

**Kingston Hill Academy
Board of Trustees
Meeting Minutes
August 10, 2016
Place of Meeting: Kingston Hill Academy**

Board Members Present: Dr. Janice DeFrances, Mr. Stephen Nardelli, Ms. Debra Deion, Ms. Lisa Davis, Ms. Linda Paolillo, Ms. Anne Kuzminsky, Ms. Lee Mita, Ms. Anne Considine, Ms. Amy Walsh

Board Members Absent: Ms. Helen Morcos, Ms. Johnna Bicknell, Dr. Lionel Murray

Guests: Attorney Matthew Plain, Ms. Camille Letourneau

Recording Secretary: Ms. Linda Ollari

1. Welcome and Call to Order

Mr. Nardelli called the meeting to order at 5:03 PM.

2. Open Forum/Public Comment

No Comments

3. Kingston Hill Academy Governance Structure – Discussion – subtopics including, but not limited to:

- a. KHA's Charter pursuant to R.I.G.L. §16-77.3
- b. Relationship with The Groden Center, Inc.
- c. Amended and Restated By-Laws – Kingston Hill Academy
- d. Administrative Services Agreement with The Groden Center, Inc.

In order to address questions that had recently been posed, Attorney Plain provided an overview of charter schools in Rhode Island, key provisions of the Charter School Act and Regulations, KHA's evolved governance structure, the past role of KHA's Advisory Board, The Groden Center Board of Directors and KHA's Board of Trustees, the governing body of the school. In 2012, RIDE's Commissioner recommended the renewal of KHA's Charter for a 5-year term dependent on certain conditions which KHA met (complying with Open Meetings Law, implementing a Conflict of Interest policy, developing a vendor selection and procurement process, and submitting the service contract for RIDE's review). RIDE has been fully aware and has acknowledged the relationship between KHA and the Groden Center and the essential nature of that relationship in establishing a unique governance structure. KHA's By-Laws are unique primarily due to loans and collateral. Also unique are the back office administrative services that Groden provides to KHA, via an official contract that is approved by the Trustees annually. However, inaccurate perceptions of the relationship between KHA and Groden and the administrative services exist within the community. It's important for KHA Board of Trustees members to understand KHA's current relationship with Groden, as well as its history. The KHA Board of Trustees is the governing body of the school. As such, members have a fiduciary duty to the organization. Groden is a vendor of the organization. The parties have an agreement for the provision of certain services.

Board members discussed the importance of reviewing the cost of administrative services annually to determine that KHA is getting the best quality of services at a fair cost (insurance, healthcare, IT, etc.).

Ms. Walsh provided a quick review of her business background and shared information on her recent actions looking into costs of some of the administrative services and her interest in getting KHA to the point of being self-sufficient, operating at a profit and getting its own financing.

Ms. Mita commented that she sensed a lot of angst at the June Board meeting and felt the need to shop around and get pricing.

Ms. Deion agreed that KHA should shop for best pricing, but stressed that price is not the only benchmark, quality is just as important. For example, special education services are very different among providers and the Board needs to make sure that the same level of services is being shopped.

Ms. Considine commented that KHA also benefits financially from the many fundraising events that The Groden Center holds.

Dr. DeFrances recommended reviewing actual expenses, by line item, and making adjustments monthly.

Ms. Kuzminsky thanked Attorney Plain for the overview and thought it was good for all Board members to understand the history in order to make informed decisions going forward.

Mr. Nardelli recommended moving Agenda item 12 to the next topic so that Ms. Camille Letourneau would not need to stay for the entire Board meeting.

12. Request for Proposals (RFP) to purchase the services of an architectural/engineering firm to complete the Stage II Necessity of School Construction Application for the expansion of Kingston Hill Academy and to develop a five-year Capital Improvement Plan, to include preventative maintenance, for the entire school – Discussion/Vote Regarding Building Committee’s Recommendation to Approve Issuance of RFP.

Ms. Letourneau outlined the proposed RFP being recommended by the Building Committee for the Board of Trustees approval. Stage II RFP needs to be submitted by Feb 1, 2017. The timeline of events is very tight. There has been a lot of discussion of how much time to allow vendors to submit proposals, the amount of time to allow for reviews, presentations, and modifications and the ability of the Building Committee and Board to meet, review and approve items. Board members felt they could be flexible with the Board meeting schedule in order to accommodate the timeline. Mr. Nardelli requested a motion to approve the issuance of the Stage II RFP to RIDE. The motion was made (Ms. Considine) and seconded (Ms. Walsh). All Board members present were in favor of approving the issuance of the Stage II RFP to RIDE and the motion was passed unanimously. No Board members abstained. (Note: Dr. DeFrances did not vote on any item until after agenda item No. 4 was completed.)

(A break was taken from 7:45 – 8:00pm.)

In the interest of time, Mr. Nardelli requested a motion to approve tabling agenda items 9, 10 and 13 to the next meeting. The motion was made (Ms. Kuzminsky), was seconded (Ms. Considine), and was passed unanimously by all Board members present. No Board members abstained.

4. Board and Committee Appointments – Discussion/Vote

Mr. Nardelli reviewed Article IV, Section 2 of the By-Laws indicating that the CEO of the Member shall serve on the Board of Trustees ex officio. Dr. Janice DeFrances became CEO effective July 1, 2016, replacing Helen Morcos who retired from the CEO position. Also, Ms. Morcos has expressed her interest in remaining on the Board and continuing as Treasurer. Mr. Nardelli requested a motion to approve the addition of Dr. DeFrances and the continuation of Ms. Morcos as Trustees. The motion was made (Ms. Walsh), was seconded (Ms. Kuzminsky), and was passed unanimously by all Board members present. No Board members abstained.

In order to comply with RIDE’s RFP requirements that certain roles be filled by KHA’s Building Committee members, Mr. Nardelli recommended the appointment of the following individuals as Building Committee members to fulfill those roles as follows:

<u>Role:</u>	<u>Committee Member:</u>
Superintendent of Schools	Linda Paolillo
Member of School Committee	Steve Nardelli and Lionel Murray
Building Maintenance Official	Peter Diebold
Building Construction Representative	Chris Suchmann
School Principal	Linda Paolillo
Educational mission/function	Janice DeFrances and Deb Deion
Finance	Helen Morcos
Experience with architecture, engineering, construction	John Deion

Mr. Nardelli requested a motion to approve the appointment of the above named individuals to the Building Committee. The motion was made (Ms. Walsh), was seconded (Ms. Mita), and was passed unanimously by all Board members present. No Board members abstained.

Regarding terms of Trustees, when the Board was established in 2012, it was recommended to stagger terms so that the entire Board would not be cycling off at the same time. Attorney Plain recommended reviewing the minutes to determine length of time served, as the by-laws call for three-year terms, before taking any action.

5. Approval of Minutes from June 27, 2016 Meeting and Revision to Minutes from June 15, 2016 Meeting – Discussion/Vote

Mr. Nardelli requested a motion to approve the minutes from the June 27, 2016 Board meeting. The motion was made (Ms. Kuzminsky) and seconded (Ms. Davis). All Board members present were in favor of approving the minutes and the motion was passed unanimously by all Board members present. No Board members abstained.

Mr. Nardelli requested a motion to revise the minutes from the June 15, 2016 Board meeting to reflect that Ms. Bicknell, Ms. Paolillo and Ms. Morcos abstained from voting on the budget and that Ms. Morcos abstained from voting on the Management Services Agreement. The motion was made (Ms. Davis) and seconded (Ms. Deion). All Board members present were in favor of amending the minutes to reflect those who abstained from voting on the budget and Management

Services Agreement and the motion was passed unanimously by all Board members present. No Board members abstained.

6. Report of CEO of The Groden Center, Inc.

None

7. Finance Report & 11. Amended Budget

Dr. DeFrances distributed the FY2016 Budget and Actual Expense Report highlighting some of the areas with negative variances. Regarding the Legal Services line item, Attorney Plain will work with Mr. Nardelli and Ms. Paolillo on developing a flat fee. Dr. DeFrances also reviewed the Management Agreement services items. She wanted everyone to be aware that the Groden Center also provides free services to KHA, such as 45-day evaluations. The budget deficit was \$203,898.59. The Balance Sheet and Income Statement was also distributed and reviewed.

Dr. DeFrances distributed the FY2017 Budget Projections developed by Linda Paolillo, Lina Sena, Dr. DeFrances and RIDE. This amended balanced budget is based on 190 students and 9 classrooms with a total budget figure of \$3,145,518.96.

Mr. Nardelli requested a motion to accept the FY2017 amended budget. The motion was made (Ms. Kuzminsky) and seconded (Ms. Mita). All Board members present were in favor of approving the FY2017 amended budget with the exception of Ms. Paolillo and Dr. DeFrances who abstained from the vote, and the motion was passed.

8. Principal's Report: Consultant's Report and Annual Behavioral Report – Linda Paolillo

Ms. Paolillo distributed the FY2016 Consultant Services report for review and discussion.

Regarding the Annual Behavioral Report, KHA is now recording instances that fall into the red zone, of which there were 52. There were 3 reported instances of bullying that were investigated and resolved following KHA protocol.

14. Discussion/vote to Convene Executive Session Pursuant to R.I.G.L. §42-46-5 (a)(2) - Sessions pertaining to litigation – claim of former employee

- Executive Session

Mr. Nardelli asked the Board to entertain a motion to move to Executive Session pursuant to R.I.G.L. §42-46-5 (a)(2) - Sessions pertaining to litigation – claim of former employee

- Executive Session

. The motion was made (Dr. DeFrances) and seconded (Ms. Walsh). The motion was passed unanimously by all Board members present. No Board members abstained.

- Motion to conclude executive session and reconvene open session

Ms. Kuzminsky made a motion to conclude Executive Session pursuant to R.I.G.L. §42-46-5 (a)(2) – Sessions pertaining to litigation – claim of former employee. The motion was seconded by Ms. Considine and was passed unanimously by all Board members present. No Board members abstained.

- Vote to seal minutes/votes taken during Executive Session if disclosure of such minutes/votes in open session would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions conducted under §42-46-5(a)

Ms. Walsh made a motion to seal minutes/votes taken during Executive Session if disclosure of such minutes/votes in open session would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions conducted under §42-46-5(a). The motion was seconded by Dr. DeFrances and was passed unanimously by all Board members present. No Board members abstained.

15. Adjournment of Board Meeting

Mr. Nardelli requested a motion to adjourn. The motion was made (Ms. Kuzminsky), was seconded (Ms. Paolillo), and was passed unanimously by all Board members present. No Board members abstained. The meeting was adjourned at approximately 9:45pm.

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