

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

BOARD OF TRUSTEES MEETING

LOCATION:
4300 TACONY STREET
PHILADELPHIA, PA 19124

DATE & TIME:
DECEMBER 18, 2019
7:30 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 8:20 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:
John MacDonald, President Karin Coger, Vice-President Anita Vega-Kaiser, Treasurer Barbara Saunders, Secretary Julani Ghana Teresa Grumbrecht Duane White	Dr. Joseph Gillespie Gerald L. Santilli Ashley Redfearn Scott Kramer Katie Santilli Peter Costa Daniel H. Saidel, Esq. David Annecharico, Esq. Frances Sperling Feldbaum, St. Clair CPA Solutions Brian DiMattesa, St. Clair CPA Solutions
Board Members Absent:	

B. DISCLOSURE: EXECUTIVE SESSION BY JOHN MACDONALD

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

(x) Certain Employee Issues. To discuss any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of performance, promotion or disciplining of any specific prospective public officer or employee or current public officer or employee employed or appointed by the agency, or former public officer or employee, provided, however, that the individual employees or appointees whose rights could be adversely affected may request, in writing, that the matter or matters be discussed at an open meeting. The agency's decision to discuss such matters in executive session shall not serve to adversely affect the due process rights granted by law, including those granted by Title 2 (relating to administrative law and procedure).

C. Approval of Agenda

MOTION
 KARIN COGER
 SECOND

R191218.01 Approval of the December 18, 2019 Agenda

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the December 18, 2019 Agenda.

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

TERESA GRUMBRECHT

VOTE:

PASS

FAIL

R191218.02 Minutes of the November 19, 2019 Meeting

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the Minutes of the November 19, 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>
<i>Board – Corrections to 11/19/2019 Minutes</i>	<p><i>The Board clarified the members of the Nominating Committee.</i></p> <p><i>The Board clarified that R191119.13 Proposed Charter Agreement should include the additional language:</i></p> <p><i>FURTHER RESOLVED, the Board of Trustees of First Philadelphia Charter School hereby authorizes and directs Sand & Sidel, P.C. to negotiate a finalized Charter Agreement between it and the School District of Philadelphia.</i></p> <p><i>These corrections were made to the Minutes of the 11/19/2019 Board Meeting.</i></p>

SECTION II: REPORTS

A. Community Comment

Community Comment Colloquy (General Counsel)

Good Evening, my name is David Annecharico with Sand & Sidel, 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

which 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. Committee Report

J. MacDonald announced appointees to the audit committee, reported that the audit committee reviewed the proposed audited financials and returned concerns to the auditor based upon the audit committee's review.

Ms. Frances Sperling Feldbaum and Mr. Brian DiMatesa reviewed

NOMINATING COMMITTEE – Reviewed the resume of an individual recommended to the Board of Trustees: Leon D. Caldwell, Ph.D. The Nominating Committee will collaborate with the Board regarding the proposed candidate.

C. First Philadelphia Preparatory Charter School CEO

Dr. Gillespie reviewed the CEO report.

Kyle Black – Discussed discipline committee processes and procedures

Board discussion regarding initiatives to increase employee morale.

D. American Paradigm Schools CEO

The APS CEO report was previously submitted. A. Redfearn invited the Board to present any questions or concerns regarding that report.

E. Business Controller

P. Costa reviewed the November 2019 financial report, previously submitted. Mr. Costa noted higher costs in the area of Special Education.

F. General Counsel

Upon MOTION by KARIN COGER and SECOND by BARBARA SAUNDERS, the Board UNANIMOUSLY entered CLOSED SESSION.

Upon MOTION by KARIN COGER and SECOND by BARBARA SAUNDERS, the Board UNANIMOUSLY entered OPEN SESSION.

SECTION III: OLD BUSINESS

MOTION

ANITA VEGA-
KAISER

SECOND

TERESA
GRUMBRECHT

VOTE:

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	<p>Architectural services required to design a connector between the two existing buildings.</p> <p>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.</p>

Notes of Discussion / Advance Regulatory and Financial Comment:

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

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION
ANITA VEGA-
KAISER
SECOND
TERESA
GRUMBRECHT
VOTE:
VOTE:
[X] PASS
[] FAIL

R191218.03 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
TERESA
GRUMBRECHT
VOTE:
VOTE:
[X] PASS
[] FAIL

R191218.04 2018-19 Draft Audit Financial Statements

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the 2018-19 Draft Audit Financial Statements as presented, for First Philadelphia Preparatory Charter School.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>J. MacDonald</i>	<i>Reported that the Audit Committee approved of the Draft Audit Financial Statements</i>

ROLL CALL:

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
 TERESA
 GRUMBRECHT
 VOTE:
 PASS
 FAIL

R191218.05 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
 TERESA
 GRUMBRECHT
 VOTE:
 PASS
 FAIL

R191218.06 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
Philadelphia Insectarium and Butterfly Pavilion	\$60,000	Twenty-two (22) week afterschool program

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOOT

R191218.07 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	None	None

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
None	None

MOTION
 BARBARA SAUNDERS
 SECOND
 JULANI GHANA
 VOTE:
 PASS
 FAIL

R191218.08 IRS Form 990

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School approves the IRS Form 990, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	General Discussion

ROLL CALL:

- 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
 TERESA GRUMBRECHT
 VOTE:
 VOTE:
 PASS
 FAIL

R191218.09 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;

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.

AUDIT COMMITTEE			
POSITION	AS APPOINTED BY	NAME	CHAIR?
TRUSTEE	PRESIDENT	JOHN MACDONALD	YES
APPOINTEE #2	PRESIDENT	ROBERT F. BUROCK	
APPOINTEE #3	PRESIDENT	JOSEPH P. CARELLO	

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOTION

BARBARA SAUNDERS

SECOND

ANITA VEGA-KAISER

VOTE:

PASS

FAIL

R191218.10 Form Negotiated Charter Agreement

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School hereby ratifies the Form Negotiated Charter Agreement between it and the School District of Philadelphia as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

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

B. DISCUSSION AND ANNOUNCEMENTS

NEXT BOARD MEETING: January 15, 2020 at 6201 Keystone Street, Philadelphia, PA 19135

ADJOURNMENT AT 11:18 PM

MOTION

ANITA VEGA-KAISER

SECOND

TERESA GRUMBRECHT

VOTE:

PASS

FAIL

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