



# Promise Academy Charter School

A partner of



**Harlem Children's  
ZONE**

## **BOARD OF TRUSTEES**

**Kenneth G. Langone**  
**Chairman**  
Geoffrey Canada  
**President/CEO**  
Stanley Druckenmiller  
Denise-Nash Fuller  
Arlene Gibson  
Mitch Kurz  
Willie Mae Lewis  
Aisha Tomlinson  
Alfonso Wyatt

**Tonya L. White**  
**Lower Elementary School**  
**Principal**  
245 West 129<sup>th</sup> Street  
New York, NY 10027  
Tel 646.556.6290

**Achil Petit**  
**Upper Elementary School**  
**Principal**  
245 West 129<sup>th</sup> Street  
New York, NY 10027  
Tel 646.556.6271

**Shakira Petit**  
**Middle School**  
**Principal**  
245 West 129<sup>th</sup> Street  
New York, NY 10027  
Tel 646.556.6273

**Marquitta T. Speller**  
**High School**  
**Principal**  
245 West 129<sup>th</sup> Street  
New York, NY 10027  
Tel 646.556.6275

## AGENDA

Promise Academy I Board of Trustees Meeting  
Thursday, June 19<sup>th</sup>, 2014

at

The Harlem Children's Zone  
245 West 129th Street  
New York, NY 10027

- I. Acceptance of the Minutes
- II. Overall Updates
  - i. Introduction of new Chief Financial Officer, Jim Hutter (*Geoff Canada*)
  - ii. Superintendent, Dr. Achil Petit (*Geoff Canada*)
  - iii. Kathleen Fernald Retirement (*Geoff Canada*)
- III. Promise Academy I Updates
  - i. Lower Elementary School (*Tonya White*)
  - ii. Upper Elementary School (*Achil Petit*)
  - iii. Middle School (*Shakira Petit*)
  - iv. High School (*Marquitta Speller*)
- IV. Resolutions
  - i. Bylaw Amendments (*Sharleen Morris/Geoff Canada*)
  - ii. Board Elections (*Sharleen Morris/Geoff Canada*)
  - iii. Family Handbook (*Sharleen Morris/Geoff Canada*)
- V. Financial Report (*Alpha Conteh*)
- VI. Student Orchestra Presentation (*Kathleen Fernald*)

**The Harlem Children's Zone Promise Academy I Charter School**

**Board Meeting**

**Wednesday, May 21<sup>st</sup>, 2014**

**245 West 129th Street**

*Attendees: Geoffrey Canada, Stan Druckenmiller, Arlene Gibson, Mitch Kurz, Ken Langone, Willie Mae Lewis, Aisha Tomlinson, Anne Williams-Isom, Alfonso Wyatt (via phone), Candice Ashby, Alpha Conteh, Joseph Cordero, Tracey Costello, Kevin Dougherty, Kathleen Fernald, Tiffany Fountain, Marlene Fox, Michelle Germaine, Debbie Gonzalez, Kashif Hameed, Betina Jean-Louis, Jawana Johnson, Marilyn Joseph, George Khaldun, Debbie Kim, Laura Lipow, Mindy Miller, Sharleen Morris, Ali Oberg, Kwame Owusu-Kesse, Asif Padela, Achil Petit, Shakira Petit, Conrad Pinnock, Sheryl Ragland, Kisha Reid-Holloway, Keith Rogers, Susan Rydz, Lauren Scopaz, Kate Shoemaker, Debra Sostre, Marquitta Speller, Kiki Walton, Jennifer Wesolowski, Tonya White, Bessie Wilkerson, and Adam Zalisk*

**Acceptance of Minutes (Stan Druckenmiller)**

The meeting was called to order at 7:00 am and a motion was called to approve the meeting minutes from April 29, 2014. The motion was unanimously approved.

**Promise Academy Lottery (Marilyn Joseph)**

The lottery season is approaching for children born in 2011. The lottery will be held at 245 West 129<sup>th</sup> Street on August 5<sup>th</sup>. Applications will be available from June 13<sup>th</sup> until July 14<sup>th</sup>. One hundred percent of St Nicholas residents who applied in 2011 for the Promise Academy I lottery have been accepted this year as a result of the school's St. Nicholas preference.

**Early Childhood Transition (Tonya White, Sheryl Ragland)**

Lower elementary schools have been collaborating with the Early Childhood department to ensure that Harlem Gems pre-kindergarten children, especially those who have special needs, make a smooth transition to Promise Academy.

**Resolution: Anne William-Isom, Board Trustee (Geoffrey Canada)**

A motion was called to approve, by written consent, the election of Anne Williams-Isom to the Promise Academy I Board of Trustees. The motion was approved.

**HCZ Promise Academy I Lower Elementary PAILE (Tonya White)**

Attendance for the month of April was at 93%, a slight drop from last month due to spring recess.

# HCZ Promise Academy I

## May 2014 Attendance Report

HCZ PAI Lower Elementary School				HCZ PAI Upper Elementary School			
Date	Number of Students Absent	Enrollment	% of Students Present	Number of Students Absent	Enrollment	% of Students Present	
5/1	14	291	95%	3	282	99%	
5/2	12	291	96%	4	282	99%	
5/5	17	291	94%	12	282	96%	
5/6	15	291	95%	9	282	97%	
5/7	9	291	97%	7	282	98%	
5/8	15	291	95%	17	282	94%	
5/9	24	291	92%	20	282	93%	
5/12	18	291	94%	15	282	95%	
5/13	15	291	95%	13	282	95%	
5/14	9	291	97%	14	282	95%	
5/15	13	291	96%	11	282	96%	
5/16	20	291	93%	17	282	94%	
5/19	12	291	96%	12	282	96%	
5/20	9	291	97%	8	282	97%	
5/21	11	291	96%	13	282	95%	
5/27	22	291	92%	14	282	95%	
5/28	9	291	97%	9	282	97%	
5/29	9	291	97%	7	282	98%	
5/30	11	291	96%	15	282	95%	
<b>Average</b>	<b>14</b>	<b>291</b>	<b>95%</b>	<b>12</b>	<b>282</b>	<b>96%</b>	

# HCZ Promise Academy I

## May 2014 Attendance Report

HCZ PAJ Middle School				HCZ PAJ High School		
<b>Date</b>	<b>Number of Students Absent</b>	<b>Enrollment</b>	<b>% of Students Present</b>	<b>Number of Students Absent</b>	<b>Enrollment</b>	<b>% of Students Present</b>
5/1	1	242	100%	7	118	94%
5/2	2	242	99%	11	118	91%
5/5	7	242	97%	9	118	92%
5/6	12	242	95%	6	118	95%
5/7	12	242	95%	4	118	97%
5/8	16	242	93%	5	118	96%
5/9	16	242	93%	4	118	97%
5/12	16	242	93%	8	118	93%
5/13	7	242	97%	5	118	96%
5/14	17	242	93%	5	118	96%
5/15	10	242	96%	6	118	95%
5/16	16	242	93%	8	118	93%
5/19	14	242	94%	9	118	92%
5/20	13	242	95%	1	118	99%
5/21	9	242	96%	5	118	96%
5/27	16	242	93%	7	118	94%
5/28	12	242	95%	5	118	96%
5/29	13	242	95%	4	118	97%
5/30	11	242	95%	2	118	98%
<b>Average</b>	<b>12</b>	<b>242</b>	<b>95%</b>	<b>6</b>	<b>118</b>	<b>95%</b>

## **HCZ Promise Academy I Board of Trustees**

### **Officers/Trustees for Election**

Anne Williams-Isom, *Chief Executive Officer*

### **Officers for Re-Election**

Kenneth G. Langone, *Chairman Emeritus*

Geoffrey Canada, *Chairman*

### **Trustees for Re-Election**

Stanley Druckenmiller

Denise-Nash Fuller

Arlene Gibson

Willie Mae Lewis

Aisha Tomlinson

Alfonso Wyatt

### **Voting Trustees (10)**

Kenneth Langone

Geoffrey Canada

Anne Williams-Isom

Mitch Kurz

Stan Druckenmiller

Denise-Nash Fuller

Arlene Gibson

Willie Mae Lewis

Aisha Tomlinson

Alfonso Wyatt

**WRITTEN CONSENT OF THE BOARD OF TRUSTEES  
OF  
HARLEM CHILDREN'S ZONE PROMISE ACADEMY CHARTER SCHOOL**

THE UNDERSIGNED, being members of the Board of Trustees (the "Board") of HARLEM CHILDREN'S ZONE PROMISE ACADEMY CHARTER SCHOOL, a New York not-for-profit corporation (the "Corporation"), acting pursuant to the By-Laws of the Corporation (the "By-Laws") and the New York Not-For-Profit Corporation Law for the purpose of taking the action and adopting the resolutions set forth below do hereby waive any notice requirement, take the following action and adopt the following resolutions by written consent to action:

**WHEREAS**, pursuant to Article XII of the By-Laws, the By-Laws may be amended by a majority vote of the Voting Trustees (as defined in the By Laws);

**WHEREAS**, amendments to the By-Laws of the Corporation, as set forth on Exhibit A hereto, have been proposed (the "Proposed Amendments");

**WHEREAS**, the Board has reviewed and considered the Proposed Amendments, together with the amended and restated by-laws incorporating the Proposed Amendments (the "Amended and Restated By-Laws");

**WHEREAS**, the Board has determined that the adoption of the Proposed Amendments is in the best interests of the Corporation; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves and adopts the Proposed Amendments in their entirety, and declares that (subject to further duly authorized amendment), the By-Laws of the Corporation shall be the Amended and Restated By-Laws.

*[Remainder of page intentionally blank.]*

## EXHIBIT A

### AMENDMENTS OF BYLAWS OF HCZ PROMISE ACADEMY CHARTER SCHOOL

#### Article III: Section B

***Currently Reads as:***

“The number of Trustees of the Corporation shall be not less than 7, nor more than 17. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of these By-laws. The Board shall also fix the exact number of the Trustees who shall be designated as voting Trustees and entitled to vote on issues before the Board or any Board Committee (as defined below) (subject to Section F of Article IV of these By-laws) (each, a “Voting Trustee”) provided that at least five (5) Trustees must be Voting Trustees.”

***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

“The number of Trustees of the Corporation shall be not less than 7, nor more than 17. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of these By-laws. The Board shall also fix the exact number of the Trustees who shall be designated as voting Trustees and entitled to vote on issues before the Board (subject to Section F of Article VI of these By-laws) (each a “Voting Trustee”); provided that at least five (5) Trustees must be Voting Trustees.”

#### Article V: Section H

***Currently Reads as:***

“**Organization.** At each meeting of the Board, one of the following shall act as chairperson of the meeting and preside, in the following order of precedence:

1. the Chair;
2. the President;
3. a Vice President (in the order designated by the Board in the event there is more than one Vice President); or
4. any Trustee chosen by a majority of the Trustees present at the meeting.”

***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

“**Organization.** At each meeting of the Board, one of the following shall act as chairperson of the meeting and preside, in the following order of precedence:

1. the Chair;
2. the Chief Executive Officer;
3. the President;
4. a Vice President (in the order designated by the Board in the event there is more than one Vice President); or

5. any Trustee chosen by a majority of the Trustees present at the meeting.

### Article VI: Section C

#### ***Currently Reads as:***

#### **“ C. Committees.**

1. Appointment of Committees. The Board may, by resolution passed by a majority of the Voting Trustees, create one (1) or more additional Committees (each, a “Committee”) for any purpose, each Committee to consist of at least three (3) Voting Trustees; provided; however, that an executive committee shall consist of at least five (5) Voting Trustees. Any such Committees shall serve at the pleasure of the Board and shall keep regular minutes of their proceedings and report the same to the Board when so requested by the Board. The Chair of the Board shall designate the chairs of such Committees. The Board may, by resolution passed by a majority of the Voting Trustees, designate one or more Trustees as alternate members of any Committee, who may replace any absent member or members at any meeting of such Committee.

2. Authority of Board Committees. The Board may, by resolution passed by a majority of the Voting Trustees, delegate to a Board Committee any of the authority of the Board, except with respect to:

- a. The election of Trustees;
- b. Filling vacancies on the Board or any Committee which has the authority of the Board;
- c. The amendment or repeal of By-laws or the adoption of new By-laws;
- d. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and
- f. The appointment of other Committees of the Board, or the members of the Committees.

3. Procedures of Committees. The Board may, by resolution passed by a majority of the Voting Trustees, prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee shall be governed by the provisions of these By-laws with respect to the calling of meetings, including compliance with Article 7 of the Public Officers Law.

4. Standing Committees. The following Board Committees shall be created:

a. Executive. This Committee shall set Board direction, evaluate the Board’s effectiveness, and nominate new trustees. Subject to Article VI.C.2 of these By-laws, in between meetings of the Board, the Executive Committee may transact such business of the Corporation as the Board may authorize.

b. Finance. This Committee shall oversee and present the budget, accounting, and audits.

c. Student Achievement (Education and Accountability). This Committee shall monitor the academic achievement of the Corporation’s students using standardized test scores, grades, and trimester and school year-end Assessments and shall assess the progress of the academic program toward achieving the school’s goals.



d. Supervision and Evaluation Committee. This Committee shall conduct the annual performance evaluation of the Corporation's Superintendent and negotiate the terms of the Superintendent's contract.

*Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:*

C. Reserved.

#### **Article VI: Section D**

*Currently Reads As:*

#### **D. Standard of Care.**

1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, including duties to be performed as a member of any Committee if such Trustee serves on a Committee, in good faith and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinarily prudent person in a like position would exercise under similar circumstances.

2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case presented or prepared by:

a. One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;

b. Legal counsel, public accountants, or other persons as to matters that the Trustee believes are within that person's professional or expert competence; or

c. A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of the Corporation's Charter or By-laws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith and with that degree of care specified in Article VI.D.1 of these By-laws. A Trustee will not be deemed to have acted in good faith if the Trustee had knowledge, or would have had knowledge after reasonable inquiry if circumstances indicated reasonably inquiry should have been made, that would cause such reliance to be unwarranted.

*Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:*

#### **D. Standard of Care.**

1. Performance of Duties. Each Trustee shall perform all duties of a Trustee, in good faith and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinarily prudent person in a like position would exercise under similar circumstances.

2. Reliance on Others. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case presented or prepared by:

a. One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented; or

b. Legal counsel, public accountants, or other persons as to matters that the Trustee believes are within that person's professional or expert competence.

#### **Article VI: Section F**

##### ***Currently Reads as:***

“ **F. Participation in Discussions and Voting.** Every Trustee has the right to participate in the discussion on all issues before the Board or any Board Committee and every Voting Trustee has the right to vote on all issues before the Board or any Board Committee, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: 1) a self-dealing transaction (as defined in Article XI hereof); 2) a conflict of interest, 3) indemnification of that Trustee uniquely; or 4) any other matter at the discretion of a majority of the Trustees then present.”

##### ***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

“ **F. Participation in Discussions and Voting.** Every Trustee has the right to participate in the discussion on all issues before the Board and every Voting Trustee has the right to vote on all issues before the Board, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: 1) a self-dealing transaction (as defined in Article XI hereof); 2) a conflict of interest, 3) indemnification of that Trustee uniquely; or 4) any other matter at the discretion of a majority of the Trustees then present.”

#### **Article VII: Section A**

##### ***Currently Reads as:***

**A. Officers.** The Officers of the Corporation shall consist of a Chair (hereinafter, “Chair”), a President (hereinafter, “President”), a Secretary (hereinafter, “Secretary”), and a Chief Financial Officer (hereinafter, “Treasurer”). The Corporation also may have one or more Vice Presidents (hereinafter, “Vice President” or “Vice Presidents”) and such other officers as the Board, by resolution of a majority of the Voting Trustees, deems advisable.

##### ***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

**A. Officers.** The Officers of the Corporation shall consist of a Chair (hereinafter, “Chair”), a Chief Executive Officer (hereinafter, “CEO”), a President (hereinafter, “President”), a Secretary (hereinafter, “Secretary”), and a Chief Financial Officer (hereinafter, “Treasurer”). The Corporation also may have one or more Vice Presidents (hereinafter, “Vice President” or “Vice Presidents”) and such other officers as the Board, by resolution of a majority of the Voting Trustees, deems advisable. Any single person may hold more than one Officer title.

## **Article VII: Section B**

### ***Currently Reads As:***

**B. Authority and Duties.** All Officers of the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or, to the extent not so provided, by resolution of a majority of the Voting Trustees:

1. Chair. Subject to the provisions of V.H, the Chair shall preside at all meetings of the Board.

2. President. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone (unless the Board shall specifically require an additional signature) and in the name of the Corporation, all contracts and instruments authorized either generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned to him or her by the Board. The President shall be an ex officio member of each Board Committee.

3. Vice President(s). The Vice Presidents, if any, shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President, or if there is more than one, the Vice Presidents in the order designated by the Board, shall in general perform the duties of the President.

4. Secretary. The Secretary shall: a) keep or cause to be kept, at the Corporation’s principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; b) keep or cause to be kept a copy of the Corporation’s Charter and By-laws, with amendments; c) give or cause to be given notice of the Board and Board Committee meetings as required by these By-laws; and d) perform all other duties incident to the office of Secretary and such other duties as from time to time may be prescribed to him or her by the Board, the President or these By-laws.

***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

**B. Authority and Duties.** All Officers of the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or, to the extent not so provided, by resolution of a majority of the Voting Trustees:

1. Chair. Subject to the provisions of V.H, the Chair shall preside at all meetings of the Board.

2. Chief Executive Officer. Subject to the power of the Board, the CEO shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. The CEO shall have the power to sign alone (unless the Board shall specifically require an additional signature) and in the name of the Corporation, all contracts and instruments authorized either generally or specifically by the Board. The CEO shall perform such other duties as shall from time to time be assigned to him or her by the Board.

3. President. Subject to the power of the Board and the direction of the CEO, the President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone (unless the Board shall specifically require an additional signature) and in the name of the Corporation, all contracts and instruments authorized either generally or specifically by the Board. The President shall perform such other duties as shall from time to time be assigned to him or her by the Board.

5. Secretary. The Secretary shall: a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; b) keep or cause to be kept a copy of the Corporation's Charter and By-laws, with amendments; c) give or cause to be given notice of the Board meetings as required by these By-laws; and d) perform all other duties incident to the office of Secretary and such other duties as from time to time may be prescribed to him or her by the Board, the President or these By-laws.

## **Article XII: Section C**

### ***Currently Reads As:***

**C. Checks and Notes.** Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Principal of the Corporation or the Treasurer, except in cases involving an amount greater than \$5,000 in which two authorized signatures are required.

### ***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

**C. Checks and Notes.** Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by the superintendent (the "Superintendent"), the assistant superintendent or the principal of the charter school (the "Principal") operated by the Corporation, except in cases involving an amount greater than \$5,000 for which the signatures of the Superintendent and the Principal are both required.

**Article XII: Section E**

***Currently Reads As:***

**E. Conflict of Interest.** Any Trustee or Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the Corporation's interest.

***Proposed Amendment, whereupon the foregoing shall be amended and restated in its entirety as follows:***

**E. Conflict of Interest.** Any Trustee or Officer having an interest in a contract, other transaction or program presented to or discussed by the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the Corporation's interest.

# Promise Academy I



	FY'14		FY'14	FY'15 Budget vs.	
(\$ millions)	Budget	Projection	Inc/(Dec)	FY'15 Budget	FY'14 Projection Inc/(Dec)
<b>Enrollment</b>	931	932	1	1,034	102
<b>Grades</b>	K - 10	K - 10		K - 11	
<b>DOE and other gov't funding</b>	\$ 14.1	\$ 14.4	\$ 0.3	\$ 16.5	\$ 2.1
<b>Expenditures:</b>					
Salaries	13.3	13.2	(0.1)	13.7	0.5
OTPS	3.1	3.1	-	3.1	-
<b>Total Expenditure</b>	<u>16.4</u>	<u>16.3</u>	<u>(0.1)</u>	<u>16.8</u>	<u>0.5</u>
<b>HCZ Contribution Inc/(Dec)</b>	<u>\$ 2.3</u>	<u>\$ 1.9</u>	<u>\$ (0.4)</u>	<u>\$ 0.3</u>	<u>\$ (1.6)</u>
<b>HCZ contribution/student (whole \$)</b>	\$ 2,470	\$ 2,039		\$ 290	