

**Independence Charter School  
Board of Trustees Meeting Minutes  
January 9, 2008 7:00 pm**

**Board Members Present:** Becky Baehr, Eric Cramer, Joana Davis-Diaz, Sean Hennessy, Rosina Miller, Lisa Nelson-Haynes, Pam Prell

**Board Members Absent:** Anyabwile Banko'le, Ryan Boyer, Nicole Perkins Kilcullen

**Others Present:** Ramzy Andrawos, Director of Operations, Jerry Santilli, Santilli and Thomson; Megan Steelman, Administrative Assistant; Matthew Drexler, Development Associate; Robin Kohles, Owner's Rep; Martha Curren-Preis, Mike Farrell, Tracey Hill, Amy Leigh, Kelly Nelms & Andrea Yanez, teachers.

**I. Call to Order**

**President Becky Baehr** called the meeting to order at 7:21pm.

**II. Approval of Minutes**

**Becky** asked if there were any changes to be made to the December Board minutes. There were no changes; the minutes were approved.

**III. CEO Report**

**Jurate** was unable to attend because of a funeral; **Becky** highlighted the notes in the "challenges" section regarding absences and latenesses, stating that the Policy Committee may need to recommend some new policies. She also asked Jerry and Megan for an update regarding the School Reform Commission's voting on new charter school rules. Jerry and Megan confirmed that the new policies have been adopted, but that the SRC has agreed to form a task force to study the policy, which will include a majority of charter school reps on it.

**IV. PTA Report**

**Cristina** was unable to attend and asked **Megan** to give the report. Megan reported that PTA member Conswelia McCourt has offered to assist the Community Relations Committee with this year's parent survey and that this year's Silent Auction will take place on Saturday, May 3<sup>rd</sup>.

**V. Teachers' Report**

**Amy** and **Andrea** reported that the majority of teachers who responded, felt there should not be an official gift-giving policy. They also circulated a copy of the "Hopes and Dreams" binder that was given to Mayor Michael Nutter. The Board thanked Tr. Mike Farrell for spearheading this project, which included contributions from all the classrooms. The teachers asked whether ICS has official school colors; Becky responded that we do not and that the school can work on deciding about choosing colors. Regular bi-monthly meetings have been set up between the teachers' reps and Jurate. It was also reported that there were good parent turnout for both report card conferences and the Middle School Science Fair; in addition, the official 4<sup>th</sup>-8<sup>th</sup> grade Geography Bee was held last night. The unofficial mini Bees for grades 1-3 are taking place this week

during the school day. The twice-a-monthly Mercado de Frutas, run by the 2<sup>nd</sup> grade village, have been going very well, as has the village concept throughout the K-4 classes. The Board was thanked for the Target gift cards that were given to staff at holiday time. ICS has welcomed back Trs. Rosemary and Sara, who both were on leave after having babies this summer. Finally, today was the training for the PSSA test prep program “Study Island,” which seems to have lots of interesting features.

## **VI. Committee Reports**

### **A. Finance**

**Rosina** asked Jerry to review the November financial statements. Jerry explained that there’s a new look to the balance sheet due to adding more information about the new building project. He added that the complete fundraising total has not been added and that the only major variable is the part-time Middle School Art Teacher salary, to which the PTA is contributing half. He noted that a cash flow statement has also been added and that there were three pays in November. Rosina moved the November Disbursements resolution; Sean seconded. The motion passed unanimously.

### **B. Curriculum Committee**

**Pam** reported that Kristen Long has found a website that will help us analyze test data in more ways; so far, the biggest improvement was made by this year’s seventh grade students. This may indicate that the current sixth grade model is working well. By the February meeting, the Committee hopes to have some suggestions for the Board to discuss regarding the Middle School model, so that a vote can take place at the March meeting.

### **C. Discipline Matter**

**Becky** reported that she, Lisa and Sean took part in an expulsion hearing before tonight’s Board meeting and that the result was to recommend expulsion for a student. Sean moved a motion to expel this student; Lisa seconded. Eric asked what the grounds for expulsion were; Becky stated there were multiple code of conduct violations over the years, in spite of numerous attempts to assist this student. Sean stated that there is a concern for the other students to learn and be safe. Eric asked whether the family brought counsel to the hearing; Becky said they had been notified of their right to have counsel, but decided to represent themselves. Eric asked whether the family had been told they could transfer the student instead of going through with expulsion. Becky said that had been mentioned to them during the disciplinary process. The motion passed unanimously.

### **D. Community Relations**

**Anyabwile** was unable to attend the meeting and no report was distributed. Joana asked to give a brief committee update; Becky agreed. **Joana** reported that members of the committee just had a meeting with representatives from Tenth Presbyterian Church, whose church in the neighborhood of the new building. Lisa recommended that we also reach

out the Marian Anderson Recreation Center; Joana stated that she believes Kristin Nocco is working on that connection.

#### **E. Policy**

**Nicole** was unable to attend; **Becky** introduced the resolution. **Rosina** moved the resolution; **Eric** seconded. **Eric** asked for clarification as to whether we were basically voting to accept all the changes as noted on the marked up bylaws excerpt; **Becky** confirmed that is correct. **Sean** moved to amend the resolution by keeping the word “shall,” instead of changing it to “may” and taking out the phrase “If such responsibility is assigned to such committee.” **Eric** seconded. The amended motion passed unanimously with seven of the ten Board members present.

#### **F. Human Resources**

**Sean** moved the Hiring resolution; **Rosina** seconded. The motion passed unanimously. **Sean** moved the resolution regarding the Chief Executive Officer’s contract; **Lisa** seconded. The motion passed unanimously. **Becky** reported that Teacher **Andrea Yanez** has received her green card, noting that this was the first time ICS has sponsored a teacher in this process. **Becky** clarified that the ICS Human Resources Committee has not yet adopted an official policy about this, nor is the committee considering recommending a policy at this time.

#### **G. Development**

**Lisa** reported that **Dawn Ang** has resigned from the Development Committee, but that **Dawn** will continue to work with **Jurate** and **Matt** on some Development initiatives. In the meantime, the committee will be looking for someone to chair the committee; **Lisa** noted that there is no one currently on the committee who is able to devote the amount of time that this committee chair requires, so that the Board will need to look within the ICS community for another person. In the meantime, the committee will be working on a small scale spring fundraising event that will target an external audience. **Matt** circulated a report of funds raised from the calendar event and the annual appeal; he stated that follow up calls will be made to people who contributed during the prior year, but who have not yet contributed to the 2007 appeal. He also stated that the spring fundraiser would be a wine tasting; **Lisa** added that the committee hopes to hold it in a home or some other venue that would not add to the cost of the event. **Eric** volunteered his office as a possible site.

#### **H. Executive**

**Becky** stated that since **Dawn** has stepped down from the Development Committee, **Becky** will withdraw her name from nomination to the Board. **Becky** also stated that the full Board needs to be continually recruiting for possible new Board members. **Lisa** again noted that the Development Committee Chair is an intense position. **Sean** asked whether we may need to re-design the position if it’s an impossible one to fill. **Lisa** said she doesn’t think that’s necessary and that with the framework that’s currently in place, it will become more manageable. **Sean** asked whether the committee is considering asking the Board to budget for a Development

Director. Rosina added that if it is, the committee needs to be sure to discuss that with Jurate. Pam asked whether it might make sense to get assistance with grant writing. Matt said he didn't think that was necessary due to the framework that Fairmount Ventures has given us to follow. Joana added that with the new staff model, Jurate will have more time to devote to development next year.

**VII. Public Comment Period**

No one signed up to speak.

**VIII. Old Business**

**A. Construction Update**

**Robin** circulated a sheet showing various options for the new site's boiler system. She explained that the two boilers currently in place work, but are very inefficient. An option that she, along with Jurate and Jerry's agreement, is proposing is to purchase and install two new energy-efficient boilers, whose cost will be covered by fuel savings over a relatively short period of time. The purchase would require Board approval due to the amount. Robin also noted that on the Construction Budget sheet, the first item on the "Potential CO or contingency draw" list which is "Add gwb lamination" is for drywall and should say \$27,000 instead of \$44,000. Robin said construction is going well. The concrete has been poured for the addition and the food service and playground committees are both making progress. She stated that through Ryan's contacts, the unions may be subsidizing the demolition needed in the play yard. She also explained that food service can be a money maker in that if enough students use the program, the no-interest equipment loans can be paid off very quickly.

Pam moved a resolution to approve the \$73,500 expenditure to purchase two new boilers for the new building, Lisa seconded. The motion passed unanimously. Robin also noted that new features of the ICS newsletter and website are construction updates. Sean asked how the timeline is going; Robin said we've lost about a month. The end date is now September 1<sup>st</sup> and that Jurate agrees we can probably start school in mid to late September. Robin added that if the construction is not completed early, they can spend that \$100,000 bonus on overtime pay to ensure that construction ends on time. It was agreed that will depend on what encompasses "substantial completion."

**B. Parent Survey**

**Becky** stated that she and Jurate will decide on how to publicize the parent survey results on the website.

**IX. New Business**

There was no new business

**X. Adjournment**

**Eric** moved for adjournment; Rosina seconded. The meeting was adjourned at 8:40 p.m.

Handouts circulated at this meeting:

Agenda

Minutes from the December 2007 meeting

CEO report

Finance Committee minutes

November Financials

Construction Financial Summary

Curriculum Committee minutes

Calendar Event & Annual Appeal Financial Report

Proposed bylaws changes

**Independence Charter School**

**January 9, 2008**

**Resolutions**

**ADOPTED**

**November Disbursements**

Be it resolved that the Independence Charter School Board of Trustees hereby approves disbursements from November 2007 in the amount of \$938,121.80 as presented to the Board.

**Expulsion**

Be it resolved that the Independence Charter School Board of Trustees hereby approves the expulsion of a student effective immediately.

**Bylaws Changes**

Be it hereby resolved that the ICS BOT adopt the attached by-laws as amended to 1) reflect the policy committee structure adopted on 9/12/07, 2) delete sections 4.5.1.2 and 4.5.2.1 due to their being unnecessary, and 3) to clarify nominations procedure.

**As Adopted By BOT on February 21, 2001**

**REVISED AND ADOPTED**

**May 8, 2002**

**September 10, 2003**

**January 14, 2004**

**May 12, 2004**

**September 14, 2005**

**January 10, 2007**

**January 9, 2008**

**BYLAWS OF INDEPENDENCE CHARTER SCHOOL**

**ARTICLE I: NAME**

The name of the corporation is Independence Charter School ("ICS" or the "School").

**ARTICLE II: PURPOSES AND OPERATION**

Section 2.1. Purposes. ICS is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, and ICS does not contemplate

pecuniary gain or profit, incidental or otherwise. The nature of the activities to be conducted, and the purposes to be promoted or carried out by ICS, shall be exclusively those within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") or the corresponding provisions of any subsequent tax laws of the United States. Without limiting the generality of the foregoing, the purposes of ICS shall be:

a. To operate as a public elementary charter school under the provisions of the Pennsylvania Charter School Law, Act 22, 24 P.S. §17-1717-A, *et seq.* ("Act 22").

b. To accept cash, services and in-kind contributions (collectively, "Contributions") from individuals, corporations, partnerships, banking associations, private foundations, organizations exempt from federal taxation under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax laws of the United States, and other entities;

c. To use the proceeds of such Contributions in order to help satisfy the capital and program requirements of ICS;

d. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

e. No part of the net earnings of ICS shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that ICS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraphs and in the Articles of Incorporation of ICS (the "Articles"). Except as may be permitted under the provisions of Section 501(h) of the Code, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of ICS shall be the carrying on of propaganda or otherwise attempting to influence legislation, and ICS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

f. Notwithstanding any other provision of these bylaws or the Articles, ICS shall not perform any other activities not permitted to be performed (a) by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Code (or the corresponding provision of any subsequent tax laws of the United States) or (b) by a corporation, contributions to which are deductible under Section 170(a) and Section 170(c)(2) of the Code (or the corresponding provision of any subsequent tax laws of the United States).

g. Upon any dissolution or termination of the existence of ICS, all of its property and assets shall, after payment or making provision for payment of the lawful debts of ICS and the expenses of its dissolution or termination, be delivered, conveyed and paid over to the School District of Philadelphia, or if the School District of Philadelphia does not exist or is not a qualified organization at the time of such deliverance, conveyance and payment, to such one or more qualified organizations as may be ordered by the court having jurisdiction over the dissolution and liquidation of ICS, pursuant to the appropriate subchapter of chapter 59 of Title 15 of the Pennsylvania Consolidated Statutes Annotated. Any provision of law to the contrary notwithstanding, ICS shall not be merged or consolidated with any corporation other than a qualified organization. As used in this subsection (g), the term "qualified organization" shall mean an organization exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3), and described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, or corresponding provisions of any subsequent tax laws of the United States),

and which has been in existence and so described for a continuous period of at least sixty (60) calendar months.

Section 2.2. Operation. ICS shall operate on a non-stock and non-membership basis and shall not distribute any part of its income or profits to its directors or officers.

Section 2.3. Limitation of Corporate Activities. The activities of ICS shall at all times be so conducted and limited as to enable ICS to meet the requirements for:

- a. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax laws of the United States;
- b. a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent tax laws of the United States.

Section 2.4. Offices.

- a. The registered office of ICS shall be 105 South Seventh Street, Philadelphia, PA 19106.
- b. ICS may also have an office or offices at such other place or places either within or without the Commonwealth of Pennsylvania as its Board of Trustees may from time to time determine or the business of ICS requires.

### **ARTICLE III: FOUNDERS**

Section 3.1. Definition. For all lawful purposes related to ICS, the term "Founder" shall mean (a) each of the individuals listed below and (b) any individual specially designated as a Founder pursuant to Section 3.2 hereof:

Rebecca H. Baehr	Jay M. Borowsky
Michelle Campbell	Julia L. Colton
Luciano Conte	Eric L. Cramer
AnnMarie Draycott	Lori-Nan Engler Buzan
Keith Ellison	Bruce Fenton
Roxanne D. Galeota	Barbara Gelman
Michele Golembeski	James Govert
Elizabeth Jacquot	Howard Lander
Marc Levinson	Sachiko Tohda Levinson
Jennifer Lewandowski	Rosina S. Miller
Cosmo Pagano	Pamela M. Prell
Luis Felipe Restrepo	Laura Sadtler
Steve Schatz	Marquita Toland-Holmes
Herbert S. Wolfson	Susan Gobre <del>ski</del>
	Stephanie Kindt

Section 3.2 Designation of Founders. The Board (as defined in Section 4.1) may from time to time adopt a resolution designating one or more individuals as a Founder. The adoption of any such resolution shall require the affirmative vote of at least two-thirds (2/3) of all Members (as defined in Section 4.1). The Board may (but is not required to) from time to time specify (in a resolution adopted by a simple majority) the criteria and procedures governing the designation of Founders.

### **ARTICLE IV: BOARD OF TRUSTEES**

Section 4.1. General Powers. The business and affairs of ICS shall be managed by a Board of Trustees (the “Board”) comprising fifteen voting members (each, a “Member” or “Trustee”) selected in accordance with Section 4.5 below, except as otherwise provided by applicable law or these bylaws. The Board will govern all operations of ICS, but may delegate day-to-day management to a Chief Executive Officer (“CEO”). The Board, in consultation with the CEO, shall establish a reporting relationship between the Board and ICS's staff. The Board shall establish policies and procedures for operating ICS in accordance with its approved public school charter and shall monitor ICS compliance with such policies and procedures, and shall establish budgets and operating procedures aimed at preserving the continued financial viability of ICS.

Section 4.2. Specific Responsibilities. The Board will develop policies for ICS regarding (a) strategic issues, including the Founders’ vision and the School’s overall mission and (b) operational issues such as the school calendar, curriculum matters, discipline and a code of conduct for students, faculty and staff and other matters. The Board shall develop, in consultation with the CEO, a School Action Plan, including the following items, among others: staff position descriptions; education standards and benchmarks. The Board shall ICS’s progress toward stated goals. The Board will have fiduciary responsibility for ICS and shall use all reasonable endeavors to cause ICS to comply with all legal, regulatory, reporting, safety and other requirements. The Board will carry out or oversee fund development activities. The Board will plan ICS’s institutional development/expansion and linkages to other educational, cultural, community and family support institutions.

Section 4.3 Matters Requiring Board Action. No ICS employee, officer, agent, representative or other person affiliated with ICS may undertake any of the actions enumerated in this Section without the prior consent of the Board pursuant to a duly adopted resolution:

- (a) textbook adoption;
- (b) appointing or dismissing any employee of ICS;
- (c) adopting an annual budget for ICS;
- (e) adopting a purchasing policy;
- (f) purchasing or selling land;
- (g) leasing new buildings or changing locations for ICS;
- (h) incurring or increasing any indebtedness;
- (i) adopting new courses of study;
- (j) designating or changing depositories for school funds;
- (k) entering into a contract that obligates ICS to perform an act or acts, obligates ICS to refrain from acting or obligates ICS to pay for goods and/or services, except as set forth in the ICS Purchasing Policy, as adopted and amended by the Board;
- (l) fixing salaries or compensation of administrators, teachers, or other school employees;
- (m) entering into contracts with and making appropriations to an intermediate unit, school district or Area Vocational/Technical School for ICS’s proportionate share of the cost of services provided or to be provided by the foregoing entities; or
- (m) other matters designated by the Board from time to time.

Section 4.4. Meetings. The Board shall hold regular monthly meetings (each, an "Ordinary Meeting") on the second Wednesday of each month or at such other time as determined by the Board and at least one meeting annually ("Annual Meeting") in June and special meetings (each, a "Special Meeting") when called pursuant to Section 4.10.

Section 4.5. Selection of Members. The Board of Trustees will consist of no fewer than nine (9) and no greater than eleven (11) members, selected as follows:

4.5.1 Founders Seats. In order to maintain the continuity of the Founders' vision for ICS, no less than five (5) and up to seven (7) seats on the Board (each, a "Founders Seat") shall be reserved for persons who (a) are Founders or (b) are not themselves Founders but who are nominated for such seat by no fewer than five (5) Founders.

4.5.1.1. Founders Seats shall be staggered such that the terms of no more than two seats expire each year. Terms of Founders Seats shall be three (3) years. Terms are deemed to expire at the close of the Annual Meeting of the year of expiration.

4.5.1.2 Any person holding a Founders Seat may be re-elected for one or more additional three-year terms.

4.5.2. Community Seats. Two seats on the Board (each, a "Community Seat") shall be reserved for persons active in the community through cultural organizations, businesses, educational institutions, and/or non-profit organizations or otherwise. Terms of Community Seats shall be two (2) years. Terms are deemed to expire at the close of the Annual Meeting of the year of expiration.

4.5.3. Nominations. The Board shall assign to a committee the responsibility to nominate individuals for Community Seats and for Founders Seats consistent with 4.5.1 of these by-laws.. The committee shall make a good faith effort to present its nominations to the Board of Trustees within thirty (30) days (a) prior to the Annual Meeting at which any Member's term expires or (b) after any vacancy occurs. The Board shall vote on any such nominations, and a nominee shall be deemed elected if (s)he receives the affirmative vote of two-thirds (2/3) of the then-current Members of the Board. Any Member elected to fill a vacancy shall serve the unexpired portion of the vacating Member's term.

### **Hiring**

Be it resolved that the following individuals be offered full time positions as listed for remainder of the 2007-2008 school year under the terms and conditions specified by the CEO:

Dana Newsome- 3<sup>rd</sup> Grade Immersion Teacher

Kim Passidomo- 5<sup>th</sup> Grade Teaching Assistant/Part-Time Long-term Substitute Teacher

### **Chief Executive Officer Employment Contract**

Be it resolved that the ICS Board of Trustees hereby authorizes its officers to enter into an employment contract with Ms. Jurate Krokys to serve as ICS's Chief Executive Officer for a two-year term beginning July 1, 2008.

**Purchase of Boilers**

Be it resolved that the ICS Board of Trustees hereby authorizes the purchase of two new energy efficient boilers for the new school site for a cost not to exceed \$73,500.

**Resolutions  
DEFEATED**

None

**Resolutions  
TABLED**

None