

**Draft
MINUTES
Elm City College Preparatory
Board of Directors Meeting
November 25, 2013, 5:30 – 7:30 p.m.
407 James Street, New Haven**

A meeting of the Elm City College Preparatory Board of Directors was held on November 25, 2013 at 407 James Street, New Haven, CT

The following Directors were in attendance:

Board Role	Full Name	Attended
Teacher Representative	Kate Stasik	Yes
Chairman	Dick Ferguson	Yes
Vice-Chair	William F. Heins	Yes
Treasurer	Laura Saverin	Yes
Secretary	Lystra M. Richardson	No
Director	Pat Sweet	No
Director	Deb Quinsee	No
Director	Patricia Pierce	Yes
Director	Sharon Oster	No
Director	Marnie Halsey	Yes
Director	Carolyn Greenspan	Yes
Parent Representative	Magaly Cajigas	Yes

Also in attendance:

Tony Siddall, Senior Director of External Relations, Achievement First

I. Individual Board Meeting - Call to Order

A quorum of Directors being present, Dick Ferguson called the meeting to order at 7:20pm.

II. Approval of Minutes of September 25, 2013 meeting

The Board reviewed the draft Minutes of the September 25, 2013 meeting, requested that the following changes be made: Erik Clemons' name is spelled with a "K" not a "C," and Magaly Cajigas and Patricia Pierced were a part of the subcommittee that met with Mr. Clemons.

Will Heins moved to approve the minutes of the September 25, 2013 meeting with these changes. Patricia Pierce seconded. The Board voted unanimously to approve the minutes.

III. Authorize Attestation of Compliance with Meal Pattern Requirements

The Board reviewed the Attestation of Compliance with Meal Pattern Requirements and the proposed resolution.

WHEREAS the Healthy, Hunger Free Kids Act of 2010 (HHFKA) requires an additional 6 cents per lunch reimbursement be provided to school food authorities (SFAs) certified by a State Agency to be in compliance with the new meal pattern requirements of the final meal pattern rule published in the Federal Register on January 26, 2012.

AND WHEREAS Elm City College Preparatory's food service provider has prepared documentation that substantiates compliance with required meal patterns.

NOW THEREFORE BE IT RESOLVED THAT Dick Ferguson as Chairman of Elm City College Preparatory hereby is authorized to attest to the fact that Elm City College Preparatory's schools operating the National School Lunch Program authorized under the Richard B. Russell National School Lunch Act (42 U.S.C. 1751 et seq), and/or the School Breakfast Program authorized under the Child Nutrition Act of 1966 (42 U.S.C. 1773), are in compliance with the meal pattern requirements in effect for school year 2012Yes3, as set forth in 7 CFR Part 210.10 and 220.23, as applicable.

Will Heins moved to approve the resolution regarding Attestation of Compliance as presented, and Patricia Pierce seconded the motion. The motion carried with unanimous approval of the Board.

IV. Approve School Bonus Plan

The Board reviewed the Achievement First Bonus System and the results of the Achievement First School Report Card results. The Board requested additional information on the AF Report Card metrics, and expressed a concern that middle school scores appear to have a pattern of being lower than high school and elementary school scores across the network. The Board requested additional information regarding whether this apparent pattern is the result of the metrics being used, or if it reflects actual lower performance of middle schools relative to elementary schools. Following this discussion, the Board reviewed the proposed resolution:

NOW THEREFORE BE IT RESOLVED THAT the Board hereby approves the bonus policy covering performance from the 2012-2013 school year. The Board further approves the AF School Report Card as the method for determining the amount of bonuses, and delegates to Achievement First co-CEO and Superintendent Doug McCurry the exclusive authority to award mitigating points in exceptional circumstances.

Carolyn Greenspan moved to approve the School Bonus Plan as presented, and Patricia Pierce seconded the motion. The motion carried with unanimous approval of the Board.

V. Nominate Principal Committee

The Board discussed the creation of a standing Principal Committee that would be responsible for both the hiring of new principals and the evaluation of current principals, to replace the ad hoc Professional Growth Plan (PGP) Committee which has historically evaluated the principal. Mr. Ferguson explained that the PGP process, including the review of the written PGP document and the discussion with the Regional Superintendent, would still be open to all members of the Board. He further explained that members of the Principal Committee from ECCP would periodically coordinate with members of the Principal Committees of Amistad Academy, Achievement First Bridgeport Academy, and Achievement First Hartford Academy to meet Principals in Training across the network.

WHEREAS the Board has historically formed an ad hoc “PGP Committee” to review the professional growth plan of school principals

AND WHEREAS the Board desires to replace the PGP Committee with a standing “Principal Committee” with expanded responsibilities in the areas of principal recruitment and development

NOW THEREFORE BE IT RESOLVED THAT the Board forms the Principal Committee comprised of between 2 – 3 voting Directors, exclusive of Parent and Teacher representatives, with initial members being: Will Heins (Chair), Lystra Richardson, and Patricia Pierce.

Carolyn Greenspan moved to approve the Principal Committee as discussed, and Laura Saverin seconded the motion. The motion carried with unanimous approval of the Board.

VI. Nominate Governance Committee

The Board discussed the creation of a Governance Committee, and reviewed the proposed resolution, and nominated the Directors as reflected in the resolution language to serve as the initial members of the committee.

WHEREAS the Board desires to form a standing “Governance Committee” with responsibilities in the areas of board governance including director recruitment, onboarding, evaluation, and insuring adherence to the By-Laws

NOW THEREFORE BE IT RESOLVED THAT the Board forms the Governance Committee comprised of at least 2 Directors, with initial members being: Sharon Oster, Magaly Cagijas, Marnie Halsey (Chair), Erik Clemons, and Pat Sweet.

Laura Saverin moved to approve the Governance committee as discussed, and Carolyn Greenspan seconded the motion. The motion carried with unanimous approval of the Board.

VII. Elect Erik Clemons to Board

The Board discussed the candidacy of Erik Clemons as a prospective member of the ECCP Board of Directors. Marnie Halsey reported to the Board on the subcommittee meeting that took place with Mr.

Clemons. He is formerly the director of LEAP, youth development organization in New Haven. He is now the CEI of the Connecticut Center for Arts and Technology (ConnCAT), which works with teens and unemployed adults. ConnCAT uses the arts as well as technology to build job skills and skills related to self-expression. Mr. Clemons is a community leader who sits on the Founding Board of Elm City Montessori, as well as several other local institutions. Mr. Heins requested that a biographical sketch be shared for Mr. Clemons, and for all future nominees. The Board requested that bios for current members be shared in a Board manual. Several members of the Board expressed their enthusiasm for the candidacy of Mr. Clemons.

WHEREAS the Elm City College Preparatory Board shall have not fewer than twelve (12) nor more than twenty-five (25) Directors

AND WHEREAS the Board desires to expand the expertise and connections in the communities they serve

NOW THEREFORE BE IT RESOLVED THAT, the Board of Elm City College Preparatory elects Mr. Erik Clemons to an initial term as a Class II Director expiring on 6/30/2014, eligible for re-election for a subsequent 3-year term.

Carolyn Greenspan moved to elect Erik Clemons to the Board, and Laura Saverin seconded. The Board voted unanimously to approve Erik Clemons as a Director.

VIII. Approval of Credit Facilities

The Board discussed the line of credit and loan documentation related to the ECCP facilities project. The following resolutions were adopted at a duly called meeting of the Board of Directors (the "Board") of Elm City College Preparatory, Inc. ("Elm City"), a Connecticut nonstock corporation, having an office and place of business at 794 Dixwell Avenue, New Haven, Connecticut.

WHEREAS, the Board moved and approved those certain resolutions on October 23, 2012 (the "Resolutions") authorizing Elm City to, among other things, a) purchase and develop the property located at 580 Dixwell Avenue, New Haven, CT (the "Property"); b) establish a School Building Committee to oversee the development of the Property and expenditures related to Elm City's acceptance and receipt of that certain School Construction Grant (as defined in the Resolutions); and c) enter into a credit facility/credit facilities with First Niagara Bank ("First Niagara") for such funding required to supplement the School Construction Grant to develop the Property; and

WHEREAS, the Board and First Niagara negotiated and executed that certain commitment letter dated as of September 25, 2013 attached hereto as Exhibit A (the "Commitment Letter") detailing the terms of the credit facilities; namely, a) a \$1.196 million second mortgage loan on the 794 and 808 Dixwell Avenue, 22 Cherry Ann Street and 13-21 Elizabeth Street, New Haven, CT properties; b) a construction to permanent first mortgage loan up to \$7 million on the

Property; and c) a renovation line of credit in the amount of \$2.5 million on the Property (collectively, the "Credit Facilities"); and

WHEREAS, in addition to the mortgages security the Credit Facilities, First Niagara has requested and the Board is willing to provide such additional security, collateral and pledges as set forth in the credit facility definitive documents;

BE IT RESOLVED, that Elm City is hereby authorized and empowered to enter into the Credit Facilities with Elm City as contemplated by the Commitment Letter and memorialized in the definitive documents, and is further authorized to negotiate, execute and deliver any and all definitive such documents as set forth in the Commitment Letter and as otherwise may be required by First Niagara, including executing such notes, mortgages, loan agreements, financing statements, security agreements, subordination agreements and/or any other instruments and documents all in the form required by First Niagara to effectuate the foregoing;

BE IT FURTHER RESOLVED, that any officer of Elm City (each an "Authorized Person") be, and hereby is, jointly or severally, authorized and directed, at any time and from time to time, to do all such things and acts and to execute and deliver all such applications, documents and instruments in writing and to expend such fees for and on behalf of Elm City as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to negotiate, execute and deliver any instruments and documents required in connection with the Credit Facilities, in the name and on behalf of Elm City, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of such applications, documents and instruments in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

Will Heins moved to approve the resolution as presented. Laura Saverin seconded the motion. The Board voted unanimously to approve the resolution.

IX. Financial Reports

Ms. Saverin delivered the financial report. She explained that both the elementary school and the middle school are on budget and projecting a surplus for the year. Ms. Saverin further noted that the balance sheet reflects much better reconciliations with Amistad Academy and with Achievement First, which is an improvement from last year. Elm City College prep is now being billed on a quarterly basis, and money that is earmarked for ECCP comes through in a timely fashion. Ms. Saverin said that the high school is facing a \$91,000 deficit, which they expect to reduce over the course of the year. The charter overall has a \$5,000 deficit, which is expected to be eliminated over the course of the fiscal year.

NOW THEREFORE BE IT RESOLVED THAT, the Board of Directors of Elm City College Preparatory hereby accepts the YTD Financial report dated 10/31/13 as presented.

Carolyn Greenspan moved to approve the financial report as presented. Will Heins seconded the motion. The Board voted unanimously to approve the financial report.

X. Audit Report

Ms. Saverin reported to the Board on the FY2013 Audit. The Audit Committee spoke with the auditor on the morning of November 25. Ms. Saverin explained that this year's audit was ready much earlier in the year than it had been in the past, which is a significant improvement. The main audit and both single audits are unmodified (unqualified), which is the highest rating. The audit found no material weaknesses. Ms. Saverin stated that all of the FY2012 findings have now been addressed and dealt with. There is one new finding, which is not material, related to the timing of the reconciliation of grant funds. The Achievement First finance team has adopted three automated systems to improve the efficiency of processing transactions. Ms. Saverin explained that the ECCP is carrying the High School building, which will be reflected on its balance sheet. Ms. Saverin recommended that periodic checks regarding the timeliness of reconciliations and other related matters should continue on a mid-year basis.

NOW THEREFORE BE IT RESOLVED THAT, the Board of Directors of Elm City College Preparatory hereby accepts the report of the independent auditors CohnReznik prepared in relation to the fiscal year ended 6/30/13.

Patricia Pierce moved to accept the FY2013 audit report. Carolyn Greenspan seconded the motion. The Board voted unanimously to approve.

XI. Adjournment

Laura Saverin moved to adjourn. Carolyn Greenspan seconded the motion. The Board voted unanimously to adjourn at 8:35pm.

Minutes prepared by: Tony Siddall, Sr. Director of Governance & Authorizer Relations