

**Minutes of the
CHIME Charter School
Board of Directors Meeting
Held via Zoom Video Conference
Tuesday May 4, 2021**

Members Present: P. Smith (president), T. Battaglia, J. Mark, M. Rinnert, T. Myman, D. Hamilton, M. Aguilar

Members Absent: Jeff Becker?

Others Present: Erin Studer, Annie Cox, Caitlin Healey, Shelbi Doherty, Irina Castillo, Kathy Jamison

Call to Order: The meeting was called to order by Board Chair/President P. Smith **Public Comment** (3 minutes each)—Speakers were allowed the opportunity to “sign up” for public comment before the start of the meeting and public comment was invited for each agenda action item. Each speaker, if any, was advised of the three (3) minute time limit and that ordinarily, Board members cannot respond to presentations on non-action items as no action can be taken on non-agenda items, but that the Board may advise that direction may be given to staff following a presentation later.

- I. **Public Comment:** There was an opportunity for public comment, and none was made

- II. The following item(s) may be adopted by a single vote of the board, or any item(s) may be pulled off of consent by any member’s request (without any need for a vote to pull from consent).
 - a. **Approval** of the Chime Charter School Board of Directors meeting on April 6th, 2021
 - a) **M/S/P** Motion (P. Smith/ M. Polansky) to approve CHIME Charter School Board of Directors Meeting held on April 6th, 2021
 - b. **VOTE**
 - a) **Yeses:** P. Smith M. Rinnert. M. Polansky, T. Battaglia, T. Myman,
 - b) **No’s:** None
 - c) **Abstentions:** None
 - d) **MOTION PASSES: 6-0-0**

- I. **PROPOSED AMENDMENT TO BY-LAWS Section 3. SELECTION AND TERM OF OFFICE**
 1. P. Smith referred the board to the presentation prepared by Dr. Studer and included in his report and explained the intention of the amendment.
 2. P. Smith thanked M. Polansky for “helping him to wordsmith” the amendment.
 3. M. Aguilar had a concern that it would be a problem because too much of the board would switch over at the same time
 - a) There was a discussion about whether or not this would be problematic and whether or not this would help with recruitment.
 - b) P. Smith withdrew the motion and requested M. Rinnert’s help.

- c) There was a discussion about the logistics of staffing a board such as this one.

III. Approval of the sale of receivables to Charter School Capital

- a. E. Studer presented the resolution.

- b. **M/S/P Motion (P. Smith/ M. Rinnert) to approve the sale of receivables to Charter School Capital**

- a) WHEREAS, the Company receives and owns and will receive and own from time to time certain receivables or payments due from the State of California, Los Angeles, the Los Angeles Office of Education, the Los Angeles Superintendent of Schools, Los Angeles Unified School District, the Special Education Local Plan Area (“SELPA”), and/or the United States federal government (in each case, the “Payor”)
- b) WHEREAS, the Company instructs the Payor, pursuant to the Payor’s policies and procedures, as to the location and manner of payment of the Company’s receivables.
- c) RESOLVED: That the Board deems it to be in the best interests of the Company to authorize the Company to sell receivables and payments (the “Receivables”) to Charter School Capital, Inc. (“CSC”) at a discount to face value in an amount not to exceed the lesser of (i) \$7,000,000.00 of gross receivables value and (ii) \$6,000,000.00 of initial purchase (face value).
- d) RESOLVED FURTHER: That the Company is authorized and directed to sell the Receivables to CSC from time to time pursuant to one or more Receivables Purchase Agreements and related Terms Letters between the Company and CSC, substantially in the form reviewed by the Board, with such changes thereto consistent with these resolutions as an Authorized Officer of the Company shall approve, and including any amendments, supplements or modifications to the foregoing consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.
- e) RESOLVED FURTHER: That each of Erin Studer, as Executive Director; Patrick Smith, as President; and Marc Polansky, as Secretary (such persons and their duly elected and qualified successors, the “Authorized Officers”) is authorized and directed to execute and deliver, on behalf of the Company, the Receivables Purchase Agreements, the Terms Letters, the Paying Agency Agreements and/or Account Control Agreements, and subject to the

limitations set forth herein, such other agreements and other documents and instruments as may be necessary or desirable to effectuate the sale of Receivables contemplated hereby, including, without limitation, agreements or documents as may be necessary to facilitate the sale of Receivables by CSC to an affiliate or third party to finance its purchase of the Receivables, and further including, without limitation, such amendments, supplements or other modifications to any or all of the documents described in this paragraph and consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

- f) **RESOLVED FURTHER**: That the Board of the Company deems it to be in the best interests of the Company to instruct the Payor, in the form provided by CSC, to make the payment of all revenues of the Company administered and paid by the Payor in the manner described in the applicable Receivables Purchase Agreement, the Terms Letter, Paying Agency Agreement and/or Account Control Agreements.
- g) **RESOLVED FURTHER**: That any two Authorized Officers will execute instructions to the Payor, in the form provided by CSC, directing the payment of all revenues of the Company in the manner described in the Receivables Purchase Agreement, the Terms Letter, the Paying Agency Agreement and/or Account Control Agreements.
- h) **RESOLVED FURTHER**: That the instructions described in the immediately preceding paragraph will not be altered in any manner nor any other instructions substituted in their place without the prior written approval of the two Authorized Officers and without the express written consent of CSC and that the Payor is to disregard any change in disbursement instructions that are not counter-signed by such two Authorized Officers and CSC.
- i) **RESOLVED FURTHER**: That the Authorized Officers are, and each of them is, hereby authorized and directed, on behalf and in the name of the Company and subject to the limitations set forth herein, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such instruments, certificates and other documents as he or she may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions and the transactions contemplated thereby (hereby ratifying and confirming any and all actions taken heretofore and hereafter by such officers to accomplish such purposes).

- a. **Public comment**: There was an opportunity for public comment. None were made
- b. **VOTE**

Yeses: P. Smith M. Rinnert. M. Polansky, T. Battaglia, T. Myman, M. Aguilar
No's: None
Abstentions: *None*
MOTION PASSES: *6-0-0*

I. Approval of filing of CHIME Institute 990 tax filing

1. E. Studer presented the draft and explained the circumstances around the filing.
2. I Castillo also spoke to the details of the filing.

3. Approval of the Filing of CHIME Insitute 990 Tax filing as presented
M/S/P Motion (M. Polansky/ P. Smith) to approve the filing filing of CHIME
Institute 990 tax filing

4. **Public comment:** There was an opportunity for public comment. None were made

VOTE

Yeses: P. Smith M. Polansky, M. Rinnert, T. Myman, T Battaglia, M. Aguilar
No's: None
Abstentions: *None*
MOTION PASSES: *6-0-0*

II. Review of LAUSD Annual Oversight Report

1. The board reviewed the oversight committee report and explained the process by which it was created.
 - a) E. Studer asserted that the team was very happy overall with the report.
 - b) P. Smith and E. Studer noted they were pleased to receive exceptionally high marks.
 - c) There was a discussion about late charges that were brought up in the report.

III. Financial Report (Irina, Erin)

1. I. Castillo (EXED) presented the Financial report.
 - a) She explained that approving the sale of receivables was absolutely the right thing to do.
 - b) She brought up the transfer of funds from a PPP loan
 - c) There was a discussion around the specifics of how the PPP funds would work.

IV. Charter School Educational Program Report

1. Approval of a contract for Restorative Justice PD with RJOY

- a) E. Studer discussed the approval of a Contract for RJOY for Restorative

Justice Professional Development. He described the program and the purpose. He described the process by which Caitlin Healey received other options for this service.

- b) M. Polansky requested information about the specific services that would be rendered and how practices differ across grade levels.
 - (1) E. Studer described some of the processes of the RJOY in general and how it corresponds to CHIME's approaches.
 - (2) E. Studer presented the specific services that would be rendered.
- c) There was a discussion around when teachers would receive this training. Teachers receive the training in already scheduled professional development.
- d) There was a discussion about the distant location of the vendors (Oakland) and whether or not it affects their rate.
- e) There was a discussion about whether or not this complies with the grant that will pay for the program.

2. Approval of the contract for restorative justice professional development with RJOY

3. M/S/P Motion (M. Polansky/ T. Myman) to approve the contract for restorative justice professional development with RJOY

4. Public comment: There was an opportunity for public comment. None were made

5. VOTE

Yeses: P. Smith M. Polansky, M. Rinnert, T. Myman, T Battaglia, M. Aguilar

No's: None

Abstentions: None

MOTION PASSES: 6-0-0

V. E. Studer presented the following updates:

1. Charter School Updates:

- a) All grades are open for in person hybrid instruction. Approximately 500 of the 750 students are attending in person classes.
- b) Plans are being put in place for Summer School/ESY. The school is surveying family interest and hopes to be able to provide an in-person program. After care, and online programming for families who are interested.
- c) Student and Staff COVID testing continues on campus during the school days when students are present. Approximately 300+ individuals are tested each week on the testing programs two-week testing rhythm.
- d) Graduation will be held on campus for grades 5 and 8 in outdoor,

socially distanced graduation ceremonies. Fifth grade will hold graduation on Wednesday June 10 and Eighth grade will hold their graduation on Thursday June 11. Friday June 12th will be a pupil free workday for staff.

VI. Closed Session

- 1. Discussions were had and no actions were taken**

VII. Adjournment

- 1. *VOTE***

Yeses: P. Smith M. Polansky, M. Rinnert, T. Myman, T Battaglia, M. Aguilar

No's: None

Abstentions: *None*

MOTION PASSES: 6-0-0