

Stuyvesant High School Alumni Association
Board of Directors Meeting Minutes
September 17, 2014
FINAL

The Meeting of the Board of Directors was held in the Principal's Conference Room, Room 106 located at Stuyvesant High School, 345 Chambers Street, New York, NY, 10282 on Wednesday, September 17, 2014.

Directors Present: Richard Braun '72 (arrived 7:34pm), Robert Ayzin '00, Daniel Egers '03, Carl Hendricks '75, Jukay Hsu '02 (arrived 7:31pm), Evelyn Krejci '76, Soo Kim '93 (arrived 7:31pm) Vanessa Liu (on phone at 7:00pm, arrived 7:52pm), Harry Malakoff '62, Serphin Maltese '51 (arrived 7:18pm), Lawrence Marshall '61

Directors Absent: Shakil Ahmed '98, Christina Alfonso '01, Marianna Moliver '98, Robert Sherwood '68

Trustees Present: Tara Allmen '82 (phone) Jeffery Kestler '64, Philip Lehman '72, (phone), M. Felix Freshwater '64 (phone), Mel Shaftel '60 (phone).

Guests: Mervin Burton '90, Carole Brown-Kelly '81, Thomas Chan '75, Rodney Chadnu '90, Paul Geoghan '72, YanJie Hou '96, Beth Knobel '80, Steve Min '90, Peter Serating '95 (phone), Julie Suh '95.

Dr. Marshall commenced the meeting at 7:07PM, 5 directors present. He welcomed all of the Directors and guests and asked Guests to introduce themselves before introducing the Principal.

Principal's Welcome

Principal Zhang welcomed the Directors, Trustees, and Members of the community and updated them as to the current goings-on at the school, mentioning that in the first two weeks of the academic year students had been busy rearranging their program schedules and switching classes.

Mr. Robert Ayzin '00 arrived at 7:12pm, 6 directors present.

Principal Zhang discussed two new changes in effect in New York City public schools: new teacher evaluations and the new teachers' union contract. She explained that 99% of Stuyvesant's teachers were rated effective according to the new evaluation measures. She noted that evaluations are based in part on student performance.

Principal Zhang expressed thanks to alumni for contributing donations to the school and encouraged donations that targeted a specific area of interest. She noted that it was inappropriate, however, for alumni to make donations that came with specific conditions for allocating money within a certain program, event, publication, or

similar. She noted that it was not acceptable for alumni to contact students in the school without the explicit permission and guidance of the administration.

Dr. Lawrence Marshall requested that at a future meeting the Principal speak to the issue of Stuyvesant's national ranking as communicated by the US News and World Report. The school has fallen in recent years.

Principal Zhang agreed, and spoke briefly about the issue, explaining that the ranking is based on the number of students taking the Advanced Placement exam, and their scores.

Mr. Serphin Maltese '51 arrived at 7:18pm, 7 directors present.

Principal Zhang explained that a score of at least 3 on the AP exams indicated 'college readiness,' and Stuyvesant students scoring above a 3 were not receiving recognition in the rankings for higher scores. She noted that Stuyvesant does not require students enrolled in AP courses to sit the AP exam. Brooklyn Tech does require AP students to take the exam. She stated that she is happy to discuss logistics further in the future.

Executive Director's Report

Ms. Lisa Tepperberg '88 updated the Board regarding the recent productivity of the committees. Committees have met at least once, and some have met twice, since the Board Meeting of July 9th, 2014. She noted that the email blast had been delayed as a result of problems with Digital Ocean, the Alumni Association's server provider, which we use for free complements of an alumnus who works for the company. She noted that our website is currently up and the office has write control over the content. She noted that by the next Board Meeting, scheduled for November 5th, 2014, there would be a private-site aspect to the website for all graduates of the school, with unique stuyalumni.org log-ins for each alumnus. This feature will integrate with Facebook, LinkedIn, Twitter, and Instagram.

Ms. Tepperberg noted also that there has been a strong showing in dues paying membership—the Alumni Association has surpassed its last spike in 2010, with 1,179 dues-paying members this fiscal year, including those grandfathered in to the fiscal year from May 15, 2014.

Ms. Tepperberg touched on the treasurer's report and noted that unrestricted revenue was at almost \$50,000, and that over \$28,000 had been raised thus far for the Endowment Fund.

Events Committee Report

As neither Shakil Ahmed '98 nor Eleonora Srugo '04 were present, Ms. Tepperberg gave a brief update on events.

Ms. Tepperberg noted that the office is currently coordinating an event with a Stuyvesant parent to host David Axelrod '72 in February 2015, to coincide with Mr. Axelrod's book launch. She noted that this event would be a good fundraising opportunity.

Ms. Tepperberg discussed two other events that are currently being coordinated: an Industry Networking Night, and a Speech and Debate Reunion event, both scheduled for November 2014. She also noted that the office is interested in coordinating with the Gotham Comedy Club, a local comedy club that has hosted fundraising events for New York City public schools in the past. She noted that volunteers are welcome and needed regarding this event.

Diversity Committee Report

Carole Brown-Kelly '81 gave the Diversity Committee report and noted that the Diversity Open House Event is scheduled for Monday, September 22, 2014. Over 730 people, both parents and prospective students, have RSVP'd for the event, which will include a tour, a presentation on the SHSAT, a Question and Answer session for parents and middle school students, and an alumna-delivered keynote.

Ms. Brown-Kelly noted further that there are currently 25 students enrolled in Kaplan test-prep courses.

Dr. Marshall suggested that the Diversity Committee consider coordinating scholarships in which donors funded expenses, such as books or Metrocards, for particular students. He noted that this would be a less hands-off approach than many scholarships.

Employment Committee Report

Mr. Robert Ayzin '00 updated the Board as to the author letters and contracts created for the Alumni Association staff. He noted that they were quite comprehensive and included details regarding length of employment, salary, termination, expense reimbursement, severability, dispute resolution, governing law, and many other aspects.

Mr. Soo Kim and Mr. Jukay Hsu arrived at 7:31pm, 9 directors present.

Mr. Ayzin noted that the Employment Committee had also created a detailed employee handbook.

Mr. Soo Kim as president took over as Chair of the meeting.

Dr. Marshall asked whether the Committee had sought a legal perspective on the documents, and whether the documents were final.

Mr. Ayzin replied that the Alumni Association's pro-bono legal representation, Fried Frank, had looked over the documents.

Dr. Marshall suggested that a member of the Alumni Association look over the documents as well.

Mr. Paul Geoghan '72 volunteered to look over the documents from a legal perspective, as he is an attorney.

Dr. Marshall thanked him.

Ms. Evelyn Krejci '76 asked that a copy of the documents be sent digitally to the Board.

Mr. Richard Braun '72 arrived at 7:34pm, 10 directors present.

Membership Committee Report

Ms. Krejci updated the Board as to the Membership Committee's plan to institute recurring membership dues as an option when making digital payments. The Alumni Association's credit card processing system now has the capability to automatically renew charges.

Dr. Marshall asked whether there had been any discussion of raising the dues, as he felt that they are quite low at \$50 per year.

Ms. Krejci responded that the Committee would discuss this suggestion, but noted that without benefits, high dues were difficult to justify. She noted that the dues had been raised in the last two or three years from \$40 per year to \$50 per year.

Mr. Serphin Maltese '51 noted that at this period of transition, a rise in dues would be difficult, but that the discussion should be revisited in the near future.

Ms. Krejci said that automatically recurring dues payments could be either yearly or monthly, and noted that a monthly payment option might be helpful for recent college graduates or alumni otherwise inhibited by a large yearly amount.

Ms. Tepperberg noted that unfortunately at this time this will not be possible as the Alumni Association's credit card processing system, Click&Pledge, does not process payments under \$10 per month, but that the office is currently petitioning them.

Ms. Krejci also noted that the Committee was investigating levels of membership and a corresponding scale of benefits.

Mr. Braun noted that there does exist a lifetime membership for \$1000.

Some discussion ensued regarding an appropriate amount to charge for a lifetime membership, and an appropriate time-table for recurring dues.

Mr. Kim stated that those details were a matter for Committee, and not general Board, discussion.

Dr. Marshall noted the need for a Communications Committee to oversee publications.

Ms. Tepperberg noted that there is an extant Communications Committee and currently the focus is the website, but that that particular Committee could use more help.

Mr. Kim noted that all Committee meetings will be posted on the website and go out to the Board by email.

Employment Committee Report, Continued

Mr. Kim reopened discussion of the Employment Committee's tasks and queried as to an update regarding the Development Director position.

Ms. Tepperberg noted that the job listing had been posted on the Alumni Association website since July 28, 2014. She noted that an alumnus, Kenneth Tan '10, was interested in the position but after some discussion with the office opined that he felt that he was too junior to take on the role of Development Director. Wei Lam '85 had also expressed some interest, but ultimately did not submit her resume for consideration.

Dr. Marshall asked whether someone outside of the Stuyvesant community might be considered, and noted that the office might share the listing more widely.

Some discussion ensued regarding different media where the listing might be posted.

Mr. Geoghan asked what sort of search had been conducted.

Mr. Kim stated that this was a matter for Committee discussion, and that the question of hiring an alumnus/na of Stuyvesant or someone from outside of the Stuyvesant community was an open one, but one appropriate for Committee-level discussion. He noted that the listing had been shared widely among alumni, in the Newsletter and the Email Blast, and to the public on the website and on Facebook. He noted the importance of selecting a Development Director soon, as the challenge grant from Friends of Stuyvesant has a finite timeline.

Mr. Philip Lehman '72 noted that the committee felt a wide enough net had been cast and only one qualified applicant, Mr. Neal Hurwitz '62, had applied.

Mr. Kim iterated that if it was the will of the Employment Committee to move forward with the sole applicant to the position, then a motion should be made. He noted that the purpose of the handbook was to facilitate close monitoring of employees.

Motion, by Mr. Ayzin, Committee recommends hiring Mr. Neal Hurwitz, Class of 1962, to the post of Development Director, at the rate of \$65,000 per year.

Second: Dr. Marshall

Mr. Geoghan expressed concern regarding Mr. Hurwitz's suitability.

Mr. Kim noted that those concerns had been discussed in Committee.

Mr. Kestler noted that Mr. Geoghan's reservations were not based in facts.

Mr. Braun suggested that the motion made by Mr. Ayzin be moved to an Executive Session of the Board. Mr. Kim responded that he thought it best to address the matter in an open session.

Ms. Vanessa Liu arrived at 7:52pm, 11 directors present.

Motion, by Mr. Maltese, to table the motion put forth by Mr. Ayzin regarding hiring Mr. Hurwitz as Development Director, and to move the motion to the next session, be it a general or special meeting.

Second: Mr. Braun.

11 in favor, 0 opposed.

Audit Committee Report

Mr. Braun noted that the organization's budget was still in draft.

Fundraising Committee Report

Mr. Hsu noted that both Tara Allmen and Raymond Fong pledged \$10,000 each to the Endowment Fund.

Mr. Kestler said there is another potential \$25,000 donation coming.

Mr. Kim noted that the organization was dialoguing with an alumnus's Executor of Estate regarding a \$100,000 contribution.

Governance Committee Report

Mr. Kim spoke to the importance of Director giving and noted that an organization's 990 forms listed the top ten donations made over the course of the fiscal year, and stated that Directors should be appearing in that listing. He noted further that no charity can apply for a grant without Directors giving at 100%, and spoke to the need to adopt formalized Director giving policies.

Mr. Kim said that it was the recommendation of the committee to instate a formal Give-Get policy for Directors. He noted that this policy would not bind Trustees and that the Trustees would need to make their own motion.

Motion, by Mr. Braun, that a formal Give-Get policy be established for Directors making them responsible each fiscal year for donations according to this schedule.

Time since graduation:	Donation:	Solicitation:
0-10 years	at least \$500	at least \$1,000
11-20 years	at least \$1,000	at least \$2,000
21 years and up	at least \$2,500	at least \$5,000

Policy will be retroactive to this fiscal year.

Second: Dr. Marshall.

Mr. Malakoff asked for clarification regarding donating and soliciting. He asked whether Directors must donate.

Ms. Krejci responded that Directors can either donate or solicit, or both.

Mr. Maltese suggested that potential Directors might be discouraged by such a policy. He noted that he thought the levels were inordinately high.

Mr. Kim responded that the Directors need not donate their own money, that the "get" aspect of the policy was in response to that sort of concern.

Mr. Maltese suggested that the third category of giving could be eliminated.

Mr. Kim noted that the structure of the policy had been discussed at length at Committee level and noted that in Committee, the decision to include the three tiers had been unanimous. He spoke to the responsibility of the Director position and noted that it is a leadership position within the organization and that Directors should lead from the front.

Mr. Lehman suggested that it sounded as though the Board approved of the policy on principal but that there was some discomfort regarding the particular numbers.

Mr. Hsu noted that the point of the Governance Committee was to hold the organization to the gold standard of non-profits. He noted that standard Give-Get policy numbers were actually much higher than the ones put forth by the Governance Committee. He noted that if he were unable to meet the Give-Get policy requirements he would contribute in another way, for example by volunteering his time in Committees.

Mr. Kim noted that in the best non-profits, Board contributions cover all administrative expenses. He noted that the SHSAA's administrative expenses amount to \$250,000 per year.

Motion, by Mr. Maltese suggested a friendly amendment, to amend the give-get policy to remove the third tier and change second tier to 11 years and up.

Ms. Liu noted that she had solicited \$5,000 in one night and that it had been a very easy and positive experience for her. She said that it was a good way to interact with alumni and speak about what the school means to you and to them.

Mr. Egers asked for clarification as to whether the money she'd solicited had been pledged, or whether it had actually come in.

Ms. Liu responded that she'd collected the money directly via credit card transactions.

Mr. Kim noted that the "get" aspect of the policy did not extend to pledges but to revenues actually donated.

Mr. Ayzin commented that he'd also had a very positive experience fundraising during the phonathon.

Mr. Maltese expressed that he felt passing a Give-Get policy would create a patrician, closed Board.

Motion, called to vote by Mr. Kim, to instate the Give-Get policy as posed with Mr. Maltese's amendment.

7 in favor, 4 opposed

Mr. Kim moved on to discuss the attendance policy, which is as follows:

Each fiscal year, beginning this year, each Director and Trustee must attend each regularly scheduled meeting of his/her respective Board. Each person may have up to one unexcused absence per year. Such qualifying absence might be determined by the Board's chair. Committees should consider a similar policy. Attendance should be a factor considered by the Nominations Committee. The proposal should be brought before the full Board. Directors must serve on at least two committees.

Mr. Kim noted that excused absences, for example illnesses or family emergencies, were completely acceptable. He also noted that calling in to meetings was a perfectly acceptable way to attend.

Motion, by Mr. Braun, that each fiscal year Directors and Trustees must attend each of the meetings of their respective Boards. Each person shall be allowed one unexcused absence per year. Qualifying absences will be determined by the Board's chair. This policy shall be instated on a go-forth basis.

Second: Mr. Maltese.

10 in favor, 0 opposed, 1 abstaining

Mr. Kim discussed a policy for Director term limits, which is as follows:

Beginning with this fiscal year, Directors will serve a maximum of two terms of three years each in length. For those who still have interest in serving on the Board of Directors, following a three year hiatus, former Directors can seek re-nomination. Mr. Maltese expressed his surprise at the policy and suggested that it promoted an exclusivity with which he disagreed.

Dr. Marshall responded that if terms were not limited, the Board would never move forward. He expressed the need for term limits just like every other office.

Mr. Egers said that term limits were a good idea, but current Board members should be grandfathered in such that no one would be removed from the post without warning.

Mr. Kim iterated that the current terms for all Directors currently serving would count as the first term of this policy, and so each Board member would have at least three more years, and at most six. He stated that this motion is current and going forward, not retroactive to a member's previous service.

Mr. Malakoff and Mr. Maltese asked whether this policy was a by-law change.

Ms. Krejci answered that it was not.

Mr. Kim noted that the by-laws did not call for an attendance policy either, but that best practices do.

Motion, by Mr. Braun, to instate a term limit policy under which a maximum of two consecutive terms of three years each in length may be served. For those who still have interest in serving on the Board of Directors, following a three year hiatus, former Directors can seek re-nomination. Under this policy, all current Directors are serving their first term.

Second: Dr. Marshall.

9 in favor, 2 opposed.

Mr. Braun suggested that in the future, this could be a by-law change, in order to make it harder to reverse. He noted that it was important that the constituency know that terms are limited.

Mr. Braun discussed the by-laws and noted that outside council, Fried Frank, had reviewed ours and found us in compliance with the law, and that they had made three recommendations. They are as follows:

1. That the organization institutes a social media policy.
2. That the organization institutes a conflict of interest policy.
3. That the organization institutes a whistleblower policy.

Motion, by Dr. Marshall, to amend Article 14 of the by-laws with the attached policies.

Second: Mr. Braun

11 in favor, 0 opposed.

Mr. Kim discussed the employee handbooks, which were reviewed by Fried Frank as well, and which include comprehensive policies pertaining to employment.

Motion, by Dr. Marshall, to adopt the employee handbooks.

Second: Mr. Ayzin

9 in favor, 0 opposed, 2 abstaining

Mr. Kim discussed the Emeritus Director title, and noted that it was a way to recognize those who had helped build the organization. He expressed that directors retiring in good standing would be elected to the title by a unanimous Board vote.

Ms. Tepperberg noted that the letterhead was perhaps not the best way to honor directors given space constraints, but that Emeritus Directors would be listed on the website.

Mr. Kim asked for a motion regarding terms for Emeritus Directors of ten years in length or of a lifetime in length. No motion was brought.

Mr. Kim noted that the details of the nominations process should be published on the website, as per the intent of the Executive Board. He noted that all candidates must evidence that they can meet the following standards required of Directors, upon renewal:

The Committee seeks candidates with a diversity of complementary skills, experiences, and backgrounds.

Nominees must demonstrate excellence in character and leadership, including previous Board and/or non-profit experience.

Candidates must comply with disclosure requirements and undergo stringent review, which may include a background check.

Board members must demonstrate dedication and commitment to promoting the advancement of the organization.

In an election year, if the Committee has more qualified approved candidates than positions, the Committee will propose a slate for proxy solicitation that includes all recommended approved candidates for consideration by the membership.

Ms. Krejci suggested posting a timeline in addition to the criteria; Mr. Kim agreed.

Dr. Marshall left the meeting at 9:01pm, 10 directors present.

Audit Committee Report, Continued

Lisa Tepperberg noted that she would forward the budget to the full Board and propose a time and a date to meet regarding the budget.

Mr. Hsu discussed authorizing the Executive Director to open an account for the Endowment Fund.

Mr. Kim asked for a motion to create a new account for the Endowment Fund.

Mr. Braun noted that a motion shouldn't be passed before reviewing the terms of the account.

Mr. Kim suggested going forward with the same account terms as the existing chase account, the authorized signers of which are Mr. Hsu, Mr. Kim, Ms. Krejci, and Ms. Tepperberg on the checking account only.

Motion, by Mr. Hsu, that the Executive Director will be authorized to open an account for the Endowment Fund with the same signatories and limits as the existing Chase account.

Second: Mr. Ayzin.

8 in favor, 2 opposed.

New Business

Mr. Malakoff stated that he and Dan Egers had met with Jeff Golland. At that meeting Mr. Golland presented them with several proposals from a group of concerned alumni. Mr. Malakoff proceeded to present these proposals to the Board. It should

be noted that Mr. Malakoff indicated that Bob Sherwood also, but separately, met with Mr. Golland.

First proposal is to inform the membership about the details of the organizations coming together, including posting a term sheet and a merger document.

Mr. Braun responded that there was no term sheet nor merger document, as the action was not a merger in the legal sense but in the metaphorical.

Mr. Kim noted that all the information had been noted in the press release, co-authored by Dr. Knobel and Ms. Tepperberg.

Ms. Liu left the meeting at 9:26pm, 9 directors present.

Mr. Egers asked whether the press release be published on the website, Mr. Kim noted that it already had been, since the day of its release.

Mr. Geoghan suggested putting all relevant documentation on the website, Mr. Kim advised the Communications Committee to put term document of Campaign on website. Mr. Malakoff stated the second proposal is that members at large be allowed to nominate Board members.

Mr. Kim responded that that was already the case. He noted that the organization had never received one.

Mr. Egers suggested the Governance committee put forth a way for members to nominate a candidate.

Mr. Kim noted that the Governance Committee had already discussed ways to publish the process.

Mr. Malakoff stated a third proposal was that members at large be able to initiate changes to the by-laws.

Mr. Kim noted that all by-law changes need to go through the Board.

Mr. Malakoff asked if those changes could come from Committees. Ms. Tepperberg responded that that's how all changes were already instituted.

Mr. Kim remanded these proposals be submitted to the Governance committee for review and action.

Dr. Knobel presented a petition brought and signed by 300 dissenting alumni.

Mr. Kim noted that the petition had been posted repeatedly, in violation of the organization's social media policy. He asked whether all the signers were alumni. Dr. Knobel responded that the organizers of the petition had struck a few signers who were not alumni. Mr. Kim noted that they had not confirmed whether other signers were graduates of Stuyvesant.

Ms. Knobel gave the petition to Ms. Krejci.

Motion, by Mr. Ayzin, to end the meeting.

Second: Mr. Malakoff

9 in favor, 0 opposed.

Meeting adjourned at 9:35 pm

Sincerely,

Susannah Maltz and Evelyn Krejci '76
Membership Coordinator and Recording Secretary