

LINDLEY ACADEMY CHARTER SCHOOL AT BIRNEY

900 W. LINDLEY AVENUE
PHILADELPHIA, PA 19141

BOARD OF TRUSTEES MEETING

LOCATION:

ZOOM CONFERENCE CALL DUE TO COVID-19 PANDEMIC

DATE & TIME:

DECEMBER 7, 2021

6:00 P.M.

MINUTES

SECTION I: CALL TO ORDER

Opening Colloquy

This meeting of the Lindley Academy Charter School at Birney Board of Trustees is hereby called to order. The time is 6:06 P.M. My name is Lisa Johnson. I am the President of this Board of Trustees, and I will facilitate this meeting.

In order to protect the health, welfare, and safety of the school community from the ongoing COVID-19 pandemic, this meeting is being held via teleconference. This is a public meeting of the Board of Trustees of the Lindley Academy Charter School at Birney that was properly advertised pursuant to the Pennsylvania Sunshine Act. The public notice included instructions for how the public could participate in tonight's meeting. The public meeting schedule is posted at the school and on the website in the monthly calendar.

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 5:00 P.M. on the day before this scheduled meeting may participate in public comment. At this time, I would ask that the Executive Administration submit the list of commenters to our General 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>Lisa Johnson — President Ana Christina Melhor — Secretary Barbara Saunders — Vice President Evette Bowman — Treasurer Reginald Howard — Trustee</p> <p>Board Members Absent:</p> <p>Regina Felder — Trustee</p>	<p>Dr. Margery Covello, CEO Nancy White, Principal Ralph Lovelidge, Principal Elaine Latimer, Director of SPED</p> <p>Ashley Redfearn, CEO, APS Scott Kramer, Chief Talent Officer, APS</p> <p>Peter Costa, Santilli & Thomson, LLC Eric Strauss, WithumSmith+Brown Annalyse Culp, WithumSmith+Brown</p> <p>David Hussey, Esq. Jessica Bassett</p>

B. DISCLOSURE: EXECUTIVE SESSION BY LISA JOHNSON

The Board of Trustees will meet 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:
 RH
 SECOND:
 ACM
 VOTE:
 PASS
 FAIL

Resolution 211207.01 Approval of the December 7, 2021 Agenda

RESOLVED, that the Board of Trustees of Lindley Academy Charter School at Birney hereby approves the **December 7, 2021** Agenda.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Reviewed the agenda, a copy of which was posted on the school's website prior to the meeting</i>

D. APPROVAL OF MINUTES

MOTION:
ACM
SECOND:
EB
VOTE:
[X] PASS
[] FAIL

Resolution 211207.02 Approval of the November 16, 2021 Board Meeting Minutes

RESOLVED, that the Board of Trustees of Lindley Academy Charter School at Birney hereby approves the Minutes of the **November 16, 2021** meeting of the Board of Trustees of Lindley Academy Charter School at Birney.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Reviewed the November minutes</i>

SECTION II: REPORTS

A. COMMUNITY COMMENT

Community Comment Colloquy (General Counsel)

Good evening. My name is David Hussey, and I am with Sand & Saidel, P.C., General Counsel to the Lindley Academy Charter School at Birney 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 with which you might supplement your comment 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>None</i>

B. LINDLEY ACADEMY CHARTER SCHOOL AT BIRNEY CEO

Dr. Covello presented the monthly written report of the CEO, a copy of which is incorporated by reference herein, highlighting:

- + Thanked the board for its attentiveness to the school’s facilities needs and discussed the importance of providing a high quality school building to Lindley Academy’s students; and*
- + The school’s COVID vaccination clinics and efforts to promote student and community vaccination.*

C. AMERICAN PARADIGM SCHOOLS CEO

A. Redfearn presented the monthly written report of APS, a copy of which is incorporated by reference herein, highlighting:

- + Social media campaigns from APS and the APS schools; and*
- + Efforts to recruit qualified staff, as presented by S. Kramer.*

D. BUSINESS CONTROLLER

E. Strauss and A. Culp presented the independent financial audit report for the year ended June 30, 2021, highlighting:

- + A review of the audit services provided;*
- + That the auditors are prepared to issue an unmodified opinion on the financial statements of the school;*
- + The auditor’s review of internal controls and their finding of no issues with the school’s internal controls;*
- + The auditor’s review of income and expenditures;*
- + The auditor’s review of payroll processes;*
- + The auditor’s finding of no fraud or legal noncompliance; and*
- + A review of the draft audit report.*

SECTION III: UNFINISHED BUSINESS

NONE

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION:
RH
SECOND:
EB
VOTE:
 PASS
 FAIL

Resolution 211207.03 Approval of Reports

RESOLVED, the Board of Trustees of Lindley Academy Charter School at Birney accepts the report of the CEO of Lindley Academy Charter School at Birney and all documents submitted thereby, which shall be incorporated into the record of this meeting; and

FURTHER RESOLVED, the Board of Trustees of Lindley Academy Charter School at Birney accepts the report of American Paradigm Schools 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>Received and reviewed the reports of the CEO and APS</i>

MOOT

Resolution 211207.04 Professional Services Contract/s Resolution

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

FURTHER RESOLVED, the CEO, Business Controller, and General Counsel are hereby authorized and directed to negotiate contract/s for the professional services described below; and

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

Contractor	Amount	Comment: Terms and Conditions
None	None	None

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

MOTION:
BLS
SECOND:
EB
VOTE:
[X] PASS
[] FAIL

R211207.05 Purchase Contract/s Resolution

RESOLVED, the Purchase Contract/s and associated report/s listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, Business Controller, and General Counsel are hereby authorized and directed to negotiate terms and conditions for the Purchase Contract/s described below;

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

Contractor	Amount	Comment: Terms and Conditions
Omega Security Systems, Inc.	\$21,000.00	Security camera system add-on, as more fully described in the accompanying proposal

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<i>M. Covello</i>	<i>Reported upon the proposed security camera installation</i>

211207

Board; M. Covello	Discussed that the proposed security camera installation is an addition to the school's existing security system
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MOTION:
BLS
SECOND:
EB
VOTE:
 PASS
 FAIL

R211207.06 Approval of Offer Letter Term Length

RESOLVED, the Board of Trustees of Lindley Academy Charter School at Birney hereby authorizes the Chief Executive Officer, in consultation with the Business Controller, General Counsel, and American Paradigm Schools, to include within offer letters for employment at Lindley Academy Charter School at Birney reasonable term lengths, as determined appropriate by the Chief Executive Officer on an individual basis for each offer letter recipient.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
S. Kramer	Reported upon the proposed initiative to offer extended terms of employment

MOTION:
ACM
SECOND:
RH
VOTE:
 PASS
 FAIL

R211207.07 Approval of Audit Report

RESOLVED that the Board of Trustees of Lindley Academy Charter School at Birney hereby accepts and approves the independent financial audit report for the year ended June 30, 2021, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
Board	Reviewed and discussed the audit report during the presentation of the auditors

Upon Motion by A. Melbor, Seconded by R. Howard, the Board voted to enter into executive session at 6:59 pm to discuss matters involving termination of employment.

Upon Motion by A. Melbor, Seconded by R. Howard, the Board voted to adjourn from executive session at 7:12 pm.

MOTION:
EB
SECOND:
BLS
VOTE:
 PASS
 FAIL

Resolution 211207.08 Human Resources Resolution

RESOLVED, the Board of Trustees of Lindley Academy Charter School at Birney accepts the Human Resources changes, modifications, and additions, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
Board	Discussed Resolution 211207.08 during executive session
Board; M. Covello	Discussed the staffing of assistant principals and deans

B. DISCUSSION AND ANNOUNCEMENTS

- ❖ NEXT BOARD MEETING: TUESDAY, JANUARY 18, 2022 AT 6:00 P.M.

ADJOURNMENT AT 7:15 P.M.

MOTION:
RH
SECOND:
ACM
VOTE:
 PASS
 FAIL
