

BOARD MEETING MINUTES
November 13, 2019, 8:40pm
Conference call and held at Lenfest campus

Roll Call

MCHS Members: Bob Victor, Robin Olanrewaju; Quorum: 2/3 members.

MCS Members: Suzanne Biemiller, Hosea Harvey, Don Kimelman, Stacey Sellers, Judith Tschirgi, John Walsh; Quorum: 5/7 members.

Mastery Staff: Scott Gordon, Yonca Agatan, Laura Clancy, Michael Patron, Anne Wang

Meeting called to order by Bob Victor at 6:48 pm.

Action Resolutions

11319-01 (All Boards & MCHS)

Resolved, to accept the minutes of the Board meetings of Mastery Charter High School, Mastery Charter Thomas Campus, Mastery Charter Shoemaker Campus, Mastery Charter Pickett Campus, Mastery Charter Mann Elementary, Mastery Charter Harrity Elementary, Mastery Charter Smedley Elementary, Hardy Williams Academy Mastery Charter, Simon Gratz High School Mastery Charter, Mastery Charter Clymer Elementary, Grover Cleveland Mastery Charter, Pastorius-Richardson Mastery Charter, Frederick Douglass Mastery Charter, Mastery Charter John Wister Campus, and Mastery Prep Elementary Charter School from October 16, 2019 as presented in Actions Resolutions Packet page 2.

- After board discussion the following resolutions were adopted:
Motion to approve R-11319-01: Suzanne Biemiller (MCS); Second: Judith Tschirgi (MCS); Motion passes with unanimous approval.

Hiring, Termination, Transfer Approvals

R-11319-02 (All Boards & MCHS)

Resolved, to ratify Mastery Charter Schools staff hired between October 03, 2019 and October 31, 2019 as presented in Actions Resolutions Packet page 5.

- After board discussion the following resolutions were adopted:
Motion to approve R-11319-02: Don Kimelman (MCS); Second: Stacey Sellers (MCS); Motion passes with unanimous approval.

R-11319-03 (All Boards & MCHS)

Resolved, to ratify separations from Mastery Charter Schools between October 03, 2019 and October 31, 2019 as presented in Actions Resolutions Packet page 6.

- After board discussion the following resolutions were adopted:
Motion to approve R-11319-03: John Walsh (MCS); Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

R-111319-04 (All Boards & MCHS)

Resolved, to ratify transfers within Mastery Charter Schools between October 03, 2019 and October 31, 2019 as presented in Actions Resolutions Packet page 7.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-04: Don Kimelman (MCS); Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

Compliance

R-111319-05 (Douglass, Hardy Williams and Prep Elementary Board only)

Resolved, to approve the Comprehensive Plans for Frederick Douglass Mastery Charter School, Mastery Charter School Hardy Williams, Mastery Prep Elementary Charter School as drafted and posted on the Mastery website.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-05: John Walsh (MCS); Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

Finance Committee Report

R-111319-06 (All Boards & MCHS)

Resolved, to authorize the Treasurer to accept and approve June 30, 2019 (FY19) audited financials for Mastery Charter High School, Mastery Charter Thomas Campus, Mastery Charter Shoemaker Campus, Mastery Charter Pickett Campus, Mastery Charter School John Wister Campus, Mastery Charter Gratz Campus, Mastery Prep Elementary Charter School, Mastery Charter Harrity Elementary, Mastery Charter Mann Elementary, Mastery Charter Smedley Elementary, Hardy Williams Academy Charter School, Mastery Charter Clymer Elementary, Grover Cleveland Mastery Charter School, Pastorius-Richardson Mastery Charter School, and Frederick Douglass Mastery Charter School.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-06: Suzanne Biemiller (MCS); Second: Hosea Harvey (MCS); Motion passes with unanimous approval.

R-111319-07 (All Boards & MCHS)

Resolved, to ratify execution of FY20 service contracts with vendors for Mastery Charter High School, Mastery Charter Thomas Campus, Mastery Charter Shoemaker Campus, Mastery Charter Pickett Campus, Mastery Charter School John Wister Campus, Mastery Charter Gratz Campus, Mastery Charter Harrity Elementary, Mastery Charter Mann Elementary, Mastery Charter Smedley Elementary, Mastery Charter Hardy Williams Academy, Mastery Charter Clymer Elementary, Grover Cleveland Mastery Charter School, Pastorius-Richardson Mastery Charter School, Frederick Douglass Mastery Charter School and Mastery Prep Elementary Charter School as Presented in Actions Resolutions Packet page 18.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-07: Don Kimelman (MCS); Second: John Walsh (MCS); Motion passes with unanimous approval.

R-111319-08 (Clymer, Frederick Douglass and John Wister Board Only)

Resolved, to approve using reserves to fund additional resources at Mastery Charter Clymer Elementary and Frederick Douglass Mastery Charter School for up to \$500k for each school, and Mastery Charter School John Wister Campus for up to \$250k.

The money will be used for: After-school tutoring, math teachers/support teachers, school culture support – deans, Emotional and therapeutic support, special ed teachers, classroom counselors/para-professionals and social workers.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-08: Suzanne Biemiller (MCS); Second: Don Kimelman (MCS); Motion passes with unanimous approval.

CEO & Executive Committee Report

R-111319-09 (All Boards & MCHS)

Resolved, to accept the SY20-21 academic calendar as presented for Mastery Charter High School, Mastery Charter Thomas Campus, Mastery Charter Shoemaker Campus, Mastery Charter Pickett Campus, Mastery Charter Mann Elementary, Mastery Charter Harrity Elementary, Mastery Charter Smedley Elementary, Hardy Williams Academy Mastery Charter, Simon Gratz High School Mastery Charter, Mastery Charter Clymer Elementary, Grover Cleveland Mastery Charter, Pastorius-Richardson Mastery Charter, Frederick Douglass Mastery Charter, Mastery Charter John Wister Campus, and Mastery Prep Elementary Charter School as presented in this packet on page 17.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-09: Suzanne Biemiller (MCS); Second: Don Kimelman (MCS); Motion passes with unanimous approval.

R-111319-10 (All Boards, No MCHS)

Resolved, to appoint Markida Ross to a term ending June 30, 2021 to the Board of Trustees of Mastery Charter Thomas Campus, Mastery Charter Shoemaker Campus, Mastery Charter Pickett Campus, Mastery Charter Gratz Campus, Mastery Charter Harrity Elementary, Mastery Charter Mann Elementary, Mastery Charter Smedley Elementary, Mastery Charter Hardy Williams Academy, Mastery Charter Clymer Elementary, Grover Cleveland Mastery Charter School, Francis D. Pastorius Mastery Charter School, Mastery Charter School John Wister Campus, Frederick Douglass Mastery Charter School, and Mastery Prep Elementary Charter School.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-10: Don Kimelman (MCS); Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

R-111319-11 (All Boards, No MCHS)

Resolved, that the Bylaws of the corporation be amended as amended as follows and that the bylaws as amended are attached hereto and those provisions not amended are hereby confirmed and readopted.

Amendment 1

Section 3.2: Composition

- Section 3.2, the following on lines 2 and 3 is hereby stricken:
“...parents of a currently enrolled student nominated by the Mastery Parent Advisory Council (“MPAC”).”
- The following is inserted in its place: “...persons who are parents of students currently enrolled at or graduated from any Mastery School within the past 4 years and nominated by the Mastery Parent Action Team (“MPAT”).”

Amendment 2

Section 3.11: Committees

- Section 3.11, the following on line 2 is hereby stricken:“...an executive committee and...other”

Amendment 3

Section 3.12: Advisory Boards

- Section 3.12 is hereby stricken in its entirety and replaced with the following:

3.12 Advisory Boards. The Board by resolution adopted by a majority vote, may appoint advisory boards to the Board. Such advisory boards shall consider, advise upon and make recommendations to the Board with respect to matters of policy relating to the general conduct of the business of the corporation and with respect to such questions relating to the conduct of the business of the corporation as may be submitted to it by the Board. The members of advisory boards shall hold office at the pleasure of the Board. Additional members or members to fill vacancies may be appointed at any regular or special meeting of the Board.

Amendment 4

Section 5.1: Authority for Indemnification

- Section 5.1, the following on lines 16 and 17 is hereby stricken:
“...will be deemed to be acting in his official capacity, and for some other entity, while acting as a Director, officer, employee or agent of this corporation.”
- The following is inserted in its place:
“...while acting as a Director, officer, employee or agent of this corporation, will be deemed to be acting in his official capacity and not for some other entity.”
- After board discussion the following resolutions were adopted:
Motion to approve R-111319-11: Judy Tschirgi (MCS), Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

R-111319-12 (MCHS Only)

Resolved, that the Bylaws of the corporation be amended as follows and that the bylaws as amended are attached hereto and those provisions not amended are hereby confirmed and readopted (Complete bylaws included in Action Resolutions Packet page 29).

Amendment 1

Section 3.2: Composition

- Section 3.2, the following on lines 2 and 3 is hereby stricken: "...parent of a currently enrolled student nominated by the Mastery Parent Advisory Council ("MPAC")."
- The following is inserted in its place: "...person who is a parent of a student currently enrolled at or graduated from any Mastery School within the past 4 years and nominated by the Mastery Parent Action Team ("MPAT")."

Amendment 2

Section 3.11: Committees

- Section 3.11, the following on line 2 is hereby stricken: "...an executive committee and...other"

Amendment 3

Section 3.12: Advisory Boards

- Section 3.12 is hereby stricken in its entirety and replaced with the following:

3.12 Advisory Boards. The Board by resolution adopted by a majority vote, may appoint advisory boards to the Board. Such advisory boards shall consider, advise upon and make recommendations to the Board with respect to matters of policy relating to the general conduct of the business of the corporation and with respect to such questions relating to the conduct of the business of the corporation as may be submitted to it by the Board. The members of advisory boards shall hold office at the pleasure of the Board. Additional members or members to fill vacancies may be appointed at any regular or special meeting of the Board.

Amendment 4

Section 5.1: Authority for Indemnification

- Section 5.1, the following on lines 16 and 17 is hereby stricken:
"...will be deemed to be acting in his official capacity, and for some other entity, while acting as a Director, officer, employee or agent of this corporation."

- The following is inserted in its place:
"...while acting as a Director, officer, employee or agent of this corporation, will be deemed to be acting in his official capacity and not for some other entity."

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-12: Robin Olanrewaju (MCHS); Second: Bob Victor (MCHS); Motion passes with unanimous approval.

R-111319-13 (All Boards & MCHS)

WHEREAS, it is in the interest of this corporation to receive advice on matters of importance to this Board and to access the expertise of individuals who are members of this Board or are supporters of Mastery Schools, it is hereby

RESOLVED, pursuant to section 3.11 of the Bylaws, that the following Advisory Boards are hereby created and the members thereof listed below are hereby appointed to those Boards.

- Executive Advisory Board – The Executive Advisory Board shall consist of the Board Chair, who shall sit as chair of the Advisory Board and the following members are hereby appointed:

Judith Tschirgi, John Walsh, Sulaiman Rahman

The Executive Advisory Board will provide evaluation of the Chief Executive Officer and recommendation for his/her compensation. This board shall also advise on general matters of corporate structure, operation and personnel. It shall also suggest nominees for Board membership.

The Chief Executive Officer shall sit as an ex officio, non-voting member of the committee.

- Finance Advisory Board – The Finance Advisory Board shall consist of the Board Chair, who shall sit as chair of the Advisory Board and the following members are hereby appointed:

Gerry Emery, Robin Olanrewaju, Don Kimelman

The Finance Advisory Board shall review the financial performance of the corporation generally and report regularly thereon. This board shall consider and advise on such other matters as may be referred to it by the Board or the Chair of the Board.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-13 Don Kimelman (MCS); Second: Suzanne Biemiller (MCS); Motion passes with unanimous approval.

Expulsion Hearing Report

R-111319-14 (Shoemaker Board Only)

Resolved, to accept the expulsion of T.B. from Mastery Charter School – Shoemaker Campus as presented in the expulsion hearing packet as corrected.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-14: Hosea Harvey (MCS); Second: John Walsh (MCS); Motion passes with unanimous approval.

Additional Discussion:

- Outlier schools are having issues reversing negative spiral. Additional support is needed at four schools (Clymer, Douglass, Wister and Pastorius).
- Interventions such as after-school tutoring, math teachers/support teachers, school culture support – deans, emotional and therapeutic support (Special Ed. teachers, classroom counselors/para-professionals, social workers) will be implemented.
 - Board asked management what methods/markers will be used to track interventions.
 - Management responded that interventions will be tracked through anonymous surveys done twice a year in schools to probe specific areas of intervention.

Additional Resolution

R-111319-15 (All Boards, MCHS)

Resolved, Mastery board has given authority to hire a lobbyist on an as needed basis for up to \$5,000 a month.

- After board discussion the following resolutions were adopted:
Motion to approve R-111319-15: Robin Olanrewaju (MCHS); Second: Hosea Harvey (MCS); Motion passes with unanimous approval.

Public Comment: No public comment

Board adjourned at 8:28 pm