



Northside Charter High School
424 Leonard Street
Brooklyn, NY 11222
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www.northsidechs.org

**Northside Charter High School
Board of Trustees Meeting Minutes
June 20th, 2023, 6:00 pm ET**

Present:

Kaley Childs Karaffa - Chair, via video conference
Danielle Redmond - Trustee, via video conference
Douglas Giles - Trustee, via video conference
Rizwan Alladin - Trustee, via video conference
Willie Scott, Trustee, via video conference

Guest Present:

Muhammed Chaudhry - CEO, via video conference
Conor Hale - Chief Academic Officer
Mahmud Ennin - Chief Financial Officer
Ramlah Malhi - Special Projects Coordinator, via video conference
Ashanti Blackman - Director of Student and Family Activities
Ching-Yu Lin - Director of Curriculum, via video conference
Joshua Otis - Director of Instruction
Sheina McClendon - Director of Special Education, via video conference
Marissa Proto - Teacher
James Henkel - Language and Literacy Lead, via video conference
Nieisha Crawley - Deans of Students, via video conference
Carly Baumgarten - Teacher, via video conference
Iftikhar Ahmed - Financial Advisor, via video conference
Conor Harmon - Teacher, via video conference
Cynthia Restrepo - Assistant to CSSO, via video conference
Joe Wright - Guest, via video conference
Nicolas Roye - Teacher, via video conference
Tayanna Rose - Teacher, via video conference
Anna Salisbury - Teacher, via video conference
James Patton - Teacher, via video conference
Trichia Cadette - Teacher, via video conference
Kevin Mora - Teacher, via video conference
Mike Torres - Guest, via video conference

Location: See meeting notice for specific locations and video conference information. All were open to the public.



- I. **June Consent Agenda:** The Board discussed the June 2023 consent agenda, which included: May 2023 Board Meeting Minutes and May 2023 Financial Reports, which had been reviewed in greater detail by the Board in its committee meetings. After discussion, on motion to approve the June 2023 Consent Agenda that was seconded and carried, all were in favor.
- II. **Annual Meeting:**
 - A. **Fiscal Year 2024 School Calendar Approval:** Ms. Karaffa stated that in accordance with the School's charter, the school was authorized to have between 181 and 191 school days. Mr. Hale explained the changes brought about by Covid-19 and how they affected the definition of an instructional day, specifically that testing days and pre-service days were now counted as instructional days. Taking these changes into account, the proposed school calendar for Fiscal Year 2024 has 181 instructional days. Mr. Hale also highlighted that strategic group instruction and mandated courses were being considered in calendar development. After discussion, on motion to approve the Fiscal Year 2024 School Calendar was seconded and carried, all were in favor.
 - B. **Fiscal Year 2024 Board and Committee Meeting Calendar Approval:** Ms. Karaffa introduced the board and committee meeting calendar, which maintains holding monthly board meetings on the third Tuesday of every month, while the committee meetings would take place during the week prior. Ms. Karaffa outlined the four standing committees: the Executive Committee, Finance Committee, Education and Accountability Committee, and Board Development Committee. She described how these committees are responsible for handling governance matters and enable the board to fulfill its fiduciary duties and oversight responsibilities. Ms. Karaffa noted that highlighting that the board and committee meeting calendar included the dates of each meeting as well as specified key agenda items expected to be reviewed by the board and each committee during their respective monthly meetings. After discussion, on motion to approve the Fiscal Year 2024 Board and Committee Meeting Calendar was seconded and carried, all were in favor.
 - C. **Fiscal Year 2024 Board Officer and Committee Membership Approval:** Ms. Karaffa presented the board officer positions and committee memberships, which include Kaley Karaffa as Board Chair, Douglas Giles as Vice Chair, Willie Scott as Secretary, and Rizwan Alladin as Treasurer, all board members as members of the Executive Committee, Rizwan Alladin as Chair of the Finance Committee and Kaley Karaffa and Douglas Giles as Finance Committee members, Kaley Karaffa as Chair of the Board Development Committee with Danielle Redmond and Willie Scott as Board Development Committee members, and Willie Scott as Chair of the Education and Accountability Committee and Rizwan Alladin and Kaley Karaffa as Education and Accountability Committee members.. She indicated the Board's prioritization of maintaining consistency in the board's



composition to provide stability in executing fiduciary duties and organizational oversight. Ms. Karaffa presented the draft of the proposed board officer positions and committee membership roles. She listed the following appointments: After discussion, on motion to approve the Fiscal Year 2024 Board Officer and Committee Membership was seconded and carried, all were in favor.

- D. **Fiscal Year 2024 Budget Approval:** Mr. Ennin presented the summary of the proposed fiscal year 2024 budget that had been developed by management with oversight from the Finance Committee. He explained that the base budget was aligned with the organization's strategic plan and highlighted the percentage breakdown allocated to each pillar of the strategic plan. Mr. Ennin noted the fiscal year 2024 budget also included an analysis of expenditures from fiscal year 2023, benchmarking against other charter schools and non-charter schools, and the percentage of budget allocated to direct educational expenses and management/general expenses in alignment with guidance from the New York State Education Department. Mr. Alladin highlighted that the budget was aligned to successful and impact-oriented allocations from fiscal year 2023. He emphasized that the budget ensured strong financial health and directed funds towards the education of students. After discussion, on motion to approve the Fiscal Year 2023-2024 Budget was seconded and carried, all were in favor.

III. Management Report:

- A. Talent Retention Mr. Hale reported on the talent retention, focusing on the qualifications and diversity of the teaching staff. He provided information on certification levels, educational background, and demographic representation. Mr. Hale emphasized the management team's priority to increasing diversity of staff at Northside and highlighted positive progress in that area. Mr. Hale reported that in 2021, there were 35 teachers hired and 40% retained into the next year, and then only 7 remaining of the 35 (20%) were retained this year. He also discussed the retention rate of teachers, noting the need for further examination and improvement. Mr. Hale acknowledged the perceptions of challenges, including changes in positions, perceived favoritism, and a sense of unease. Mr. Hale expressed the desire for improved retention and confidence from staff in our talent strategy and practices. The Board directed management to present

IV. Committee Reports

A. Finance Committee:

1. **Insurance Policy Approval:** Mr. Alladin explained that the management team sought proposals from insurance companies for the School's General Liability, Educators Legal Liability, and General Umbrella insurance policies. The Finance Committee recommends FFB as the insurance provider due to alignment with the School's risk profile, risk management program, and financial needs. Mr. Ennin reported that the prior insurance cost was \$978,000 per year, and the proposal from FFB for fiscal year



2024 is \$920,000 and noted that this was less than the amount allocated in the fiscal year 2024 budget. After discussion, on motion to approve the FBB Insurance Policy was seconded and carried, all were in favor.

2. **Approval of Investment Banks/ Depositories/Brokerage Firms:** Mr. Alladin and Mr. Ennin reported that in accordance with the School's Financial Policies and Procedures, the Board must review and approve all investment banks, depositories, and brokerage firms used by the School. They noted the School currently uses TD Bank, Charles Schwab, and Kaizen Financial Strategies. After discussion, on motion to approve the fiscal year 2024 Investment Banks/Depositories/Brokerage Firms was seconded and carried, all were in favor.
3. **Investment Advisory and Investment Policy Approval:** Mr. Alladin noted the Finance Committee and management team had evaluated investment advisors to effectuate the Board's desire to invest and manage the School's surplus of approximately \$5 million. The Finance Committee evaluated and reviewed proposals from multiple investment advisor firms and recommended Kaizen Financial Strategies ("Kaizen") as the School's investment advisor. Mr. Alladin noted that Kaizen will utilize the Charles Schwab platform for investment services. Mr. Alladin further noted the Finance Committee in collaboration with management and Kaizen developed a proposed investment policy that aligns with the Board's financial goals and prudent management of financial resources over the past decade. He noted the Board desires to utilize income derived from these investments to facilitate future strategic expansion and the investment policy and investment strategy are aligned to such. Mr. Alladin finally noted that Kaizen will meet on a defined and regular cadence with the Finance Committee and management team to review performance of the School's investments and investment strategy. After discussion, a motion to approve Kaizen as the Investment Advisor and the Investment Policy was seconded and carried, all were in favor.
4. **Approval of Title Funds Contract:** Mr. Alladin reported that Northside has been working with Pasek Consulting for the administration of federal title funds, annual management of amendments and collections, grants finance monitoring, and portal management; however, due to a change in focus for Pasek Consulting, they will no longer provide these services. Dan Pasek has worked with Brianna Risley and recommends her to provide services for administration of federal title funds, annual management of amendments and collections, grants finance monitoring, and portal management to Northside. The Finance Committee reviewed her qualifications and proposed scope of services and fees, which align with the allocated budget for those services. After discussion, a motion to approve Brianna Risley for services relating to the administration of federal title funds, annual management of amendments and collections,



grants finance monitoring, and portal management for the fiscal year was seconded and carried, all were in favor.

5. **Fiscal Year 2023 Audit Progress PKF O'Connor:** Mr. Alladin reported the Board approved retention of PKF O' Connor Davies as the School's independent auditor in May 2023. He noted PKF O' Connor Davies is both cost-effective and aligned with the organization's financial and audit needs and are continue to progress toward the fiscal year 2023 audit, which is expected to conclude in September 2023; the results of the audit will be presented to the Board in independent session, and the Board will review and approve the IRS Form 990 to be filed in November 2023. After discussion, a motion to approve the retention of PKF O' Connor Davies as the School's independent auditor was seconded and carried, all were in favor.

B. Executive Committee:

1. Ms. Karaffa reported that the Board will commence the CEO evaluation process, which includes a CEO self-assessment, the board's evaluation of the CEO, and collection of feedback from the CEO's direct reports. Ms. Karaffa emphasized the importance of collecting feedback from various sources within the organization to ensure a comprehensive evaluation of the CEO's performance and leadership. She further noted that the CEO evaluation process would take place over the next month and a half with the results review in August executive committee meeting. She finally noted that the information related to employment decisions, including the CEO evaluation, would be discussed in non-public executive sessions, as per the organization's bylaws.
2. Ms. Karaffa reported that the board self-assessment process will also be conducted over the next month and a half. She indicated that this practice demonstrates effective governance and is disclosed to the New York State Department of Education Board of Regents as the School's authorizer.
3. Ms. Karaffa reported that the Charter School Office of the New York State Education Department had requested information regarding the appointment of Mr. Chaudhry as the permanent CEO of Northside Charter High School. She confirmed that the requested information had been provided in a timely manner.

V. Public Comment:

- A. A guest enquired what research and data driven practices and programs the School is currently paying for like Edgenuity. Mr. Chaudhry provided an explanation of how the organization reviews the login and usage of tools annually. He mentioned that decisions on which tools to continue using are based on data and usage patterns. Mr. Chaudhry assured the board that data-driven decisions would guide the selection and continuation of tools going forward.



- B. A guest inquired whether the CEO evaluation results will be publicly disclosed. The Board responded that the results of the CEO evaluation are not disclosed to the public as a matter of confidentiality and in compliance with the School's bylaws.
- C. A guest asked, "How are positions for Northside created and given without job descriptions and salary ranges being posted?" Mr. Chaudhry explained the process of posting job positions after a review of the organization's structure and strategic objectives. He mentioned that job postings are made on platforms such as ADP and LinkedIn to attract potential candidates. Salary ranges are determined based on qualifications and other relevant factors. Similar considerations apply to employment matters.
- D. A guest asked whether positions were being eliminated prior to the end of the fiscal year, and Mr. Chaudhry confirmed some positions had been eliminated.
- E. A guest enquired what the Board's search process was for a qualified CEO to which the Board responded that it has a well-established process for selecting a CEO, which has been consistently followed since the establishment of the CEO role (formerly known as "Executive Director"). The process involves evaluating the responsibilities of the CEO role, utilizing various sourcing organizations, and seeking feedback from Board members, external consultants, and key stakeholders to inform the decision-making process.
- F. A guest asked if the School covers the cost of out of state employees airfare to which the Board stated such compensation arrangements are confidential matters and all expenditures are in compliance with the School's Financial Policies and Procedures.
- G. A guest submitted an anonymous question asking if there is any end of the year party for staff, and Mr. Chaudhry responded that the graduation is the end of the year celebration.
- H. A guest asked whether there is a familial relationship between Mr. Alladin and Mr. Chaudhry. The Board responded affirmative and stated that it is in compliance with our conflict of interest policy, was disclosed as such to the New York State Education Department, and approved by the Board.
- I. Guests asked whether hiring and returning contracts for current employees had been decided, and management responded that retention and hiring decisions are ongoing.
- J. A guest asked whether Northside has a hiring committee. The Board stated that the CEO has the ultimate decision related to talent retention matters under the



Board's oversight and that the Board has the sole authority for employment decisions for the CEO role. Management indicated that most decisions for staff roles are made at the departmental level and the direct manager drives the process. Managers have invited others to participate to help sourcing candidates in that process.

- K. A guest what Organizational Chart was in effect. The Board stated that the organizational chart approved by the Board in June 2022 is in effect, which includes the CEO who reports to the Board, and the CEO has three direct reports, specifically the Chief Financial Officer, Chief Academic Officer, and Chief Students Services Officer.
- L. A guest inquired if NCHS has any initiatives to empower current teachers to emerge as leaders and how such initiatives are communicated. The management team explained that the organization has approved budget and policies to promote the development of all staff members, recognizing their value and their contributions to student success and organizational stability. They further noted that various incentives are provided, and individualized support is offered to help instructional and non-instructional staff members grow within the organization.
- M. A guest asked a question regarding the process of selecting board members and who has input in that process. The Board explained that the board utilizes a skills analysis to inform desired candidate profiles and has a rigorous recruitment process to identify individuals with skills, experience, and expertise that align with the Board's fiduciary duties and responsibilities as outlined in the bylaws. Prospective board members undergo a vetting process, including a background check, before being submitted for approval to the New York State Education Department. A guest asked how staff data is being tracked and indicated that they believe staff members have not received written evaluations despite being observed multiple times. The management team responded that the instructional leadership team does conduct evaluations and will be sharing the evaluation data with team members.
- N. A guest commented regarding graduation rates and senior student programming, including transfer students. The Board responded that the academic team is actively working to address any deficiencies that may delay or negatively impact students' ability to meet graduation requirements. The Board will oversee management's efforts to proactively program transfer students and provide necessary support to ensure their success. The Board indicated the Board's and



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management team's commitment to serving students' best interests and will take necessary steps to support transfer students and improve the graduation rate.

- O. A guest anonymously noted concern about communication with the CEO. The Board encouraged staff and other stakeholders to engage in open, well-intentioned, and professional dialogue with the CEO and appropriately raise any concerns to him.
- VI. **Executive Session:** There were no actions taken in an executive session; on motion to adjourn the meeting, which was seconded and carried, all were in favor.