

TACONY ACADEMY CHARTER SCHOOL

6201 Keystone Street
Philadelphia, PA 19135

BOARD OF TRUSTEES MEETING

LOCATION
8101 CASTOR AVENUE
PHILADELPHIA, PA 19152

DATE & TIME
NOVEMBER 20, 2019
5:00 PM

MINUTES

SECTION I: CALL TO ORDER

Opening Colloquy

This meeting of the Tacony 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 & Saidel, 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

Board Members Present:	By Invitation: Non-Board Members:
Joseph Bauer Sandra Farmer Lisa Johnson Kelly Lorah Jen Ragen Barbara Saunders Anita Vega-Kaiser	Thomas Scheid Gerald Santilli Ashley Redfearn David Hussey, Esq. David Annecharico, Esq. Daniel Saidel, Esq.
Board Members Absent: John MacDonald	

B. DISCLOSURE: EXECUTIVE SESSION *BY JOSEPH BAUER*

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.

B. Approval of Agenda

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 [X] PASS

R191120.01 Approval of the November 20, 2019 Agenda

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

Notes of Discussion / Advance Regulatory and Financial Comment:

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

[] FAIL |

C. Approval of Minutes

MOTION

SANDRA FARMER

SECOND

BARBARA SAUNDERS

VOTE:

[X] PASS

[] FAIL

R191120.02 Minutes of the October 16, 2019 Meeting

RESOLVED, that the Board of Trustees of Tacony Academy Charter School hereby approves the Minutes of the October 16, 2019 meeting of the Board of Trustees of Tacony Academy Charter School.

Notes of Discussion / Advance Regulatory and Financial Comment:

<i>Who</i>	<i>What</i>
<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 Tacony 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:

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

B. Tacony Academy Charter School CEO

+ *The Tacony Academy Charter School CEO report was previously disseminated and reviewed by the Board of Trustees.*

C. American Paradigm Schools CEO

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

D. General Counsel

General Counsel:

- + reviewed the organizational business to be conducted during the meeting.
- + obtained the consensus of the Board to utilize @ap-schools email addresses for all corporate business / communications.

E. Business Controller

+ The Business Controller’s report was previously disseminated and reviewed by the Board of Trustees.

SECTION III: OLD BUSINESS

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191016.07 Acceptance of Procurement Policy

RESOLVED, the Board of Trustees of Tacony Academy Charter School ratifies and accepts the Procurement Policy, as presented

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
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191120.03 Report of the Business Controller

RESOLVED, the Board of Trustees of Tacony 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>Reviewed and accepted the Financial Reports, which were previously disseminated.</i>

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS

R191120.04 Uniform Human Resources Resolution

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

VOTE:

PASS

FAIL

MOOT

Notes of Discussion / Advance Regulatory and Financial Comment:

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

R191120.05 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
<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 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
<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>
-------------------	--------------------

N/A	N/A
-----	-----

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191120.07 Amended and Restated By-Laws

RESOLVED, the Board of Trustees of Tacony Academy Charter School ratifies and approves the Amended and Restated 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:

Joseph Bauer – aye
 Sandra Farmer - aye
 Lisa Johnson - aye
 Kelly Lorah - aye
 John MacDonald - aye
 Jen Ragen. - aye
 Barbara Saunders - aye
 Anita Vega-Kaiser - aye

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191120.08 Parent Trustee

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

Lisa Johnson (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:

Joseph Bauer – aye
 Sandra Farmer - aye
 Lisa Johnson - aye
 Kelly Lorah - aye
 John MacDonald - aye
 Jen Ragen. - aye
 Barbara Saunders - aye

MOTION
SANDRA FARMER
SECOND
BARBARA SAUNDERS
VOTE:
 PASS
 FAIL

Anita Vega-Kaiser - aye

R191120.09 Board of Trustee Terms

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

Sandra Farmer (Slot #2);

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

Jennifer Ragen (Slot #4);
Anita Vega-Kaiser (Slot #6);

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

Barbara Saunders (Slot #7);
Kelly Lorah (Slot #8); and
Joseph Bauer (Slot #9)

By Roll Call Vote:

Joseph Bauer – aye
Sandra Farmer - aye
Lisa Johnson - aye
Kelly Lorah - aye
John MacDonald - aye
Jen Ragen. - aye
Barbara Saunders - aye

Anita Vega-Kaiser - aye

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191120.10 Election of Officers

RESOLVED, that the below Trustees are hereby elected as Officers of Tacony 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
Joseph Bauer	Chairperson
Barbara Saunders	Vice-Chairperson
Anita Vega-Kaiser	Secretary
Kelly Lorah	Treasurer

By Roll Call Vote:

Joseph Bauer – aye
 Sandra Farmer - aye
 Lisa Johnson - aye
 Kelly Lorah - aye
 John MacDonald - aye
 Jen Ragen. - aye
 Barbara Saunders - aye
 Anita Vega-Kaiser - aye

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS

R191120.11 Permanent Committees

WHEREAS, Section 5.1.1. of the By-Laws of Tacony Academy Charter School directs the Board to establish a number of Permanent Committees in accordance with the By-Laws;

[] FAIL

RESOLVED, in accordance with the By-Laws, the Board of Trustees of Tacony Academy Charter School hereby establishes the following Permanent Committees, as presented;

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

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

ACADEMIC DATA AND CURRICULUM COMMITTEE	
NAME	TITLE
Barbara Saunders	VICE-PRESIDENT
Thomas Scheid	CHIEF EXECUTIVE OFFICER
Anita Vega-Kaiser	APPOINTEE (CHAIR)

PERSONNEL COMMITTEE	
NAME	TITLE
Anita Vega-Kaiser	SECRETARY
Thomas Scheid	CHIEF EXECUTIVE OFFICER
Joseph Bauer	APPOINTEE (Co-Chair)
Barbara Saunders	APPOINTEE (Co-Chair)

ADMINISTRATIVE SERVICES COMMITTEE	
NAME	TITLE
Barbara Saunders	VICE-PRESIDENT
Jennifer Ragen	APPOINTEE (Chair)
Joseph Bauer	APPOINTEE

AUDIT COMMITTEE	
NAME	TITLE
David Annecharico	APPOINTEE (Chair)
Joseph Bauer	APPOINTEE
Jennifer Ragen	APPOINTEE

FISCAL COMMITTEE	
NAME	TITLE
Kelly Lorah	TREASURER
Peter Costa	BUSINESS CONTROLLER

Notes of Discussion / Advance Regulatory and Financial Comment:

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

By Roll Call Vote:

Joseph Bauer – aye

Sandra Farmer - aye
 Lisa Johnson - aye
 Kelly Lorah - aye
 John MacDonald - aye
 Jen Ragen. - aye
 Barbara Saunders - aye
 Anita Vega-Kaiser - aye

MOTION

SANDRA FARMER

SECOND

BARBARA SAUNDERS

VOTE:

PASS

FAIL

R191120.12 Holiday Bonus

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

Full Time: \$250

Part Time: \$150

Notes of Discussion / Advance Regulatory and Financial Comment:

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

MOTION

SANDRA FARMER

SECOND

BARBARA SAUNDERS

VOTE:

PASS

FAIL

R191120.13 Proposed Charter Agreement

RESOLVED, the Board of Trustees of Tacony Academy Charter School authorizes the use of the proposed charter agreement, as presented, during charter renewal negotiations with the School District of Philadelphia

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

By Roll Call Vote:

Joseph Bauer – aye
 Sandra Farmer - aye
 Lisa Johnson - aye
 Kelly Lorah - aye
 John MacDonald - aye
 Jen Ragen. - aye
 Barbara Saunders - aye
 Anita Vega-Kaiser - aye

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

R191119.14 Three-Year Comprehensive Plan

RESOLVED, the Board of Trustees of Tacony Academy Charter School ratifies the Three-Year Comprehensive Plan, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

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

B. DISCUSSION AND ANNOUNCEMENTS

TRUSTEE JOHN MACDONALD INTENDS TO RESIGN FROM THE TACONY ACADEMY CHARTER SCHOOL BOARD. GENERAL COUNSEL TO WRITE JOHN MACDONALD AND OBTAIN A WRITTEN STATEMENT OF RESIGNATION WITH AN EFFECTIVE DATE.

ADJOURNMENT

MOTION
 SANDRA FARMER
 SECOND
 BARBARA SAUNDERS
 VOTE:
 PASS
 FAIL

—