

**KEYSTONE ACADEMY CHARTER SCHOOL
4521 LONGSHORE AVE.
PHILADELPHIA, PA 19135
BOARD OF TRUSTEES MEETING
NOVEMBER 16, 2017**

MINUTES

SECTION I: CALL TO ORDER

Opening Colloquy

This Board of Trustees meeting of the Keystone Academy Charter School Board of Trustees is hereby called to Order. The time is 7:09 pm. My name is Gretchen Alston. I am the President of this Board of Trustees and I will facilitate this meeting.

This is a public meeting of the Board of Trustees of the Keystone Academy Charter School that was properly advertised pursuant to the Pennsylvania Sunshine Act. The public meeting schedule is posted at the school and on the website in the monthly calendar.

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 pm 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 ask that Roll Call be taken.

A. Roll Call by Daniel H. Saidel, Esq.:

- | | |
|---|------|
| 1. Gretchen Alston – President | “GA” |
| 2. Fred Phelps – Vice President/Secretary | “FP” |
| 3. Marie McCarthy– Member | “MM” |
| 4. Alma Diggs –Treasurer | “AD” |
| 5. Tina Peterson – Member | “TP” |
| 6. Christine Godfrey – Member | “CG” |
| 7. Howard Randolph - Member | “HR” |

| Board Members Present: | By Invitation: Non-Board Members: |
|-------------------------------|--|
| Gretchen Alston | Dr. Claudia Lyles, CEO |
| Fred Phelps | Daniel H. Saidel, Esq. |
| Marie McCarthy | Michael Danyo, Finance – Santilli & |
| Tina Peterson | Thomson |
| Howard Randolph | |

Board Members Absent:

Alma Diggs
Christine Godfrey

B. Announcement of Executive Session – Mr. Daniel Saidel, Esq.

I'd like to state, for purposes of the Minutes of this meeting that on November 16, 2017, 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.

C. Approval of Agenda

MOTION
HR

**Resolution 17111601
Approval of the Agenda**

SECOND
FP
VOTE:
 PASS
 FAIL

RESOLVED, that the Board of Trustees of Keystone Academy Charter School hereby approves the November 16, 2017 Meeting Agenda.

D. Approval of Minutes

MOTION
FP

**Resolution 17111602
Approval of October 19, 2017 Minutes of Meeting**

SECOND
HR
VOTE:
 PASS
 FAIL

RESOLVED, that the Board of Trustees of Keystone Academy Charter School hereby approves the Minutes of the October 19, 2017 meeting of the Board of Trustees of Keystone Academy Charter School.

E. Reports

MOTION
HR

**Resolution 17111603
Acceptance of the Report of Dr. Claudia Lyles, CEO**

SECOND
MM
VOTE:
 PASS
 FAIL

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby accepts the report of Dr. Claudia Lyles, CEO and hereby incorporates the report of Dr. Claudia Lyles, CEO into these minutes by reference.

Dr. Claudia Lyles, CEO distributed and reviewed her report with the board.

**Resolution 17111604
Acceptance of the Treasury Report – Mr. Michael Danyo of Santilli and Thomson**

MOTION
MM

SECOND
TP

VOTE:
 PASS
 FAIL
 FAIL

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby reviews and accepts the October 2017 Financial Report of Michael Danyo and hereby incorporates into these minutes by reference the financial statements and the documents presented by Michael Danyo to the board; and

FURTHER RESOLVED, the Board of Trustees of Keystone Academy Charter School accepts the Treasury Report in the amount of \$330,032.43 presented by Michael Danyo.

Michael Danyo distributed and reviewed with the board his October 2017 Financial Report and the Treasury Report in the amount of \$330,032.43.

F. Personnel

MOTION
HR

SECOND
TP

VOTE:
 PASS
 FAIL

Resolution 17111605

Approval of Temporary Change in Position - Dr. Claudia Lyles, CEO

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby retroactively approves a temporary change in position for Katharine Tucker, who is currently employed as a Classroom Aide, to Long Term Substitute teacher effective October 30, 2017 at a prorated salary of \$44,500.00; and

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO reviewed with the board the temporary change in position for Katharine Tucker, who is currently employed as a Classroom Aide, to Long Term Substitute teacher effective October 30, 2017 at a prorated salary of \$44,500.00.

Resolution 17111606

Approval of Personnel Appointments - Dr. Claudia Lyles, CEO

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby retroactively approves the appointment of:

- 1) Mary Cyr to the position of Classroom Aide, effective November 9, 2017 at a prorated salary of \$30,000.00; and
- 2) Krystyn Norman to the position of Classroom Aide, effective November 14, 2017 at a prorated salary of \$30,000.00; and

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this

MOTION
FP

SECOND
MM

VOTE:
 PASS
 FAIL

Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO reviewed with the board the appointments of:

- 1) Mary Cyr to the position of Classroom Aide, effective November 9, 2017 at a prorated salary of \$30,000.00; and
- 2) Krystyn Norman to the position of Classroom Aide, effective November 14, 2017 at a prorated salary of \$30,000.00.

Resolution 17111607

Approval of Employee Holiday Bonus - Dr. Claudia Lyles, CEO

MOTION
HR

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby approves a 2017 Holiday Bonus to staff at the net rate of \$200.00 per person; and

SECOND
FP
VOTE:
 PASS
 FAIL

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO reviewed with the board the 2017 Holiday Bonus to staff at the net rate of \$200.00 per person.

G. Policy

Resolution 17111608

Approval of Medication Policy - Dr. Claudia Lyles, CEO

MOTION
MM

RESOLVED that the Board of Trustees of Keystone Academy Charter School approves the November 2017 Medication Policy as presented; and

SECOND
TP
VOTE:
 PASS
 FAIL

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO distributed and reviewed with the board the November 2017 Medication Policy.

H. Conference Attendance

Resolution 17111609

Approval of Conference Attendance - Dr. Claudia Lyles, CEO

MOTION
TP

RESOLVED that the Board of Trustees of Keystone Academy Charter

SECOND
HR

VOTE:
 PASS
 FAIL

School hereby approves the following conference attendance and related fees as requested:

- 1) Autumn Camlin to attend *Maker Space Workshop*, at Stockton College, Galloway, NJ, November 27, 2017 in the amount of \$106.00 for registration and \$46.03 for tolls and mileage;
- 2) Nikki Phillips to attend *Enhance STEAM Learning*, Cherry Hill NJ, December 14, 2017 in the amount of \$249.00 for registration; and
- 3) Jennifer Coia to attend a webinar entitled *Special Education Law: What You Need To Know*, December 6, 2017 in the amount of \$399.00; and

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO reviewed with the board the conference attendance and related fees:

- 1) Autumn Camlin to attend *Maker Space Workshop*, at Stockton College, Galloway, NJ, November 27, 2017 in the amount of \$106.00 for registration and \$46.03 for tolls and mileage;
- 2) Nikki Phillips to attend *Enhance STEAM Learning*, Cherry Hill NJ, December 14, 2017 in the amount of \$249.00 for registration; and
- 3) Jennifer Coia to attend a webinar entitled *Special Education Law: What You Need To Know*, December 6, 2017 in the amount of \$399.00.

I. Educational Management Company

MOTION
HR

SECOND
MM
VOTE:
 PASS
 FAIL

Resolution 17111610

Approval of the Formation of Keystone Educational Management Company - Dr. Claudia Lyles, CEO, Mr. Daniel Saidel, Esq. and Mrs. Gretchen Alston

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby approves the formation of Keystone Educational Management Company (“KEMS”);

FURTHER RESOLVED that KEMS is to be organized and shall be operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the INTERNAL REVENUE CODE of 1986, as amended, including future amendments (the “Code”);

FURTHER RESOLVED in furtherance of KEMS’ charitable and educational purposes, it is to be organized:

- (a) To improve the quality of education of residents of the state in which its managed schools are situated; and others, by providing or promoting educational opportunities in day or residential schools, by

electronic or experimental classes, and through other innovative teaching and educational methods and curriculum;

- (b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and charitable purposes, and to organize and operate schools and other educational support operations that benefit schools, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the provision of any subsequent United States revenue law (with such code, as it now exists or may hereafter be amended, and any such subsequent law being collectively referred to herein as the "Code") and the regulations promulgated thereunder (as they now exist or as they may hereafter be amended, the "Regulations"); provided, however, that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate the corporation's status as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code; and
- (c) To exercise all of the powers now or hereafter conferred upon nonprofit corporations by the law; and

FURTHER RESOLVED, Board of Trustees of Keystone Academy Charter School hereby approves of Sand & Saidel P.C. to prepare, file and execute any document necessary or delegate any task necessary to effect this resolution in consultation with Dr. Claudia Lyles, CEO; and

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

By Roll Call Vote:

Gretchen Alston Yes
Fred Phelps Yes
Marie McCarthy Yes
Alma Diggs Absent
Christine Godfrey Absent
Tina Peterson Yes
Howard Randolph Yes

Dr. Claudia Lyles, CEO, Mr. Daniel Saidel, Esq. and Mrs. Gretchen Alston reviewed with the board the formation and mission of Keystone Educational Management Company.

J. Address Change Authorization

MOTION
HR

SECOND
FP

VOTE:
 PASS
 FAIL

Resolution 17111611

Approval of the Change of Registered Office of Keystone Academy Charter School - Dr. Claudia Lyles, CEO

RESOLVED, that the Board of Trustees of Keystone Academy Charter School hereby authorizes a change of registered office from 6649 Tulip Street, Philadelphia, PA 19135 to 4521 Longshore Avenue, Philadelphia, PA 19135 and the same hereby is designated and fixed as the principal executive office for the transaction of the business of this corporation in the County of Philadelphia, Commonwealth of Pennsylvania, unless and until changed by resolution of the Board;

FUTHER RESOLVED, Dr. Claudia Lyles, CEO or any officer of this Board of Trustees is authorized and directed to register with the Pennsylvania Department of State, file any and all documents, pay any and all filing fees, costs and expenses and delegate any task necessary to effect this resolution in consultation with Sand & Saidel, General Counsel; and

FURTHER RESOLVED, Dr. Claudia Lyles, CEO or any officer of this Board of Trustees is directed and authorized to execute any documents necessary to effect this resolution in consultation with Sand & Saidel, General Counsel.

By Roll Call Vote

Gretchen Alston Yes
Fred Phelps Yes
Marie McCarthy Yes
Alma Diggs Absent
Christine Godfrey Absent
Tina Peterson Yes
Howard Randolph Yes

Dr. Claudia Lyles, CEO reviewed with the board the necessity for a change of registered office from 6649 Tulip Street, Philadelphia, PA 19135 to 4521 Longshore Avenue, Philadelphia, PA 19135 and for the same to be designated and fixed as the principal executive office for the transaction of the business of Keystone Academy Charter School.

K. Approval of Field Trip and Travel

MOTION
TP

SECOND
HR
VOTE:

Resolution 17111612

Approval of Grade 8 Field Trip - Dr. Claudia Lyles, CEO

RESOLVED that the Board of Trustees of Keystone Academy Charter School hereby approves Grade 8 students and teachers to travel by US

PASS
 FAIL

Coachways (bus) to Washington, DC on June 11, 2018; and

FURTHER RESOLVED, that Dr. Claudia Lyles, CEO or any officer of this Board is directed and authorized to execute any document necessary or delegate any task necessary to effect this resolution in consultation with Daniel H. Saidel, School Solicitor.

Dr. Claudia Lyles, CEO reviewed with the board the Grade 8 students and teachers travel by US Coachways (bus) to Washington, DC on June 11, 2018.

L. Community Comment

Community Comment Colloquy (General Counsel)

Good Evening, my name is Daniel H. Saidel, with Sand & Saidel, PC, and General Counsel to the Keystone 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.

| <i>Who</i> | <i>What</i> |
|-------------|-------------|
| <i>NONE</i> | <i>NONE</i> |

M. DISCUSSION AND ANNOUNCEMENTS

THE NEXT REGULARLY SCHEDULED KEYSTONE ACADEMY BOARD OF TRUSTEES MEETING IS SCHEDULED TO BE HELD ON DECEMBER 14, 2017

ADJOURNMENT

MOTION
HR

SECOND
FP

VOTE:
 PASS
 FAIL