

BOARD OF TRUSTEES MEETING MINUTES

July 22, 2020

6:00 – 8:40pm

Audio and visual: <https://masterycharter.zoom.us/j/5858417077>

Audio only: 646-876-9923,5858417077#

Roll Call:

MCHS: Bob Victor; Gerry Emery, Dee Dukes; Quorum: 3/3

MCS: Don Kimelman, John Walsh, Markida Ross, Sulaiman Rahman, Judith Tschirgi, Hosea Harvey, Suzanne Biemiller, Kristina Wilkerson; Quorum: 8/8

Meeting opened at: 6:02pm

I. Action Resolutions

- Accept Board Meeting Minutes
R-202207-01a (MCHS)
Resolved, to accept the minutes of the Board meeting of Mastery Charter High School from June 18, 2020 as presented on page 2, Attachment 1 of the Resolution Packet.
 - After board discussion the following resolution was adopted: Motion to approve R-202207-01a: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.
- R-202207-01b (All Boards, No MCHS)
Resolved, to accept the minutes of the Board meetings of Mastery Charter School Thomas Campus, Mastery Charter School Shoemaker Campus, Mastery Charter School Pickett Campus, Mastery Charter School Mann Elementary, Mastery Charter School Harrity Elementary, Mastery Charter School Smedley Elementary, Mastery Charter Hardy Williams Academy, Mastery Charter School Gratz Campus, Mastery Charter School Clymer Elementary, Mastery Charter School Cleveland Elementary, Mastery Charter School Pastorius-Richardson Elementary, Frederick Douglass Mastery Charter School, Mastery Charter John Wister Elementary, and Mastery Prep Elementary Charter School from June 18, 2020 as presented on page 2, Attachment 1 of the Resolution Packet.
 - After board discussion the following resolution was adopted: Motion to approve R-202207-01b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.
- Amend Bylaws
R-202207-02a (MCHS)
Resolved, that the bylaws of this corporation are hereby amended as follows:
 - Section 3.2 is amended to insert “or grandparent, or guardian” on line two between “parent” and “of”.

- After board discussion the following resolution was adopted: Motion to approve R-202207-02a: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

R-202207-02b (All Boards, No MCHS)

Resolved, that the bylaws of this corporation are hereby amended as follows:

- Section 3.2 is amended to insert “grandparents, or guardians” on line two between “parents” and “of”.
 - After board discussion the following resolution was adopted: Motion to approve R-202207-02b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.
- Board Appointments
R-202207-03 (MCHS)
Resolved, to appoint Dee Dukes to a two-year term to Mastery Charter High School Board of Trustees.
 - After board discussion the following resolution was adopted: Motion to approve R-202207-03: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

R-202207-04 (MCHS)

Resolved, to appoint Dee Dukes to a two-year term as Secretary to Mastery Charter High School Board of Trustees.

- After board discussion the following resolution was adopted: Motion to approve R-202207-04: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

R-202207-05 (All Boards, No MCHS)

Resolved, to appoint Kristina Wilkerson to a two-year term to the Board of Trustees of Mastery Charter School Thomas Campus, Mastery Charter School Shoemaker Campus, Mastery Charter School Pickett Campus, Mastery Charter School Mann Elementary, Mastery Charter School Harrity Elementary, Mastery Charter School Smedley Elementary, Mastery Charter Hardy Williams Academy, Mastery Charter School Gratz Campus, Mastery Charter School Clymer Elementary, Mastery Charter School Cleveland Elementary, Mastery Charter School Pastorius-Richardson Elementary, Frederick Douglass Mastery Charter School, Mastery Charter John Wister Elementary, and Mastery Prep Elementary Charter School.

- After board discussion the following resolution was adopted: Motion to approve R-202207-05: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

- Hiring, Termination, Transfer Approvals

R-202207-06a (MCHS)

Resolved, to ratify Mastery Charter High School staff hired between May 30, 2020 and July 10, 2020 as presented on page 10, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-06a: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

R-202207-06b (All Boards, No MCHS)

Resolved, to ratify Mastery Charter Schools staff hired between May 30, 2020 and July 10, 2020 as presented on page 10, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-06b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

R-202207-07a (MCHS)

Resolved, to ratify separations from Mastery Charter High School between May 30, 2020 and July 10, 2020 as presented on page 10, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-07a: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval.

R-202207-07b (All Boards, No MCHS)

Resolved, to ratify separations from Mastery Charter Schools between May 30, 2020 and July 10, 2020 as presented on page 10, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-07b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

R-202207-08a (MCHS)

Resolved, to ratify transfers to/from Mastery Charter High School between May 30, 2020 and July 10, 2020 as presented on page 15, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-08a: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval.

R-202207-08b (All Boards, No MCHS)

Resolved, to ratify transfers within Mastery Charter Schools between May 30, 2020 and July 10, 2020 as presented on page 15, Attachment 2 of the Resolution Packet.

- After board discussion the following resolution was adopted: Motion to approve R-202207-08b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

II.CEO Report (Scott Gordon)

Topics:

- Flexible Learning Model
- Equity Plan Update
- Chief Equity Officer

- Internet Policies (Bertram Lawson)
- Health & Safety (Bertram Lawson)

202207-09 (MCHS)

Resolved, that this corporation enter into an Education Agreement with T-Mobile Corporation substantially similar to the Agreement attached on page 17, Attachment 3 of the Resolution Packet. The Chief Executive Officer is hereby authorized and directed to take all reasonable and necessary steps to finalize this Agreement including its execution.

- After board discussion the following resolution was adopted: Motion to approve R-202207-09: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval. (Abstaining: Bob Victor)

202207-10 (MCHS)

Resolved, that this corporation enter into an agreement for internet service with Comcast Cable Communications Management LLC, substantially similar to the Agreement attached on page 20, Attachment 4 of the Resolution Packet. The Chief Executive Officer is hereby authorized and directed to take all reasonable and necessary steps to finalize this Agreement including its execution.

- After board discussion the following resolution was adopted: Motion to approve R-202207-10: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval. (Abstaining: Bob Victor)
- Bob Victor recused himself from participation and discussion of the Comcast Contract and abstained from the vote on the grounds that he is an employee of Comcast.

202207-11a (MCHS)

Resolved, to adopt the Health and Safety Plan as presented, allowing management the authority to make reasonable adjustments as necessary before the next board meeting.

- After board discussion the following resolution was adopted: Motion to approve R-202207-11a: Gerry Emery; Second: Bob Victor; Motion passes with unanimous approval.

202207-11b (All Boards, No MCHS)

Resolved, to adopt the Health and Safety Plan as presented, allowing management the authority to make reasonable adjustments as necessary before the next board meeting.

- After board discussion the following resolution was adopted: Motion to approve R-202207-11b: Sulaiman Rahman; Second: Don Kimelman; Motion passes with unanimous approval.

202207-12a (MCHS)

Resolved, to adopt the Flexible Learning Model as presented, allowing management the authority to make reasonable adjustments as necessary before the next board meeting.

- After board discussion the following resolution was adopted: Motion to approve R-202207-012a: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval.

202207-12b (All Boards, No MCHS)

Resolved, to the Flexible Learning Model as presented, allowing management the authority to make reasonable adjustments as necessary before the next board meeting.

- After board discussion the following resolution was adopted: Motion to approve R-202207-012b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

Additional:

- Management will bring program to leverage purchasing for local/diverse programs back to the board.
- Board is supportive of a high level, vision-setting position for Chief Equity Office. Board requests management to come with an exemplar (an example of a successful hire in this field) and a Job Description.
- Board requests management to bring plan for family help/support on technology in August.
- Management will share data with the board about parents and staff surveys (back to work and back to school preferences), and implications.

III. Compliance

202207-13a (MCHS)

Resolved, to approve the submission of the waiver request to the Pennsylvania Department of Education allowing for the use of a hybrid instructional model combining face-to-face and remote instruction for the 2020-21 school year using a weekly schedule as outlined in the attached waiver request.

- After board discussion the following resolution was adopted: Motion to approve R-202207-013a: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval.

202207-13b (All Boards, No MCHS)

Resolved, to approve the submission of the waiver request to the Pennsylvania Department of Education allowing for the use of a hybrid instructional model combining face-to-face and remote instruction for the 2020-21 school year using a weekly schedule as outlined in the attached waiver request.

- After board discussion the following resolution was adopted: Motion to approve R-202207-013b: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

Board session closed to enter PA Executive session to discuss litigation issues at 8:10pm

PA Executive session closed and Board session reopened at 8:20pm

R-202207-14 (MCHS)

Resolved, that in the matters at issue in the case of Rosemary Roussaw v. Mastery Charter High School et al, in the U.S. District Court for the Eastern District of Pennsylvania (No. 2:19-cv-01458-RBS), it is hereby determined, pursuant to Section 5.4 of the bylaws of this corporation, that Scott Gordon and Michael Patron were acting in their respective corporate capacities, in good faith and in the reasonable belief that their respective actions were in the best interests of the corporation. Therefore, it is determined by this board that they have met the applicable standards of conduct set forth in Section 5.1 and are therefore indemnified pursuant to those provisions of the bylaws.

- After board discussion the following resolution was adopted: Motion to approve R-202207-014: Gerry Emery; Second: Dee Dukes; Motion passes with unanimous approval.

R-202207-15 (Pastorius)

Resolved, that in the matters at issue in the case of Rosemary Roussaw v. Mastery Charter High School et al, in the U.S. District Court for the Eastern District of Pennsylvania (No. 2:19-cv-01458-RBS), it is hereby determined, pursuant to Section 5.4 of the bylaws of this corporation, that Hilary Meserve and Eric Langston were acting in their respective corporate capacities, in good faith and in the reasonable belief that their respective actions were in the best interests of the corporation. Therefore, it is determined by this board that they have met the applicable standards of conduct set forth in Section 5.1 and are therefore indemnified pursuant to those provisions of the bylaws.

- After board discussion the following resolution was adopted: Motion to approve R-202207-15: Markida Ross; Second: Sulaiman Rahman; Motion passes with unanimous approval.

IV. End

1. Public Comment: No Public Comment
2. Boards adjourned at 8:40pm

Date: July 22, 2020

To: Secretary, Mastery Charter High School Board of Directors

From: Robert Victor, Chairman,

Mastery Charter High School Board of Directors

RE: Resolution 202207-10

The above Resolution authorizes a contract between Mastery Charter High School and Comcast Cable Communications Management LLC ("CCM")

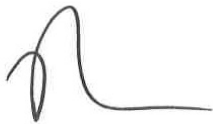
Please be advised that I am employed by Comcast Corporation

which is a related party to CCM. Accordingly, I abstain from

voting or participating in the consideration of that contract.

In accordance with section 1103 (j) of the Pennsylvania Ethics Act, please attach

this memorandum to the Minutes of the Board Meeting of July 22, 2020.

A handwritten signature in black ink, appearing to be the name 'Robert Victor', written in a cursive style.