

**KINGSTON HILL ACADEMY
BOARD OF TRUSTEES
MEETING MINUTES
December 17, 2012**

Members Present: Dr. June Groden, Helen Morcos, Dr. John Nazarian, Johnna Bicknell, Debra Deion, Dr. Patricia Wisocki, Stephen Panikoff, Ann Kuzminsky, Lorraine Melillo

Attending by Phone: Rob Raposo

Members Absent: Lisa Davis, Ellen Nelson

Invited Guests: Attorney Christopher Little, Mary Pendergast, Linda Paolillo, Linda Ollari

The meeting was called to order at 5:20 p.m.

At the conclusion of the Board meeting on November 26, a committee consisting of June Groden, Steve Panikoff, Helen Morcos, Deb Deion and Ann Kuzminsky met to consider the nomination of officers at today's meeting. The committee recommended the following officers:

President – Dr. John Nazarian
Vice President – Ann Kuzminsky
Secretary – Stephen Panikoff
Treasurer – Helen Morcos

A motion was made and seconded to accept all officers as listed above.

Financial Report – Helen Morcos

Current period income \$112,149.

\$500,000 on balance sheet is earmarked for the building fund. Some of the funds must be spent as designated by the CRP grant.

Other expenses line item – Helen will provide detail for this line item at next meeting.

A motion was made and seconded to accept the Finance Statement.

Department of Health/Water – Helen Morcos

The Department of Health will be receiving a \$75,000 grant for the next three years to design a small water system (the grant pays for the design only). We submitted an application, Helen met with the engineer; they want to check our financial statement to make sure we can afford to build the system once they design it. We cannot go forward with our building expansion plans unless we have an adequate water system (additional 20 students). The engineer thinks our chances are very good that we will get this grant; he will write a second application for Helen's and Steve's review.

The group discussed adding central air or individual air conditioning units in each classroom. Helen had already submitted an RFP for split units and received 2 estimates. Helen will submit an RFP for central air so that the two options can be reviewed and compared by the board members.

Administrative Services Agreement -

The Board Members were supplied with a proposed administrative services agreement for consideration. This agreement will support the administration of KHA for 6 months. Mary Pendergast explained the process she undertook to assess the necessity, cost and quality of the services to be supplied to KHA by the Groden Center.

Based on her investigation, she feels the services provided by Groden have been consistently of a high quality and very beneficial for the operations of KHA. She further noted that many small charter schools have not utilized outside organizations to provide certain administrative services (referring, in particular, to Compass), but noted further, that as a result of utilizing Groden, KHA is much further along in terms of compliance with Race To The Top and other similar initiatives, and its accounting systems converted to UCOA before many other charters. As a result of having services provided by Groden, the Principal and Assistant Principal are better able to devote their attention to mentoring teachers, curriculum development, individual educational planning for students, and interaction with RIDE. KHA's recognition by RIDE for its high educational performance is independent evidence of the success of following that strategy. She also further observed that KHA is quite fiscally sound. She further commented upon the strong credentials of Groden personnel providing services. She then proceeded to review the specific services as identified in Section 1(a)-(g) of the Administrative Services Agreement and compared the services provided and costs with similar programs from other charter schools, to the extent available.

She discussed the training services provided and noted the importance of having KHA staff receive those services. She reviewed the services provided for information technology. These services include all licensing fees required by KHA, service contracts, and the purchase and operation of off-site servers. Of a particular value to KHA was the provision of software and hardware required for KHA to meet technology requirements under Race To The Top. This was provided last summer at no cost to KHA. This is particularly an area in which KHA has significantly benefited from Groden services. KHA now is ahead of most charter schools in terms of technology.

Groden will provide responsibility for all of the mechanical, life safety and other systems utilized at KHA, manage all service contracts with vendors for landscaping, snow removal and janitorial service, provide all coordination of capital projects, and provide purchasing services and coordination of emergency responses. It will also coordinate a safety committee to develop and oversee procedures to ensure safety, comfort and therapeutic effectiveness for students. These services are quite cost-effective and particularly helpful to allow the Principal, for example, not to be diverted from educational leadership in order to address a facilities issue.

Groden provides financial management, human resources, fund development and administrative services for KHA. These include oversight of all financial and fiscal practices, such as the development of the UCOA system for KHA. It includes the human resource functions of job posting, screening of final candidates, background checks, monitoring and processing all workers compensation and unemployment claims. Groden also provides common fundraising support for KHA, and as a result of those initiatives, has separately raised money for KHA's playground, and more recently for additional technology for KHA. Groden will also provide administrative assistance and support to the Board of Trustees by attendance at meetings, preparation of agendas and monitoring compliance with the Open Meetings Law.

Groden also provides technical assistance in the development of policies and procedures and assistance with planning, both to the staff of KHA and to the Board of Trustees. Finally, Groden charges KHA a small sum of money to reimburse it for the cost of supplies, printing and other expenses incidental to the services provided above.

The total cost to KHA for these services to be provided is \$75,344.97. Ms. Pendergast recommended approval of these specific services described further in the Administrative Services Agreement.

After and during the course of Ms. Pendergast's discussion and thereafter, members of the Board of Trustees made various comments and directed questions to her, and thereafter Ms. Morcos, Dr. Wisocki and Dr. Groden left the room in order that the Board of Trustees could deliberate and vote. Following deliberations, the Board of Trustees, upon motion duly made and seconded, unanimously approved the Administrative Services Agreement, and requested that its President, Dr. Nazarian, sign it on its behalf. (Mr. Raposo did not vote).

Thereafter, Ms. Morcos, Dr. Groden and Dr. Wisocki returned to the meeting.

Dr. John Nazarian thanked the board members for the wonderful opportunity to serve as President. He and Helen Morcos thanked Attorney Little for all he has done in transitioning the governance of KHA to a Board of Trustees.

RIDE School Initiatives - Linda Paolillo gave an update on RIDE school initiatives, curriculum update and teacher professional development.

The decision of how to make up the 5 school days lost due to Storm Sandy will be a combined effort of KHA, the Compass School and South Kingstown schools as they all share the buses. South Kingstown is meeting this week. Steve Panikoff will update the board members on any new information.

Future bus contract for KHA and Compass School - Charter schools will need to assume the cost of bussing; phasing costs over the next 5 years. KHA is in the second year of the phase and is paying 40%, next year will be 60%. Two bus companies (STA and First Student) have been contacted to send proposals for a lower cost contract. We should have quotes from them in January, 2013.

Next meeting date: January 16 at 5:00 p.m..

Meeting was adjourned at 7:10pm.