

**Kingston Hill Academy
Board of Trustees
Meeting Minutes
September 21, 2016
Place of Meeting: Kingston Hill Academy**

Board Members Present: Mr. Stephen Nardelli, Dr. Janice DeFrances, Ms. Debra Deion, Ms. Linda Paolillo, Ms. Anne Kuzminsky, Ms. Lee Mita, Ms. Amy Walsh, Ms. Helen Morcos, Ms. Johnna Bicknell, Dr. Lionel Murray

Board Members Absent: Ms. Lisa Davis, Ms. Anne Considine

Guests: None

Recording Secretary: Ms. Linda Ollari

1. Welcome and Call to Order

Mr. Nardelli called the meeting to order at 6:05 PM. Mr. Nardelli reported that Anne Considine has resigned from the Board, effective the end of September 2016. The Board thanks her for her service.

2. Public Comment

No Comments

3. Discussion Items

a. Finance Report – Janice DeFrances

Reviewed line items in the FY 2017 Budget Projections Report July 2016 to June 2017. Deficit of \$65,817.27 will need to be balanced; fund balance is for capital projects only. Dr. DeFrances reported that Camille Letourneau, consultant, resigned from the KHA expansion project. There is a line item that covered her consultant fees. Mr. Nardelli and Ms. Paolillo will discuss solutions for Camille's replacement.

Reviewed Budget vs. Actual report ending June 2016. Deficit of \$189,356. Board was asked to allocate approximately \$130,000.

Reviewed Budget vs. Actual report for month ending July 2016. Mr. Nardelli reported that Attorney Plain submitted a contract proposing a flat fee.

Reviewed Five Year Capital Improvement Plan created in 2012; needs to be updated. The question of putting the expansion on hold was raised, considering that districts are making changes to their grades. The question of bussing students from schools outside of South County was also raised.

b. Principal's Report – Linda Paolillo

i. First Read: Principal's Recommendation to Revise Certain Provisions of the Policy Handbook. The suggested changes were reviewed and discussed. Dr. Murray recommended checking further on viral strep.

ii. First Read: Policy Regarding Disclosure of Director Information. The policy was reviewed and discussed. If the Board chooses to adopt the opt-out policy, it can go into the handbook.

iii. PARCC Update – Great news, KHA is ranked number 1 overall with 79%. This is a reflection of KHA’s teaching staff; KHA students received individualized attention. Science NECAP scores will be available at the next Board meeting.

c. Review of Services Agreement with Groden

Ms. Walsh reported that a subcommittee is looking at all phases of the Services Agreement for cost comparison and distributed a summary.

Healthcare - Changes to current healthcare cannot be made without proper notification to employees. Since the process was started late, it would be difficult to change at this point in time. Terry Fleming from Arthur Gallagher will hold informational/educational meetings with KHA staff to determine their priorities in order to offer effective insurance. Employees would benefit from HSA/FSA plans; currently not offered. Blue Cross Dental program is less expensive than Delta. There is an eye care program available for \$7.00/month. Insurance company will schedule annual educational sessions with employees during benefit season. It would be beneficial to supply employees with individualized benefits statements annually.

Human Resources – Ms. Walsh reported that Cornerstone offers onsite Human Resources services.

Ms. Morcos explained that it’s very difficult to pick and choose from the Services Agreement because the services are too integrated and cannot be separated out from each other.

Board members discussed the importance of comparing costs in order to balance KHA’s budget. Comparison must be apples to apples. There could be opportunities for KHA to merge services with other charter schools. KHA’s needs have grown but unfortunately funding has decreased.

Ms. Morcos reported that there are two house lots on Stony Fort that could be sold with an average value of \$100,000 each. Ms. Mita will look into this further.

Dr. Murray made the motion to establish a finance committee to review costs offered in the Services Agreement, bonds, fundraising, land sales, etc. The motion was seconded by Ms. Mita.

Discussion: Dr. Murray recommended proceeding with fundraising opportunities; donations can be earmarked for specific areas. Monies would need to be deposited into a separate account. The Groden capital campaign is confusing to KHA parents; KHA needs to establish their own capital campaign.

The motion was passed unanimously by all Board members present. No Board members abstained. Board members volunteered to be on the finance committee: Ms. Walsh, Ms. Mita, Mr. Nardelli, Ms. Morcos and Dr. DeFrances.

d. Cyber Security for Kingston Hill Academy

Rose & Kiernan offers cyber security coverage costing \$25,000 for the Groden Network. The Groden Center’s IT Department developed a new IT policy. The policy addresses concerns with exploiting client information to third parties by using storage on iCloud, google drive, etc. The Groden Center does not use these third party storage companies; KHA may have been allowing it and, if so, should address this as soon as possible. All employees should receive annual training on IT policies and cyber security. Next step – first read and discussion of Groden policy.

e. Board of Trustees Composition

Ms. Mita is giving up her Board status as a parent as her children are no longer attending KHA. There are two Board vacancies. Mr. Nardelli recommended a governance committee to recruit and vet Board members. A couple of parents have submitted resumes. Mr. Nardelli made the motion to establish a governance committee, seconded by Ms. Deion. The motion was passed unanimously by all Board members present. No Board members abstained. Board members who volunteered to be on the committee: Mr. Nardelli, Dr. DeFrances, Ms. Bicknell, Ms. Walsh, and Ms. Paolillo.

4. Action Items

a. Approve Minutes from August 10, 2016 Meeting

Mr. Nardelli requested a motion to approve minutes from the August 10, 2016 minutes. The motion was made (Ms. Kuzminsky) and seconded (Ms. Deion). 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.

b. Discussion/Vote Regarding Building Committee’s Recommendation to Award Stage II Building contract

Mr. Nardelli explained the process that the Building Committee undertook when reviewing and scoring the bids received in response to the RFP Stage II process. The Building Committee then interviewed three finalists. Mr. Nardelli made the motion that upon recommendation by the Building Committee that RGB be selected as the contractor for the Stage II building contract at their proposed cost of \$25,500. The motion was seconded by Ms. Deion.

Discussion – The Board needs to review the capital budget and will not award a contract until KHA can allocate funding, keeping in mind that the RFP process has a strict timeline attached to it.

All Board members present were in favor of selecting RGB as the contractor for the Stage II RFP, with the caveat that the Board members review KHA’s capital budget before signing a contract with RGB. The motion was passed unanimously by all Board members present. No Board members abstained.

c. Proposed Amendment to By-laws – Remove Principal from Board of Trustees

Mr. Nardelli made the motion to amend the By-laws and remove the Principal of KHA from the Board of Trustees. The motion was seconded by Ms. Mita. All Board members present were in favor of amending the By-laws and removing the Principal of KHA from the Board of Trustees with the exception of Ms. Paolillo who abstained and Dr. Murray who was opposed. The motion passed. The proposed amendment will be presented to the Groden Board for Affirmative Consent. If approved and consented to by Groden, presentation will be made to the RIDE Commissioner.

5. Adjournment of Board Meeting

Mr. Nardelli requested a motion to adjourn. The motion was made (Ms. Morcos), was seconded (Dr. Murray), and was passed unanimously by all Board members present. No Board members abstained. The meeting was adjourned at approximately 9:10pm.

Public Contact Information:
Linda Ollari
401-274-6310
lolari@grocenter.org