

True North Rochester Preparatory Charter School
Minutes of the Meeting of the Board of Trustees
June 1, 2017

The meeting was called to order by Mr. Rosenberger at 12:05 pm.

Roll Call

The roll call was taken and a quorum was found present.

Trustees Present: Geoffrey Rosenberger
 Jim Ryan
 Rebecca Sumner
 Josh Phillips (via video relay)
 Jim Barger (joined at ~12:30pm)
 Ron Zarella

Trustees Absent: Jean Howard
 Jim Gleason

Also Present:

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| Anna Hall | Chief Operating Officer, Uncommon Schools Rochester, Troy, and Boston |
| Michael Sherry | Associate Chief Operating Officer, Uncommon Schools Rochester |
| Christy Hendler | Director of Strategic Initiatives, Uncommon Schools Rochester |
| Paul Powell | Associate Managing Director, Uncommon Schools Rochester |
| Eric O'Connor | Regional Special Projects Coordinator, Uncommon Schools Rochester |
| Brian Marciano | Director of Operations, Rochester Prep Elementary |
| Jaimie Brillante | Principal, Rochester Prep Elementary |
| Cory Lambertson | Athletics Director, Rochester Prep |
| John Claypool | Director of Operations, Rochester Prep High School |
| Laura Clay | Director of Special Projects, Rochester Prep High School |
| Jesika Anthony | Network Special Projects Coordinator, Uncommon Schools Rochester, Troy, and Boston |

Approval of Minutes

A motion was made to approve the minutes from the May 9, 2017 board meeting.

Motion: Rebecca Sumner
Second: Jim Ryan
Vote: Approved unanimously

Public Comment

No public comments were made.

New ACOO and Acting HS DO

Anna Hall introduced John Claypool and Laura Clay to the Board as they will be moving into new positions for the coming year. John Claypool will be transitioning to the position of Associate Chief Operating Officer and Laura Clay will be transitioning to Acting Director of Operations at Rochester Prep High School.

Athletics Update

Cory Lamberton updated the Board on Rochester Prep Athletics, detailing the current sport offerings and sharing team highlights. Beginning in Fall 2017, Rochester Prep High School will participate in football through a joint program with Bishop Kearney.

Campus Update

Jaimie Brillante led a discussion on the ELA and Math Interval Assessment data for Rochester Prep Elementary School. Additionally, she provided data regarding teacher retention, shared the benefits of having a veteran staff, highlighted cost implications, and discussed the school's strategy for managing multiple maternity/paternity leaves.

Finance Update

Mike Sherry gave a brief overview of the budget for the coming year. Ron Zarella provided additional commentary, sharing that the proposed budget is based upon conservative assumptions.

A motion was made to approve the 2017-18 budget.

Motion: Jim Ryan

Second: Rebecca Sumner

Vote: Approved unanimously

Lease Amendments

Geoffrey Rosenberger provided an overview of the facility renovation work that will occur at 85 St. Jacob St. and 305 Andrews during the summer of 2017. He described the sources of funding for this work and explained why lease amendments were needed to facilitate this work. He also shared information about the current status of the capital campaign. There was a brief pause in the meeting to give all Trustees time to review the attached resolutions.

A motion was made to approve both Board of Trustees Resolutions, which are attached at the end of these minutes.

Motion: Jim Ryan
Second: Rebecca Sumner
Vote: Approved unanimously

After passing the resolutions, Geoffrey Rosenberger asked for a motion to approve the lease amendments for 85 St. Jacob St. and 305 Andrews St.

Motion: Jim Ryan
Second: Rebecca Sumner
Vote: Approved unanimously

Employee Handbook

Several changes were proposed to the Rochester Prep Employee Handbook.

A motion was made to approve the 2017-18 Employee Handbook.

Motion: Jim Ryan
Second: Rebecca Sumner
Vote: Approved unanimously

Family Handbooks

Two changes were proposed to Rochester Prep Family Handbooks.

A motion was made to approve the 2017-18 Family Handbooks.

Motion: Rebecca Sumner
Second: Jim Ryan
Vote: Approved unanimously

Emergency Conditional Clearance Approvals

The Emergency Conditional Clearance Approvals document was explained. This document proposes two actions:

1. To delegate the Board Chair's authority to recommend an employee for emergency conditional clearance to the Associate Chief Operating Officer (ACOO).
2. To delegate to the ACOO the Board's authority to renew Emergency Conditional Appointments every 20 business days as needed, after proper review.

A motion was made to approve these Emergency Conditional Clearance actions.

Motion: Jim Ryan
Second: Ron Zarella
Vote: Approved unanimously

Auditor

The Board discussed engaging Mengel, Metzger, Barr & Co. as auditors for the 2017-18 school year and mentioned that the Finance Committee met with representatives of MMB prior to the Board Meeting.

A motion was made to engage Mengel, Metzger, Barr & Co. as auditors.

Motion: Jim Ryan

Second: Ron Zarella

Vote: Approved unanimously

Motion to Adjourn

A motion was made to adjourn the Board meeting.

Motion: Rebecca Sumner

Second: Jim Ryan

Vote: Approved unanimously

**True North Rochester Preparatory Charter School
Board of Trustees Resolution
June 1, 2017**

Whereas the True North Rochester Preparatory Charter School (TNRP) has leased, on a triple net lease basis, school building real estate from True North St. Jacob Street, LLC at 85 St. Jacob Street in Rochester, NY;

Whereas TNRP entered into this lease with the understanding that the cost of building upgrades were ultimately to be shouldered by TNRP;

Whereas the school building is in need of significant refurbishment;

Whereas TNRP wishes to complete one stage of the modernization plan for 85 St. Jacob Street over the course of the summer recess period in 2017;

Whereas TNRP has secured a \$100,000 grant from the Max and Marian Farash Charitable Foundation that can be used to support the desired modernization plan;

Whereas TNRP has received a New York State Charter School Stimulus Fund grant that will reimburse \$200,000 in capital outlays for Rochester Preparatory Charter School 3, which is located at 85 St. Jacob Street;

Whereas TNRP is projected to have \$74,089 available from its 2016/2017 fiscal year operating surplus;

Whereas TNRP has a lease agreement with True North St. Jacob Street, LLC that provides TNRP with a purchase option for the 85 St. Jacob Street facility for the amount of the then outstanding mortgage balance on the building plus relevant transaction costs; now, therefore, be it

Resolved, that True North Rochester Preparatory Charter School (TNRP) should:

1. direct True North St. Jacob Street, LLC to execute the desired building improvements at 85 St. Jacob St. during the 2017 summer recess period and agree to pay the True North St. Jacob Street, LLC a sum of \$374,089 for these renovations; and
2. authorize Geoffrey Rosenberger, Chairman of the TNRP Board of Trustees, to negotiate and execute the relevant amendment to the 85 St. Jacob Street building lease to effectuate this resolution.

True North Rochester Preparatory Charter School
Board of Trustees Resolution
June 1, 2017

Whereas True North Rochester Preparatory Charter School (TNRP) has leased, on a triple net lease basis, school building real estate from True North Andrews Street, LLC at 305 Andrews Street in Rochester, NY;

Whereas TNRP entered into this lease with the understanding that the cost of building upgrades were ultimately to be shouldered by TNRP;

Whereas the school building is in need of significant refurbishment;

Whereas TNRP wishes to modernize the 305 St. Andrews Street facility prior to moving True North Rochester Preparatory Charter School - West Campus elementary students into the building in the fall of 2018;

Whereas TNRP has secured a \$100,000 grant from the Max and Marian Farash Charitable Foundation that can be used to support the desired modernization plan;

Whereas TNRP has received a New York State Charter School Stimulus Fund grant that will reimburse \$200,000 in capital outlays for True North Rochester Preparatory Charter School - West Campus;

Whereas TNRP is projected to have \$175,000 available from its 2016/2017 fiscal year operating surplus;

Whereas TNRP has a lease agreement with True North Andrews Street, LLC that provides TNRP with a purchase option for the 305 Andrews Street facility for the amount of the then outstanding mortgage balance on the building plus relevant transaction costs; now, therefore, be it

Resolved, that True North Rochester Preparatory Charter School (TNRP) should:

1. direct True North Andrews Street, LLC to execute the desired building improvements at 305 Andrews Street during the summer of 2017 and agree to pay the True North Andrews Street, LLC a sum of \$475,000 for these renovations; and
2. authorize Geoffrey Rosenberger, Chairman of the TNRP Board of Trustees, to negotiate and execute the relevant amendment to the 305 Andrews Street building lease to effectuate this resolution.