

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

Meeting of January 29, 2010

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

**Members Absent:** Angela Kirton, Ana Beauchamp.

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

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A quorum being present, the organizing Meeting commenced at 2:10 pm.

Ms. Park opened the meeting by congratulating the Board on the School's attainment of a charter.

The members of the Board of Trustees introduced themselves to each other.

Mr. Morales welcomed the Board and addressed the status of items which needed to be addressed, including:

- 1) The frequency of Board meetings;
- 2) The organization of the standing committees of the Board;
- 3) The formal execution of the Charter upon its arrival in 6 - 8 weeks;
- 4) Obtaining Board and Officers' Insurance and Property Insurance; and

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- 5) Preparing for both pre-opening and post-opening visits by the State Education Department ("SED").

Mr. Morales stated that the Board did not need to wait to initiate necessary filing for the benefit of the School.

Mr. Morales indicated that he and Ms. Park would be providing governance development for the Board.

Ms. Park indicated that there were deadlines coming up in the Spring that required a ramp up of hiring efforts, especially for teachers, and the preparation of professional development opportunities for new hires.

Mr. Morales warned that his task list of action items numbered approximately 1,300.

The Board reviewed the School Facts at a Glance chart prepared by Mr. Morales.

Both Mr. Morales and Ms. Park warned that scrutiny of the School would not be limited to just the process utilized for outreach, though SED will carefully scrutinize that, but also reminded the Board that the initial year of operation would also be a testing year.

Mr. Morales recommended Vanguard, a NYC Department of Education ("DOE") vendor, to provide mass-mailings of School outreach materials, such as applications, within the appropriate area codes, once materials are ready for distribution. Mr. Morales also stated that applications for the School should be available through our offices at the Charter Center, but should not be given out elsewhere until we first saw the response rate from the Vanguard mailing.

Ms. Park reminded the Board that the NYS-mandated deadline for applications was April 1, 2010. Accordingly, Mr. Morales stated that the initial mailing through Vanguard should occur in approximately 2 weeks.

Mr. Nesbitt questioned about the use of technology for outreach. Mr. Morales agreed that the School had to build up its internet presence and develop a website, but that other alternatives, such as NY-1, had been used in the past and should continue to be used.

At the request of Mr. Sciamme and Ms. Bramwell, Mr. Morales and Ms. Park went over the particulars of the lottery process. They advised that applications would be received through the April 1 deadline and that, after reviewing the number of applications for each grade, lotteries would be held within 2 weeks of the deadline only for those grades which were over-subscribed.

Mr. Morales reminded the Board that the particulars of the lease for the site of the School needed to be addressed. In response, Mr. Sciamme advised that the Diocesan Real Estate administrator had contacted him via e-mail to verify that the School was still interested in the space. Mr.

Morales asked Mr. Sciame to set up a meeting with the Diocese regarding the lease and suggested that it was now time to re-engage with the Lawyers' Alliance regarding the negotiations.

Mr. Morales addressed another range of items which needed to be dealt with by the Board, including:

- 1) Finalization of the organizational charts;
- 2) Design and implementation of professional development strategies and assessment standards;
- 3) Contacting curriculum personnel;
- 4) Obtaining a new Tax ID number;
- 5) Establishing budgets; and
- 6) Setting up management and information systems.

Mr. Morales advised that he was in contact with two qualified accounting service providers who could readily set up the audit services required by the City and State for monitoring of incoming funds.

Mr. Rivera questioned if the Board, in the absence of the formal charter, had been duly constituted yet and was advised by Ms. Park that, pursuant to the grant of the charter by the Board of Regents ("Regents"), the Board had been duly constituted as of the date of the grant in the composition that had been submitted to the Regents.

The Board next briefly discussed the possible adoption of the By-Laws, but such discussion was tabled to the next meeting by unanimous voice vote to afford the Board members time to review the By-Laws submitted to the SED.

Mr. Sciame, by motion duly made by Mr. Rivera and seconded by Mr. Charriez, was elected as the Chairman of the Board by a vote of 8-0, with Mr. Sciame abstaining.

Mr. Sciame advised the Board that his willingness to continue his service on the Board was predicated on a commitment of time by the members thereof and that those who would not or could not take the time to regularly attend meetings would need to step aside and let willing persons join in the effort.

Ms. Bramwell, by motion duly made by Ms. Russo and seconded by Mr. Rivera, was elected as Vice-Chairman of the Board by a vote of 8-0, with Ms. Bramwell abstaining.

Mr. Rivera, by motion duly made by Mr. Sciamme and seconded by Mr. Charriez, was elected as Secretary of the Board by a vote of 8-0, with Mr. Rivera abstaining.

The Board then discussed the role and requirements for the position of Treasurer of the Board. Mr. Charriez was suggested as a qualified candidate, but he declined to accept the role inasmuch as a conflict of interest would arise since his employer, Capital One Bank, is the bank at which the School has opened up an account. Accordingly, after a motion duly made by Ms. Russo and seconded by Ms. Bramwell, the election of the Treasurer was tabled until the next meeting by a vote of 9-0.

The Board next discussed the issue of how to deal with non-participating Board members. Ms. Park advised the Board that, pursuant to the draft By-Laws, she believed that the Board had the authority to remove members from the Board.

The Board next discussed the timing of the next Board meeting. After discussion, it was agreed that the next meeting would be held at the Charter Center on February 12 at 3:00 pm. Mr. Nesbitt questioned whether the location of the meeting could be changed in the future and it was determined that it would be looked into in the future.

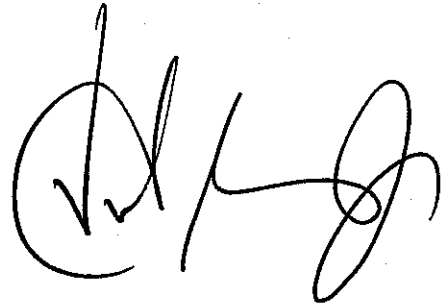
Mr. Morales requested that the Board members review a change in the proposed organization chart for the School which would change it to a dual head of school model. Mr. Morales suggested that such a change would free Mr. Martucci to concentrate on his academic duties while allowing an administrative head to deal with the day-to-day operations of the plant and financial matters. In response to a question from Mr. Nieves, Mr. Morales stated that, under the new model, both the academic head of school and the operational head of school would directly report to the Board. Mr. Nieves wondered if a structure with no clear single chain of command was workable and Mr. Morales stated that studies had shown the "co-head of school" model to be successful and that other schools had been operating under that model successfully for some time now.

The discussion of both the proposed change in the organizational chart for the School and the proposed budget were tabled by unanimous voice vote to the next meeting to allow the members to review the proposals.

Mr. Morales showed the Board a proposed list of the standing committees of the Board and a proposed distribution of committee assignments. He asked each Board member to review the proposed assignments and determine if their own proposed assignments were acceptable and whether they felt other committees would best fit their skill sets. Mr. Rivera proposed that an Executive Committee ("ExCom") should be added as a standing committee and Mr. Morales stated that he would add the ExCom to the list for the Board's consideration at the next meeting.

Ms. Park briefly reminded the Board that the Board meetings were subject to the Public Meetings Law (the "Law") and that all such meetings were open to the public. She reminded the Board that it could go into executive session to discuss matters, but that such sessions should be limited in use and only for a proper purpose, such as the discussion of personnel issues. She reminded the Board that all sub-committee meetings also were subject to the Law and that minutes would need to be kept.

Upon a motion duly made by Mr. Rivera and seconded by Mr. Nieves, the meeting was adjourned until the next regularly scheduled meeting of the Board on February 12, 2010 at 3:00 pm.

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