

**Minutes from a Special Meeting of the
Board of Trustees of WHIN Music
Community Charter School**

WHIN Music Community Charter School

Board of Trustees Meeting

Thursday, October 6, 2016

6:30PM – 8:00PM

LOCATION:

Shearman & Sterling LLP

599 Lexington Avenue

New York, NY 10022

A meeting of the Board of Trustees (the “Board”) of the WHIN Music Community Charter School (“WHIN Charter School”) was held on Thursday, October 6, 2016, at the offices of Shearman & Sterling, 599 Lexington Avenue, New York NY 10022.

The following persons were present:

- Gregory David, Chair and Trustee
- Robert Green, Trustee
- Andrea Profili, Trustee
- Kenneth Grover, Trustee
- Melissa Wagner, Trustee
- Ivonne Norman, Trustee
- Anne Cohen, Trustee
- David Gracia, WHIN Charter School Executive Director
- Charlie Ortiz, WHIN Charter School Executive Principal
- Rupa Briggs, Shearman & Sterling LLP
- Chika Oparaji, Shearman & Sterling LLP

review the annual budget and periodic financial reports. The Board deferred the determination of the membership of each board committee, other than the relevant board committee chairs.

Upon motion duly made and seconded, the motion to appoint the following persons below as chairs of the Executive Committee, Program Committee and Finance Committee, respectively, was approved by all of the Board members present:

Gregory David Chair of the Executive Committee

Kenneth Grover Chair of the Program Committee

Robert Green Chair of the Finance Committee

7. Check-Signing Authority

Discussion concerning who would have the authority to sign checks on behalf of WHIN Charter School occurred. The discussion included clarifying check-signing and contract-signing authority and the importance to separate the duties.

Upon motion duly made and seconded, the motion to assign check-signing authority on behalf of WHIN Charter School to David Gracia was approved by all of the Board members present.

8. Employment Agreements

Discussion regarding employment agreements for Mr. Gracia as Executive Director of WHIN Charter School and Mr. Ortiz as the Executive Principal of WHIN Charter School occurred. Ms. Norman abstained from discussing Mr. Gracia’s employment agreement due to her familial relation with Mr. Gracia.

Upon motion duly made and seconded, the motion to approve the employment agreement for Mr. Gracia as Executive Director was approved by all of the Board members present, except Ms. Norman who recused herself. Upon motion duly made and seconded, the motion to approve the employment agreement for Mr. Ortiz as Executive Principal was approved by all of the Board members present.

9. Management Reports

Discussion concerning locating permanent and temporary facilities for the WHIN Charter School occurred, including discussion on assistance by Civic Builders, a company that has worked with other charter schools, to find and build a space. Discussion on obtaining space through the New York City Department of Education and different options for finding space also occurred. A preference for the school’s long-term space to be situated between 168th and 190th streets was discussed.

10. Board Meeting Schedule

Discussion regarding a schedule for Board meetings occurred. It was noted that monthly meetings are not required until the WHIN Charter School is operational with students.

Upon motion duly made and seconded, the motion to schedule Board meetings during the first week in November 2016 and December 2016, and the third Tuesday of each month during 2017 was approved by all of the Board members present.

11. Adjourn Meeting

Upon motion duly made and seconded, the motion to adjourn the meeting was approved and the meeting was adjourned at approximately 7:56 pm.

Approved