

Goodwin College Educational Services, Inc.

Special Meeting
4 p.m., Nov. 11, 2015
Goodwin College Boardroom

Meeting Minutes

Members Present: Maria Ellis Se-Min Sohn, A. Raymond Madorin, Kevin Armata, Mark Scheinberg, Anthony DiFatta, Donna Galluzzo, Martin D'Eramo, Merilee DeJohn, Julio Maturana, Jackie Jacoby, Ethan Foxman, John Walters, Sherrie Bernier, Frank Amodio, Al Veniscofsky.

Members Absent: Karen Chadderton, Michele Bush, Edward Casares, Megan Mehr.

Legal Counsel Present – Melinda Agsten

Staff Present – Todd Andrews, Lynn Guerriero, Alan Kramer

Call to Order: The meeting was called to order by Maria Ellis at 4:01 p.m.

Reading of the Mission Statement: Jackie Jacoby read the Goodwin College Educational Service, Inc. Mission Statement.

Agenda Items:

- I. **Opportunity for Public to Comment on Agenda Items** : None.

- II. **Resolution GCES 15-01 – Adopt Resolutions on initial organizational matters of Corporation as described in Notice of Special Meeting**

Motion by Jackie Jacoby, second by Se-Min Sohn to accept Resolution GCES 15-01. Resolution includes:

- (a) Approval of Bylaws
- (b) Election of the following Directors as officers:

NAME	OFFICE
Maria Ellis MD	Chair
Se-Min Sohn	Vice Chair
Mark Scheinberg	Secretary
A. Raymond Madroin	Treasurer

- (c) Designation of Mark Scheinberg as President and Chief Executive Officer of the Corporation.

- (d) Authorization to file application for section 501 (c) (3) federal tax exemption with the Internal Revenue Service
- (e) Authorization to establish one or more accounts at United Bank and designation of authorized signatories
- (f) Adoption of a Conflict of Interest Policy
- (g) Ratification of prior actions of the incorporator, officers and Directors and actions of the officers in furtherance of the Resolutions
- (h) Authorization of officers to take further actions necessary or appropriate to accomplish the intent and purposes of the Resolutions

Motion was approved unanimously.

III. **Resolution GCES 15-02 – Adopt Resolutions taking action for the Corporation in its capacity as sole member of Goodwin College Magnet Schools, Inc. as described in Notice of Special Meeting.**

Motion by Jackie Jacoby, second by Se-Min Sohn, to accept Resolution GCES 15-02

- (a) Approval of GCMS Bylaws
- (b) Election of Merilee DeJohn, Jackie Jacoby, Megan Mehr and Nilda Perichi as Elected Directors of GCMS, each to serve a one year term
- (c) Acknowledge the status of the President, the Chief Financial Officer, and the Vice President for Economic and Strategic Development of Goodwin College, Inc. (respectively, Mark Scheinberg, Jerry Emlet, and Todd Andrews) as Ex-Officio Directors of GCMS with the right to vote.
- (d) Direct that a copy of the Resolutions be provided to GCMS.

Motion was approved unanimously.

IV. **Approve Schedule of Regular Board Meetings for 2016.**

Motion by Se-Min-Sohn, second by Julio Maturana, to accept the schedule for meeting for 2016.

The meeting dates for 2016 are:

- May 11, 2016 at 4 p.m.
- Sept. 7, 2016 at 4 p.m.

Motion was approved unanimously.

V. **Adjourn**

Motion by Jackie Jacoby, second by Frank Amodio, to adjourn at 4:31 p.m.

Motion was approved unanimously.