

**Independence Charter School
Board of Trustees Meeting Minutes
July 13, 2011 7:00 pm**

Board Members Present: Lauren Ayala, John Eagen, Mary Fitzpatrick, Derrick Johnson, Eli Lesser, Pedro Rodriguez (via Skype), Elsie Stern, Dana Twyman, Naomi Wyatt

Board Member(s) Absent: Rona Buchalter

Others Present: Jerry Santilli, Business Manager; Jurate Krokys, CEO (via phone); Ramzy Andrawos, Director of Operations; Amy Leigh, Teacher Representative, Megan Steelman, Administrative Assistant

I. Call to Order

Eli called the meeting to order at 6:10p.m. He asked everyone to introduce themselves.

II. Approval of Minutes

The minutes from the June meeting were approved unanimously without any changes.

III. Public Comment Period

No one signed up for public comment.

IV. CEO Report

Jurate reported that the main items are the hiring of the interim Lower School Director and the update on the 2011-2012 budget. Elsie moved the teacher hiring motion; John seconded. The motion passed unanimously. An additional motion was offered: *Be it resolved that Kathryn Bowes be offered the 20-hour per week Middle School physical education position for the 2011-2012 school year under the terms and conditions specified by the CEO in the letter of hire.* Elsie moved the motion; Derrick seconded. The motion passed unanimously.

Eli asked Jurate to give a quick overview regarding the hiring of an interim Lower School Director. Jurate reported that although the hiring team, comprised of Board members, staff and parents, underwent an extensive search and interview process, it was unable to hire a qualified candidate by the beginning of the summer. It was concluded that the search process couldn't continue over the summer, since a major part of the process involved the candidates' interaction during a school day. Jurate noted that at that point, she began to look for an interim candidate and Rich Trzaska came highly recommended from many sources; he has held similar positions at other area schools, including Mast Charter School. Jerry clarified that Mr. Trzaska will be a day-to-day at-will employee. Derrick asked whether Mr. Trzaska will need to give ICS a certain amount of notice if he decides to leave before the end of his tenure. Eli and Naomi noted that he will receive a letter of hire that will include terms about giving notice. John moved the motion; Naomi seconded. Eli noted that he has had extensive discussions with Rich and is confident about this decision. Naomi noted that she, Lauren and Rona also had a conversation with him and that he emphasized wanting to be an active interim, which seems very positive. The motion passed unanimously.

VI. Non-BOT Committee Reports

Teachers: There was no report.

VII. BOT Committee Reports

Human Resources: No report was circulated. Naomi reported that Middle School Director Kristen Long is heading a Task Force regarding teacher supervision and evaluation; it will be meeting this month and next month and will be sharing its draft document with the HR committee before it is finalized.

Governance: Elsie gave a brief summary of the rationale for the changes to the by-laws, including increasing the number of seats. All seats will be “trustee” seats (no distinction between founder and community) and will be three year terms, except for parent seats which are still two-year terms. The committee will continue to discuss the nature of the parent and teacher representative seats. Naomi moved the motion; Derrick seconded. Eli asked Jerry how ICS’s by-laws compare to other charter schools. Jerry stated that ICS’s are more detailed than most he’s seen, but that he likes ICS’s by-laws. Eli asked Jurate her opinion on the changes; Jurate said she has been involved in the discussion and is in total agreement. There was a roll call vote: Lauren-Yes, Elsie-Yes, Naomi-Yes, Mary-Yes, Eli-Yes, John-Yes, Pedro-Yes, Derrick-Yes. The motion passed unanimously.

Elsie nominated Susanna Greenberg as ICS trustees for three-year terms. She noted that Susanna is an attorney, a Teach for America alum, and part of Young Adult Philadelphia; Gloria is an ICS parent and has a background in finance, human resources and stress management; Rebecca works in the global education program at Drexel. John seconded. The motion passed unanimously.

V. Finance/Business

Jerry explained that the per student increase for regular education students will be 1.9% and 4.9% for special education students, which results in a \$29,000 shortfall to the original 2011-2012 budget. Jerry has had conversations with charter schools and recommends that the group hire an outside group to review how the calculation was done. The state also eliminated the FICA cost subsidy (which had been about 70% of the cost: about \$217,000). He reported that Jurate has noted several items to help cover these shortfalls:

- ICS has received the FLAP grant for next year
- ten additional students
- eliminated ten additional classroom assistants
- add two part-time NTA positions to help with arrival, dismissal and recess

Jurate noted that these recommendations came about after several conversations with teachers and other staff. Lauren noted that she feels training of the NTAs is essential, especially regarding recess and lunch. Jurate noted that we have already begun planning for changing the lunchroom environment by such things as more administrative presence. Eli said that these conversations will be continuing. Jerry noted that he anticipates more cuts next year. Naomi asked whether we’ll be posting this information. John agreed that we will be posting the general information. Eli asked Jurate and John to update the website; they agreed and will also check with Fran, who offered to assist. Elsie suggested working with the Family/Community Liaison regarding getting regular parent volunteers. Jurate said those discussions have already begun and will include community volunteers also.

Jerry reviewed the May financial report and noted the cash flow continues to be strong. He noted that variances include fundraising being behind budget and school district funding being ahead of projections. Overall he anticipates revenue will be about \$60,000 under budget. Salaries continue to be over budgeted due to staff on leave, necessitating more substitutes. Eli asked what professional costs are; Jerry stated those are mainly people who come in for workshops, etc. Jerry reminded everyone that they won’t see a

final June financial report until September or so, since they will be closing the books. He noted that the Food Services program had a \$33,000 surplus in May. Elsie moved the disbursements motion; Naomi seconded. The motion passed unanimously. John said there will be a demonstration of the new electronic financial system at 6p.m. before the September board meeting.

VIII. Old Business

Eli administered the oath of office

I do solemnly swear (or affirm) that I will support, obey and defend the Constitution of the United States and the Constitution of this Commonwealth, and that I will discharge the duties of my office with fidelity.

to Rebecca Clothey and Gloria Shabazz.

Eli stated he has asked Rebecca to work with Jurate on the research project. Jurate stated that the researchers have agreed to come in one day in late July or early August to answer questions. The Board strategic planning retreat will be on July 31st.

IX. New Business

There was no new business.

X. Adjournment

John moved for adjournment; Naomi seconded. The meeting was adjourned at 7:05 p.m.

Handouts circulated prior to this meeting:

Agenda

CEO report

Finance report

May 2011 financials

Independence Charter School

July 13, 2011

Resolutions

ADOPTED

1. New Teacher Hires

Be it resolved that the following individuals be offered full time positions as listed for the 2011-2012 school year under the terms and conditions specified by the CEO and the ICS contract:

Lance Lukasiak: 3rd/4th Immersion English Language Arts

Laura Schofield: K-2nd Spanish FLES/Geography

Jeffrey Garretson: 6th-8th Spanish FLES

Antonia Jauregui: 6th/8th Grade Immersion Spanish Language Arts

Meagan Ingerson: 4th Grade Immersion

2. Middle School Physical Education Hire

Be it resolved that Kathryn Bowes be offered the 20-hour per week Middle School physical education position for the 2011-2012 school year under the terms and conditions specified by the CEO in the letter of hire.

3. Interim Lower School Director Hire

Be it resolved that the hiring of Richard Trzaska is the result of a Personnel Shortage emergency following an exhaustive several month search for Lower School Director, and that this appointment follows the regulations as specified by PSERS Retirees returning to public school employment (PA Code 24 PA C.S. 8346 (b.) (b.1).

4. By-laws Revisions

Be it resolved that the ICS Board of Trustees approves the following changes to the by-laws of the Independence Charter School

Section 2.1 (a)

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”).

Will now state:

a. To operate as a public K-8 school under the provisions of the Pennsylvania Charter School Law, Act 22, 24 P.S. §17-1717-A, *et seq.* (“Act 22”).

Section 2.4 (a)

Section 2.4. Offices.

a. The registered office of ICS shall be 105 South Seventh Street, Philadelphia, PA 19106.

will now state:

The registered office of ICS shall be 1600 Lombard Street, Philadelphia, PA 19146.

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:

will now state:

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 by the ICS Board of Trustees prior to March 9, 2011.

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.

Will be deleted from the by-laws

Section 4.1

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.

Will now state:

Section 4.1

The business and affairs of ICS shall be managed by a Board of Trustees (the “Board”) comprising no fewer than nine and no more than seventeen 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.

Will now state:

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community and family support institutions.

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.

Will now state:

Selection of Members. The Board of Trustees will consist of no fewer than nine (9) and no greater than seventeen (17) trustees. Terms of board service shall be three (3) years and trustees can be re-elected to a second, consecutive three (3)-year term. Trustees may not serve more than two consecutive three year terms. However, after a minimum of one year's absence from the board, a former board member who has served for two consecutive terms can be re-elected to the board. The limitation on two consecutive terms applies each time a board member returns to the board after at least one year's absence.

4.5.4.1. Elections. An election in which all Parents are eligible to vote shall be the means for selecting the persons to fill the Parent Seats. Such election shall be organized and administered by the Board under election rules and procedures that the Board, in its sole discretion, deems appropriate. The election for Parent Seats shall be held annually; conducted in April or May, prior to the Board's Annual Meeting in June.

4.5.4.2 Terms. The term of a Parent Seat shall be two (2) years, with one term expiring each year. The term shall begin at the end of the annual meeting in June. Any person holding a Parent Seat may be re-elected for one or more additional terms provided that at the time of such re-election (s)he continues to meet the definition of Parent. In order to adjust the parent terms from one year terms expiring in September to staggered two year terms expiring in June at the time of adoption of these bylaws, the BOT will adopt a resolution by 2/3 majority (the same as is required for a by-law change) guiding the procedure for interim terms and new elections.

Will now read:

4.5.4.1. Elections. An election in which all Parents are eligible to vote shall be the means for selecting the persons to fill the Parent Seats. Such election shall be organized by the Board under election rules and procedures that the Board, in its sole discretion, deems appropriate. The election for Parent Seats shall be

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Section 4.6 Teacher Seat. One (1) non-voting, *ex officio*, seat on the Board shall be reserved for a full-time ICS teacher ("the Teacher Seat"). The term for this seat shall be one year, and shall begin on October 1st and run through September 30th of the following year, except that for this year (2004) only, the term shall run from February 1, 2004 through September 30, 2004. The occupant of the Teacher Seat shall be selected by a vote of all staff involved in classroom instruction to be held in September of each year. The Teacher seat is a volunteer, non-paid, position. The Board shall pay all reasonable expenses directly associated with attendance at Board meetings and other official Board functions by the occupant of the Teacher Seat, including parking fees and other transportation costs up to \$20 per official Board event, as long as those expenses are approved by the CEO in advance. The person holding the Teacher Seat shall be excluded from all executive sessions except where specifically invited by the Board President or Member chairing the meeting in the absence of the Board President. The occupant of the Teacher Seat is not a Member of the Board.

Will now state:

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Section 4.8. Removal of Trustees. A Member shall be considered to have resigned, and his or her seat shall immediately be deemed vacant, if (s)he: (a) engages in any act restricted pursuant to Section 4.6 hereof or (b) is convicted of any felony or of a crime involving moral turpitude or financial impropriety. A Parent Seat shall be deemed vacated without further action by the Board should the Parent serving in such seat at any time cease to meet the definition of Parent. By a 2/3 vote of all Members, not including the Member subject to removal, a Member may be removed from the Board for failure to perform his or her duties as a Member as outlined in Act 22.

Will now state

Section 4.8. Removal of Trustees. A Member shall be considered to have resigned, and his or her seat shall immediately be deemed vacant, if (s)he: (a) engages in any act restricted pursuant to **Section 4.7** hereof or (b) is convicted of any felony or of a crime involving moral turpitude or financial impropriety. A Parent Seat shall be deemed vacated without further action by the Board should the Parent serving in such seat at any

time cease to meet the definition of Parent. By a 2/3 vote of all Members, not including the Member subject to removal, a Member may be removed from the Board for failure to perform his or her duties as a Member as outlined in Act 22.

Rationale: Correction reflects the right section.

5. May Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approve disbursements from the month of May 2011 in the amount of \$253,806.97 as presented to the Board.

DEFEATED

None

Resolutions

TABLED