

**Independence Charter School
Board of Trustees Meeting Minutes
August 11, 2010 7:00 pm**

Board Members Present: Eli Lesser, Rona Buchalter, John Eagen, Derrick Johnson, Fran Melmed, Dana Twyman, Mary Fitzpatrick, Pam Prell, Elsie Stern

Board Member(s) Absent: Pedro Rodriguez, Naomi Wyatt

Others Present: Jurate Krokys, CEO; Jerry Santilli, Santilli & Thomson; Michael Farrell, teacher; Krista Pfeiffer; William L. (Teacher Rep)

I. Call to Order

Rona called the meeting to order at 7:10 p.m.

II. Swearing in of New Board Members

Elsie Stern nominated Fran Melmed and Derrick Johnson as new board members. Elsie noted that Derrick is new to Philadelphia and works at UPS in corporate strategy & marketing; he has an interest in global education and finance and that Fran is in health communication/consulting, and brings a wealth of expertise. Derrick and Fran were unanimously voted in. Elsie administered oath to Fran and Derrick. Jurate commented that they are upholding US & PA Constitutions because they are now public officials.

III. Approval of Minutes

The minutes from the June meeting were not circulated; they will be circulated along with this month's meeting (there was no meeting in July) for approval at the September meeting.

IV. Finance Report

Jerry noted that there is no financial report, since it takes a while for the June books to be closed, since that is the end of the fiscal year, usually 30-45 days. The auditors have begun their review of ICS for the 2009-2010 school year and will visit school within the next two weeks to review attendance and human resources records. The audit is on track to be completed by November, along with financial reports that are due to the Commonwealth by October 31st.

Jerry and John reviewed the financial disbursements for May and June. John noted that ICS has paid the agreed upon \$10,000 toward the Philly Charter for Excellence. Jurate noted that this group is a voice for excellence and choice. The membership fee helps pay for a consultant and to start the organization. Jurate handed out a paper that was sent to schools, showing members that already belong and belief statements which schools must sign in order to belong. It was agreed that after many negative articles in papers about charter schools and not enough positive articles about what charter schools provide, as

compared to failures of some public schools, that it was time to act. The group expects an article on Friday or so in the *Philadelphia Inquirer*. This is an all volunteer organization, except for the paid consultants. This alliance means foundations may become interested. The group is planning to work with Film Society of Philadelphia to launch *Waiting for Superman*, which is the story of how desperately families need quality education and how charter schools provide that. Representatives from the group have talked with Pew, about using this as think-tank kind of way to talk to city leaders about choice---not about lobbying or policy, but as resource, gathering information for parents and other organizations. Rona asked that for next month Jurate create a simple plan of future plans. Eli asked whether the group is advocating for “choice” or “charters.” Jurate said the group is advocating for both and that charter is a choice. Rona asked that the Board have this conversation next month.

Someone asked why we are paying for school psychologist services in the summer; it was explained that some evaluations happen in the summer, but that the payment is mostly because the bills are behind and are for services from during the school year.

Elsie moved the disbursement resolution; Rona seconded. The motion passed unanimously.

The issues of upgrading insurance was tabled until next month

Jerry explained that the Philadelphia School District revised the per pupil subsidy in July. He said the state said the figure given June was calculated incorrectly. In the initial calculation, the School District didn't include the subsidy calculation what was spent on Pre-K, causing allocations to go down. Jerry stated that the ICS budget impact will be offset by the pension rate changing from 8.22% down to 5.64%. The increase will be about 5.5% as opposed to 6%. Rona asked whether the reduction in PSERS is an on-time issue. Jerry stated it has not yet been dealt with and was tabled it in order to balance state budget. He said the prediction is that rate will increase, possibly by 30% over the next five years, unless there is a drastic change made to the pension system. It is expected there will be an increased employee contribution as well, possibly 1.5-2%.

John announced that the Finance Committes meetings will be the first Monday of month at 8:30a.m. in Jurate's office

FLAP Remuneration: Elsie moved the FLAP remuneration motion; Pam moved—resolution #3. Clarify: full and final payment. Unanimously passed

V. CEO Report

Rona asked if there were any questions about the CEO report. William asked about the status of the new staff bathrooms. Jurate stated they may not be done by September, but definitely are in the plans. Rona noted there are a number of resolutions to be discussed in policy committee. Jurate stated that we haven't received contract from School District yet, and have a list of additional requests which they originally expected by August 1st, but agree to delay until after tonight's meeting, since Board approval is needed for

several resolutions, which the Policy Committee helped to write. Jurate noted she does not expect any problem with the renewal.

Jurate stated that on July 20th a federal grant for charter school planning was issued. Jurate stated she would like to apply for the grant to work on the idea of replication, perhaps for a high school. She noted the Board had previously discussed interest in pursuing such grants. Jurate stated she has had some initial discussions about it with Pedro and Eli. If awarded, the grant would be for three years. Leonor created a cost/benefit chart. Jurate noted that she is asking for the Board's approval to pursue this and wants to know if it remains Board's intent to pursue the possibility of replication or a K-12 model. This grant does not require matching funds. The grant gives 18 months to plan and the third year to put something in place; the grant is for \$175,000 for each year. The grant provides funding for extra personnel, which would give the opportunity to build leadership within the school. Pam stated she likes idea and would want to explore external resources; before talking about replication, she would like to talk about what works. She asked if we could write into it the need for analysis/research to find key things we need to move forward. She cautioned that we would need to take a clear look at landscape of what challenges other schools, especially charters, have run into. Jurate stated that at the charter school conference; she talked with two individuals (Annette Lareau/ Erin Horvat) who would be interested in being outside evaluators. Pam stated that Worlds of Opportunity Foundation might be better vehicle for the grant; Eli asked if that would be possible. Leonor said she thinks it would be. Jerry stated this does not match Worlds' mission statement, nor what IRS statement says. Pam asked what the advantage/disadvantage of starting another foundation? Eli noted the issue is changing 5013c status. Rona stated the question that needs to be answered is who applies for it. Fran asked what ICS's obligation would be if we receive this, especially if we determine it's not right for us, what's our obligation? She stated that Jurate has an obligation to school, to Charters for Excellence, and now possibly this, and wants to know what the plan is for handling all this. Jurate stated the planning grant provides for the possibility of creating sub-committee to flesh out ideas and to pay a consultant. After year one, we would decide whether to reapply for year two. If determined it's not feasible, that's valid. This is merely a planning grant and is only eligible to schools which are successful. The only reason we'd be considered is the combination of success for students, plus our global focus. In terms of writing, Jurate & Leonora has lined up studies, etc. had done team meeting. Jurate added that in terms of time, PCE is mainly phone conferences, since PCE has hired a consultant who does the legwork. She noted that in terms of running the school, we have great systems in place. She added that she would not be doing it all. Fran asked whether there have been visioning conversations and whether people agree we want to expand. Jurate stated she has done visioning with staff and would continue to do so to determine consensus. She stated she does not feel it would detract from what we're doing and that it would be a service to the kids. Jurate added that without a planning grant, we'd be wasting money and time. With a planning grant, we can find other people, other opportunities, think-tank/research stuff amid staff. We can look at things like out allowing arts, etc. for cognitive growth of our kids---is that what helps our kids grow? It would benefit our flagship school as well. Eli asked Pam whether you open a school in 3 years. Pam stated we only had a 1 year planning grant to open ICS. Eli

asked what ICS would get out of it. He stated that although it would help children in Philly, we're already doing that. He asked whether we can identify a partner from the beginning and get a documented model of who we are, adding that we need something tangible out of this. Pam stated we could pay for strategic planning process from this, including either this board or another board for another school. Eli asked why are we going for it, instead of finding a friend who can go for it and we pay them? Pam stated a school or CMO has to apply for this. Eli asked if the Asia Society can apply. Jurate stated they are ready to do that. Eli asked whether we can go to School District to ask for letter of support. Jurate stated she has told School District and the charter school office and that we can ask the state as well. Derrick asked whether we can invest this money into enhancing what we already have, instead of towards a new school and whether we are ready to replicate, or are there other things in ICS that still have room for improvement. Jurate stated we are embarking on Middle States Accreditation, we have committees for improvement, curriculum writing, and that every year we are improving how we do things, as well the content. She stated the Board demands this constant reevaluation. She stated that ICS is likely one of the best charter schools in city of Philadelphia and if we can line up those indicators, showing why we're so great, those indicators would say we are ready to consider replication now. She stated we are always writing grants to extend the day--- bringing in art therapist, 100-book challenge, etc. She added that it's tough to raise money, because we're a single school and foundations look for a bigger impact. Elsie stated that what we authorize needs to be benefit to the school and that the creation of new school feels outside of bounds of our actual jobs as board members at ICS. She added that if we want to go ahead with planning grant, is there a point at which it becomes something other than ICS project. Leonora said she thinks so. Elsie stated that we've always talked K-12 and there is often a buzz about Pre-K. Jerry stated that would be illegal. Eli said he feels like we're too busy trying to get middle states off the ground and with the new school year starting and that a lot of conversations are still need. John stated that planning itself would answer the questions we have, a year from now and that we won't have to revisit until time to reapply. Derrick added that for 18 months we're not committed to do anything, only determining whether or not we're ready to move forward. Jurate stated the government is willing to take a risk to find out how successful schools work. At least they would be left with a plan that someone else could use. Mary asked whether planning grants come up often. Jurate said they do not, especially ones not requiring matching funds. There will be 30 grants distributed. Eli asked whether Leonora has talked with the Department of Education to try to determine who may get these grants. Leonora said she not asked that. Rona stated there has been a fair amount of pressure on school administration, from the city and families and that she sees this as phenomenal to put this question to rest. She stated we can do our research and get our answers, without draining resources of the school. Jurate noted we would find out whether or not we get I by September 15th. Rona took a straw poll. Eli abstained, noting he supports expansion, but is concerned about time; all others voted in favor.

Fran requested a bulkier report, including things that have already been discussed.

VI. Non-Board Committee Reports

PTA report: No report

Teachers Report: A written report was circulated. Board reps will be elected during the in-service week.

Development Report: A written report was provided; Leonora had circulated it, but it didn't reach all the members. She will re-send it tomorrow via e-mail. Jurate noted that the Violette deMazia Foundation, who sponsored the mural, will providing an after-school program for 15 or so students.

Elsie stated that since the 365 event did not meet its goals, when will ICS be deciding whether or not to do it again. Leonora stated that we plan to do it again for visibility and that we have already booked the venue, the Fleischer. She added that ICS is viewing it as something that only makes little bit of money and that Leonora is adjusting her time commitment to it accordingly. Leonor stated that she's hoping to attract new audiences and that if it doesn't, it could be cancelled. Jurate stated it is not a loss, and is a great networking opportunity. She stated that Leonora will share work with the Family Connections Committee. Elsie stated she would like to determine benchmarks and set means to evaluate how much visibility it produces. Leonora asked whether or not the Board wants to move forward with the event again. Leonora stated that the lion's share of the \$20,000 profit comes from sponsorship. Fran stated she feels it's a great school event, but the price point is high. She asked how much money is made at event versus how much time goes into it; she said it should be turn-key at this point. Leonora responded that she is working to make it simpler and more streamlined. Fran suggested that the Community Relations Committee run the event. Leonora said we could also ask the PTA to host the event. Fran stated that Leonora would really be the only one to make that decision by determining what it does for us and how it fits into our overall plan. Pam stated that if it's a good community event, we may want to find another way to do it, so it's not usurping Leonora's time. Elsie said she is not comfortable with it feeling like a community event, when many family members feel priced out of it. Leonora said we are still trying to bring in outside audiences and that she still think we need some type of event to attract external audience. Rona stated that if it's an internal event, it should probably be planned by Family Connections Committee.

Construction Report: A written report was circulated

Robin reported that we requested proposals for several renovations: installing twelve walls between classrooms; this should be completed by August 27th. Renovations will also be made to the Principal's office to create a small office at one end. There are also plans for two faculty toilets to be installed, and miscellaneous electrical work. We also put out a request for bids for the exterior deck (stage), but did not get a great response. Sullivan was the low-bidder, as they were for the other general contracting work, so we made change order for new construction. The stage was started on Tuesday and it is hoped it will be done before school. Faculty toilet work will not start until we get the permit; that will be submitted on Monday. The toilets will, hopefully, be finished by the end of September or October. Since school will be starting, the contractors are required to have security clearances. Robin stated she is hoping the noisy demo work will be done

before school starts. Eli moved the construction resolution; John seconded. The motion passed unanimously. Rona noted that this work is being paid for out of bond money that had accrued interest. She added that there are a number of projects we're trying to get done over summer to use the funds before the bond expires. The amount spent will not extend past dollar amounts already authorized. Rona gave Robin permission to get started with intention to pass retroactively.

VII. Committee Reports

HR Committee: No report. John moved the New Hires resolution; Elsie seconded. The motion passed unanimously.

Curriculum: No report.

Policy: Eli reported that our charter renewal process requires that the Board pass a series of resolutions and that they need to be passed in certain order.

Eli moved the Conflict of Interest resolution; Pam seconded. Eli circulated a handout regarding the policy. He noted that ICS holds to high standards and wants to make a strong statement regarding potential conflicts of interest. He clarified that if any Board member is in a conflict of interest at any point, it must be disclosed by writing a statement and submitting it to the Board. The Board will need to affirm its conflict of interest statement annually. Pam noted that someone can serve on a committee, but not be on the board and that there is not anything in law or by laws that says that person cannot have a conflict of interest. She gave an example of having a teacher on a committee. The teacher is an employee of school, but also on the committee; however, there is not a conflict of interest. Eli gave an example of a contractor, such as Sullivan, who must disclose conflict of interest to allow the Board to determine if there was separation between that member and the Board. Pam clarified that they need to disclose their relationship, and the Board determines if it is a conflict of interest. Eli said it must be submitted to Board and then the Board in either an executive or public session, decides if it is a conflict of interest and, if it is, on what action to take. Rona asked what if it is a teacher. Eli said it would be a question of what influence they had on the decision that was made. Rona asked whether this discourages teachers/staff from participating. Eli said it does not. Jurate noted this is just a clearer procedure. Eli noted this is not retroactive, only moving forward. ICS legal counsel wrote the language. Jurate noted there is a two-year waiting period before a former executive can be hired as consultant; Eli said that can be changed. John suggested a friendly amendment to change the language overall regarding time periods, "unless otherwise authorized directly by board of trustees." The friendly amendment, to Change to E. and F, was accepted. The motion passed unanimously.

Eli moved the admissions policy resolution; Pam seconded. Eli stated that a goal of the Policy Committee is to write a comprehensive lottery/Keystone staff statement for the coming year. Fran asked if this will include sexual orientation. Eli stated this was pulled from the state policy, but that we will add that. The motion passed unanimously. Fran re-

opened the discussion to offer an amendment to add the language “sexual orientation, gender identity” before “cognitive or physical ability.” John seconded. The amended resolution passed unanimously.

Eli moved the student records resolution; Elsie seconded. Eli noted this is a requirement of the district and that the guidelines are set by FERPA. We added that the Board is affirming that we do this and the Board recognizes that. This is a new required policy. He stated that the federally written language has been approved by ICS legal counsel and Pam. Jurate stated that we should include disclaimer in the parent/student handbook, about having the right to inspect student record. She stated this has always been our procedure, but that we need to publicize it. This will also be put on website. It was noted that this regards specific students records that only parents may have access to (as opposed to sunshine documents). The motion passed unanimously.

Eli moved the acceptable use policy; Pam seconded. Eli stated this policy began last year as a social networking policy. Teachers raised a number of objections to the original draft policy. The Policy Committee reviewed it and created an “acceptable use” policy to be signed by staff and students. It includes a recommended code of behavior. Fran asked if this just applies to school-owned property; Eli said that it is for school-owned property. He added that in the current configuration, you cannot use non-school owned property within school network. Jurate added that staff are always representing school, whether at school or home, bullying, etc. She noted that we cannot enumerate every possible thing and that we looked at policies from a number of other schools. This came from William Penn Charter. Derrick asked about consequences. Eli said those are included in the faculty handbook. There will be ramifications for violations outside of school; the employee must notify the CEO of inappropriate communication with student. The handbook includes cyber-bullying. There will be an introduction and training on this for middle school students. Elsie asked about staff cell phone/texting use Jurate stated the rules are that staff conducts itself responsibly, with the assumption they are not using cell phones when working, unless it is work-related; they are not checking personal e-mail when children are present. Eli stated the federal law is still out on this. Schools can address what happens when it is school equipment or the school network, but outside of school, the federal government has not acted on this. Fran stated that since some of this open to interpretation, will training go into examples? Jurate gave two examples of incidences when teachers used fictitious names. Teachers can set up websites for homework, etc. Eli stated that instead of listing details, we want everyone to sign off on this and we will have training that is proactive. It was suggested that ICS offer parent training about online safety, including training about “sexting.” Fran asked what the school responsibilities are regarding staff discussing personal issues via internet. Jurate said it is not appropriate that a teacher act as a savior and that the teacher needs to know if there is a student in crisis, the teacher should contact school counselor. Eli noted that state and federal law requiring that if a teacher is contacted electronically by a student in duress, s/he is required to report to get necessary help. The motion passed unanimously.

Eli moved the staff handbook resolution; Fran seconded. Will asked if eligible staff could use \$1200 all at once. Jurate stated it doesn't have to be two courses and it's broad

enough to allow one or two courses. It was agreed to strike the sentence stating “Reimbursement is based on two courses costing a maximum of \$600 each” on page 29 of the handbook. Fran asked when staff can cash in when they leave. Jurate stated that the policy does not allow that. It was agreed to change the wording about dependents to “per federal law” instead of a specific age. Eli said he will send that to Kerri Rosen at Cozen O’Connor. William stated that it is not always possible to get doctor’s note for an absence right before a holiday. Rona stated that’s a question for the HR Committee and that if the handbook needs to be amended, it can be. Eli stated the formatting will be fixed. The motion passed unanimously.

Eli moved the resolution to reaffirm the by laws; John seconded. Pam asked if the Board needs to specifically affirm dismissal policy. Eli stated the Board just needs to affirm that we have by laws and that we all believe in them. Jurate stated that the Board needs to confirm that the current Board recognizes all prior by laws. Rona asked if we’ve checked for clauses of removal of members, etc. Eli said that we have. The motion passed unanimously.

Eli moved the charter renewal resolution; John seconded. The motion passed unanimously.

Eli reported that he is working on scheduling a regular meeting time for the Policy Committee. The committee will be dealing with a larger admissions policy and will monitor, along with the CEO, state, city and federal laws that apply to charter schools. The next priority is to discuss the use of building.

Board Development: No report.

Elsie stated the hope is committees will set goals for the year and have them in place by the September Board meeting. Committees need to reflect to determine whether they have the people you need on the committee to fulfill those goals, or whether the committee would benefit from open-board brainstorming, etc. The Board will need to decide how to assess the goals. Elsie asked Jurate to let the Board know if there’s specific support she would like throughout the year. .

VIII. Issues Discussion/Board Education

Rona stated there will be upcoming discussions regarding what trainings people feel they need and the timing for that training. She reminded committee chairs to be sure to get reports in at a minimum of 2-3 days before the board meeting. Rona requested an updated ICS organizational chart; Jurate stated that Megan will update the chart to make the adjustment new positions and will circulate that, as well as a staff list.

Rona reminded new members that there will be an orientation session on Monday evening.

IX. Public Comment

There were no public comments.

X. Old Business

All old business was conducted earlier in the meeting.

XI. New Business

Eli announced that he will be sending an e-mail, regarding potential conflict of interest between Need in Deed and ICS. He stated the grant was written by ICS and that his wife is the program director. Pam stated that ICS and Need in Deed partnered together for the \$8000 grant and that \$3000 was invoiced to Need in Deed for professional development and support. Pam added that she also works for Need in Deed. It was clarified that ICS is choosing to disclose relationship, though there is no real conflict of interest. Eli requested that the conflict of interest questions be posed to ICS legal counsel. Elsie asked what we will do with this document. Pam stated it is her assumption that this is not a conflict of interest, be that if someone has a problem, we can open up discussion. Eli stated that if there are questions next month, the Board will decide what they have to do.

XII. Adjournment

Rona moved for adjournment; Eli seconded. The meeting was adjourned at 9:29 p.m.

Handouts circulated at this meeting:

- Agenda
- CEO report
- April & May 2010 financials
- Development Report
- Construction Update

**Independence Charter School
August 11, 2010
Resolutions**

ADOPTED

May & June Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approve the disbursements from the month of May 2010 in the amount of \$158, 788.36 and from the month of June 2010 in the amount of \$219,872.01 as presented to the Board.

2010-2011 New Hires

Be it resolved that the following individuals be offered full time positions as listed for the 2010-2011 school year under the terms and conditions specified by the CEO and the ICS contract:

Elizabeth Krick: Spanish FLES (K-2nd Grade)

Tarek Albasti: Arabic
Vivian Ng: Middle School Math

Conflict of Interest (Attached)
INDEPENDENCE CHARTER SCHOOL

CONFLICT OF INTEREST POLICY

ARTICLE I PURPOSE

The purpose of this Conflict of Interest Policy (“Policy”) is to ensure that Independence Charter School (“ICS”) acts in accordance with the applicable laws of the United States and the Commonwealth of Pennsylvania, to provide transparency of its transactions, to increase public trust, and to protect the tax-exempt status of ICS when it is contemplating entering into a transaction or arrangement. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations, including, but not limited to 65 Pa.C.S.A. §1101 *et seq.*, and 15 Pa.C.S.A. §5101 *et seq.*

ARTICLE II DEFINITIONS

A. “Conflict” or “Conflict of Interest”

Use by a public official or public employee of the authority of his office or employment or any confidential information received through his holding public office or employment for the private pecuniary benefit of himself, a member of his immediate family or a business with which he or a member of his immediate family is associated. The term does not include an action having a *de minimis* economic impact or which affects to the same degree a class consisting of the general public or a subclass consisting of an industry, occupation or other group which includes the public official or public employee, a member of his immediate family or a business with which he or a member of his immediate family is associated.

B. “Interested Person”

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

C. “Executive-level Employee”

Any employee with discretionary powers which may affect the outcome of a ICS’ decision in relation to a private corporation or business or any employee who by virtue of his or her job function could influence the outcome of such a decision.

D. “Financial Interest”

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which ICS has a transaction or arrangement,

2. A compensation arrangement with any entity or individual with which ICS has a transaction or other business arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ICS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

E. “Honorarium”

Payment made in recognition of published works, appearances, speeches and presentations and which is not intended as consideration for the value of such services which are nonpublic occupational or professional in nature. The term does not include tokens presented or provided which are of *de minimis* economic impact.

F. “Immediate family”

A parent, spouse, child, brother or sister.

G. “Public employee”

Any individual employed by ICS who is responsible for taking or recommending official action of a non-ministerial nature with regard to:

1. contracting or procurement;
2. administering or monitoring grants or subsidies;
3. any other activity where the official action has an economic impact of greater than a *de minimis* nature on the interests of any person.

The term shall not include individuals who are employed by ICS in teaching as distinguished from administrative duties.

H. “Public official”

Any person elected by the public or elected or appointed by ICS’ Board of Trustees, provided that it shall not include members of advisory boards that have no authority to expend public funds other than reimbursement for personal expense or to otherwise exercise the power of ICS.

ARTICLE III CONFLICT OF INTEREST

No public official or public employee shall engage in conduct that constitutes a conflict of interest.

A. Rule Against Accepting Improper Influence

No Director, officer, public official or public employee, or nominee or candidate for such a position at ICS shall solicit or accept anything of monetary value, including a gift, loan, contribution, reward or promise of future employment, based on any understanding of

that public official, public employee or nominee that the vote, official action or judgment of the public official or public employee or nominee or candidate for public office would be influenced thereby.

B. Honorarium

No public official or public employee shall accept an honorarium.

C. Contingent and Severance Payments

1. No person shall solicit or accept a severance payment or anything of monetary value contingent upon the assumption or acceptance of a position at ICS.

2. This subsection shall not prohibit:

a. Payments received pursuant to an employment agreement in existence prior to the time a person becomes a candidate or is notified by a member of a transition team, a search committee or a person with appointive power that he is under consideration for public office or makes application for public employment.

b. Receipt of a salary, fees, severance payment or proceeds resulting from the sale of a person's interest in a corporation, professional corporation, partnership or other entity resulting from termination or withdrawal there from upon the assumption or acceptance of public office or employment.

3. Payments made or received pursuant to paragraph (2)(a) and (b) shall not be based on the agreement, written or otherwise, that the vote or official action of the prospective public official or employee would be influenced thereby.

D. Contract

No public official or public employee or his spouse or child or any business in which the person or his spouse or child is associated shall enter into any contract valued at \$500 or more with ICS, or any subcontract valued at \$500 or more with any person who has been awarded a contract with ICS, unless the contract has been awarded through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded. In such a case, the public official or public employee shall not have any supervisory or overall responsibility for the implementation or administration of the contract. Any contract or subcontract made in violation of this subsection shall be voidable by a court of competent jurisdiction if the suit is commenced within 90 days of the making of the contract or subcontract.

E. Former Official or Employee

No former public official or public employee shall represent a person, with promised or actual compensation, on any matter before the ICS for one year after he leaves that body, unless otherwise authorized directly by board of trustees

F. Former Executive-Level Employee

No former executive-level employee may for a period of two years from the time that he or she terminates employment with ICS be employed by, receive compensation from, assist or act in a representative capacity for a business or corporation that he actively participates in recruiting to ICS or that he actively participated in inducing to do business with ICS, unless otherwise authorized directly by board of trustees.

ARTICLE IV VOTING CONFLICT PROCEDURES

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. Each interested person upon election or at the time of enactment of this Policy shall complete and submit to the Board of Directors a Conflict of Interest Disclosure Statement, in the form attached hereto as Exhibit A.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether ICS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ICS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE V RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VI COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from ICS for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ICS for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ICS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VII ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement, in the form attached hereto as Exhibit B, which affirms that such person:

1. Has received a copy of the Conflict of Interest Policy,
2. Has read and understands the Policy,
3. Has agreed to comply with the Policy, and
4. Understands ICS is educational and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VIII PERIODIC REVIEWS

To ensure ICS operates in a manner consistent with educational purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to ICS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE IX USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VIII, ICS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted by the Board of Trustee at a Meeting duly held on June 21, 2010.

EXHIBIT A

**INDEPENDENCE CHARTER SCHOOL
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Preliminary note: In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties who are related to you. These persons are termed "affiliated persons" and include the following:

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

This disclosure statement does not apply to the relationship of a board member or employee or an affiliated person with **INDEPENDENCE CHARTER SCHOOL** ("ICS") in the normal course of business.

1. NAME OF EMPLOYEE OR BOARD MEMBER: (PLEASE PRINT)

2. CAPACITY: BOARD OF DIRECTORS
executive committee
officer
committee member
staff (position):

3. HAVE YOU OR ANY OF YOUR AFFILIATED PERSONS PROVIDED SERVICES OR PROPERTY TO ICS IN THE PAST YEAR?

YES

NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. HAVE YOU OR ANY OF YOUR AFFILIATED PERSONS PURCHASED SERVICES OR PROPERTY FROM ICS IN THE PAST YEAR?

YES

NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. PLEASE INDICATE WHETHER YOU OR ANY OF YOUR AFFILIATED PERSONS HAD ANY DIRECT OR INDIRECT INTEREST IN ANY BUSINESS TRANSACTION(S) IN THE PAST YEAR TO WHICH ICS WAS OR IS A PARTY?

YES

NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. WERE YOU OR ANY OF YOUR AFFILIATED PERSONS INDEBTED TO PAY MONEY TO ICS AT ANY TIME IN THE PAST YEAR (OTHER THAN TRAVEL ADVANCES OR THE LIKE)?

YES

NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. IN THE PAST YEAR, DID YOU OR ANY OF YOUR AFFILIATED PERSONS RECEIVE, OR BECOME ENTITLED TO RECEIVE, DIRECTLY OR INDIRECTLY, ANY PERSONAL BENEFITS FROM ICS OR AS A RESULT OF YOUR RELATIONSHIP WITH ICS, THAT IN THE AGGREGATE COULD BE VALUED IN EXCESS OF \$1,000, THAT WERE NOT OR WILL NOT BE COMPENSATION DIRECTLY RELATED TO YOUR DUTIES TO ICS?

YES

NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. ARE YOU OR ANY OF YOUR AFFILIATED PERSONS A PARTY TO OR HAVE AN INTEREST IN ANY PENDING LEGAL PROCEEDINGS INVOLVING ICS?

YES

NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. ARE YOU AWARE OF ANY OTHER EVENTS, TRANSACTIONS, ARRANGEMENTS OR OTHER SITUATIONS THAT HAVE OCCURRED OR MAY OCCUR IN THE FUTURE THAT YOU BELIEVE SHOULD BE EXAMINED BY ___ ICS'S BOARD OR THE EXECUTIVE COMMITTEE IN ACCORDANCE WITH THE TERMS AND INTENT OF ICS'S CONFLICT OF INTEREST POLICY?

YES

NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HEREBY CONFIRM that I have read and understand ICS's Conflict of Interest Policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this Policy, I will notify the general counsel immediately.

Signature

Date

EXHIBIT B

ANNUAL STATEMENT

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY: board of directors
executive committee
officer
committee member
staff (position):

3. The undersigned hereby states:
I have received a copy of the Conflict of Interest Policy of **INDEPENDENCE CHARTER SCHOOL** (the "Policy").
I have read and understand the Policy.
I agree to comply with the Policy.
I understand that **INDEPENDENCE CHARTER SCHOOL** is an educational organizational and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

Construction

Be it resolved that the Board of Trustees of Independence Charter School approves allocation of bond money for the following and for entering into a contract with the Sullivan Company to provide construction of 2 faculty toilets, 12 partitions between classrooms, relocating walls in the Principal's Suite, an exterior deck (stage) and miscellaneous electrical projects for the total cost of \$171,222 with a reserved contingency of \$17,500 for unforeseen circumstances with the total not to exceed \$ 190,000

Remuneration for services rendered in writing FLAP grant

Be it resolved that the Board of Trustees of Independence Charter School authorize the payment of \$ 22,000 to Leonard Chang who was the principal writer of the Foreign Language Assistance Program (FLAP) grant for the teaching of Arabic at Independence

Charter School.

Student Admissions Policy

Be it resolved that the Board of Trustees of Independence Charter School accept and affirm the Student Admissions Policy as written herein:

Independence Charter follows Act 22 law regarding the admission of students into a public charter school. ICS publicizes lottery procedures in print and on the website/internet. All families residing in the Commonwealth of Pennsylvania whose child/ren are age eligible may apply for the lottery. Preference is given to those residing in the city of Philadelphia unless there are fewer applicants than there are spots available. Preference is also given to siblings of students already attending ICS. A public lottery takes place usually in the month of December of the preceding school year. Available Kindergarten spots are filled and all other applicants are placed on a waiting list based on the order of the selection in the blind lottery. There is no discrimination based on income, race, ethnicity, sexual orientation, gender identity, or cognitive or physical ability. Following the lottery, parents of those students who have been accepted must provide the school with the necessary documents including health documents. Homeless students or students of undocumented parents are not discriminated against.

Student Records Policy

Be it resolved that the Board of Trustees of Independence Charter School accept and affirm the Student Records Policy as written herein:

The educational interests of students require the collection, retention, and use of data and information about individuals and groups of students while ensuring the individual's right to privacy. ICS will maintain education records for students for legitimate and educational purposes and will conform to the mandates of the Family Educational Rights and Privacy Act (FERPA) and its regulations regarding the collection, retention, and dissemination of student information including the procedures for providing access to authorized persons.

Furthermore, ICS will inform parents, guardians of their rights and the procedures to implement their rights. ICS will maintain a record of access and release of information for each student's records and will assure the appropriate retention and security of student records. ICS will transfer education and health records when requested and documented by parents and guardians to the appropriate schools and school districts.

ICS will provide an annual notice of rights to inform parents, guardians of:

- (i) The right to inspect and review the student's education record.
- (ii) The right to request amendment of the student's education records that the parent, guardian believes are inaccurate, misleading or otherwise violate the privacy rights of the student.
- (iii) The right to consent to the disclosure of personally identifiable information contained in the student's education records, except to the extent that FERPA and state laws authorize disclosure without consent.

Acceptable Use of Technology for Students, Faculty, Staff and Subcontractors Policy

Be it resolved that the Board of Trustees of Independence Charter School accepts and affirms the following policy regarding the acceptable use of technology by students, staff and subcontractors of Independence Charter School as written herein:

The use of technology while a student or employee or subcontractor of Independence Charter School is a privilege, not a right. Technology users are expected and required to avoid actions that are dishonest, unkind (such as personal attacks and invasion of privacy), invasive, illegal (such as libel, slander, vandalism, sexual harassment, theft, unauthorized access) or in other ways inappropriate.

The guidelines and prohibited actions described in this policy apply to any use of the Independence Charter network to interact with any social networking website including, but not limited to Myspace.com and Facebook.com. In addition, use of technology in negative or derogatory ways may be in violation of other school policies and rules of conduct including but not limited to harassment, off-campus behavior, and/or alcohol and other drug policies.

The use of the school's technology resources is for academic and school-related purposes only. Portable electronic devices such as CD players, digital players and recorders, personal video cameras, DVD players, and electronic games may not be used while on school grounds unless permitted by supervising adults for the purposes of a project. Students maintain the responsibility for properly securing their property. Student cell phones may not be seen or heard in the building during the academic day. This includes texting in any form at any time.

Staff that chooses to bring personally-owned laptops, as well as other electronic devices, is responsible for the safety and security of those items. Operating system updates and viable virus protection software must be installed on personally-owned laptops and may be spot-checked at the discretion of the Technology Director.

No user may reveal over the Internet, in any form, the personal information of a current or former student, administrator, faculty or staff member, or parent. Network and email passwords may not be shared.

Students should not access files other than their own unless given permission by either the teacher or administrator.

Great care must be taken when using the network to communicate since every message sent represents you and the School.

Personal issues or inter-personal conflicts should not be handled via e-mail. Assume that e-mail is not confidential, since e-mail you send can be sent to others.

Students **MUST** receive permission from a staff member or administrator before sending unsolicited email to a group of more than 20 people.

PROHIBITED ACTIONS:

Slander and Libel:

Harmful and false statements will not be tolerated.

Vandalism:

Deliberate attempts to damage or alter the hardware, software, or information residing in the school or on the school network or any other computer system attached through the Internet will violate this policy. Vandalism includes but is not limited to: attempting to violate the integrity of private accounts, files or programs, the deliberate infecting of the network with a computer “virus” attempts at “hacking” into any of the computers using any method, or other such actions will not be tolerated.

Theft/Plagiarism:

Users should treat information found electronically the same way they do information found in printed sources. Rules against plagiarism will be enforced. It is the responsibility of each user to comply with the requirements of the owners of the software regarding its acquisition and use. Students, faculty, staff, or subcontractors may not use any technology for the illegal copying, storing or disseminating of illegally acquired software/intellectual property. Theft includes identity theft whereby a person unscrupulously impersonates another person online.

Harassment:

All forms of harassment in cyber-space, often called cyber bullying, are unacceptable. Cyber bullying includes but is not limited to the following misuses of technology: harassing, teasing, intimidating, threatening, or terrorizing another person by sending or posting inappropriate and hurtful email messages, instant messages, text messages, digital pictures or images, or website postings (including blogs). School community members who feel that they have been victims of such misuses of technology should not erase the offending material from the system. They should print a copy of the material and report the incident immediately to the Dean, Principal or other supervising adult. All reports of harassment in cyberspace will be investigated fully and sanctions may include but are not limited to the loss of computer privileges, suspension, expulsion, and reports to the police.

Inappropriate access:

Users may not use the network to access inappropriate or “adult” materials found on the internet. Users not exercising responsibility by accessing such materials will lose all technology access and may be subject to other consequences. Students that inadvertently access inappropriate material are responsible for immediately notifying a staff member.

Chain letters and other “spreading” schemes:

Chain letters, pyramid schemes, forwarding or replying to contests, fast-cash schemes, mass cross-postings, and uninvited mass mailings are all highly wasteful of network resources and totally forbidden on the school network. Users participating in such activities may have their use of technology revoked.

Access Controls and Firewalls:

Attempts to subvert or avoid access controls or firewalls are prohibited. Attempting to access blocked sites by other means is also prohibited. Questions about blocked sites should be directed to the Technology Director.

School responsibilities:

A system administrator or school administrator may assume access rights to a user’s private files and electronic devices, when required for maintenance of the school’s technology resources, in emergencies, or in the course of investigating possible policy infractions.

Users found in violation of these guidelines risk disciplinary action, including having network privileges revoked, and in the case of employees, risk termination.

ICS employees must not engage in any inappropriate communication or conduct with students by way of Internet sites, including communication about personal matters. ICS recognizes that the identity of users of Internet sites can sometimes be difficult to determine. However, should an ICS employee communicate with an individual on an internet site in a matter that would be considered inappropriate for communications with a student, the ICS employee must inform the Principal or CEO immediately upon discovering that the inappropriate communication was with a student so that appropriate measures can be taken.

Students and Staff of Independence Charter School will sign an Acceptable Use Policy Contract made available at the beginning of the school year.

Faculty Handbook (Attached)

Reaffirm By Laws

Be it resolved that the Board of Trustees of Independence Charter School reaffirms the Bylaws of Independence Charter School first composed in February 21, 2001 and amended through August 11, 2010.

Independence Charter School Charter Renewal:

Be it resolved, that the Board of Trustees of Independence Charter School hereby

- (i) authorizes the execution and delivery of the charter and the performance of the transactions contemplated hereby
- (ii) that no members of the Charter Board or their immediate family will have business dealings contrary to the Independence Charter Conflict of Interest Policy attached hereto, with the school and that the Charter Board will comply with the Pennsylvania Public Official and Employee Ethics Act
- (iii) and hereby provides the names, addresses (including email addresses), and signatures of the officers of the Charter Board

Rona Buchalter, President
1600 Lombard Street, Philadelphia, PA 19146
email _____
Signature _____

Elsie Stern, Vice President
1600 Lombard Street, Philadelphia, PA 19146
email _____
Signature _____

Eli Lesser, Secretary
1600 Lombard Street, Philadelphia, PA 19146
email: _____
Signature _____

John Eagen, Treasurer
1600 Lombard Street, Philadelphia, PA 19146
email: _____
Signature _____

Pam Prell
Email:
Signature _____

Pedro Rodriguez
Email:
Signature _____

Dana Twyman

Email:

Signature_____

Mary Fitzpatrick

Email:

Signature_____

Derrick Johnson

Email:

Signature_____

Fran Melmed

Email:

Signature_____

Naomi Wyatt

Email:

Signature_____

**Resolutions
DEFEATED
None**

**Resolutions
TABLED
None**