



MINUTES

BOARD OF TRUSTEES VOTING MEETING

December 19, 2019, 6:30 PM

In Attendance:

- **Trustees:** Dan Rufo, Anthony Bragoli (via call), Beth Falcone, Shawn Glick, Mark Grenier, Sujaya Narahari, Janel Work
- **Administration:** Dr. Gina Guarino Buli, Michelle Boyd, Carol Schaeffer, Michael Zinno
- **Public:** Kim Henken, Greg Queen, Bill Suriano

Meeting:

1. **Call to order - 6:30 pm**
2. **Opening Statements – Dan Rufo**

Dan apologized for not being at the last meeting due to traveling and stated this will be a quick meeting due to the Upper School concert occurring at the same time and the majority of administration was not present. Dan also welcomed Kim Henken, Greg Queen, Bill Suriano who were in attendance.
3. **Review & Accept minutes from November 21, 2019, Voting Meeting – Vote**
 - Minutes
 - **Board Motion to approve minutes as presented:** B. Falcone made the motion which was seconded by J. Work. **All in favor, none opposed. Motion Carries, 7-0.**
4. **Student Representative – none.**
5. **Committees Meeting updates – Committee Chairs**
 - Development Committee – Gina/Mark
 - Report Link
 - M. Grenier provided the following updates: Denise submitted the report to the board folder. The committee is seeking approvals discussed at the last meeting to approve staff requests.
 - Curriculum Committee – Janel
 - **2020 - 2021 School Calendar – Vote**
 - J. Work provided the following updates: Committee developed the calendar with input from staff and Dan Rufo. The school calendar has 184 school days and 196 staff days. RA is not observing Columbus Day in October. Snow days are built into the calendar.
 - **Board Motion to approve 2020 - 2021 School Calendar as presented:** J. Work made the motion and was seconded by B. Falcone. **All in favor, none opposed. Motion Carries, 7-0.**
 - HR Committee – Janel A. Work
 - J. Work provided the following updates: Last meeting was December 11th at noon and was brief. Stacy Smith resigned as the HR Coordinator. Her replacement Zavia Haring will start on January 2nd and has payroll and HR experience. The next meeting will occur in

January. The committee will be reviewing the bonus structure for staff. Charter Choices is reviewing the results of the survey sent to staff for the Strategic Plan. The committee is also reviewing a medical marijuana policy.

- Finance Committee – Shawn Glick
 - S. Glick provided the following updates:
 - Cash Balance is down \$517K due to receivables being high. As of 12/12/19, 65% of receivables from school districts remain outstanding.
 - June 30th Audited Financial Statements and Governance Letter is in the Finance Committee folder for this meeting. Two changes regarding the presentation of the information:
 1. RA adopted Auditing Standards Update 2016-14, Presentation of Financial Statements of Not-for-Profit Entities.
 - It reduces the number of classes of net assets from three to two: “Unrestricted”, “Temporarily Restricted” and “Permanently Restrict” to “Without Donor Restrictions” and “With Donor Restrictions”.
 - “With Donor Restrictions” just means the grant or donation has specific requirements into perpetuity or due to a passage of time, i.e. if you receive this grant, you must remain at the same location for 10 years.
 - All of RA’s grants are a part of the general functions of the school and typically used within the same year, so they are classified as Without Donor Restrictions.
 - This change required restating the prior year.
 2. Statement of Functional Expenses – Non-profits are now required to show a statement of functional expenses as part of the basic financial statements. We categorized these expenses based off of the various departments provided by Carol. Expenses are now broken out into categories: i.e. Training, Curriculum, Utilities, Rent, Fees, etc.
 - A clean audit opinion was issued by Rainer & Company.
 - Athletic Budget. Discussed proposal to increase Varsity Head Coaches stipend due to changing from an independent league to PIAA. 10-11 games would go to 16 - 18 games. Minimum 1-2 years \$200 to 9-10 years \$600. Other coaches are not affected. 18 coaches are affected.

Reason for changes:

- Coaches will be required to attend PIAA pre-season meetings as well as pre-season meetings.

Minutes prepared by Shawn Glick, Treasurer, RA Board of Trustees

- Season length – RA will play many more games in our new league and the season length will
 - be a bit longer due to this. Also, teams may play in playoffs which could extend their season 2-3 weeks.
 - Games may need to be played on Fridays or weekends depending on the sport.
 - Friday practices, even when school is closed for holidays.
- Mr. Zvorsky, Athletic Director, is compiling additional information for overall impact to RA’s budget.
- Arbitrage Bonds testing report is expected the beginning of January.
- **Franklin Commons Budget increase - Vote**
Proposed budget for 2020. RA owns approximately 53.077% of the total square footage of FC. RA’s budget will be impacted due to the following FC budget changes:
 - Increase in CAM will increase RA’s costs, starting January 1, 2020, by an additional \$3,707 annually.
 - Responsibility for individual HVAC maintenance being removed from the CAM and now the responsibility of tenants will increase RA’s costs, starting January 1, 2020, by an additional \$9,302 annually.
 - Reserve Fund charge to start January 1, 2021 will increase RA’s costs by an additional \$85,555 annually.
 - Recommend to vote to approve all except the Reserve Fund change. RA only has 2 out of 5 votes on the FC board, so even if we vote to approve or decline something, the motion may not pass.
 - **Board Motion to approve the Franklin Commons (FC) CAM increase; RA being individually responsible for the HVAC maintenance, and declining to directly pay FC for the monthly Reserve Fund charge and instead keep the money in RA’s account was made by S. Glick and seconded by J. Work. Vote -All in favor, none opposed. MOTION CARRIES. 7-0**
- Strategic Planning Committee – Dan
 - Dan provided the following updates: Charter Choices survey of stakeholders closes tomorrow. The survey will be used to develop the Strategic Plan. It was requested to keep the survey open over the weekend until Monday and to send a separate email reminder to parents. The survey was previously included with the weekly school updates.
- Legislative Committee – Greg
 - Dr. Guarino Buli provided the following updates: Legislative committee is meeting every other week. In December, RA invited various superintendents to visit RA to learn more about our school.

Minutes prepared by Shawn Glick, Treasurer, RA Board of Trustees

Mr. Dormer from Norristown attended. RA visited with Barb Russel at the Perkiomen Valley School District. A legislative breakfast is being planned for March for school districts to tour RA. The Board will attempt to hold the March board meeting earlier in day to coincide with this meeting.

- Business Manager's Report – Carol - In Board Drive
 - Carol provided an update on the bond covenant ratios as of 6/30/2019: **Operating Fund** (net asset balance as a percent of operating expenses) decreased from 106% to 95%, **Liquidity** (cash on hand) is at 153 days and our **Coverage** (income available to cover debt) decreased from 2.28 to 1.54.
 - **Vote** - Staff roster by Business Manager
 - **Board Motion to approve the Staff Roster** as presented was made by J. Work and seconded by B. Falcone. **All in favor, none opposed. Motion Carries, 7-0.**

6. Administration Reports

- Lower School Principal Report – Christine – Not present to provide an update.
- Upper School Principal Report – Michelle
 - Michelle Boyd provided the following updates: Alumni Day will be held on Friday, December 20 at noon. Alumni will be speaking in classrooms. Over 100 Alumni responded. SLC for 2nd Trimester will occur in January. National School Choice Week is the end of January. 100 students will attend a prep rally in Allentown.
- Dean of Students Report – Harold – Not present to provide an update as he was receiving 30 bikes being donated to RA.
- CEO Report – Gina Guarino-Buli
 - Report Link
 - Dr. Guarino Buli provided the follow updates: The holiday program received a fantastic response with 26 families in need being cared for. Biggest events were the RA Nutcracker (K-12), the Upper School and Lower School winter concerts.

7. Old Business

- **School Board Districts invitations**
 - **March Board Meeting** - Will invite sending boards and hold an earlier meeting. The board will work with Gina on invitations.
- **Video project- Holly/Greg** – in process.
- **Board member biographies** – Please complete board biographies by February.

8. New Business

- **Board member vote-**
 - **Vote - William Suriano for Seat 1**
 - **Board Motion to approve William Suriano for Seat 1 was made by J. Work and was seconded by D. Rufo. All in favor, none opposed. Motion Carries, 7-0.**

- **Vote - Yvan Francois for Seat 6**
- **Board Motion to approve Yvan Francois for Seat 6 was made by J. Work and was seconded by S. Narahari. All in favor, none opposed. Motion Carries, 7-0.**
- **Vote - Greg Queen for Seat 7**
- **Board Motion to approve Greg Queen for Seat 7 was made by J. Work and was seconded by D. Rufo. All in favor, none opposed. Motion Carries, 7-0.**
- **Vote - Kim Henken for Seat 8**
- **Board Motion to approve Kim Henken for Seat 8 was made by J. Work and was seconded by D. Rufo. All in favor, none opposed. Motion Carries, 7-0.**

9. Public comment - None

10. Adjournment – 7:15 PM

11. Executive session on Real Estate