

# MEMPHIS STREET ACADEMY CHARTER SCHOOL

2950 MEMPHIS STREET  
PHILADELPHIA, PA 19134

## BOARD OF TRUSTEES MEETING

LOCATION:  
8101 CASTOR AVENUE  
PHILADELPHIA, PA 19152

DATE & TIME:  
NOVEMBER 20, 2019  
5:00PM

## MINUTES

### SECTION I: CALL TO ORDER

#### Opening Colloquy

This meeting of the Memphis Street Academy Charter School Board of Trustees is hereby called to Order. The time is 8:10 p.m. My name is David Annecharico. I am an associate of Sand & Sidel, General Counsel to 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 take Roll Call.

**A. Roll Call**

<b>Board Members Present:</b>	<b>By Invitation: Non-Board Members:</b>
Sandra Farmer Barbara Saunders Miguel Diaz Anita Vega-Kaiser Michelle Campellone Pablo Mateo	Naimah Holliday-Wimberly  Gerald Santilli Ashley Redfearn  David Hussey, Esq. David Annecharico, Esq. Daniel Saidel, Esq.
<b>Board Members Absent:</b>	

**B. DISCLOSURE: EXECUTIVE SESSION BY SANDRA FARMER**

*I would like to state, for purposes of the Minutes of this meeting that on November 20, 2019, the Board of Trustees met in Executive Session for the following purposes under 65 P.S. § 708:*

*(x) Consultation with Professional Advisor or Attorney. To consult with its attorney or other professional advisor regarding information or strategy in connection with litigation or with issues on which identifiable complaints are expected to be filed.*

*(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**

MOTION  
PABLO MATEO  
SECOND  
MIGUEL DIAZ  
VOTE:  
 PASS  
 FAIL

**R191120.01 Approval of the November 20, 2019 Agenda**

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the November 20, 2019 Agenda.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

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

**D. Approval of Minutes**

MOTION  
PABLO MATEO

**R191120.02 Minutes of the October 9, 2019 Meeting**

SECOND  
 MIGUEL DIAZ  
 VOTE:  
 PASS  
 FAIL

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the Minutes of the October 9, 2019 meeting of the Board of Trustees of Memphis Street Academy Charter School.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<b><i>Who</i></b>	<b><i>What</i></b>
<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 Memphis Street Academy 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:***

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

B. Memphis Street Academy Charter School CEO

- a. *The Memphis Street Academy Charter School CEO report was previously disseminated and reviewed by the Board of Trustees.*

C. American Paradigm Schools CEO

- a. *The American Paradigm Schools CEO report was previously disseminated and reviewed by the Board of Trustees.*

D. General Counsel

- a. *Reviewed the organizational business to be conducted during the meeting; and*
- b. *Obtained the consensus of the Boar to utilize @ap-schools email address for all corporate business / communications.*

E. Business Controller

- a. *The Business Controller's report was previously disseminated and reviewed by the Board of Trustees.*

**SECTION III: NEW BUSINESS**

A. RESOLUTIONS

MOTION  
 PABLO MATEO  
 SECOND  
 MIGUEL DIAZ  
 VOTE:  
 PASS  
 FAIL

**R191120.03 Report of the Business Controller**

RESOLVED, the Board of Trustees of Memphis Street Academy 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:***

<b><i>Who</i></b>	<b><i>What</i></b>
<i>Board</i>	<i>Reviewed and accepted the Financial Reports, which were previously disseminated.</i>

MOTION  
 PABLO MATEO  
 SECOND  
 MIGUEL DIAZ  
 VOTE:  
 PASS  
 FAIL

**R191120.04 Uniform Human Resources Resolution**

RESOLVED, the Board of Trustees of Memphis Street Academy Charter School ratifies the human resources changes, modifications and additions, as presented.

<b>HIRES/POSITION CHANGE</b>		
<b>NAME</b>	<b>TITLE/CHANGE</b>	<b>START DATE</b>
Alicia Flores	8 <sup>th</sup> Grade Social Studies Teacher	11/05/19
Brittany Longshore	7 <sup>th</sup> Grade Math Education	11/05/19
Melissa Holden	8 <sup>th</sup> Grade Special Education Teacher	TBD
Chantelle Wilson	7 <sup>th</sup> Grade Science Teacher Position Change	10/21/19
Brandon Riggins	Cafeteria Aide	TBD

<b>RESIGNATION/TERMINATION</b>		
<b>NAME</b>	<b>TITLE</b>	<b>START DATE</b>
Darryck Saterfield	8 <sup>th</sup> Grade Social Studies Teacher	10/30/19
Michael Lindsey	7 <sup>th</sup> Grade Science Teacher	10/23/19
Brandon Ryu	7 <sup>th</sup> Grade Math Teacher	10/23/19
Stephanie Holmes	Special Education Teacher	11/26/19

*Notes of Discussion / Advance Regulatory and Financial Comment:*

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

MOOT

**R191120.05 Uniform Professional Services Proposals 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 contracts 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.

<b>Contractor</b>	<b>Amount</b>	<b>Comment: Terms and Conditions</b>
<i>None</i>	<i>N/A</i>	<i>N/A</i>

*Notes of Discussion / Advance Regulatory and Financial Comment:*

<i>Who</i>	<i>What</i>
<i>N/A</i>	<i>N/A</i>

MOOT

**R191120.06 Uniform Purchase Services Proposals 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 based upon these Purchase Services Proposals.

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

<b>Contractor</b>	<b>Amount</b>	<b>Comment: Terms and Conditions</b>
<i>None</i>	<i>N/A</i>	<i>N/A</i>

MOTION  
 PABLO MATEO  
 SECOND  
 MIGUEL DIAZ  
 VOTE:  
 PASS  
 FAIL

*Notes of Discussion / Advance Regulatory and Financial Comment:*

<i>Who</i>	<i>What</i>
<i>N/A</i>	<i>N/A</i>

**R191120.07 Amended By-Laws**

RESOLVED, the Board of Trustees of Memphis Street Academy Charter School ratifies and approves the Amended By-laws, as presented.

*Notes of Discussion / Advance Regulatory and Financial Comment:*

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

**By Roll Call Vote:**

Sandra Farmer - aye  
 Barbara Saunders - aye  
 Miguel Diaz - aye  
 Anita Vega-Kaiser - aye  
 Michelle Campellone - aye  
 Pablo Mateo - aye

MOTION  
 PABLO MATEO  
 SECOND  
 MIGUEL DIAZ  
 VOTE:  
 TABLED

**R191120.08 Parent Trustee**

WHEREAS, the Amended and Restated Bylaws of the Memphis Street Academy Charter School require that at least one (1) person serving on its Board of Trustees be the parent of a child currently attending Memphis Street Academy 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:

\_\_\_\_\_ (Slot #1)

*Notes of Discussion / Advance Regulatory and Financial Comment:*

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

**By Roll Call Vote:**

Sandra Farmer - aye  
 Barbara Saunders - aye  
 Miguel Diaz - aye  
 Anita Vega-Kaiser - aye  
 Michelle Campellone - aye  
 Pablo Mateo - aye

MOTION  
 PABLO MATEO  
 SECOND  
 MIGUEL DIAZ  
 VOTE:  
 PASS  
 FAIL

**R191120.09 Board of Trustee Terms**

WHEREAS, the Amended and Restated Bylaws of the Memphis Street Academy 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 Memphis Street Academy Charter School ratifies and approves that Group 1 shall consist of the following Trustees of Memphis Street Academy Charter School who shall serve an initial one-year term, beginning August 1, 2019 and ending July 31, 2020:

Anita Vega-Kaiser \_\_\_\_\_ (Slot #2)

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

Barbara Saunders \_\_\_\_\_ (Slot #4)  
 Miguel Dias \_\_\_\_\_ (Slot #5)  
 Sandra Farmer \_\_\_\_\_ (Slot #6)

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

Mateo Pablo \_\_\_\_\_ (Slot #7)  
 Michelle Campellone \_\_\_\_\_ (Slot #9)

***Notes of Discussion / Advance Regulatory and Financial Comment:***

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

**By Roll Call Vote:**

Sandra Farmer - aye  
 Barbara Saunders - aye  
 Miguel Diaz - aye  
 Anita Vega-Kaiser - aye

Michelle Campellone - aye  
Pablo Mateo - aye

**R191120.10 Election of Officers**

MOTION  
PABLO MATEO  
SECOND  
MIGUEL DIAZ  
VOTE:  
 PASS  
 FAIL

RESOLVED, that the below Trustees are hereby elected as Officers of Memphis Street Academy 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
Sandra Farmer	Chairperson
Barbara Saunders	Vice-Chairperson
Anita Vega-Kaiser	Secretary
Michelle Campellone	Treasurer

**By Roll Call Vote:**

Sandra Farmer - aye  
Barbara Saunders - aye  
Miguel Diaz - aye  
Anita Vega-Kaiser - aye  
Michelle Campellone - aye  
Pablo Mateo - aye

*Notes of Discussion / Advance Regulatory and Financial Comment:*

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

**R191120.11 Permanent Committees**

MOTION  
PABLO MATEO  
SECOND  
MIGUEL DIAZ  
VOTE:  
 PASS  
 FAIL

WHEREAS, Section 5.1.1. of the By-Laws of Memphis Street Academy 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 Memphis Street Academy Charter School hereby establishes the following Permanent Committees, as presented;

FURTHER RESOLVED, in accordance with the By-Laws, the President of Memphis Street Academy Charter School appoints the following individuals to the Permanent Committees, as presented.



FURTHER RESOLVED, the Board of Memphis Street Academy Charter School ratifies and accepts the President's appointment of the following individuals to the Permanent Committees, as presented.

<b>ACADEMIC DATA AND CURRICULUM COMMITTEE</b>	
<b>NAME</b>	<b>TITLE</b>
Barbara Saunders	VICE-PRESIDENT
Naimah Holliday-Wimberly	CHIEF EXECUTIVE OFFICER
Anita Vega-Kaiser	APPOINTEE (Chair)
Pablo Mateo	APPOINTEE

<b>PERSONNEL COMMITTEE</b>	
<b>NAME</b>	<b>TITLE</b>
Anita Vega-Kaiser	SECRETARY (Chair)
Naimah Holliday-Wimberly	CHIEF EXECUTIVE OFFICER
Miguel Dias	APPOINTEE
Sandra Farmer	APPOINTEE

<b>ADMINISTRATIVE SERVICES COMMITTEE</b>	
<b>NAME</b>	<b>TITLE</b>
Sandra Farmer	VICE-PRESIDENT (Chair)
Michelle Campellone	TREASURER
Miguel Diaz	APPOINTEE

<b>AUDIT COMMITTEE</b>	
<b>NAME</b>	<b>TITLE</b>
Gerald Santilli	APPOINTEE (Chair)
David Annecharico	APPOINTEE

<b>FISCAL COMMITTEE</b>	
<b>NAME</b>	<b>TITLE</b>
Michelle Campellone	TREASURER (Chair)
Michael McLeish	BUSINESS CONTROLLER
Pablo Mateo	APPOINTEE

**Notes of Discussion / Advance Regulatory and Financial Comment:**

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

**By Roll Call Vote:**

Sandra Farmer - aye  
 Barbara Saunders - aye  
 Miguel Diaz - aye  
 Anita Vega-Kaiser - aye

Michelle Campellone - aye  
Pablo Mateo - aye

**R191120.12 Holiday Bonus**

RESOLVED, the Board of Trustees of Memphis Street Academy Charter Schools ratifies and accepts the following holiday bonus for full-time and part-time employees of Memphis Street Academy Charter School:

Full Time: \$250

Part Time: \$100

***Notes of Discussion / Advance Regulatory and Financial Comment:***

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

MOTION  
PABLO MATEO  
SECOND  
MIGUEL DIAZ  
VOTE:  
 PASS  
 FAIL

B. DISCUSSION AND ANNOUNCEMENTS

**ADJOURNMENT**

MOTION

ANITA VEGA-KAISER

SECOND

MIGUEL DIAZ

VOTE:

PASS

FAIL