accountability; Executive; Finance; and Fundraising. He stated that if board members were interested in serving on a particular committee they should let him know.

7. Facility Update

Rick Marsico updated the Board on efforts to secure a facility.

8. CSP Grant and Planning Year

Rick Marsico updated the Board on the application for the CSP grant, pre-qualification, and how the CSP grant is handled if a school needs a planning year.

On motion by Asha Smith and seconded by Linnet Tse the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the President of the Board or his/her designee shall have the authority to submit the application for the Charter School Program grant; and it is further RESOLVED that the Board President and the Treasurer are authorized to be listed as delegated administrators for the Grants Gateway.

9. Principal Search

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

On motion by Rick Marsico and seconded by Asha Smith, the Board unanimously voted to return to public session.

On motion by Rob Shaps and seconded by Jenn LaMarsh, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the Board President and his/her designee is hereby authorized, empowered, and directed, for and on behalf of the School, to post or cause to be posted a job description for the school principal, conduct searches for this position, and take such other actions as may be necessary or appropriate to recruit and hire a principal.

10. Pre-Opening Activities

Upon motion buy Jenn LaMarsh and seconded by Asha Smith, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the Board President and the Treasurer are each hereby authorized (i) to designate one or more banks or similar financial institutions as depositories of the funds of the School, (ii) to open, maintain, and close general and special accounts with any such depositories, (iii) to cause to be deposited in such accounts such funds of the School as the President and Treasurer deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the School authorized to make such deposits and to endorse checks, drafts, and other instruments for deposit, (iv) from time to time to designate, change, or revoke the designation of the officer or officers or agent or agents of the School authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the School against any funds deposited in any of such accounts, (v) to authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures, and (vi) to make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable and to complete, execute, and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution; and it is

FURTHER RESOLVED, that all form resolutions required by any such depository are adopted in the form utilized by that depository, and that the Secretary is authorized to certify such resolutions as having been adopted hereby and to file a copy of any such form resolutions in the minute book of the School, which resolutions are hereby adopted as if set forth herein; and it is

FURTHER RESOLVED, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the School is authorized and entitled to rely upon such resolutions for all purposes until it receives written notice of the revocation or amendment of these resolutions adopted by the Board.

11. Charter School Center

Rick Marsico updated the Board regarding the availability of space at the New York City Charter School Center as well as its Start Right program.

12. Financial Report

Rick Marsico reported that the School raised \$2,300 in contributions and spent \$2,000 for Charter School Incubator for consulting on the application and \$239 for the advertisement in the *Bronx Times* for our public meeting, leaving a balance of \$61.

13. D & O Insurance

Upon motion by Cynara McQuillan and seconded by Jenn LaMarsh, the Board unanimously adopted the following resolution:

It is hereby RESOLVED that the President of the Board and his/her designee are authorized and directed, for an on behalf of the School, to engage one or more insurance brokers, and to obtain and pay for insurance coverage for the School, its trustees, officers, employees and agents, including without limitation directors and officers liability insurance, in such amounts, with such deductibles, and covering such matters as any such authorized representative may determine is necessary or appropriate.

14. Communications Policy

Rick discussed the Open Meetings Law and the Freedom of Information Law requirements.

15. Other Business

There was no other business.

16. Next Meeting--January 22, 6:30 pm

17. Adjournment

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