



Board of Trustees Meeting

December 21, 2018

2:30 PM

555 8th Avenue
Suite 1703

New York, NY 10018

Minutes

Trustees Present

Mark Fink
Angela Mirizzi Olsen*
Ernest Paige*
Leticia Remauro*
Noemi Zibuts*

Also Present:

Jon Rosenberg, Hebrew Public*

Cliff Schneider, Prospective Counsel*

* Denotes by video conference

1. Call to Order

Leticia Remauro called the meeting to order at 2:31 pm and reminded everyone in attendance to sign up for public comments if they wished to speak.

2. Adoption of Agenda

Leticia Remauro made a motion to adopt the December 2018 Agenda. Ernest Paige seconded and the motion carried unanimously.

3. Facilities Update

The board discussed potential sites for the school building. The board decided that the chair should appoint an ad hoc committee to work with Hebrew Public to assess all potential sites and give its recommendations to the board.

4. Action Items

- a. After a discussion and review of drafts, Leticia Remauro made a motion to adopt the following organizing resolutions:
 - By-Laws
 - Conflict of Interest Policy
 - Whistle Blower Policy
 - Code of Ethics
 - FOIL Policy
 - Public Comments Period Policy
 - Board Meeting Calendar 2018-2019
 - Fiscal School Year Start Date (July 1)
 - Authorizing officers of the school to file an application for an exemption under section 501(C)(3)
 - Authorizing officers of the school to open bank accounts

Angela Olsen seconded and the motion carried unanimously. As such, the board passed the following resolution(s):

STATEN ISLAND HEBREW PUBLIC CHARTER SCHOOL

ORGANIZING RESOLUTIONS OF THE BOARD OF TRUSTEES

DECEMBER 21, 2018

The Board of Trustees (the “Board”) of The Staten Island Hebrew Public Charter School (the “School”), a New York not-for-profit education corporation, does hereby adopt the following resolutions at a duly held and noticed meeting on the date set forth above.

BE IT RESOLVED, that the persons listed on **Schedule I** attached hereto and incorporated herein, be, and they hereby are, confirmed at Trustees on the Board of Trustees of the School, to serve such terms set forth opposite of their names and until their respective successors have been duly elected and qualified in accordance with the By-Laws of the School, conditional upon receiving any required approvals from the School’s authorizer, the New York State Education Department;

BE IT FURTHER RESOLVED, that the persons listed on **Schedule I** attached hereto and incorporated herein, be, and they hereby are, elected to the officers of the School set forth opposite of their names, to serve in accordance with the By-Laws of the School and until their respective successors have been duly elected and qualified, conditional upon receiving any required approvals from the School’s authorizer, the New York State Education Department;

BE IT FURTHER RESOLVED, that the By-Laws, attached hereto as **Exhibit A**, are hereby adopted and approved;

BE IT FURTHER RESOLVED, that the Conflict of Interest Policy, attached hereto as **Exhibit B**, is hereby adopted and approved;

BE IT FURTHER RESOLVED, that the Code of Ethics, attached hereto as **Exhibit C**, shall replace the Code of Ethics previously adopted by the Board and is hereby adopted and approved;

BE IT FURTHER RESOLVED, that the Whistleblower Policy, attached hereto as **Exhibit D**, is hereby adopted and approved;

BE IT FURTHER RESOLVED, that the Public Comment Policy, attached hereto as **Exhibit E**, is hereby adopted and approved;

BE IT FURTHER RESOLVED, that the fiscal year of the School shall begin on the first day of July;

BE IT FURTHER RESOLVED, that the calendar of Board meetings for 2018-2019 attached hereto as **Exhibit F** is hereby approved and adopted;

BE IT FURTHER RESOLVED, that each of the Directors, Officers and Authorized Representatives (which, unless expressly prohibited by Law or another policy or resolution adopted by the Board) of the School be, and each of them hereby is, authorized and directed in the name and on behalf of the School, complete and submit such forms and applications as are necessary or appropriate in such other jurisdictions as determined by the officers in order for the School to obtain and maintain “tax exempt” status in each such jurisdiction

BE IT FURTHER RESOLVED, that the officers of the School and Authorized Representatives are hereby authorized to open bank accounts at such banks and with such authorized signatories as they deem appropriate, and that the officers of the School are hereby authorized and directed to deliver to such banks any certificates regarding resolutions of the School and to execute and deliver other such forms and documents as the banks may require in furtherance of the foregoing, and to attach such certificates to these resolutions, all such resolutions being hereby adopted as if set in full in this resolution;

BE IT FURTHER RESOLVED, that the School is hereby authorized and directed to work with the School's insurance brokers to obtain such liability insurance is required by the School's Charter and otherwise deemed necessary and advisable to protect the School and its directors, officers, volunteers and agents (including without limitation directors and officers and general liability policies);

BE IT FURTHER RESOLVED, that each officer of the School, acting or signing, singly, is hereby authorized and empowered on behalf of and in the name of the School, to execute and deliver all such other instruments and documents, to pay all fees and expenses and to do all such other acts and things as, in each officer's judgment, may be necessary or advisable to carry out the purposes and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all actions taken by each of the founders of the School in respect of the School and furtherance of the business of the School up to and including the date of these resolutions are hereby approved, confirmed and ratified in all respects.

- b. After reviewing the charter application, Ernest Paige made a motion to elect the slate of officers as presented in the application for the remainder of the current board year:
- Leticia Remauro, Chair
 - Shelley Jain, Vice Chair
 - Yelena Sklyar, Treasurer
 - Mark Fink, Secretary

Noemi Zibuts seconded and the motion carried unanimously.

5. Public Comments

None.

6. Adjournment

Leticia Remauro made a motion to adjourn. Mark Fink seconded and the motion carried unanimously. The meeting was adjourned at 3:21 pm.