

**DEMOCRACY PREP<sup>SM</sup> BLACKSTONE VALLEY,  
A RHODE ISLAND MAYORAL ACADEMY**

**Minutes of the Meeting Held on  
August 27, 2009**

A meeting of the Board of the Directors was held on Thursday, August 27, 2009 at the Mayor's office, 45 Broad Street, Cumberland, RI. The meeting was called to order by Mr. McKee at 11:20 a.m.

The following directors were present:

Joseph Almond  
Daniel McKee  
Charles Moreau

Also in attendance were Michael Magee, Daniel Waugh, and Jeremy Chiappetta.

**Election of Chair**

Mr. Moreau (seconded by Mr. Almond) moved to elect Mr. McKee as Chair. AYE: Almond, McKee, Moreau. NAY: None.

**Election of Secretary**

Mr. Almond (seconded by Mr. McKee) moved to elect Daniel Waugh as Secretary. AYE: Almond, McKee, Moreau. NAY: None.

**Report of the Incorporator**

The incorporator had taken various actions and authorized various actions to be taken before the first meeting of the Board of Directors. These included:

- Applying for an employer identification number
- Appointment of Jeremy Chiappetta as Executive Director, until his successor is appointed and qualified
- Appointment of Michael Magee as Treasurer, until his successor is appointed and qualified
- The Executive Director and the Treasurer, or either of them, was authorized to establish a banking relationship with Bank RI for the purpose of establishing a checking account to receive deposits from the Rhode Island Department of Elementary and Secondary Education ("RI DESE"), and to execute such documents and take such other actions as may be necessary to establish such

relationship and account, accept such amounts from RI DESE, and deposit such amounts to the account. The Executive Director and the Treasurer were authorized until September 30, 2009 to draw checks on the account for the benefit and purposes of the DPBV-RIMA. Each such check, if in an amount less than \$5,000, was authorized to be drawn on the signature of either such officer; otherwise, all checks shall require the signature of both such officers. (See below for board action taken on this matter.)

- The Executive Director was authorized to hire faculty and staff for the purpose of running a Mayoral Academy<sup>SM</sup>, to be known as Democracy Prep<sup>SM</sup> Blackstone Valley, a Rhode Island Mayoral Academy<sup>SM</sup> (the “School”), to arrange for their pay and other compensation (including health care coverage), and workers’ compensation insurance, provided that no commitment shall be made under this authorization for a period exceeding one year and that all such actions and commtments shall be consistent with any directives in relation thereto given by Democracy Builders and shall be taken in consultation with the Chief Executive Officer of Rhode Island Mayoral Academies<sup>SM</sup> (“RIMA”). Subject to limitations that (i) payment for such actions be made at least monthly, if possible, or on the shortest possible frequency, if not, and (ii) the agreement be entered into on or before September 30.
- The Executive Director was authorized to obtain liability and casualty insurance for a period not exceeding one year and consistently with any directives in relation thereto given by Democracy Builders and in consultation with the Chief Executive Officer of RIMA. Subject to limitations that (i) payment for such actions be made at least monthly, if possible, or on the shortest possible frequency, if not, and (ii) the agreement be entered into on or before September 30.
- The Executive Director and the Treasurer, or either of them, were authorized to enter into a lease for the Our Lady of Fatima Parish Hall facility for a period not to exceed 2 years. Subject to limitations that (i) payment for such actions be made at least monthly, if possible, or on the shortest possible frequency, if not, and (ii) the agreement be entered into on or before September 30.

### **Adoption of Bylaws**

Mr. McKee (seconded by Mr. Moreau) moved to adopt the bylaws in the form presented to the meeting. AYE: Almond, McKee, Moreau. NAY: None.

### **Election of Executive Director**

Mr. Moreau (seconded by Mr. Almond) moved to elect Jeremy Chiappetta as Executive Director. AYE: Almond, McKee, Moreau. NAY: None.

### **Election of Treasurer**

Mr. McKee (seconded by Mr. Moreau) moved to appoint Michael Magee as Treasurer. AYE: Almond, McKee, Moreau. NAY: None.

### **Chair's Report**

Mr. McKee reported attendance at a meeting to review contingency planning for pandemics.

### **Executive Director's Report**

Mr. Chiappetta reported that the faculty of Democracy Prep<sup>SM</sup> Blackstone Valley has been hired with the exception of a physical education teacher, the hiring of which is expected imminently . He reviewed the qualifications of some of the faculty and staff. Each classroom will have a Lead Teacher and a Teaching Fellow. An art and a music teacher have also been hired. In addition, an office manager and a part-time school nurse have been hired.

Mr. Chiappetta reported that the faculty has been hard at work during the Professional Development period, including two site visits to the Edward W. Brooke Charter School on its first and third days of class.

A health benefits plan has been established with Blue Cross. Workers compensation insurance has been obtained.

Mr. Moreau expressed a desire that the school develop a contingency plan in the event Swine Flu or another epidemic affected a number of teachers.

The reconfiguration of the parish hall to a facility appropriate for kindergarten has been accomplished.

### **Treasurer's Report**

Funds for the school's first quarter year have been advanced by the Department of Elementary and Secondary Education.

Expenditure of funds is proceeding according to expectation, with the exception of transportation. Because Cumberland is located in a different busing region from Central Falls, Lincoln, and Pawtucket, the school committees in those three districts are not required to provide busing to DPBV. Mr. Magee expressed a hope that the Department of Elementary and Secondary Education would come up with a solution before the beginning of school; otherwise, DPBV-RIMA will be carrying a large expense other charter public schools do not have to cover. Furthermore, this is the type of operational expense Mr. Magee felt was inappropriate for RIMA to cover.

**Ratification of banking relationship with Bank RI**

Mr. Moreau (seconded by Mr. Almond) moved to ratify the existing banking relationship with BankRI as follows:

**RESOLVED,** That actions of Democracy Prep<sup>SM</sup> Blackstone Valley, a Rhode Island Mayoral Academy (“DPBV-RIMA”) taken to establish a banking relationship with Bank Rhode Island and the execution of a Certificate of Authority with Respect to Deposit and Credit Accounts and a signature card in respect thereto are hereby ratified;

That Bank Rhode Island is authorized and directed to pay or otherwise honor checks, drafts, notes, bills of exchange, acceptances, undertakings, other instruments or orders for payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable when made, signed, accepted, or endorsed (or reasonably believed by the Bank to have been made, signed, accepted, or endorsed) by the signature (actual, purported facsimile, or electronic signature), ATM or debit card transmission, credit card transmission, or the oral direction of any Authorized Signer. The Bank shall be entitled to rely on, as an act of an Authorized Signer, any payment order made using an ATM or debit card, credit card, PIN, password, or other access device activated for the accounts of DPBV-RIMA.

That DPBV-RIMA is hereby authorized to establish one or more demand deposit and savings accounts with Bank Rhode Island, individual draws on such accounts in excess of \$5,000 to be signed by two Authorized Signers and individual draws on such account in amounts of \$5,000 or less to be signed by any Authorized Signer acting singly, and the prior establishment of such accounts is hereby ratified.

That the Authorized Signers are:

Executive Director  
Treasurer  
Chair

AYE: Almond, McKee, Moreau. NAY: None.

**Memorandum of Understanding with Democracy Builders**

Mr. McKee stated that the form of the memorandum of understanding as presented to the meeting was inappropriate because it called for Democracy Builders to receive a fixed percentage fee of the cost of school operations. He preferred that each service be billed separately in accordance with a reasonable cost therefor as approved by the Executive Director and the Treasurer.

Mr. McKee (seconded by Mr. Moreau) moved to postpone indefinitely the consideration of the memorandum of understanding as presented to the meeting. On the motion to postpone indefinitely: AYE: Almond, McKee, Moreau. NAY: None.

### **Appointment of Mr. Chiappetta as Head of School**

A form of letter agreement engaging Mr. Chiappetta as Head of School was presented to the meeting. Democracy Builders is in agreement with the terms of engagement. It was clarified that his “other duties” included his role as Executive Director, in which he is authorized to enter into agreements and engage services as necessary to operate the school, including hiring Democracy Builders to provide such services as he might agree to engage them for.

Mr. Almond (seconded by Mr. McKee) moved to strike the last sentence of the first paragraph under “Compensation” (relating to additional hourly compensation). On the motion to amend: AYE: Almond, McKee, Moreau. NAY: None.

On the motion (as amended) to engage Mr. Chiappetta as Head of School: AYE: Almond, McKee, Moreau. NAY: None.

### **Lease of facility from Our Lady of Fatima**

It was understood that the lease would be for two years, with rent of \$60,000 for the first year and \$65,000 for the second year. Mr. Moreau (seconded by Mr. Almond) moved to approve the execution of the lease in substantially the form presented to the meeting. AYE: Almond, McKee, Moreau. NAY: None.

### **501(c)(3) application**

Mr. Moreau (seconded by Mr. Almond) moved to direct the corporation to file an application for recognition of exemption under section 501(c)(3) of the Internal Revenue Code and to authorize the Treasurer or the Executive Director, acting singly, to execute the application and any related materials. AYE: Almond, McKee, Moreau. NAY: None.

### **Authorization to file governmental reports, etc.**

Mr. Almond (seconded by Mr. Moreau) moved to authorize the Treasurer or the Executive Director, acting singly unless otherwise required by law, to file all other governmental reports, notices, applications, etc. that are required or advisable to be filed. AYE: Almond, McKee, Moreau. NAY: None.

### **Public Forum**

No member of the public indicated a desire to make a statement.

**Adjournment**

Mr. Moreau (seconded by Mr. Almond) moved to adjourn. AYE: Almond, McKee, Moreau. NAY: None. The Chair declared the meeting adjourned at 1:06 p.m.

Respectfully submitted,

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Daniel Waugh, Secretary

“Mayoral Academy” is a service mark of Rhode Island Mayoral Academies.

“Democracy Prep<sup>SM</sup>” is a service mark of Democracy Builders.