

*Vertus Charter School prepares leaders of character  
for the community and the workplace.*

**Vertus Charter School Board Meeting Minutes  
February 13, 2014  
Klein Steel Board Room  
105 Vanguard Parkway, Rochester, NY**

**Present**

Board members: Bryan Hickman, Stephen Jacobs, Sebrone Johnson, Mike Mandina, Todd Oldham, Ken Wasnock, John Batiste  
Staff: Leigh McGuigan, Perry White  
4 members of the public

The meeting was called to order by Dr. McGuigan at 5:10 p.m.

Upon motion by Mr. Hickman, seconded by Mr. Oldham, the Board approved the following resolution:

**Resolved**, that the minutes of the January 16, 2014 meeting are approved.

**Board Development**

Mr. White introduced Lyman Millard, an expert on charter board governance. Mr. Lyman gave an hour-long presentation highlighting the responsibilities of charter school board members, with a particular focus on how service on a charter school board can be different than serving on other non-profit or corporate boards. The Board discussed ways to ensure its effectiveness. Mr. Millard presented a toolkit that included a matrix to assist Board members in identifying current strengths as well as strategic gaps in Board membership.

**CEO Report**

Dr. McGuigan reviewed accomplishments and activities during the prior month.

**Governance Report**

The Board then discussed proposed officers. Dr. McGuigan and Mr. White reported that they had reviewed officer roles and potential candidates with each member of the Board individually and that there was consensus regarding officer positions. Upon motion by Mr. Batiste, seconded by Mr. Johnson, the Board approved the following resolution:

**Resolved**, that Mr. Hickman is elected Chairman; Mr. Wasnock is elected Treasurer; and Mr. Oldham is elected Secretary of this Board of Trustees, for terms of one year each.

The Board then discussed proposed committees. Upon motion by Mr. Batiste, seconded by Mr. Jacobs, the Board approved the following resolutions:

**Resolved**, that pursuant to the By-laws, a Finance Committee is hereby constituted, consisting of the Treasurer, who shall serve as Chair of the Committee, Mr. Mandina and Mr. Hickman.

**Resolved**, that pursuant to the By-laws, a Nominating Committee is hereby constituted. Messrs. Johnson, Oldham, Batiste and Jacobs shall serve on the Committee. The Committee shall elect a Chair at its first meeting.

Dr. McGuigan reviewed the necessity for policy and regulations to ensure that the school complies fully with the requirements of the New York Freedom of Information Law. Upon motion by Mr. Jacobs, seconded by Mr. Batiste, the Board approved the following resolution:

**Resolved**, that the proposed FOIL Policy and Regulations are hereby approved.

Dr. McGuigan discussed the need to have regular access to legal counsel with regard to matters relating to the operation of the school. She described the process of identifying an education attorney with deep experience with charter schools, including receiving recommendations from high performing charter schools and comparing hourly rates. Based on this review, Dr. McGuigan recommended retaining Kevin Quinn of Whiteman, Osterman and Hanna as counsel to the school. Upon motion by Mr. Jacobs, seconded by Mr. Wasnock, the Board approved the following resolution:

**Resolved**, that Kevin Quinn of Whiteman, Osterman and Hanna is approved to serve as counsel to the school, to be consulted when legal advice is needed on matters relating to the general operation of the school, and Dr. McGuigan is authorized to enter into a retainer agreement with Mr. Quinn. This shall not preclude the school retaining additional counsel to advise on specialized matters, including but not limited to real estate, employment law, or other areas in which specialized legal advice may be desirable.

Dr. McGuigan then reviewed the audits that are required of charter schools, including the necessity of retaining an audit firm to perform an Agreed Upon Procedures Report on the school's Initial Statement of Financial Controls. She reviewed the factors that were considered in recommending an audit firm to the Board, including obtaining recommendations and comparing fees. Upon motion by Mr. Jacobs, seconded by Mr. Wasnock, the Board approved the following resolution:

**Resolved**, that the audit firm of Mengel, Metzger, Barr & Co. is approved as auditor to perform the Agreed Upon Procedures Report on the school's Initial Statement of Financial Controls, at the agreed upon fee of \$2,000, and Dr. McGuigan is authorized to enter into a retainer agreement with the firm.

### **Financial Report**

Dr. McGuigan gave a brief financial report. The Board then discussed the necessity of obtaining a line of credit to cover cash flow needs prior to the school's receipt of CSP grant (and potentially other grant) funds. Mr. Wasnock agreed to assist in negotiating the terms of the line of credit. Upon motion by Mr. Jacobs, seconded by Mr. Mandina, the Board approved the following resolution:

**Resolved**, that the Board authorizes Dr. McGuigan and Mr. White to complete necessary documents to apply to M & T Bank for a line of credit of up to \$150,000 and, after consultation with the Finance Committee, to submit the application.

### **Facility Update**

Dr. McGuigan gave an update on facilities, reporting that one of the two top sites that had previously been identified for a facility is unavailable (having been purchased for an extensive renovation that will not be completed prior to school opening.) However, West End Business Park, the site that had been identified as the first choice, remains a good candidate for the school. This site has been reviewed by an architect who is a specialist in the school building code, who found that it could likely be brought into compliance. Full plans for building layout are being prepared for review.

### **Recruitment Updates**

Mr. White presented the plan for student recruitment, and Dr. McGuigan presented the plan for staff recruitment. Board members suggested various ways that they could assist in identifying and recruiting top quality staff and assist in the recruitment of prospective students.

### **Public Comment**

Public comment was heard from four students from Roberts Wesleyan College, who offered to assist with student recruitment.

Upon motion by Mr. Mandina, seconded by Mr. Oldham, the Board approved the following resolution:

**Resolved**, that the meeting is adjourned.