

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

**BOARD OF TRUSTEES MEETING**

LOCATION:  
ZOOM CONFERENCE CALL DUE TO ONGOING COVID-19 PANDEMIC

DATE & TIME:  
DECEMBER 8, 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 6:27 p.m. My name is Anita Vega-Kaiser. I am a member 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 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**

<b>Board Members Present:</b>	<b>By Invitation: Non-Board Members:</b>
Miguel Diaz Anita Vega-Kaiser Michelle Campellone Pablo Mateo  <b>Board Members Absent:</b> Sandra Farmer Barbara L. Saunders	Naimah Wimberly Dr. Amanda Hennie  Ashley Redfearn Kristine Magargee Scott Kramer  Michael McLeish  Dean Krebs, Esq. Jessica Bassett  Eric Strauss

**B. DISCLOSURE: EXECUTIVE SESSION BY ANITA VEGA-KAISER**

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

**C. APPROVAL OF AGENDA**

MOTION:  
 PABLO  
 SECOND:  
 MATEO  
 VOTE:  
 PASS  
 FAIL

**R211208.01 Approval of the December 8, 2021 Agenda**

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the December 8, 2021 Agenda.

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

<b>Who</b>	<b>What</b>
<i>Board; Scott Kramer</i>	<i>Upon request of the School Administration and in accordance with 65 Pa.C.S. § 712.1(e), the Board discussed the addition of the requested resolution at R211208.09 and unanimously approved it to be added to the Agenda.</i>

**PRESIDENT SANDRA FARMER JOINED THE MEETING**

**D. APPROVAL OF MINUTES**

MOTION:  
 MICHELLE  
 SECOND:

**R211208.02 Minutes of the November 10, 2021 Meeting**

PABLO  
 VOTE:  
 PASS  
 FAIL

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the Minutes of the November 10, 2021 meeting of the Board of Trustees of Memphis Street Academy Charter School.

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

Who	What
Board	General discussion

**SECTION II: REPORTS**

**A. COMMUNITY COMMENT**

None

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

Who	What
None	None

**B. ANNUAL AUDITOR**

- a. Mr. Eric Strauss, WithumSmith+Brown, P.C.
  - i. Reviewed and discussion with the Board the 2021 Fiscal Year Audit Communications and Draft Audit, previously disseminated to the board.
  - ii. Regarding the Audit Communications, informed the Board that:
    - 1. The audit was conducted in accordance with applicable standards;
    - 2. There were minor adjustments;
    - 3. There were no major difficulties in conducting the audit and that the timing and scope of audit was “business as usual”;
    - 4. There were no irregularities;
    - 5. There were no findings of fraud or lack of compliance.
  - iii. Regarding the Draft Audit Report, informed the Board that:
    - 1. The audit consisted of three opinions: a Financial Statement opinion which was “clean” and two additional opinions involved government fund spending that did not reveal any findings;
    - 2. The net position of the organization was slightly lower;
    - 3. Total revenue was \$11.8M, which was down because of reduced student enrollment;
    - 4. There was a \$448,000 loss;
    - 5. Cash was at \$3.6M, which was down slightly but debt ratio was healthy and organization was in a position to pay liabilities;
    - 6. The school was free to contact him if they are any follow-up questions.
- b. Mr. Michael McLeish, Santilli & Thomson, LLC
  - i. Discussed with the Board that a \$10M liability needed to be reflected on the financial accounts for PSERS as an accounting technicality though this amount would not actually become due to the school.
- c. Ms. Anita Vega-Kaiser
  - i. Expressed thanks to the Finance Committee for their work.

**BARBARA L. SAUNDERS, TRUSTEE JOINED THE MEETING DURING THE AUDIT REPORT**

### **C. MEMPHIS STREET ACADEMY CHARTER SCHOOL CEO**

- a. *Ms. Naimah Wimberly, Chief Executive Officer of Memphis Street Academy Charter School*
  - i. *Reviewed and discussed with the Board the December 2021 CEO report, previously disseminated to the board.*
  - ii. *Informed the Board concerning use of ESSERS funds and of a recent grant application for homeless youth in the amount of \$15k;*
  - iii. *Informed the board that ESSERS II funds will be used for instructional purposes rather than facilities such as HVAC;*
  - iv. *Discussed with the Board the good partnership with Maschio;*
  - v. *Updated the board on Gym facility work;*
  - vi. *Expressed efforts to get MSA recognized not only in the region but also in Harrisburg;*
  - vii. *Shared with the Board community engagement updates, including recent food can collection that collected 1875 cans of food, and that 83 families served Thanksgiving meals which the news covered;*
  - viii. *Shared with the Board a Caring School Community Update, including a video showing "Painting with a Twist."*
  - ix. *Shared with the board the success of the Tree planting.*
- b. *Dr. Amanda Hennie, Principal of Memphis Street Academy Charter School*
  - i. *Reviewed and discussed with the Board the December 2021 CEO report, previously disseminated to the Board;*
  - ii. *Reviewed and discussed with the board professional development among staff, noting that teachers are implementing "rigor" standards to determine how their lesson plans can be adjusted.*
  - iii. *Reviewed and discussed with the board a curriculum and instruction update, noting that teachers have improved on having kids on task and with active participation; and shared a student survey given to students about class involvement;*
  - iv. *Discussed with the Board the monthly culture plan;*
  - v. *Discussed with the Board video reflection guide; and*
  - vi. *Informed the Board that students recently spoke at a PA Board of Education.*
- c. *Ms. Sandra Farmer, Board President*
  - i. *Remarked that the school would not have such a great audit were it not for a good instructional foundation, and thanked Ms. Wimberly and Dr. Hennie for their efforts.*

### **D. American Paradigm Schools CEO**

- a. *Ms. Ashley Redfearn, Chief Executive Officer of American Paradigm Schools*
  - i. *Reviewed and discussed with the board the December 2021 APS report, previously disseminated to the Board.*
  - ii. *Reiterated APS's commitment to using diversity statement on all hiring/promotional materials;*
  - iii. *Shared with the Board the variety of social media platforms APS is using and informed the Board that media training will be given to ensure everyone has the skills needed to success.*
- b. *Mr. Scott Kramer, Chief Talent Officer of American Paradigm Schools*
  - i. *Reviewed and discussed with the board the December 2021 APS report, previously disseminated to the Board.*

- ii. *Informed the Board of the purpose of R211208.09, below, noting that it will assist with teacher shortages by acting as an incentive;*
- iii. *Expressed that the current OSHA COVID-19 regulations are currently being fought in court but that the school is taking efforts to acquire vaccination status from employees;*
- iv. *Discussed staff recruitment efforts with the Board;*
- v. *Expressed that 98 people have been hired in the APS networking, including 40 teachers; however, there are still openings.*
- c. *Ms. Kristine Magargee, Chief Academic Officer of American Paradigm Schools*
  - i. *Reviewed and discussed with the board the December 2021 APS report, previously disseminated to the Board.*
  - ii. *Informed the Board on efforts to ensure teachers were familiar with ELA standards and the implementing of a pilot program which is showing positive results;*
  - iii. *Reviewed and discussed with the Board the use of Illustrative Math;*
  - iv. *Shared with the Board data team updates, including setting up Core5 and rollout of EdInsight with administrative training;*
  - v. *Discussed with the Board efforts to implement Caring School Community, including working together across schools; use of a Walkthrough tool; and expressed the need for social/emotional learning after a year virtual;*
  - vi. *Shared with the Board the coaching team efforts at MSA;*
- d. *Ms. Redfearn*
  - i. *Thanked the Board for support of Memphis Street and APS Schools, noting these are difficult times and that continued collaboration is key.*

#### **E. BUSINESS CONTROLLER**

- a. *Mr. Michael McLeish, Santilli & Thomson, LLC*
  - i. *Reviewed and discussed with the Board the October 2021 Financial Reports, previously disseminated to the Board;*
  - ii. *Informed the Board that the approved budget anticipated higher enrollment than what MSA has currently;*
  - iii. *Discussed with the Board the receipt of ARP funds which will be used for learning loss, afternoon programming, and summer programming;*
  - iv. *Noted the positive impact current vacancies have had on salaries and benefits expenditures;*
  - v. *Noted 113 days of cash, which was an increase from September;*
  - vi. *Discussed with the Board the proposed revised budget, indicating it represents a difference of \$1.1M; that reimbursement from SDP in the amount of \$200k rather than \$135k was beneficial; noted decreased federal entitlements; noted savings in salaries/benefits; and that a big difference in the budget was amount paid to APS due to the fact that the payment is based on a percentage of revenue; and*
  - vii. *Discussed other cost savings incorporated into the amended budget.*

**MIGUEL DIAZ, TRUSTEE, LEFT THE MEETING AFTER THE BUSINESS CONTROLLER REPORT**

#### **F. GENERAL COUNSEL**

- a. *None*

**SECTION III: OLD BUSINESS**

NONE

**SECTION IV: NEW BUSINESS**

**A. RESOLUTIONS**

MOTION:

MICHELLE  
CAMPELLONE

SECOND:

BARBARA L.  
SAUNDERS

VOTE:

PASS

FAIL

MOOT

**R211208.03 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:*

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

**R211208.04 Human Resources Resolution**

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School accepts the Human Resources changes, modifications, and additions, as presented.

<b>HIRES/POSITION CHANGE/SALARY CHANGE</b>		
<b>NAME</b>	<b>TITLE/CHANGE</b>	<b>START DATE</b>
None	None	None

<b>RESIGNATIONS/TERMINATIONS/NON-RENEW</b>		
<b>NAME</b>	<b>TITLE</b>	<b>END DATE</b>
None	None	None

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

<i>Who</i>	<i>What</i>

MOOT

**R211208.05 Professional Services Contract/s Resolution**

RESOLVED, the Professional Services 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 contract/s for the professional services described below;

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

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

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

<b>Who</b>	<b>What</b>
None	None

MOOT

**R211208.06 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 President is authorized to execute any document or delegate any task necessary to effectuate this resolution.

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

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

<b>Who</b>	<b>What</b>
None	None

MOTION:

ANITA VEGA-KAISER

SECOND:

BARBARA L. SAUNDERS

**R211208.07 Approval of Amended 2021-22 School Year Budget**

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the Amended 2021-22 School Year Budget, as presented, for Memphis Street Academy Charter School.

VOTE:  
[ X ] PASS  
[ ] FAIL

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

<b>Who</b>	<b>What</b>
<i>Board</i>	<i>General discussion</i>
<i>M.McLeish</i>	<i>As discussed above</i>

**ROLL CALL**

Sandra Farmer - *Aye*  
Barbara L. Saunders - *Aye*  
Miguel Diaz - *Absent*  
Anita Vega-Kaiser - *Aye*  
Michelle Campellone - *Aye*  
Pablo Mateo - *Aye*

MOTION:  
MICHELLE  
CAMPELLONE  
SECOND:  
PABLO MATEO

**R211208.08 2020-21 Draft Audit Financial Statements**

RESOLVED, that the Board of Trustees of Memphis Street Academy Charter School hereby approves the 2020-21 Draft Audit Financial Statements, as presented, for Memphis Street Academy Charter School.

VOTE:  
[ X ] PASS  
[ ] FAIL

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

<b>Who</b>	<b>What</b>
<i>Board</i>	<i>General discussion</i>
<i>M.McLeish</i>	<i>As discussed above</i>
<i>E.Strauss</i>	<i>As discussed above</i>

**ROLL CALL**

Sandra Farmer - *Aye*  
Barbara L. Saunders - *Aye*  
Miguel Diaz - *Absent*  
Anita Vega-Kaiser - *Aye*  
Michelle Campellone - *Aye*  
Pablo Mateo - *Aye*

MOTION:  
ANITA VEGA-  
KAISER  
SECOND:  
PABLO MATEO  
VOTE:  
[ X ] PASS  
[ ] FAIL

**R211208.09 Approval of Offer Letter Term Length**

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

<b>Who</b>	<b>What</b>
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<i>Board</i>	<i>General discussion</i>
<i>S.Kramer</i>	<i>As discussed above</i>

**B. DISCUSSION AND ANNOUNCEMENTS**

NEXT BOARD MEETING: JANUARY 12, 2022 AT 6:00 P.M.

**ADJOURNMENT AT 7:36 P.M.**

MOTION:

BARBARA L. SAUNDERS

SECOND:

ANITA VEGA-KAISER

VOTE:

PASS

FAIL