

FIRST PHILADELPHIA PREPARATORY
CHARTER SCHOOL
4300 TACONY STREET
PHILADELPHIA, PA 19142

BOARD OF TRUSTEES MEETING

LOCATION:
4300 TACONY STREET
PHILADELPHIA, PA 19142

DATE & TIME:
NOVEMBER 19, 2019
6:00 PM

Minutes

SECTION I: CALL TO ORDER

Opening Colloquy

This meeting of the First Philadelphia Preparatory Charter School Board of Trustees is hereby called to Order. The time is 6:16 p.m. My name is John MacDonald. I am the President of this Board of Trustees and I will facilitate this meeting.

This is a public meeting that was properly advertised pursuant to the Pennsylvania Sunshine Act in the Philadelphia Daily News.

All members of the public are welcome, to sit and listen to the board of trustees conduct its business tonight. Members of the public who have registered with the Administrative office to participate in public comment by 5 p.m. on the day before this scheduled meeting may participate in public comment. At this time, I would ask that executive administration submit the list of commenters to our legal counsel. Comments will be limited to three minutes unless the Board decides to grant additional time.

At this time, I will ask that Roll Call be taken.

A. Roll Call

Board Members Present:	By Invitation: Non-Board Members:
<p>Karin Coger Julani Ghana Teresa Grumbrecht Anita Vega-Kaiser John MacDonald Barbara Saunders Duane White</p> <p>Board Members Absent:</p>	<p>Dr. Joseph Gillespie</p> <p>Ashley Redfearn Gerald L. Santilli Scott Kramer</p> <p>Peter Costa</p> <p>David Annecharico, Esq. Daniel Saidel, Esq.</p> <p>Dr. Carleene Slowik Stacy Hultquist Kyle Black Marvin Jones</p> <p>John Hayes, Blackney Hayes Architects Traci Luckenbill, Blackney Hayes Architects</p>

B. DISCLOSURE: EXECUTIVE SESSION BY JOHN MACDONALD

2. I would like to state, for purposes of the Minutes of this meeting that on NOVEMBER 11, 2019, the Board of Trustees met in Executive Session for the following purposes under 65 P.S. § 708:

(X) Discuss Confidential Matters. To review and discuss agency business which, if conducted in public, would violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law, including matters related to the initiation and conduct of investigations of possible or certain violations of the law and quasi-judicial deliberations.

C. Approval of Agenda

<p>MOTION</p> <p>KARIN COGER</p> <p>SECOND</p>	<p>R191119.01 Approval of the November 19, 2019 Agenda</p> <p>RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the November 19, 2019 Agenda.</p>
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BARBARA SAUNDERS

VOTE:

PASS

FAIL

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

D. Approval of Minutes

MOTION

ANITA VEGA-KAISER

SECOND

JOHN MACDONALD

VOTE:

PASS

FAIL

R191119.02 Minutes of the October 16, 2019 Meeting

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the Minutes of the October 16, 2019 meeting of the Board of Trustees of First Philadelphia Preparatory Charter School.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

SECTION II: REPORTS

A. Community Comment

Community Comment Colloquy (General Counsel)

Good Evening, my name is David Annecharico with Sand & Saidel, PC, General Counsel to the First Philadelphia Preparatory Charter School Board of Trustees. Will you please state your name for our records?

You will have three minutes to address the Board of Trustees. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>None</i>	<i>N/A</i>

B. First Philadelphia Preparatory Charter School CEO

Blackney Hayes Architects

- + Reviewed proposal to conduct a feasibility study regarding potentially connecting the Auditorium Building with Building B.
- + The Board discussed the logistical and financial issues relating to the proposed construction.
- + Representatives of Blackney Hayes distributed diagrams and aerial photos while discussing the proposal.
- + It will take a few weeks to conduct a feasibility study. Construction will occur during school breaks.
- + The Board discussed the previous work product of Blackney Hayes.

Dr. Joseph Gillespie

- + Discussed the CEO Report, previously disseminated.
- + Discussed transportation costs incident to the provision of special services to students.

C. American Paradigm Schools CEO

Mr. Gerald Santilli

- + Reviewed the American Paradigm School report, previously submitted.

Mr. Scott Kramer

- + Discussed the APS initiated analysis of all employee positions under changes made to the Fair Labor Standards Act.
- + Provided overview of human resources matters.

D. Business Controller

- + The Board discussed the financial report of the business controller, previously submitted.
- + The Board discussed school expenditures regarding special education.

Upon Motion by ANITA VEGA-KAISER and KARIN COGER, the board entered CLOSED session for the purposes of discussing legally privileged matters

Upon Motion by ANITA VEGA-KAISER and KARIN COGER the board entered OPEN session

TERESA GRUMBRECHT left the meeting after tendering her vote on all agenda resolutions as indicated below.

SECTION III: OLD BUSINESS

MOTION
 ANITA VEGA-
 KAISER
 SECOND
 KARIN COGER
 VOTE:
 TABLED

R191016.05 Uniform Professional Services Resolution

RESOLVED, the Professional Services Proposal/s and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, business controller and general counsel are hereby authorized and directed to negotiate the terms and conditions of those contract/s based upon these Professional Services Proposal/s;

FURTHER RESOLVED, the President is authorized to execute any document or delegate any task necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
Blackney Hayes Architects	\$86,937.50	Architectural services required to design a connector between the two existing buildings. The price includes (1) Surveying, (2) Schematic Design, (3) Design Development, (4) Construction Documents, (5) Permit Filing, (6) Bidding and Negotiations, (7) Quality Control, (8) Construction Administration, and (9) Outside Consultants.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion ; See above.</i>

MOTION
 ANITA VEGA-
 KAISER
 SECOND
 KARIN COGER

R191016.07 Acceptance of Procurement Policy

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Academy Charter School ratifies and accepts the Procurement Policy, as presented

Notes of Discussion / Advance Regulatory and Financial Comment:

VOTE:
 PASS
 FAIL

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION
ANITA VEGA-
KAISER
SECOND
KARIN COGER
VOTE:
 PASS
 FAIL

R191119.03 Report of the Business Controller

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School accepts the Financial Report of the Business Controller and all documents submitted thereby, which shall be incorporated into the record of this meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General discussion</i>

MOTION
ANITA VEGA-
KAISER
SECOND
KARIN COGER
VOTE:
 PASS
 FAIL

R191119.04 Uniform Human Resources Resolution

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School ratifies the human resources changes, modifications and additions as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General discussion</i>

MOTION
ANITA VEGA-
KAISER
SECOND
KARIN COGER
VOTE:
 PASS
 FAIL

R191119.05 Uniform Professional Services Resolution

RESOLVED, the Professional Services Proposal/s and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, business controller and general counsel are hereby authorized and directed to negotiate the terms and conditions of those contract/s based upon these Professional Services Proposal/s;

FURTHER RESOLVED, the President is authorized to execute any document or delegate any task necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
Ruttenberg Autism Center	Varied amounts depending on services provided.	Educational support, behavioral support, occupational therapy, speech therapy, supervisory/training support, pre-vocational support, and assessment. Obtained for Student SM
CDW-G	\$85,128.47	Telecommunication services and goods. Reimbursable under E-Rate

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	General discussion

MOOT

R191119.06 Uniform Purchases Resolution

RESOLVED, the Purchase Services, Proposal/s and associated reports listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, business controller and general counsel are hereby authorized and directed to negotiate the terms and conditions of those contract/s based upon these Purchase Services and Proposal/s;

FURTHER RESOLVED, the President is authorized to execute any document or delegate any task necessary to effect this resolution.

Contractor	Amount	Comment: Terms and Conditions
None	N/A	N/A

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
N/A	N/A

MOTION

ANITA VEGA-
KAISER

SECOND

KARIN COGER

VOTE:

PASS

FAIL

R191119.07 Amended and Restated By-Laws

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School ratifies and approves the Amended and Restated By-laws, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and review. The Amended Bylaws were previously distributed to board members, along with annotated comments by general counsel.</i>

By Roll Call Vote:

Karin Coger - aye
Julani Ghana- aye
Teresa Grumbrecht- aye
Anita Vega-Kaiser- aye
John MacDonald- aye
Barbara Saunders- aye
Duane White- aye

MOTION

ANITA VEGA-
KAISER

SECOND

KARIN COGER

VOTE:

PASS

FAIL

R191119.08 Parent Trustee

WHEREAS, the Amended and Restated Bylaws of the First Philadelphia Preparatory Charter School require that at least one (1) person serving on its Board of Trustees be the parent of a child currently attending First Philadelphia Preparatory Charter School;

RESOLVED, that the following person shall be the Parent Trustee as more fully enumerated at Section 4.2 of the Amended and Restated Bylaws:

Duane White (Slot #1)

By Roll Call Vote:

Karin Coger - aye
Julani Ghana- aye
Teresa Grumbrecht- aye
Anita Vega-Kaiser- aye
John MacDonald- aye
Barbara Saunders- aye
Duane White- aye

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and deliberation.</i>

MOTION

ANITA VEGA-
KAISER

SECOND

KARIN COGER

VOTE:

PASS

FAIL

R191119.09 Board of Trustee Terms

WHEREAS, the Amended and Restated Bylaws of the First Philadelphia Preparatory Charter School directs the Board to determine the Terms of the Existing Incumbent Trustees;

WHEREAS, the Board desires to implement staggered Terms when determining the Terms of the Existing Incumbent Trustees by dividing the Trustees into three approximately equal Groups, with Group 1 initially serving a 1-year Term, with Group 2 initially serving a 2-year Term, and Group 3 initially serving a 3-year Term; and

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School ratifies and approves that Group 1 shall consist of the following Trustees of First Philadelphia Preparatory Charter School who shall serve an initial one-year term, beginning August 1, 2019 and ending July 31, 2020:

KARIN COGER (Slot #2)
JULANI GHANA (Slot #3)

FURTHER RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School ratifies and approves that Group 2 shall consist of the following Trustees of First Philadelphia Preparatory Charter School who shall serve an initial two-year term, beginning August 1, 2019 and ending July 31, 2021:

TERESA GRUMBRECHT (Slot #4)
BARBARA SAUNDERS (Slot #5)

FURTHER RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School ratifies and approves that Group 3 shall consist of the following Trustees of First Philadelphia Preparatory Charter School who shall serve an initial three-year term, beginning August 1, 2019 and ending July 31, 2022:

ANITA VEGA-KAISER (Slot #7)
JOHN MACDONALD (Slot #8)

By Roll Call Vote:

Karin Coger - aye
Julani Ghana- aye
Teresa Grumbrecht- aye
Anita Vega-Kaiser- aye

John MacDonald- aye
 Barbara Saunders- aye
 Duane White- aye

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and deliberation.</i>

R191119.10 Election of Officers

RESOLVED, that the below Trustees are hereby elected as Officers of First Philadelphia Preparatory Charter School in accordance with the by-laws thereof for their respective Officer position, beginning August 1, 2019 and ending July 31, 2020.

Trustee	Position
JOHN MACDONALD	Chairperson
KARIN COGER	Vice-Chairperson
ANITA VEGA-KAISER	Secretary
BARBARA SAUNDERS	Treasurer

By Roll Call Vote:

Karin Coger - aye
 Julani Ghana- aye
 Teresa Grumbrecht- aye
 Anita Vega-Kaiser- aye
 John MacDonald- aye
 Barbara Saunders- aye
 Duane White- aye

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and Deliberation</i>

R191119.11 Permanent Committees

WHEREAS, Section 5.1.1. of the By-Laws of First Philadelphia Preparatory Charter School directs the Board to establish a number of Permanent Committees in accordance with the By-Laws;

MOTION
 ANITA VEGA-KAISER
 SECOND
 KARIN COGER
 VOTE:
 PASS
 FAIL

MOTION
 ANITA VEGA-KAISER
 SECOND
 KARIN COGER

VOTE:

PASS

FAIL

RESOLVED, in accordance with the By-Laws, the Board of Trustees of First Philadelphia Preparatory Charter School hereby establishes the following Permanent Committees, as presented;

FURTHER RESOLVED, in accordance with the By-Laws, the President of First Philadelphia Preparatory Charter School appoints the following individuals to the Permanent Committees, as presented.

FURTHER RESOLVED, the Board of First Philadelphia Preparatory Charter School ratifies and accepts the President's appointment of the following individuals to the Permanent Committees, as presented.

ACADEMIC DATA AND CURRICULUM COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR?</i>
VICE-PRESIDENT	BY-LAWS	KARIN COGER	YES
CHIEF EXECUTIVE OFFICER	BY-LAWS	JULANI GHANA	
PERSONNEL COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR?</i>
SECRETARY	BY-LAWS	BARBARA SAUNDERS	YES
CHIEF EXECUTIVE OFFICER	BY-LAWS	JOSEPH GILLESPIE, CEO	
ADMINISTRATIVE SERVICES COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR?</i>
VICE-PRESIDENT	BY-LAWS	TERESA GRUMBRECHT	YES
AUDIT COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR?</i>
INDIVIDUAL #1	PRESIDENT	JOHN MACDONALD	YES

MOTION

ANITA VEGA-
KAISER

SECOND

KARIN COGER

VOTE:

PASS

FAIL

FISCAL COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR</i>
TREASURER	BY-LAWS	ANITA VEGA- KAISER	YES
BUSINESS CONTROLLER	BY-LAWS	PETER COSTA, BUSINESS CONTROLLER	

NOMINATING COMMITTEE			
<i>POSITION</i>	<i>AS APPOINTED BY</i>	<i>NAME</i>	<i>CHAIR</i>
TREASURER	BY-LAWS	ANITA VEGA- KAISER	YES
BUSINESS CONTROLLER	BY-LAWS	PETER COSTA, BUSINESS CONTROLLER	

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and Deliberation</i>

R191119.12 Holiday Bonus

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School ratifies and accepts the following holiday bonus for full-time and part-time employees of First Philadelphia Preparatory Charter School:

Full Time: \$250

Part Time: \$150

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>General Discussion</i>

MOTION
ANITA VEGA-
KAISER
SECOND
KARIN COGER
VOTE:
 PASS
 FAIL

R191119.13 Proposed Charter Agreement

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School authorizes the use of the proposed charter agreement, as presented, during charter renewal negotiations with the School District of Philadelphia;

FURTHER RESOLVED, the Board of Trustees of First Philadelphia Charter School hereby authorizes and directs Sand & Saidel, P.C. to negotiate a finalized Charter Agreement between it and the School District of Philadelphia

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion, review and deliberation.</i>

By Roll Call Vote:

Karin Coger - aye
Julani Ghana- aye
Teresa Grumbrecht- aye
Anita Vega-Kaiser- aye
John MacDonald- aye
Barbara Saunders- aye
Duane White- aye

MOTION
ANITA VEGA-
KAISER
SECOND
KARIN COGER
VOTE:
 PASS
 FAIL

R191119.14 Confidential Settlement Agreement: Student AC

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School ratifies the Confidential Settlement Agreement In Re: AC as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Discussion and deliberation in CLOSED Session (see above)</i>

MOOT

R191119.15 Three-Year Comprehensive Plan

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School ratifies the Three-Year Comprehensive Plan, as presented during the October 16, 2019 Board of Trustees meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
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<i>General Counsel</i>	<i>This resolution is MOOT. The Board reported that the three-year comprehensive plan was previously reviewed and approved.</i>
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B. DISCUSSION AND ANNOUNCEMENTS

- **NEXT BOARD MEETING:** December 18, 2019 at 7:30pm at 4300 Tacony Street, Philadelphia, PA 19142

ADJOURNMENT

MOTION

ANITA VEGA-KAISER

SECOND

KARIN COGER

VOTE:

PASS

FAIL