

Elmwood Village Charter School - Days Park
Board of Trustees Meeting
Wednesday, June 21, 2017

Trustees Present: Mimi Barnes Coppola; Marguerite Battaglia; Jennifer Bernacki-Smith; Kathy Franklin-Adams; Matthew Moscati; Pamela Pollock; Elizabeth Santacrose

Excused: Tayrin Torres-Tapia

Absent: Matthew Ryan; Natalie Stoyanoff

Others Present: Danielle Bruno, Director, EVCS-Days Park; Kathy Jamil; Director, EVCS-Hertel; Elizabeth Evans, EVCS Operations Manager; Michael McGee, Chair, Cullen Foundation; Roger Simon, Cullen Foundation

CALL TO ORDER

Board Chair, Mimi Barnes-Coppola, called the meeting to order at 6:08 PM. She presented the agenda. There were no changes. She introduced Michael McGee, Chair of the Cullen foundation, and Roger Simon also from the Cullen Foundation, who were guests at the meeting. She expressed gratitude on behalf of EVCS for the foundation's generous support of the school.

MINUTES

Minutes of the Board of Trustees meeting held on May 10, 2017, were presented. **Jen moved and Liz Santacrose seconded that the minutes be accepted with the correction that Kathy Franklin-Adams had been excused from that meeting. Approved unanimously.**

TEACHER APPRECIATION COMMENTARY

Marguerite shared some EVCS success stories and read comments from a variety of the students, with the group.

TREASURER'S REPORT

Matt Moscati gave the Treasurer's Report. He cited an increase in net assets of \$633,138 vs. a budgeted increase of approximately \$33,648. This resulted in a favorable variance of approximately \$599,490. He highlighted a favorable variance on the "Federal, State and Private Grants" line, thanks, in part, to the Cullen Foundation and other generous donors.

Matt noted that after the scheduled July 1, merger of EVCS-Days Park and EVCS-Hertel, the schools will become a single entity but maintain separate budget lines for operating purposes.

Matt also reported that EVCS has been notified that the Division of Local Government and State Accountability of the Office of the State Comptroller has initiated an audit of the Elmwood Village Charter School. The audit will address the school's internal controls. This is viewed as a helpful process.

Liz Santacrose moved and Marguerite seconded that the Treasurer's Report be accepted. Approved unanimously.

DIRECTOR'S REPORT

Danielle Bruno gave the Director's report.

Personnel Actions

Ms. Bruno announced the following personnel actions:

- Accept the resignation of Heather Longfritz, Teaching Assistant,. She is relocating and seeking employment in another region.
- Accept the resignation of Ashley Smith, Art Teacher. She will be staying at home with her daughter, Pepper.

NYS Assessments

She presented results of the New York State Science Assessments.

Proficiency Rates:

Grade 4 - 98% (0 refusals)

Grade 8 - 90% (2 refusals)

Business First Rankings

Ms. Bruno shared EVCS rankings in the annual school rankings prepared and published by the magazine *Business First*. EVCS was again ranked the highest performing elementary school in Buffalo (public and private), and number 20/257 of all elementary school in Western New York (encompassing Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans and Wyoming Counties.) EVCS ranked 4th among middle schools in Buffalo (public and private) and 72/194 of all middle schools in Western New York.

NYS Comptroller's Office Audit

Ms. Bruno commented further on the fact that the Division of local Government and School Accountability Office has selected EVCS for an audit. She noted that the audit will focus on evaluating school operations with the goal of promoting efficiency and protecting school assets from loss or misuse. At the conclusion of the audit, the examiners will report on results and provide recommendations to help improve school operations. At the onset of the audit, school personnel and the Board President attended an entrance conference with audit examiners regarding the process, which should conclude at the end of July.

Calendar Notes

June 22 Grade 8 Graduation (6:00 PM) - Babeville

June 23 Last Day of School and Early Dismissal (12:30 PM)

UPDATE ON MERGER

Liz Evans proposed the following resolutions regarding the relationships between EVCS and Northwest bank:

WHEREAS, EVCS has previously entered into credit facilities with Northwest Bank (the "Bank") (the Credit Facilities"); and

WHEREAS, it is contemplated that as of July1, 2017, EVCS will merge with and into EVCS2 with EVCS 2 being the surviving entity, and that upon completion of such a merger, EVCS2 will change its name to Elmwood Village Charter Schools; and

WHEREAS, the EVCS2 desires to continue the Credit Facilities with the Bank and to amend certain terms the credit Facilities, including, but not limited to, amending the name of the borrower (the “Amendment”); and

WHEREAS, in connection with the Amendment, Lender has requested that EVCS and EVCS2 execute and deliver certain agreements, documents, and instruments, including, but not limited to, (i) a Global amendment and Reaffirmation under the Credit Arrangements and (ii) such other documents, instruments, or certificates as the Lender or its counsel may require (collectively, the “Amendment Documents”); and

WHEREAS, the undersigned deems it to be in the interest of EVCS and EVCS2 to enter into the Amendment and to provide the Amendment Documents; and

NOW, THEREFORE, in consideration of the foregoing, each of EVCS and EVCS2 hereby adopt the following resolutions (for the purposes of these resolutions, EVCS and EVCS2 are each a “Corporation”):

RESOLVED, that the Corporation is authorized to enter into the amendment; and be it further

RESOLVED, that in connection with the Amendment, any officer of the Corporation is, and each of them is, hereby authorized to execute the Amendment Documents and any such other documents, each such writing to be in such form and substance as he or she may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof, and or she is further authorized, directed and empowered to take all such other actions, as may be necessary or appropriate in his or her judgement in connection with the foregoing transactions; and be it further

RESOLVED, that the actions heretofore taken in connection with the transactions contemplated by the foregoing resolutions hereby are approved, ratified and confirmed in all respects.

There was some discussion. **Marguerite moved and Jen seconded that the Resolution be approved as presented. Approved unanimously.**

ELECTIONS

Marguerite reviewed the slate of officers selected at the May meeting :

President	Mimi Barnes-Coppola
Vice-President	Jennifer Bernacki-Smith
Secretary	Pamela Pollock
Treasurer	Matthew Moscati

There were no additional nominations. **Kathy moved and Liz Santacrose seconded that the Board cast a single ballot for the proposed 2017-2018 Board Officers. Approved unanimously.** This slate of officers shall also serve as officers of EVCS2 (Hertel) until such time as the upcoming merger becomes official.

Kathy Franklin-Adams, whose term expires at the end of this month, was asked invited to serve another term on the Board. She agreed. **Marguerite moved and Mimi seconded that Ms. Adams be approved for an additional term. Approved unanimously.**

COMMUNITY ASSOCIATION UPDATES

Liz Santacrose announced that each campus would be holding its own Back to School Picnic. These will likely be held on Wednesday, August 16 and Thursday, August 17.

The annual fund raising event, “An evening with Elmwood Village”, is scheduled for Saturday, October 14, 2017, at the new building on Hertel.

NEW BUSINESS/ANNOUNCEMENTS

It has been noticed that representatives of the Teachers' Union have been making overtures to EVCS faculty members, Jen wondered if it might be helpful to ask Andrew Friedman of Hodgson Russ to meet with the faculty to outline the pros and cons of union membership. No decision was reached on the matter.

Matt Moscatti moved and Jen seconded that the meeting be adjourned. Approved unanimously. The meeting was adjourned at 7:00 PM.

Respectfully Submitted,
Pamela Pollock

Future meetings - All meetings to begin at 6:00 PM: July 19, 2017