

**Independence Charter School
Board of Trustees Meeting Minutes
August 13, 2008 7:00 pm**

Board Members Present: Anyabwile Banko'le, Becky Baehr, Rosina Miller, Kristin Nocco, Pam Prell, Pedro Rodriguez

Board Members Absent: Eric Cramer, Nicole Perkins Kilcullen

Others Present: Fran Melmed, Stephanie Kindt & Conswelia McCourt parents; Jurate Krokys, CEO; Ramzy Andrawos, Director of Operations; Stephanie Bungard, Principal; Megan Steelman, Administrative Assistant; Leonora Cravotta, Development Director; Matthew Drexler, Development Associate; Michael Farrell, Amy Leigh, & Andrea Yanez, teachers; Dave Peterson, IT Coordinator; Jerry Santilli, Santilli & Thomson.

I. Call to Order

Co-President Pam Prell called the meeting to order at 7:07pm.

II. Approval of Minutes

Pam asked if there were any changes to be made to the June Board minutes (there was no meeting held in July). The minutes were approved without changes.

III. CEO Report

Jurate reported that the new building renovations are coming along nicely and that she is awaiting feedback from the elevator inspection which was to take place today. That is the first step in the process of getting our certificate of occupancy. The first phase of the move will occur this weekend; the remainder of the move will take place over the last weekend in August. Jurate also reported that several ICS administrators attended workshops, such as Responsive Classroom, over the summer in preparation for the new school year. Jurate attended a charter school symposium at Harvard, as well as the Asia Society conference; both were thoroughly worthwhile. Jurate stated that Pr. Stephanie has been transitioning nicely into the position and that she and Curriculum Specialist Kristen Long work very well together; likewise, Jurate stated she feels her transition to CEO only has been going well. Jurate welcomed ICS Development Director candidate Leonora Cravotta. Jurate noted that ICS was just notified of receipt of the KABOOM playground grant and that means planning work began immediately. She stated that the ICS financial obligation is \$7,500 which is being paid by the PTA. KABOOM includes student and adult planning meetings, which will take place next Wednesday (8/20); the playground will be built in one day. KABOOM has chosen Thursday, October 23rd as the build date; therefore, the school calendar needs to be revised to include that, since the build day involves at least 200 volunteers working in the school yard on that date (rain or shine). Rosina asked what the grant actually provides. Jurate explained that KABOOM identifies sponsors for these types of projects. The ICS benefactors are SAP, which is a software company, and IBM. SAP and IBM will provide 150 volunteers; ICS will be responsible to provide 50. The grant goes towards either a woodchip or rubber covering for the play yard and all the equipment. KABOOM uses one specific vendor for the equipment. ICS students and families will help plan the whole thing. ICS will be responsible to post small "thank you to SAP and

IBM” signs in the play yard area. Before the build date in October, the play yard needs to be cleared; parent Maren Gaughan has been working with the unions to ensure that is completed in time. Kristin raised a concern that the PTA may not have enough funds to pay the full \$7,500. She stated that last year’s Corbi fundraiser was designated for the play yard but that raised only \$5,000. Kristin asked whether the money raised from selling the personalized bricks might be used to cover ICS’s portion (\$7,500), since the PTA funds so many other initiatives, such as the picnic tonight for the families of in-coming kindergartners. Pam said that would need to be a Board decision.

IV. PTA Report

There was no PTA report. However, **Pam** explained that in order to run the Board meetings more efficiently, that like the Board committees, the PTA has been asked to circulate a written report before each Board meeting. She added that she would also like the teachers’ reps to follow that process also.

V. Teachers’ Report

Pam requested that the teacher reps sit at the Board table, since they are official Board seats, although not voting seats. Anyabwile recommended that since there is only officially one Teacher Rep seat on the Board that probably one of the co-reps should sit at the Board table and the other should sit in the audience and that they could alternate. **Amy and Andrea** agreed to start that at the next meeting and to provide a written report in advance of future meetings. They thanked the Board for the opportunity to participate in the Policy Committee to give input about employee benefits for which updated policies are being proposed.

VI. Construction Update

Robin was on vacation and circulated a written report before the meeting. Ramzy noted that things are running smoothly and on schedule. Jurate publicly thanked Tr. Michael Farrell for leading the successful effort with the mural arts agency. Michael stated that the mural should be completed in the Fall.

VII. Committee Reports

A. Finance

Rosina noted that the Finance report was circulated prior to the meeting. She moved the cleaning contract resolution; Becky seconded. Rosina stated that Ramzy and Jurate highly recommended this company who has worked for ICS in the past and did good work. ICS had left them previously due to cost, but that this bid came in within ICS’s price range. The resolution passed unanimously. Rosina then moved the internet and phone service resolution; Anyabwile seconded. Rosina explained that Dave gave a very thorough report and that XO seemed to be the best option. The motion passed unanimously. Rosina moved the administrative software resolution; Becky seconded. Rosina stated that the installation and use of this software will make ICS record keeping more efficient and will make state reporting easier. Pam asked whether this will allow teachers to complete grading on-line. Dave said that will eventually be possible as the system is phased in. Anyabwile asked how long it will take to have all aspects up and running. Dave said the whole process is estimated to take about a year. He explained that to be in

compliance with our food vendor contract, we need to start with the cafeteria program. Dave further explained that at least for the first year, the software will be hosted by the vendor, since ICS's current computer system is not capable of handling things like remote access by parents. Becky asked whether we're certain that the \$10,000 from the food vendor will come in. Jerry stated it is certain, since it's part of the contract. Pam stated that the goals adopted by the Board included that parents have access to student grades on-line. Dave cautioned that it's important that the teachers feel comfortable with the program first; otherwise, parents could be accessing inaccurate information. Kristin asked whether parents will be able to add money to their student's meal cards on-line. Dave said he will check on what that will entail. The motion passed unanimously.

Rosina asked Ramzy if he's ready to recommend a copier company. He stated that a comparison chart is in the Board packet and that he is recommending that we go with Sharp with a 5-year lease. Rosina moved the following resolution: Be it resolved that Independence Charter School enter into a contract with Sharp for a 5-year lease note to exceed \$1,176 per month; Becky seconded. Jerry stated that he's uncomfortable with a 5-year lease, since it's not know if the copier will last that long, so he'd prefer a 3 or 4 year lease. Ramzy stated that would raise the monthly fee by at least \$500. Becky suggested that the Board authorize the Finance Committee to make this decision. Rosina withdrew the resolution and asked that we move on to the next resolution while Becky drafts wording for a new resolution.

Rosina moved the business software agreement resolution; Becky seconded. Rosina explained that Santilli and Thomson (Jerry's company) would like to purchase this software to make financial operations more efficient for the school, as well as for Santilli and Thomson. It is very expensive and although under this agreement ICS would not own the software, ICS would always have access to ICS data. Rosina stated further that the Finance Committee feels it makes sense to go with this plan. Anyabwile asked if this means the Board is getting into a long-term situation. Jerry responded that is not the case. He stated that as with the new ICS administrative software, for at least the first year this system will be hosted on-line. The first year costs are more expensive, but the subsequent annual cost will be \$6,900 per year which will include upgrades and hosting. He stated that the ICS Finance Committee has asked Santilli and Thomson to consider extending their contract with ICS. Rosina acknowledged that she had received a proposal from Santilli and Thomson, but there wasn't time to review it to bring it to tonight's meeting. Jerry added that this cost is being split among any of the schools with which his company works that wish to sign on and is based on at least eight of ten schools participating. If more sign on, the cost will go down, since it will be divided evenly among participating schools. Jerry added that he feels Dave was prudent to recommend on-line hosting of the administrative software for at least the first year and that Jerry is likewise recommending on-line hosting for the business software for at least the first year. Jurate stated that we'll be able to get information with the touch of a bottom, instead of people having to do a lot of manual searching. Jerry said eventually it will allow for things like on-line purchase order approval. The motion passed unanimously.

Becky moved a new copier resolution: Be it hereby resolved that the ICS Board of Trustees delegates to the Finance Committee the authority to enter into an agreement on behalf of ICS with a vendor to provide photocopier services for a term of not more than four (4) years at a rate not to exceed \$1,653 per month. Rosina seconded. The motion passed unanimously.

Rosina asked Jerry to review the May and June financial reports. Jerry reminded everyone that this is an unaudited end of the year report and that bills for last fiscal year are still coming in; accruals will run through the end of August. He stated that ICS continues to have a good cash flow and that the preliminary surplus estimate is over \$300,000. He reported that ICS paid less in rent than anticipated due to the building's operating costs not increasing; he also said that Jurate did a good job of sticking closely to the budget. Jerry stated that due to the current economic situation, ICS ended up paying more on the debt service for the bond than was anticipated. Rosina moved the May disbursement resolution; Anyabwile seconded. Jerry noted that these include some very large checks due to costs of construction and renovation at the new building and said that representatives from the Worlds of Opportunity Foundation Board and the ICS Board sign off on all construction payments. The motion passed unanimously. Rosina moved the June disbursement resolution; Becky seconded. The motion passed unanimously.

B. Development

Matt explained the development goal justification sheet that was circulated in the Board packet. Pam suggested that once we're able to accept recurring contributions via credit card, some Board members may find that an easy way to meet their annual give/get obligation. Fran reminded everyone that the whole contribution doesn't have to be from the Board member, but can be "gotten" through other means (i.e., in-kind services, securing other donations). Rosina asked when ICS will start again on trying to get an RCAP grant before all the funding has been designated. Matt agreed that we need to start that soon. Jurate publicly thanked Fran who stood firm to ensure that the new website was launched, as well as several other projects; Fran received a round of applause. Leonora stated that she is really looking forward to working with everyone at ICS.

Finance Committee- continued from earlier in the meeting

At this point, completed copies of the budget revision were circulated and the meeting returned to the Finance Committee.

Rosina moved the 2008-2009 budget adjustment resolution; Becky seconded. Jerry reviewed all the areas being revised: 1) the Development budget wasn't ready at the time the initial 2008-2009 budget was adopted, 2) the subsidy from the School District is higher than anticipated, 3) some additional staffing is needed, 4) changes in phone and internet costs, 5) the new business software, 6) needing to obtain tax exempt for the new building, and 7) changes in building operating costs. Rosina explained that the Finance Committee decided that a separate resolution regarding the tax service was not needed, since the contract will be under \$10,000. The motion passed unanimously.

C. Community Relations

Pam announced that Kristin has agreed to chair this committee. **Kristin** reported that the committee hasn't met over the summer, but that she had circulated an update on activities. Kristin noted that parent Tina Kluetmeier's idea of having a picnic with the families of in-coming kindergartners was a huge success; the picnic took place earlier this evening. Kristin reminded everyone that ICS will be part of the Center City Residents' Association's (CCRA) house tour in October. The Committee hopes to offer light refreshments and will need a small budget for that. The subcommittee that is planning a fall carnival has gotten off to a good start under the leadership of parent Laura Hutton; there are many new parents on that committee. The PTA will be inviting businesses in the vicinity of the new site to speak briefly at a PTA meeting to start working relationships with them and to encourage parents and staff to patronize the local businesses as we will surely be reaching out to them for donations in the future.

D. Human Resources

Becky moved the resolution regarding hiring Leonora Cravotta as ICS Development Director; Rosina seconded. The motion passed unanimously. Becky then moved the new teacher hire resolution; Rosina seconded. Pedro noted that he has realized that one of the new teachers, Michael Dox, is Pedro's nephew; therefore, he will abstain on the vote. Pam asked for a roll call vote; all, except Pedro, voted in favor; Pedro abstained. Becky stated that she is still working on finding a regular meeting date that works for all committee members and that she'll circulate the meeting date schedule soon.

E. Policy

Pam explained that Eric is the chair of this committee. Since Eric was not able to attend the meeting, **Becky** reported on behalf of the committee. Becky explained that the committee is working on an education excursion professional development plan; Tr. Amy has made a first draft and the committee will be working on this in the coming months. She clarified that the sick leave policy resolution has been revised slightly from those circulated with the agenda only in the "whereas" parts. Megan read the revised "whereas" clauses:

Whereas, ICS provides its employees with an employee sick leave policy, among other things, in accordance with Pennsylvania law requiring charter schools to offer benefits comparable to the School District in which they are located, and

Whereas, ICS budget constraints prevent unlimited benefits under its employee sick leave policy, and

Whereas, ICS values its employees and endeavors to compensate them at the maximum level possible within its budget, and

Whereas ICS has revised the current employee sick leave policy in response to employee concerns to provide for flexibility and the maximum amount of benefit within the budget and intends to develop additional benefits to enrich staff development,

Becky moved the sick leave motion; Rosina seconded. Jerry stated that he has concerns about not having a cap on the number of days banked due to budgetary reasons. Becky apologized for Jerry having not received the draft resolution until tonight. She suggested that since there wouldn't be an immediate budgetary impact that we proceed to pass this policy tonight, since we need to start the school year with a revised plan and that we revisit a possible cap at a later time. Anyabwile questioned whether waiting to make such a change would appear to staff to be a "take back" at a later time. Jurate stated that Stephanie Kindt did research on leave policies and we found that ICS's policy is quite generous compared to a lot of other charter schools. Jerry offered that lots of plans allow people to bank enough to cover any unpaid period of short-term disability. Kristin suggested putting in specific language to say a decision about a cap will be made within a certain amount of time. Jerry said he'd feel comfortable with forty (40) days as the cap. Kristin moved to amend the resolution to include a forty-day cap; Anyabwile seconded. Becky moved to not include the cap; there was no second. Jurate stated that teachers have had time to give input and that you can't always go back and forth during an open forum, because a decision needs to be made. Amy stated that she appreciates wanting to give the opportunity for input, but also sees the sense to coming up with a tentative number for a cap. Pam called for a vote on the amended resolution, including the wording: "which shall not exceed forty (40) days." She called for a roll call vote. Becky abstained; all others voted in favor. Becky noted that since there is nothing specific in the policy regarding days already banked, that will be up to CEO discretion.

Becky clarified information regarding the existing personal day policy, noting that 10-month staff accrues three personal days and 12-month staff accrues two. Also, teachers are paid a total of \$150 if they have two, accrued, unused personal days left at the end of June each year. The recommended changes to the policy changes would have all staff accrue three days and pay teachers \$75 for each accrued, unused personal day left at the end of June. Only teachers would be eligible, since the school has to pay a substitute if a teacher is out. Becky moved the motion; Anyabwile seconded. Becky amended the resolution to state that teaching staff will be the only employees eligible for a buy back; Rosina seconded the amendment. The motion passed unanimously.

Becky stated that the committee will be working on the educational excursion plan, as well as lottery policy.

F. Curriculum

Pam stated the committee met in July to update Pr. Stephanie on its activities. A report from the meeting is forthcoming. Kristin recommended that the summer book list be circulated earlier to give parents enough time to locate the books or to possibly offer the books through Scholastic Book Club.

G. Executive

Pam reported that the law firm of Cozen O'Connor has donated a huge amount of pro bono work to ICS over the years; they will continue to do that through September 2008. However, for work after that point, they

have notified ICS that a nominal fee will need to be charged. Therefore, Pam explained that ICS will have to put the work out for bid. Becky added that Cozen O'Connor, especially Terry Henry, have done so much for ICS over the years and that she hopes ICS will be able to balance keeping the legal fees down with still being able to work with this firm. Becky has agreed to assist with seeking bids. Rosina asked Jerry how his other clients handle legal services. Jerry said that none of his other schools received pro bono services; they usually pay about \$50,000 per year with additional fees for litigation. Jurate suggested that one area that might be parceled out would be the review of contracts. Pam said she would ask Eric to work with Becky on this ad hoc committee.

Jurate asked the Board to review the revised calendar recommendation. She explained that the two changes that are needed (changing the date of the October Professional Day and the Spring Report Card Day and Spring Professional Development Day) are needed to ICS receiving the KABOOM grant, which requires us to have October 23rd as the build date and late receipt of the PSSA dates. Rosina moved the motion; Pedro seconded. The motion passed unanimously.

Pam asked for clarification about needing a resolution for our move date; Megan explained that the PA Department of Education (PDE) has said ICS might need to provide proof of a resolution regarding the specific date of our move in order to change the school's address with PDE. Rosina moved the resolution; Anyabwile seconded. The motion passed unanimously.

VIII. Public Comment Period

No one requested to speak during the public comment period.

IX. Old Business

There was no old business.

X. New Business

Pam stated that she has re-circulated the Board committee structure information and asked all Board committee chairs to review it. Pedro recommended that the Board have a more formal way of nominating Board members. Pam stated that she recently circulated to the Board names of two possible candidates and reported that Dana Twyman, who came to the last Board meeting, has said she will not be available to run at this time. Pam noted that we have three (3) available seats. Pedro stated that we need to figure out where the needs are. Pam asked if Pedro would chair an ad hoc nominating committee; Pedro agreed and said he would work along with the Community Relations Committee. Becky and Pam said they are also interested in participating. Pam stated that she'd like to nominate at least one of the people whose names she circulated to the Board; she clarified that she is following up on a suggestion made at an earlier meeting to not name the people publicly until it is sure that nomination will occur. She urged Board members to respond if they have any concerns about the names she circulated. Rosina invited the new Board members to consider joining the Finance Committee, which meets at 8:30a.m. on Fridays before Board meetings. She stated she'd be willing to schedule the meetings at a different time if necessary. Pam stated that all committee schedules and membership lists are due by September's

Board meeting, as are the mission statements for any committees who haven't yet had one passed. Jurate stated that the Board will soon be receiving an invitation from Pr. Stephanie and Jurate regarding coming to the school when we move in on September 3rd. Rosina also officially welcomed Pr. Stephanie.

XI. Adjournment

Rosina moved to adjourn; Anyabwile seconded. The meeting was adjourned at 8:55p.m.

Handouts circulated at this meeting:

Agenda

Minutes from the June 2008 meeting (no meeting was held in July)

CEO report

Finance Committee minutes

May & June Financials

Budget Adjustment for 2008-2009

Development Committee Report

Development Committee Goal Justification Sheet

Construction Report

Development Committee Report & Revenue Report

Community Relations Committee Update

Human Resources Committee Minutes

Policy Committee Minutes

Letter from Cozen O'Connor

Board Committee Structure Sheet

**Independence Charter School
August 13, 2008
Resolutions**

ADOPTED

Cleaning Service Contract

Be it resolved that the Board of Trustees of Independence Charter School enter into a one-year contract with Metropolitan Cleaning Service for an amount not to exceed \$70,000 under the terms and conditions set by the contract and the CEO.

Internet and Phone Service Contract

Be it resolved that the Board of Trustees of Independence Charter School enter into a 3-year contract with XO Communications Services, Inc. for the purposes of receiving internet and phone service for a guaranteed yearly cost of \$ 18,570.00 under the terms and conditions set by the contract and the CEO.

Administrative Software Contract

Be it resolved that the Board of Trustees of Independence Charter School enter into a one-year contract with MMS for the purposes of receiving administrative software and website hosting for a price not to exceed \$55,000, under the terms and conditions set by the contract and the CEO. \$45,000 of this amount is allocated in the operating budget, and \$10,000 will be provided by the Foodservice Fund for the point of sale system.

Copier Contract

Be it hereby resolved that the ICS Board of Trustees delegates to the Finance Committee the authority to enter into an agreement on behalf of ICS with a vendor to provide photocopier services for a term of not more than four (4) years at a rate not to exceed \$1,653 per month.

Business Software Agreement with Santilli and Thomson

Be it resolved that the Board of Trustees of Independence Charter School approve the purchase of Blackbaud Financial Edge business software to share with Santilli & Thomson, at a first-year cost not to exceed \$24,100 and in subsequent years not to exceed \$6,900 under the terms and condition set forth by the contract and the CEO.

May Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approve disbursements from the month of May 2008 in the amount of \$2,567,183.82 as presented to the Board.

June Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approve disbursements from the month of June 2008 in the amount of \$156,451.37 as presented to the Board.

Budget Adjustments for FY 2008-2009

Be it resolved that the Independence Charter School Board of Trustees hereby approve budget adjustments for the FY 2008-09 as shown in the attached document.

Development Director

Be it resolved that Leonora Cravotta be offered a full time position as Development Director under the terms and conditions specified by the CEO and the ICS contract.

New Hires for 2008-2009

Be it resolved that the following individuals be offered full time positions as listed for the 2008-2009 school year under the terms and conditions specified by the CEO and the ICS contract:

Manuel Malia: Kindergarten Immersion
Dana Spadotto: 3rd Grade Enhanced
Lynne-Marie Sanders: Multi-Prep/Long-term sub
Christopher Gibbs: Japanese
A. Amoreena Olaya: Middle School Language Arts
Rachel Schaffron: Middle School Arts
Diana Rodriguez Dobson: Spanish FLES
Michael Dox: Spanish FLES
Julia Shields: Spanish FLES

Employee Sick Leave Policy

Whereas, ICS provides its employees with an employee sick leave policy, among other things, in accordance with Pennsylvania law requiring charter schools to offer benefits comparable to the School District in which they are located, and

Whereas, ICS budget constraints prevent unlimited benefits under its employee sick leave policy, and

Whereas, ICS values its employees and endeavors to compensate them at the maximum level possible within its budget, and

Whereas ICS has revised the current employee sick leave policy in response to employee concerns to provide for flexibility and the maximum amount of benefit within the budget and intends to develop additional benefits to enrich staff development,

Therefore, the Independence Charter School (ICS) Board of Trustees resolves to adopt the attached employee sick leave policy, which will become effective retroactive to July 1, 2008:

ICS employees who are eligible for sick leave benefits will earn a total of 10 days per school year. This amount will be pro-rated for staff working less than full-time. Five (5) sick days will be available for use beginning on the first day of each program year (July 1st for 12-month staff, September 1st for 10-month staff); five (5) sick days will be available for use on January 1st of each year. A note from a medical professional is required for use of a sick day before or after a holiday, professional development day, winter break or spring break, or when an employee is absent for more than three consecutive days. On June 30th of each year, any unused sick days shall become part of the employee's bank of unused sick days, which shall not exceed the forty (40) days. Sick leave accrued in this bank shall be available for short or long-term use by the employee in the event of illness, disability or qualified FMLA situations.

Personal Leave Policy

Whereas Independence Charter School (ICS) strives to have consistency in the classroom to optimize the learning environment for students, the ICS Board of Trustees resolves to adopt the attached personal day policy, which will become effective retroactive to July 1, 2008:

Employees earn three personal days per year as follows: one (1) day is earned at the beginning of each school year and two additional days are earned on December 1st.

Personal days may not be used immediately before or after holidays, winter or spring break or professional development days unless approved in advance by the CEO or her designee.

Personal leave does not accrue from year to year. Teaching staff with unused personal days at the end of the school year are eligible for one-time payment at the rate of \$75.00 per unused personal day. Personal leave not used or bought back at the end of each school year will be permanently forfeited by the employee.

Advance notice of the intent to use personal leave is encouraged but not required.

Part-time employees receive pro-rated personal leave.

Casual and Temporary employees are not entitled to personal leave.

Revised 2008-2009 Calendar

Be it resolved that the ICS Board of Trustees approves the attached revised 2008-2009 calendar.

Move to new building

The Independence Charter School Board of Trustees hereby resolves that Independence Charter School, with the approval of the School Reform Commission, will move from 105 South 7th Street, Philadelphia, PA 19106 to 1600 Lombard Street, Philadelphia, PA 19146 by the start of the 2008-2009 school year.

**Resolutions
DEFEATED**

**Resolutions
TABLED**