

MEMPHIS STREET ACADEMY CHARTER SCHOOL
2950 MEMPHIS STREET
PHILADELPHIA, PA 19134

SPECIAL BOARD OF TRUSTEES MEETING

LOCATION:
ZOOM CONFERENCE CALL DUE TO COVID-19 PANDEMIC

DATE & TIME:
AUGUST 9, 2021
6:00 P.M.

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 6:04 p.m. My name is Sandra Farmer. 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, this meeting is being held via teleconference. This is a public meeting that was properly noticed in the Philadelphia Daily News and pursuant to the Pennsylvania Sunshine Act. The public notice included instructions for how the public could participate in tonight's meeting.

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>Sandra Farmer Barbara L. Saunders Miguel Diaz Anita Vega-Kaiser Michelle Campellone</p> <p>Board Members Absent:</p> <p>Pablo Mateo</p>	<p>Na'imah Holliday-Wimberly</p> <p>Ashley Redfearn</p> <p>Michael McLeish</p> <p>Eric Strauss</p> <p>Dean Krebs, Esq. Jessica Bassett</p>

B. DISCLOSURE: EXECUTIVE SESSION BY SANDRA FARMER

I would like to state, for purposes of the Minutes of this meeting, that the Board of Trustees did not meet in Executive Session prior to this meeting.

C. APPROVAL OF AGENDA

MOTION:
MIGUEL DIAZ
SECOND:
BARBARA L.
SAUNDERS
VOTE:
[X] PASS
[] FAIL

R210809.01 Approval of the August 9, 2021 Agenda

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the August 9, 2021 Agenda.

Notes of Discussion / Advance Regulatory and Financial Comment:

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

SECTION II: REPORTS

A. COMMUNITY COMMENT

NONE

SECTION III: OLD BUSINESS

NONE

SECTION IV: NEW BUSINESS

A. RESOLUTIONS

MOTION:

BARBARA L.
SAUNDERS

SECOND:

ANITA VEGA-
KAISER

VOTE:

PASS

FAIL

R210809.02 Uniform Professional Services Resolution

RESOLVED, the Professional Services Proposal/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 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 effectuate this resolution.

Contractor	Amount	Comment: Terms and Conditions
Withum Smith	\$24,500	Annual Audit

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Michael McLeish	Mr. McLeish introduced Eric Strauss, partner at Withum Smith, the proposed auditor, to the Board. He noted that it is important to issue a Request for Proposals for an auditor every few years. Withum Smith, he said, had both the best proposal and the lowest fee.
Eric Strauss	Among other things, Mr. Strauss discussed: <ul style="list-style-type: none"> • His credentials. He explained that he has been involved in public accounting for many years and has been in the non-profit and charter school space for the last 15 years. • The structure of the firm, Withum Smith. He noted that Withum Smith is a large firm that takes a small firm approach to working with clients. He further explained that clients interact with two or three point persons, who are in turn backed up by more than 1,000 professionals. • The structure of the team that, if approved, would work with Memphis Street Academy Charter School ("MSA"). Mr. Strauss stated that the same team that would complete the audit for MSA would prepare its tax return. MSA, he said, would communicate with him directly or with a senior official

	<p><i>on the team. He explained that all members of the audit team are familiar with non-profit organizations and charter schools.</i></p> <p><i>Mr. Strauss stated that he considers his relationship with his clients to be a partnership. He invited the Board to contact him with questions should any arise after the meeting.</i></p>
Board	<p><i>Discussion ensued. Among other things:</i></p> <ul style="list-style-type: none"> • <i>Ms. Saunders said that Mr. Strauss clearly outlined what MSA should expect from the Withum Smith team.</i> • <i>Ms. Farmer noted that she was happy that Mr. Strauss would maintain open communication with MSA throughout the auditing process.</i> • <i>Ms. Farmer and Ms. Saunders said they were pleased that the Withum Smith team would consist of professionals familiar with charter schools.</i> • <i>In response to a question from Mr. Diaz, Mr. Strauss discussed the number of charter schools that the firm advises.</i> • <i>Ms. Saunders explained that Withum Smith had worked with other American Paradigm Schools and was recommended to complete the audit for Tacony Academy Charter School.</i> • <i>In response to a question from Mr. Diaz, Ms. Holliday-Wimberly, Chief Executive Officer of MSA, explained that she supported Mr. McLeish's recommendation of Withum Smith because of his expertise and his relationship with MSA. Ms. Farmer echoed Ms. Holliday-Wimberly, stating that she trusts that Mr. McLeish chose the right person and the right firm.</i>

Trustee Pablo Mateo joined the meeting after Mr. Strauss's presentation.

MOTION:

BARBARA L.
SAUNDERS

SECOND:

PABLO
MATEO

VOTE:

[X] PASS

[] FAIL

R210809.03 Reaffirm Terms of Board of Trustees

RESOLVED, in accordance with Section 6.3.2(a) of the Memphis Street Academy Charter School By-Laws, the Board of Trustees of Memphis Street Academy Charter School hereby reaffirms the following Trustees for the terms of office listed below:

Sandra Farmer: 7/1/21 – 6/30/24
 Barbara L. Saunders: 7/1/21 – 6/30/24
 Miguel Diaz: 7/1/21 – 6/30/24
 Anita Vega-Kaiser: 7/1/20 – 6/30/23
 Michelle Campellone: 7/1/19 – 6/30/22
 Pablo Mateo: 7/1/19 – 6/30/22

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOTION:
 BARBARA L. SAUNDERS
 SECOND:
 PABLO MATEO
 VOTE:
 PASS
 FAIL

R210809.04 Board Officers

RESOLVED, in accordance with Section 6.3.2(b) of the Memphis Street Academy Charter School By-Laws, the Board of Trustees of Memphis Street Academy Charter School hereby elects the following Trustees for their respective officer positions, beginning August 10, 2021 and ending June 30, 2022.

Trustee	Position
Sandra Farmer	President
Barbara L. Saunders	Vice-President
Anita Vega-Kaiser	Secretary
Michelle Campellone	Treasurer

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Sandra Farmer	Ms. Farmer nominated Barbara L. Saunders, Anita Vega-Kaiser, and Michelle Campellone to retain their positions as Vice President, Secretary, and Treasurer, respectively. The nominees accepted Ms. Farmer's nomination.
Barbara L. Saunders	Ms. Saunders nominated Sandra Farmer to retain her position as President. Ms. Farmer accepted the nomination.

MOTION:
 ANITA VEGA-KAISER
 SECOND:
 BARBARA L. SAUNDERS
 VOTE:
 PASS
 FAIL

R210809.05 Appointment of Delegate Trustee to American Paradigm Schools

RESOLVED, the Board of Trustees of Memphis Street Academy Charter School hereby appoints Sandra Farmer as Delegate Trustee to the Board of Trustees of American Paradigm Schools.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	General discussion

B. DISCUSSION AND ANNOUNCEMENTS

MIGUEL DIAZ REPORTED THAT HE WAS APPOINTED TO A COMMITTEE OF PHILABUNDANCE. THE BOARD CONGRATULATED MR. DIAZ ON HIS APPOINTMENT.

NEXT BOARD MEETING: AUGUST 11, 2021 AT 6:00 P.M.

ADJOURNMENT AT 6:40 P.M.

MOTION:

ANITA VEGA-KAISER

SECOND:

BARBARA L. SAUNDERS

VOTE:

PASS

FAIL