

**The Genesee Community Charter School at RMSC
Board of Trustees & Education Governance Council Meeting**

RIVER CAMPUS: FINAL Meeting Minutes

December 12, 2023 | 5:30pm

Cunningham House Studio, 657 East Avenue, Rochester, NY 14607

GCCS at RMSC Board Members: Kendra Cadogan, Eboni Henderson, Charlie Johnson, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens, Kevin Sutherland, Annemarie Wess, Allison Shultes

Board Members Present: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Board Members Absent: Eboni Henderson, Charlie Johnson, Kevin Sutherland, Annemarie Wess

Board Vacancies:

RMSC Representative (2), Community Representative (1), Parent Representative (1)

Educational Governance Council Members: Kemouy Bhalai, Allison Carlson, Andre Dixon, Shannon Hillman

Present: Andre Dixon*, Shannon Hillman, Kemouy Bhalai*, Allison Carlson

Absent:

Guests:

- Robin Blew (Accounting & Payroll Specialist), Vanessa Rizzari (Visual Arts Teacher)

Legal Counsel Present: Kirsten Barclay

Legal Counsel Absent:

NOTE: * indicates that person participated remotely via ZOOM.

REGULAR AGENDA ITEMS

1. Welcome, Welcome Guests, Call to Order, Roll Call (Greeting), Review Meeting Logistics, Agenda Review and Approval

- Welcome & Welcome Guests
- Call to Order: Colin Orr called the meeting to order at 5:39pm.
- Roll Call & Greeting - A quorum is present.
- Review Meeting Logistics
- Agenda Review & Approval:

Motion 202311212.1

Upon motion of Colin Orr and duly seconded by Adam Koneman, RESOLVED, that the December 12, 2023 Agenda for the GCCS at RMSC Board of Trustees Meeting be approved.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212.1 Passed: 6 to 0

2. Review & Approve Minutes

The Board reviewed and approved the minutes from the meetings in the last month.

Motion 20231212.2

Upon motion of Colin Orr and duly seconded by Kendra Cadogan, RESOLVED, that the Meeting Minutes from the November 16, 2023 GCCS at RMSC Board of Trustees Meeting be approved.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212.2 Passed: 6 to 0

3. Financial Report - October 2023 Financials

October Financial Updates for GCCS at RMSC - Robin Blew

Robin reviewed the October 31, 2023 summary sheet and the balance sheet that were discussed at 2 Finance Committee Meetings this month. Variances are due to actual student enrollment being below budgeted numbers; additional facilities expenses; staff illness and unexpected absences (grand jury, etc.) have been higher this month, and timing of expenditures with the start of the year. There is nothing new to report on the balance sheet at this time.

4. Executive Director Update: ED Goal Updates: Fundraising, Cash Flow Projections & Facilities Committee Meeting, Exhibition Night Celebrations - Shannon Hillman

Shannon shared updates on her goals this month in which she focused on:

- Senior Leadership Team Alignment and a new organizational culture survey; finalizing revisions to the Code of Conduct with both schools;
- Visioning work focused on revisions to the GCCS Statement of Community and what we mean by “diverse by design” at our schools and expectations for recruitment and enrollment of staff and students.

Fundraising: Community Development and Engagement Committee has met twice and has discussed/shared the history of fundraising at GCCS, revised fundraising goals, determined “subcommittee” actions based on marketing, individual giving, and grants. Initiatives completed so far:

- Giving Tuesday: Launched a Facebook campaign that raised \$1,200 in 2 weeks. River received a \$1,250 donation as part of this campaign from a family’s foundation. Continuing the campaign through December 20th. Focusing on Field Study support.
- M&T Charitable Giving Grant Submission for \$5,000

Facilities Committee Meeting: The Facilities Task Force is meeting December 20th. The focus will be on the RMSC current lease as well as a market analysis.

Exhibition Night Celebration: Fall exhibition nights for both schools have been completed for both schools. Shannon, Kemouy & Marissa shared photos from final pieces that were presented including a new collage take on the classic “River Painting” after working with a local artist and the 4th grade class’s scale model of the Genesee River featuring scientific, museum style labels based on the river trip (field study).

Cash Flow Projections:

GCCS at RMSC Cash Flow and finances through the end of the year were discussed. Shannon has shared that the Finance Committee has been working diligently to dig into this and build projections for the rest of the year. These updates include: Shannon executing the pull from Fidelity Investments that the Board approved last month; that bills are all paid to date and have started to receive final payments from last year's federal grants and are starting to receive payments from suburban districts.

Motion 20231212.3

Upon Motion of Colin Orr, and duly seconded by Maria Oliver, RESOLVED, to authorize the loan from GCCS at RMSC to GCCS Flour City Campus as presented:

RESOLUTION

OF

THE BOARD OF TRUSTEES

OF

GENESEE COMMUNITY CHARTER SCHOOL

WHEREAS, Genesee Community Charter School (the “**School**”) is a New York not-for-profit education corporation, exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “**Code**”), as amended; and

WHEREAS, Genesee Community Charter School – Flour City School (the “**Flour City School**”) is a New York not-for-profit education corporation, exempt from federal income taxation under Section 501(c)(3) of the Code, which was formed by the Board of Regents of the New York State Education Department (“**NYSED**”) as a replication school of the School; and

WHEREAS, the School's Board of Trustees has previously designated certain unrestricted funds that it currently holds to support charter school expansion (the “**Designated Expansion Funds**”), which the School can lend without risk to its operations and implementation of its strategic and business plans and which moreover can be lent to further such strategic and business plans; and

WHEREAS, the School has considered the advisability of providing Flour City School with a loan of up to Three Hundred Seventy-Five Thousand Dollars (\$375,000.00) to help support its operations from the Designated Expansion Funds, in light of the following facts and circumstances and among other things: that certain grant funds have been designated for Flour City School by the State University of New York (in the total amount of Two Hundred Thousand Dollars (\$200,000.00)) and NYSED (in the total amount of Three Hundred Thousand Dollars (\$300,000.00)) and with respect to which grant funds distribution is pending and which exceed the amount of the proposed loans; that the School desires to merge with Flour City School as

part of the its efforts to expand charter schools in its local area and the proposed loans further that effort by strengthening Flour City School financially; that such loans can be made on terms that provide significant benefit to Flour City School through interest rate savings and increasing available capital while managing related risks to the School, including by structuring part of such loans as a line of credit; and

WHEREAS, of the total amount stated above, Two Hundred Thousand Dollars (\$200,000.00) of the proposed loan would be used to refinance an outstanding loan from M&T Bank and One Hundred Seventy-Five Thousand (\$175,000.00) would be provided as a line of credit loan; and

WHEREAS, in light of the foregoing and other considerations the School's Board has determined it to be in its best interest to provide such loans to Flour City School. **NOW, THEREFORE**, it is hereby

RESOLVED, that the School is hereby authorized to lend up to Three Hundred Seventy Five Thousand Dollars (\$375,000.00) to the Flour City School, with Two Hundred Thousand Dollars (\$200,000.00) to be used to refinance the outstanding loan from M&T Bank and One Hundred Seventy-Five Thousand (\$175,000.00) to provided as a line of credit loan, on such terms and conditions as are approved by the School's President upon the advice of counsel; and be it further

RESOLVED, that the proper officers of the School are authorized to take any further action and execute and deliver any agreements, instruments and documents, in the name of the School, as in their judgment shall be necessary, proper or advisable in order to carry out the intent and accomplish the purposes of the resolutions adopted hereby; and be it further

RESOLVED, that any and all acts and actions previously taken and any and all agreements or documents previously executed or delivered in connection with the subject matter of the foregoing resolutions by the School, its Trustees and officers, be, and they hereby are, approved and ratified as the true acts and deeds of the School with the same force and effect as if each such act or agreement had been specifically authorized in advance by the Board of Trustees.

* * *

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212. Passed: 6 to 0

5. Committee Updates - Committee Assignments

Committee Assignments - Colin Orr

a. **Discipline:** Code of Conduct Update - *Shannon Hillman*
Shannon, Kemouy and Christine shared that the three of them have been working together to review and revise the Code of Conduct with input from teachers and General Counsel.

Motion 20231212.4

Upon motion of Colin Orr and duly seconded by Adam Koneman, RESOLVED, to approve the revisions to the Code of Conduct as presented.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212.4 Passed: 6 to 0

b. **Governance:** Board Member Openings - *Colin Orr*
The Governance Committee is looking to schedule a meeting to discuss the current openings.

c. **Personnel:** Committee Chair Search; Literacy Coordinator, Kindergarten Long Term Sub - *Shannon*

Committee Chair Search: Colin has accepted the role as the Chair of the Personnel Committee.

Literacy Coordinator: The current Literacy Coordinator, Jean Hurst, is retiring after 22 years of service to GCCS. Jean was recognized at the Education "Oscars" at Flour City last Saturday and was well celebrated. A search for her replacement was completed and Keri Gonzalez is being recommended for the position.

Motion 20231212.5

Upon Motion of Colin Orr, and duly seconded by Adam Koneman, RESOLVED, to approve Keri Gonzalez as the part-time (0.5 FTE) Literacy Coordinator 10-month annual prorated salary of \$39,303 for the 2023-24 school for the GCCS River Campus starting on January 8, 2024.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212.5 Passed: 6 to 0

Kindergarten Long Term Sub

With Keri's move to the Literacy Coordinator position, there is an opening in the Kindergarten classroom. Amari has been in the classroom previously and has been a great fit and is excited to be in the classroom full time.

Motion 20231212.6

Upon Motion of Colin Orr, and duly seconded by Maria Oliver, RESOLVED, to approve Amari McFadden for the long term substitute for the Kindergarten classroom for the

2023-2024 school year from January 16, 2024 June 21, 204 with the prorated salary of \$43,000 and compensation as outlined in the offer letter.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes

Voting in the negative: None

Abstaining: None

Motion 20231212.6 Passed: 6 to 0

- d. **Safety:** No report.
- e. **Diversity & Racial Equity:** No report
- f. **Community Engagement:** No report
- g. **District Instructional Leadership Team:** No report.

OUTSTANDING BUSINESS

6. CFO Proposal Updates - Shannon Hillman

Shannon shared that so far three proposals have been submitted. There is continued review of these proposals and continued research for other proposals that are less expensive. More information will be provided for approval in January.

OTHER NEW BUSINESS

7. Application & Plan of Merger Highlights and Process- Shannon Hillman

The Merger application is ready for board review and approval. The 5 year budget shows the financial health of the organization by 2026. Several attempts have been made to connect with Regent Hale by the ED and Charter Advocacy Organization. There has been no response.

Motion 20231212.7

Upon Motion of Allison Shultes and duly seconded by Colin Orr, RESOLVED, that:

WHEREAS, the Genesee Community Charter School Board of Trustees has discussed and determined that a merger with Genesee Community Charter School – Flour City is in the best programmatic, operational and fiscal interests of its students, families and the Rochester community; and

WHEREAS, the Genesee Community Charter School Board of Trustees has discussed and determined that merging this corporation into Genesee Community Charter School – Flour City, with the surviving education corporation named *Genesee Community Charter Schools* and authorized by the Trustees of the State University of New York (“SUNY”) is in the best interest of the school, its students, families and Rochester Community; and

WHEREAS, the Genesee Community Charter School Board of Trustees has reviewed and discussed the Merger Agreement/Plan of Merger.

NOW THEREFORE BE IT RESOLVED, the Board of Trustees hereby approves the Plan of Merger by three-quarters majority vote of attendees at this meeting; and

RESOLVED, the Board of Trustees authorizes and directs the Board Chair to execute the Plan of Merger, Certificate of Merger, Verification, and any other documents necessary to effectuate the merger; and authorizes and directs the Board Secretary to execute the Verification.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes
Voting in the negative: None
Abstaining: None
Motion 20231212.7 Passed: 6 to 0

8. ASL Interpretive Services - *Shannon Hillman*

Shannon has shared current challenges being faced with interpretation services and ensuring that we have coverage in classrooms and at community events for family members of students as needed. There are 3 vendors that provide these services that come at varying rates and have differing levels of quality of interpretation. The documentation outlines which vendor would be used for certain uses (i.e. parent

Motion 20231212.8

Upon the Motion of Colin Orr, and duly seconded by Maria Oliver, RESOLVED, to approve the ASL interpreting agencies as presented for GCCS at RMSC to meet ADA and Section 504 requirements as needed.

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes
Voting in the negative: None
Abstaining: None
Motion 20231212.8 Passed: 6 to 0

EXECUTIVE SESSION

9. Executive Session was not called at this meeting.

OPEN FORUM

10. Future Agenda Topics/and or Public Comment

Colin opened the meeting up to public comment at 7:30pm. No public comments were made.

Future Agenda Topics:

- ByLaws Revisions

MEETING WRAP-UP

11. Review Actions & Agreements - *Allison Shultes*

Action Items:

-

Adjournment:

Motion 20231212.9

Upon Motion of Colin Orr, and duly seconded by Maria Oliver, RESOLVED, that this meeting of the GCCS at RMSC Board of Trustees be adjourned at 7:34pm

Voting in the affirmative: Kendra Cadogan, Adam Koneman, Maria Oliver, Colin Orr, Tasha Stevens,* Allison Shultes
Voting in the negative: None
Abstaining: None
Motion 20231212.9 Passed: 6 to 0

Respectfully Submitted,
Allison Shultes
Secretary of GCCS at RMSC Board of Trustees