



# ATMOSPHERE ACADEMY

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### Atmosphere Academy Public Charter Schools

### Board of Trustees Meeting Minutes

November 4, 2014  
5:30 to 7:00

Casa de Maria Convent  
2859 Webb Avenue  
Room #2  
Bronx, New York 10468

#### Board Members in Attendance:

Dr. Migdalia Maldonado-Torres  
Dr. Michael Lagas  
Father Thomas Lynch  
Dr. Evan Powderly  
Mr. Jesse J. Greene, Jr.  
Mr. Grant Grastorf (joined at 5:28)  
Mr. Mervin Burton (joined at 5:36)

#### Others in Attendance:

Colin Greene  
No members of the public were present

Dr. Evan Powderly called the meeting to order at 5:17 P.M.

Dr. Powderly addressed agenda item 3 and called for an executive session at the end of the Board meeting. This was adopted by the Board.

Since there was no public representation there were no comments from the public to record.

The Board then addressed the Consent Agenda, agenda item number 6. A brief discussion of the content of the Consent Agenda followed. Dr. Powderly asked if there were any items to be removed

from the list of Consent items. None were raised. Dr. Powderly asked for a motion to ratify and adopt the Consent Agenda. Dr. Lagas moved to ratify and adopt the Consent Agenda and Mr. Greene seconded the motion. There was no further discussion and the Board voted unanimously to ratify and adopt the Consent Agenda list of items:

| <b>Consent Agenda Item</b>   | <b>Description</b>  | <b>Notes</b>  |
|--|---|---|
| 6.1<br>Election of the Board of Trustees of Atmosphere Academy Public Charter Schools  | Trustees will be elected to terms and positions as detailed in the Governance Policy.   | <ul style="list-style-type: none"> <li>● Mervin Burton</li> <li>● Grant Grastorf, <i>Secretary</i></li> <li>● Jesse Greene, Jr., Esq.</li> <li>● Dr. Michael Lagas, <i>Treasurer</i></li> <li>● Rev. Thomas Lynch</li> <li>● Dr. Migdalia Maldonado-Torres</li> <li>● Dr. H. Evan Powderly, <i>Chairperson</i></li> </ul> |
| 6.2<br>Ratification of Committees  | Committees and committee membership will be ratified as detailed in the Governance Policy.  |   |
| 6.3<br>Bank Authorization of Designated Trustees and School Leaders  | The Board authorizes one or more of the individuals listed to the right to open required bank accounts with JP Morgan Chase Bank to enable operation of the school. | <ul style="list-style-type: none"> <li>● Grant Grastorf, <i>Secretary</i></li> <li>● Jesse Greene, Jr., Esq.</li> <li>● Dr. Michael Lagas, <i>Treasurer</i></li> <li>● Dr. H. Evan Powderly, <i>Chairperson</i></li> <li>● Colin Greene, <i>Principal</i></li> <li>● Director of Finance and Operations (TBD)</li> </ul>  |
| 6.4<br>Ratification of the By-Laws of Atmosphere Academy Public Charter Schools  | The Board ratifies and adopts the By-Laws of Atmosphere Academy Public Charter Schools.   | At this time the Secretary will sign and date the by-laws.  |
| 6.5<br>Ratification of the Code of Ethics (including Conflict of Interest Policy) of Atmosphere Academy Public Charter Schools | The Board ratifies and adopts the Atmosphere Academy Public Charter Schools Code of Ethics.   |   |
| 6.6<br>Ratification of the Governance Policy of Atmosphere Academy Public Charter Schools                                      | The Board ratifies and adopts the Governance Policy of Atmosphere Academy Public Charter Schools  |   |

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|---|--|--|
| <p>6.7</p> <p>Ratification of the Finance and Operations Policy (including Whistleblower Policy) of Atmosphere Academy Public Charter Schools</p> | <p>The Board approves and adopts the Finance and Operations Policy (including Whistleblower Policy) of Atmosphere Academy Public Charter Schools.</p>  |  |
| <p>6.8</p> <p>Approval of Draft Pre-Opening and 5-Year Budget Framework</p>   | <p>The Board approves the Draft Pre-Opening and 5 Year Budget with anticipated future revisions as a framework for expenses incurred due to ongoing operations, including employee compensation, rent and other operating costs.</p> |  |
| <p>6.9</p> <p>Approval of Initial Meeting Structure and Calendar</p>  | <ul style="list-style-type: none"> <li>● 5:30 to 6:00, Committee Meetings</li> <li>● 6:00 to 6:30, Board Meeting – Public Session</li> <li>● 6:30 to 7:00, Board Meeting – Executive Session</li> </ul>                              | <p>Future Board Meeting Dates (all meetings will take place from 5:30 to 7:00 at the Casa de Maria Convent until further notice). The next Board meeting will take place on 12/9/14. 2015 meetings will take place on the first non-holiday Thursday of each month (1/8/15, 2/5/15, 3/5/15, 4/2/15, 5/2/15, 6/4/15, 7/2/15*, 8/6/15*, 9/3/15*, 10/1/15, 11/5/15, 12/3/15).</p> |
| <p>6.10</p> <p>Approval of the CSBM Contract</p>  | <p>The terms of the contract stipulate the services that CSBM will provide to Atmosphere Academy Public Charter School as the school's primary finance and operations consultant.</p>  |  |
| <p>6.11</p> <p>Approval of the eRate Advantage Contract</p>   | <p>The terms of the contract stipulate the services that eRate Advantage will provide to Atmosphere Academy Public Charter School as the school's sole eRate grant consultant.</p>   |  |
| <p>6.12</p> <p>Hiring of Principal</p>  | <p>The Board hires Colin Greene to serve as the Principal of Atmosphere Academy Public Charter School. The position will officially start in January when Atmosphere begins receiving CSP funds.</p>                                 | <p>Mr. Greene already has been serving in this role as the Founder of the school.</p>  |

Dr. Powderly took particular note of item 6.12 acknowledging the hiring of Mr. Colin Greene as Principal of Atmosphere Academy Public Charter Schools. He also acknowledged his accomplishments creating the Academy.

There were no opening remarks of the Directors or the staff.

Dr. Powderly then asked for a motion to adopt the Agenda of items 9.1 to 9.4. Mr. Greene moved that the Agenda be adopted. Dr. Lagas seconded the motion. There was no discussion. The Board then voted unanimously to adopt the Agenda.

Mr. Colin Greene then reviewed the Initial Statement. He covered the major points of that document including the important control aspects of the statement. He also covered Atmosphere's banking plans, which includes opening accounts with Chase Bank. He noted the power given to open and operate bank accounts. He also covered payroll planning and initial statement provisions on accounting for grants. Mr. Colin Greene noted the contribution of CSBM to the financial skill assistance to the School during this formative time.

At 5:28 P.M. Mr. Grant Grastorf joined the meeting. He proceeded to sign the By – Law signature pages since this was ratified and adopted in the Consent Agenda.

At this time, the agenda items were addressed:

| <b>Agenda Item</b>                              | <b>Description</b>  | <b>Notes</b>   |
|---|---|--|
| 9.1<br>Ratification of Initial Statement        | The Board ratifies and adopts the Initial Statement of Atmosphere Academy Public Charter School.  | This document will be submitted to SUNY for review and approval. |
| 9.2<br>Vote on Audit Vendor                     | Consider proposals from vendors and select auditor for the Academy  |  |
| 9.3<br>Vote on Directors and Officers Insurance | Consider proposals from Insurers to provide insurance to protect the Directors and Officers of the Academy. Select insurer and authorize the execution of an insurance policy. Review funding alternatives for this coverage. |  |
| 9.4<br>Vote on HR/Benefits/Payroll Vendor       | Consider proposals from vendors to provide HR services, HR benefits and payroll services. Select vendor for the Academy.  |  |

Discussion continued on the Initial Statement. Dr. Lagas discussed the operating risk that is in the areas addressed by the Initial Statement control points and the importance of the framework it creates. Dr. Powderly asked for a motion to ratify and adopt the Initial Statement. Dr. Lagas moved to ratify and adopt the Statement. Mr. Jesse Greene seconded the motion. The Board voted unanimously to ratify and adopt the Initial Statement.

At 5:36 P.M. Mr. Mervin Burton joined the meeting.

The meeting then addressed Agenda item 9.2 addressing the hiring of a Certified Public Accounting firm as Auditor. Mr. Colin Greene outlined the three firms being considered, their rates and the results of initial discussions with them. Board members then reported on their due diligence calls to reference schools. Mr. Jesse Greene reported on his call in support of Citrin Cooperman, Dr. Evan Powderly reported on his calls in support of Loeb & Troper, and Dr. Michael Lagas reported on his calls in support of Mengal, Metzger. All feedback from their clients was positive and strong. The overall impression was that all were competent. After Board discussion it was decided to drop Citrin due to their much higher fees. It was noted that Mengal was involved in the drafting of the Procedure Manual and therefore had particular expertise. The negative was that their location is in Rochester, NY so travel is a factor in considering Mengal. Dr. Powderly asked for a motion to delegate final selection between Mengal and Loeb to Principal Colin Greene. He is to complete the final review and make the hiring decision. Dr. Lagas so moved. Mr. Jesse Greene seconded and the motion was passed unanimously.

Mr. Jesse Greene then reviewed his work on Directors and Officers Insurance for the Academy Directors and Officers. He went through the bids sought, the bids received and the recommended action to select the Darwin Insurance program, option 2 which would provide \$3 million of coverage of litigation cost and potential damages. Risk retention is \$5,000 and the cost would be \$5,530. Since the Academy does not have any resources at this time it was recommended that the Principal be authorized to negotiate with Atmosphere Foundation, Inc. management for a grant or loan to fund the first year's insurance. Dr. Powderly asked for motion to this effect. Dr. Lagas moved as requested. Mr. Burton seconded the motion. The Board passed the motion unanimously.

The Board next addressed item 9.4 of the Agenda regarding HR/Benefits/Payroll Vendors. Mr. Colin Greene summarized three vendor proposals from ADP, Paychex and TriNet. He outlined the three bids which were formulated on the school contributing 85% and the employee 15% towards a Healthcare plan. Mr. Michael Lagas requested clarification on what constitutes a family price. The family price was determined to be 2 adults and at least 1 child. Mr. Grant Grastorf asked for clarification on the pay period which was stated as every two weeks. Mr. Colin Greene remarked that Chase Bank endorses ADP and works with them closely. Mr. Mervin Burton requested that Mr. Colin Greene send him the retirement options, and he will do more research on each company. The Board determined that more research and due diligence was needed on the HR/Benefits/Payroll Vendor proposals. Mr. Grant Grastorf motioned that the Finance Committee of the Atmosphere Academy Public Charter Schools convene and discuss the three plans further and determine the best plan. Mr. Mervin Burton seconded the motion. The Board passed the motion unanimously.

Next, the Board moved to Agenda item #10 which is Unfinished Business. Mr. Colin Greene gave an update on the building negotiations with the Archdiocese of New York for Our Lady of Mercy School at 2512 Marion Avenue in the Bronx. The proposal from the Archdiocese states that rent for the first year would be \$240,000.00, \$480,000.00 for the second year and then \$720,000 for five years. The proposal includes the entire building which is 48,000 square feet and the lease would be for 15 years. There are still issues concerning electrical and asbestos related to the inspection reports. The reports need to be verified as negotiations move forward. The Archdiocese of New York will have to produce a Certificate of Occupancy. As part of the final lease agreement, the Archdiocese requests that the Church can use the facility for CCD classes, festivals and events on weekends. Mr. Jesse Greene stated that the Board will need to hire a Lawyer to help negotiate the final lease. Mr. Colin Greene will continue to work with the Real Estate Company to get the needed information to move forward with leasing the property.

The meeting continued on with Agenda item #12 which is Staff Reports. Mr. Colin Greene stated that most personnel will be employed by July 1, 2015. It was agreed that most school leaders should be hired by February regardless of their start date. It was also agreed that the process for hiring other teachers and staff would start by February 1, 2015. The Board discussed the best procedures with regards to advertising positions, interviewing candidates and checking references. The Board agreed that a Hiring Committee be appointed to screen applicants. Dr. Evan Powderly asked for volunteers for the Hiring Committee of which Mr. Jesse Greene, Dr. Evan Powderly and Mr. Colin Greene agreed to serve. Mr. Michael Lagas suggested that Mr. Grant Grastorf assist with advertising positions within the Fordham University community. Mr. Grant Grastorf agreed to help by posting positions within the Graduate School of Education and the University's Career Placement Offices. The Board also discussed that the Hiring Committee can screen applicants and then bring final candidates to a Board meeting for final interviews. Dr. Evan Powderly suggested that a scenario be given to prospective candidates to answer when they meet with the Board.

Mr. Colin Greene next updated the Board on admission efforts. As of November 4, 2014, there were 60 applications for the Atmosphere Academy Charter School. The school has until April 1 to accept applications. The goal is to have between 200-300 applications with a final class of 120 to 130 students. Upcoming recruitment events that Mr. Colin Greene will be attending include having an information table at four community Churches in District #10 and attending the Kings College School's "Middle School Fair."

Next on the Agenda was item #13 which is Board Reports. Mr. Colin Greene reminded the Board members of the By-Laws of the Atmosphere Academy Public Charter Schools (tab #3 in binder); the Code of Ethics (tab #4); and Governance Policy (tab #5). As of this meeting date of November 4, 2014; the Board is official and length of terms for each member officially begin. The terms of each Board member are listed in Tab #3, page 8. There were no previous Board minutes to approve.

There was no Executive Session which was item #15 on the Agenda.

Dr. Evan Powderly requested a motion to adjourn the meeting. Dr. Migdalia Maldonado-Torres motioned and Mr. Michael Lagas seconded. All members agreed and the meeting was adjourned at 7:04pm.