

**MINUTES OF THE MEETING OF
THE BOARD OF TRUSTEES
for the
BEDFORD-STUYVESANT NEW BEGINNINGS
CHARTER SCHOOL**

Meeting of February 12, 2010

Members Present: Joseph Sciame; Patricia Bramwell; Victor Rivera Jr.; Cecelia Russo; Angel Charriez; Thomas Alwood; Michael Gaffney; Kevin Nesbitt.

Members Absent: Mike Nieves; Angela Kirton, Ana Beauchamp.

Also Present: Joe Martucci (Interim Head of School); Josh Morales (Consultant to Board); Bianca Velez (Assistant to Mr. Morales).

* * * * *

A quorum being present, the Meeting commenced at 3:05 pm.

Mr. Morales advised the Board that Ms. Beauchamp would have to resign from the Board due to medical issues and that a letter from her tendering her resignation would be forthcoming.

The Board discussed the repeated absences of Ms. Kirton and agreed that they would invoke the relevant provisions of the By-Laws if the absences continued.

Mr. Rivera advised the Board that Mr. Nieves had called to advise that he would not be attending today's meeting due to an emergent family medical issue.

Mr. Sciame reminded the Board that Sonia Park had advised that she would not be attending today's meeting due to a long-standing engagement.

The Board reviewed the proposed minutes for the January 29, 2010 meeting and, upon the motion of Ms. Bramwell, seconded by Mr. Nesbitt, the minutes were adopted as amended by a vote of 8-0.



The Board discussed the proposed By-Laws.

Ms. Bramwell and Ms. Russo sought guidance from Mr. Morales regarding the Grievance and Family Life committees identified in the By-Laws which were not set forth in the list of proposed permanent committees circulated at the previous meeting. Mr. Morales advised that those two committees had been subsumed into the Engagement and suggested that the Engagement committee should stay as renamed.

Ms. Russo questioned which committee would be in charge of development activities and was advised by Mr. Morales that the Fundraising committee would handle those duties. Mr. Nesbitt suggested that the name of the Fundraising committee be changed to the Development subcommittee and, by unanimous voice vote, the Board agreed to the name change.

The Board then discussed the parameters for the existence of a quorum and confirmed that a quorum would be established by a numerical majority of the named members of the Board. Inasmuch as there were 11 named members of the Board at the moment, the presence of six members would be needed to conduct business. Mr. Rivera noted that, upon the naming of the two additional Board members required by the By-Laws, the quorum requirement would rise to seven members. Mr. Rivera further noted that, once a quorum was established, a majority of the voting members then present at the meeting would be needed to pass resolutions or motions.

Upon the motion of Mr. Gaffney, seconded by Mr. Charriez, the proposed By-Laws were adopted, subject to future amendments, by a vote of 8 - 0, with Ms. Bramwell and Ms. Russo abstaining.

The Board next discussed the proposed organization chart proposed by Mr. Morales and Ms. Park at the last Board meeting, particularly the change from a single head of school model to a dual head of school model. Mr. Morales indicated that he and Ms. Park believed that, given the limited time to get the school up and running, the dual head of school system would be most beneficial. Mr. Martucci indicated that he had agreed to take the position of "Interim Head of School" based on his belief that it would be a single head of school structure and advised the Board that he believed the best structure would be for him to act as Head of School and for the academic and operational heads to report to him. Mr. Nesbitt and Mr. Gaffney questioned whether a dual head of school system would slow decision-making when decisions needed to be made quickly, especially at the start-up level. Mr. Morales said those issues regarding authority to make decisions could be addressed in the job descriptions and noted that more than 20 schools have co-leadership models. Ms. Bramwell suggested that the organizational structure could be changed after a year if it was only needed at the start-up phase, but Mr. Morales cautioned against making too many changes to the school structure.

Mr. Martucci indicated that did not want to be counted out of the search for a permanent head of school. Mr. Morales indicated that this was the first time that he had been made aware of that availability and suggested to the Board that it was another element that needed to be considered.

Mr. Morales advised that it was his belief that Mr. Martucci was supposed to be focusing on the academic side of the start-up while Mr. Morales and Ms. Park jointly acted as a de facto Director of Operations, reporting directly to the Board, until the Board selected and hired someone that could be groomed to take over the position. Mr. Morales warned the Board that many schools were looking for DO's at the moment and that it was unlikely that we would find a qualified candidate quickly, although he had someone in mind that could grow into the position with training.

Mr. Nesbitt again addressed how a dual head of school structure would alleviate problems at this stage and Mr. Morales stated that it would allow people to focus better, provided that clearly separate roles and responsibilities would have to be carved out. Mr. Charriez noted that Mr. Martucci had been hired with the belief that he would be operating in a single head of school structure. Ms. Bramwell suggested that the issue should be addressed by the Board at an executive session.

Mr. Morales stated that the organizational structure needed to be addressed by the next Board meeting and that he would prepare relevant job descriptions by the next meeting.

Mr. Sciamè suggested that the matter be tabled to the next meeting and the motion was passed by unanimous voice vote.

The Board next discussed the proposed budget. Mr. Morales noted that the budget was related to the organizational chart and was fluid and subject to change, but noted that the Board needed to be comfortable with the broad outlines.

Mr. Sciamè noted that there was a projected surplus. Mr. Morales explained that there was a projected surplus of \$300,000, but that such surplus was based on a dual head of school system, though such surplus would be reduced if a new Chief Academic Officer was hired in a single head of school system.

Mr. Gaffney asked about the funding formula for the school and Mr. Morales indicated that the school would receive \$12,443 per child with possible additional funds available for Special Education ("SPED") students. Mr. Gaffney wondered if we would know the gross enrollment before the school opened, but Mr. Morales noted that the school was required to have 199 students in the first year and would have less than 250 students in the second year. Mr. Morales further noted that Vanguard has 8,000 names on its district list.

Mr. Nesbitt wondered if the issue should be tabled to the next meeting, but Mr. Morales stated that the budget needed to be passed. Mr. Nesbitt asked if the budget was based on the hiring of a single SPED teacher and Mr. Morales stated that the single SPED teacher was based on a projection derived from the district averages for SPED students. Mr. Nesbitt wondered what would happen if the SPED population was double what was projected since his past experience was that money was usually made available only after the fact. Mr. Morales stated that the

monies provided by the DOE would be fluid and immediately available in the amount of approximately \$31,000 per SPED student.

By motion duly made by Mr. Rivera and seconded by Mr. Charriez, the proposed budget was adopted by a vote of 6 - 0, with Ms. Bramwell and Ms. Russo abstaining.

After the vote, Mr. Sciamé asked about the reservations of the abstaining members. Ms. Russo indicated that she was unsure if the physical plant was prepared for the possible and unexpected arrival of 50 SPED students. Mr. Morales and Mr. Sciamé noted that they had been advised that the physical plant would accommodate special needs students.

The Board then discussed again the role and requirements for the position of Treasurer of the Board. Mr. Charriez and Mr. Rivera advised the Board that they had spoken with Mr. Nieves about the role and that Mr. Nieves had indicated that he was interested in the position. Accordingly, after a motion duly made by Mr. Rivera and seconded by Mr. Charriez, Mr. Nieves was elected Treasurer of the Board by a vote of 9-0.

The Board next discussed the creation and staffing of the permanent Board committees. After a discussion about the duties of each committee and a reminder by Mr. Morales that the committee membership could change when the Board was fully implemented, the Board, by motion duly made by Mr. Gaffney and seconded by Ms. Russo, adopted the following permanent committees and initial membership thereof by a vote of 8-0:

EXECUTIVE

J. Sciamé
P. Bramwell
V. Rivera
C. Russo
A. Charriez

FINANCE

M. Nieves
A. Charriez
M. Gaffney

EDUCATION

C. Russo
K. Nesbitt
T. Alwood

ENGAGEMENT

P. Bramwell
V. Rivera
K. Nesbitt

**FACILITIES &
OPERATIONS**

J. Sciamé
A. Charriez
T. Alwood

DEVELOPMENT

M. Nieves
J. Sciamé
P. Bramwell

Mr. Morales next led a discussion of the status of the "ramp up" to opening. He advised that the provisional charter for the school had not yet arrived and that he had already submitted an application to the Internal Revenue Service to apply for nonprofit 501(c)(3) status.

Mr., Gaffney asked about the time line for cash flowing to the school and Mr. Morales indicated that State money would commence on July 1. Mr. Morales then noted that the school had applied for a \$200,000 development grant which had been awarded, but that he also wished to apply for a Charter School Plans ("CSP") grant. Mr. Morales indicated that the Board should not wait for money to come in and that marketing materials should be prepared immediately. Mr. Morales also indicated that Board members should take the opportunity to visit charter schools at this time to get a sense of the way that they are run. He further indicated that the Board would not "feel the heat" until the end of March.

Mr. Morales next indicated that the School's real estate situation needed to be cleared up by the next week. Mr. Sciame advised that the Diocesan Real Estate head was away at this time and that it would delay matters some. Mr. Morales indicated that the Board needed a lease to negotiate and Mr. Rivera indicated that recommencing our relationship with the Lawyers' Alliance would be futile unless we had a Lease for them to review.

Mr. Sciame advised the Board that the principal of St. John the Baptist Parochial School ("SJB") had set a date to announce the closing of SJB on June 22. It was expected that the Diocesan Superintendent of Schools and representatives of three Catholic schools would be present at the meeting to explain alternatives to the closing. Mr. Sciame expressed that there would be a lot of questions about BSNBCS at the meeting and that he expected to attend the meeting and hoped to have application available to distribute upon request. Mr. Morales indicated that the initial distribution should be through Vanguard, a DOE-approved mass-mailing company, and that a targeted mailing by the Board could follow.

Mr. Sciame pointed out that Ms. Bramwell had discovered that Catholic Charities ("CC"), a not-for-profit religious outreach organization, had signed a lease with SJB for \$36,000 for the year and was interested in continuing on. Mr. Morales indicated that any such issues could be dealt with as part of the overall lease entered into between the School and the Diocese. Ms. Russo indicated that she was troubled by the possible presence of CC in the same building as the students.

The Board next discussed the Common Charter School Application created by the DOE (the "Application"). Ms. Park addressed the Board via phone to advise that the DOE was creating multilingual versions of the Common Application for use and distribution and opined that using the Common Application would be better for the School. Mr. Rivera asked when the new multilingual versions would be ready and Ms. Park responded that she had been told that it would be "very soon." It was suggested that the School could use the present English version of

the Common Application and make it known in the Common Application that anyone requiring an application in another language could call the school to obtain it.

The Board then considered the Common Application and Mr. Morales indicated that he would revise it in connection with the Board's concerns and circulate it to the members of the Engagement Committee. Mr. Sciame requested that it be provided to the Executive Committee as well, but Mr. Morales noted that the Executive Committee should really be involved in the final decision only.

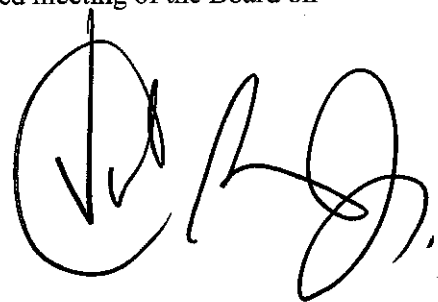
At the request of Mr. Sciame and Ms. Russo, Mr. Morales then explained the mechanics of the lottery procedure and, in particular, the preference for in-district applicants to be applied. Mr. Rivera noted that any such preference would have to be applied after the applications were received, but before there was any lottery. Mr. Morales confirmed that by way of an example: If 150 students applied for 100 positions in a particular class, the Board would first determine how many in-district applicants there were. If there were 120, then a lottery would be held only as to those 120 students to fill the 100 slots. If there were only 90 in-district students, they would automatically be enrolled and the remaining 10 positions would be filled via a lottery amongst the out-of-district applicants. Conversely, if only 90 students in total applied for the 100 positions, there would be no lottery at all.

The Board determined that the next meeting would take place on March 5 at 3:00 pm at the Charter Center.

Mr. Sciame then requested that the Executive Committee meet on February 16 at 1:00 pm by phone to discuss governance issues.

Mr. Morales noted that the standing committees should meet in the interim period between meetings.

Upon a motion duly made by Mr. Rivera and seconded by Mr. Gaffney, the Board voted unanimously adjourn at 5:15 pm until the next regularly scheduled meeting of the Board on March 5, 2010 at 3:00 pm.

A handwritten signature in black ink, consisting of a large, stylized initial 'M' followed by a series of loops and flourishes.