

**Independence Charter School
Board of Trustees Meeting Minutes
September 10, 2008 7:00 pm**

Board Members Present: Anyabwile Banko'le, Eric Cramer, Nicole Perkins Kilcullen Rosina Miller, Kristin Nocco, Pedro Rodriguez

Board Members Absent: Becky Baehr, Pam Prell,

Others Present: Rona Buchalter, parent & Board nominee, Robin Kohles, parent & Owner's Rep.; Jurate Krokys, CEO; Ramzy Andrawos, Director of Operations; Stephanie Bungard, Principal; Megan Steelman, Administrative Assistant; Leonora Cravotta, Development Director; Matthew Drexler, Development Associate; Martha Curren-Preis, Michael Farrell, Amy Leigh, Kelly Nelms & Andrea Yanez, teachers; Jerry Santilli, Santilli & Thomson.

I. Call to Order

Co-President Nicole Perkins Kilcullen called the meeting to order at 7:22pm. Nicole clarified that since she and Pam Prell are co-Presidents, people should feel confident that they are sharing information with each other, so if information, suggestions, etc are given to either of them, they share it with the other. They do not want the co-presidency to be a burden on anyone, so dual notification is not necessary.

Nicole welcomed everyone to the new building and thanked the many people responsible for making the move to the new space possible. She reminded everyone that there are two more tours tomorrow and Friday evening for anyone who has not yet been on one. Nicole stated that she and Pam feel strongly that the Board has a consistent policy that the Board is for governance, not management of the school. She stated that the Board and Jurate have been doing well in this regard. In addition, they want meetings to be efficient and as short as possible; this should also help in regard to board development.

II. Approval of Minutes

Nicole asked if there were any changes to be made to the August Board minutes. The minutes were approved without changes. As the meeting moved into reports, Nicole reminded everyone that committee reports are needed five (5) days in advance of the Board meeting, unless the meeting date is right before a Board meeting. Further, she reminded everyone that it is the responsibility of every Board member to read all reports and that the Board will not be reviewing everything in the reports at the meetings. She clarified that as mentioned at the last meeting, this is true for the PTA and Teachers' report as well. The hope is to keep surprise issues at a minimum.

III. CEO Report

Jurate thanked Robin for her exceptional work as ICS's Owner's Rep and for her ensuring a timely move to our new building. Rosina interjected that she would like to move a motion: *The ICS Board of Trustees hereby acknowledges the outstanding work done by Robin Kohles in her role as ICS Owner's Representative for the school's move to its new building.* Anyabwile seconded. The motion passed unanimously with applause.

Jurate reported that she recently met with the foundation that will be funding the mural; the artist will be Ann Northwood. The project will be completed in the spring. Jurate stated that in her new role as CEO only, one of her goals is to make more partnerships. In recent discussions, the idea of ICS, along with other groups, sponsoring a lecture series about being global citizens has been discussed. She also reported that during these days before the students return, ICS has been leafleting the neighborhood to inform people about what to expect in regard to parking and other issues. ICS will also be planning a community meeting in a few weeks. Jurate gave special thanks to Ramzy, Pr. Stephanie and all the staff for their hard work with the transition to the new space. Jurate reported that we are fully staffed and have an anticipated student enrollment of 732 students. Jerry clarified that he based the budget on 716 students, so the 732 allows for attrition during the year. Jurate explained that since 732 is our cap under our charter and since we will graduate two eighth grade classes this year and accept four kindergarten classes next year, the Board's goal of class sizes decreasing in Middle School will be met since there will be very few additional students being accepted.

IV. PTA Report

There was no PTA report.

V. Teachers' Report

Nicole reported that the teachers' reps are now interested in sharing the position among three teachers. She asked the Board if that was acceptable; it was agreed that would be fine. Nicole welcomed Tr. Kelly Nelms and the third teachers' rep. Amy apologized for not having a written report and gave assurance there would be one circulated for future meetings. She stated that the staff is thrilled to be in the new building and that the in-service training has been a good experience with meaningful trainings and time to get to know one another. She stated that Pr. Stephanie is such a nice addition and that she fits right in. Amy thanked Robin Kohles and everyone else responsible for the school's move. Amy stated that the teachers' reps want to make sure that teachers understand that Board committee meetings are public; she also asked for clarification as to whether or not teachers can be members of Board committees. Nicole stated that teachers can be members of committees. Amy stated that the teachers have a concern that a lot of ICS communication is done via the listserves and that they want to make sure that people aren't left out due to not having e-mail access.

VI. Construction Update

Robin reported that the doors between the cafeteria and dance/movement room is scheduled to be installed on Friday and that the new window glass will be installed after school hours starting on September 22nd and will take about two weeks. She stated that the lockers for the first and second floors haven't been ordered yet due to pricing, but will be ordered soon. The sign for the front of the building had to be re-ordered due to problems with mounting it. The security system is still in the process of being installed.

The building has not yet passed its health inspection due to our not having an industrial garbage disposal or a contract with a pig farmer to haul away scraps on a daily basis. Robin reported that she has identified a potential

pig farmer and is still pricing garbage disposals in order to determine which is most cost effective in the long-run. She stated that ICS is still trying to get the unions to fulfill their commitment to do the playground prep that is needed before the KABOOM build day in October. She stated that 50 students from the City Year program will be at ICS for four hours this Saturday to assist with some finishing touches, such as painting signs to mark the floors in the stairwells. Amy commented that it's exciting to hear that City Year is coming to ICS and that she wonders if this is due to Dean Yerodin's contacting them last year. Robin also reported that the city will be putting up parking restriction signs on Friday and will be out on Monday to "bag" the meters to remind people about the restrictions. Jurate added that ICS is on the list to get flashing school zone signs, but that she's been told it sometimes takes several years to receive the signs. She stated that the signs can be purchased, but cost several thousand dollars.

VII. Committee Reports

A. Finance

Rosina noted that the committee didn't meet in September due to the move and no pressing issues. Jerry noted that he's been involved with four moves this summer and that ICS's most definitely the smoothest. He especially thanked Robin and the ICS office staff. Jerry noted that the July financials show a little cash flow problem; that was due to releasing some construction money before the draw down. He also noted that the School District's subsidy is based on last year's number and that they'll reconcile that in October. Jerry pointed out that in July and August ICS paid rent and bond and in September it will just be bond. Rosina stated that we will also be able to start paying on the principal of the bond.

Rosina moved the August disbursements resolution; Eric seconded. Rosina clarified that there were some very large construction payments in July. Pedro asked why we have contracts with two telephone companies. Jerry explained that we took over some cell contracts to convert phones for work use; once those contracts expire, we'll get a better deal for the school. Pedro asked whether ICS tries to encourage employees to get benefits elsewhere. Jerry stated that ICS does offer an "opt out" payment option, but not many ICS employees take that. Jurate stated that we're also waiting to see what happens with the School District's contract negotiations. The motion passed unanimously.

Rosina asked Jerry whether any funds are currently going through ICS. Jerry said that is not yet happening and that the new tax service will help sort that out. Rosina moved the technology budget resolution; Anyabwile seconded. Jerry explained that all the items are budgeted. The motion passed unanimously.

B. Development

Nicole welcomed **Leonora**. **Leonora** reported that the committee is working on the visibility of ICS, as well as planning the ribbon-cutting ceremony for November 7th and the calendar event for November 21st. There are also eleven (11) grant applications pending. The committee is also working on external publicity materials. Nicole requested that the committee look at the issue of a fundraising board in order to give clarity to the Board on that issue, since the direction of our Board development

depends on that due to the types of skill sets we need. Jurate stated that Leonora is very flexible and thanked her for that.

C. Community Relations

Kristin reported that she and Megan had a miscommunication about the committee report. She stated that most of the report was included in the Development report. Kristin stated that local businesses will be invited to give short presentations at the November PTA meeting.

Nicole stated that under our committee structure plan, we agreed to review all temporary committees every year. She noted that it sounds like there is now a lot of overlap between the Development Committee and the Community Relations Committee and asked whether we should look into dissolving the Community Relations Committee as a temporary Board committee, noting that the work is obviously still very important, but could continue outside of the Board. Kristin stated that she has brought up the same issue with the committee; however, there are definitely at least three very important items to be resolved: 1) the annual family survey, 2) the parent Board seat nominations, and 3) Founder and Community Board seat nominations. Nicole recommended that Kristin take those issues back for further committee discussion. Kristin stated that it may end up being a committee that works along with the CEO. Nicole reminded all Board members that each committee is supposed to review its mission and membership at least once a year.

D. Human Resources

Nicole reported that Becky was unable to attend tonight's meeting; there is no report. Rosina moved the hiring resolution; Eric seconded. The motion passed unanimously.

E. Policy

There was no report.

F. Curriculum

There was no report.

G. Executive

Nicole asked Pedro to report on the work of the Ad Hoc Board Development Committee. Pedro stated that the Board needs a clear policy or process to be used to bring new people to the Board. He stated that the process needs to be transparent and that he feels it should be a standing committee. He clarified that his draft document includes the items from the September 2007 Board resolution. Nicole thanked Pedro for putting this together and asked that he circulate a resolution regarding this policy and the recommendation for this to be a standing committee for consideration at the October Board meeting. Pedro stated that should be possible. Pedro explained that once a name was agreed on, the confidential vetting process would start; the person's name would not be made public until that process was completed. Nicole clarified that would require a by-laws change. Pedro asked everyone to complete the draft profile to see if any particular areas are missing; he will send everyone the page via e-mail. Amy stated that one concern the teachers have voiced is ensuring there are both Enhanced and Immersion parents on the Board.

Nicole stated that as agreed when the Board re-structured its committees, the Board rarely convenes an Executive Committee; therefore, this item can be deleted from future Board meeting agendas.

VIII. Public Comment Period

No one requested to speak during the public comment period. **Pedro** stated that he'd like the public comment period to be earlier in the meeting. Nicole stated that we've moved it around based on whether or not there was a hot topic being discussed. Rosina clarified that we also made it later in the meeting because many concerns may be addressed during committee reports.

IX. Old Business

Nicole stated that since Becky was unable to attend tonight's meeting, the update from the ad committee for legal counsel will be given at the October meeting.

X. New Business

Nicole stated that the Board is currently one member short of its 9-member minimum. She added that although she is in agreement with Pedro's draft plan, she is nominating parent Rona Buchalter; Rosina seconded the nomination. Nicole and Rosina clarified that Rona has been well vetted by the ICS community through the work she has done over the past several years. Nicole stated that there's been a hope that some long standing Board members will be able to phase out and transition in new members. There was a unanimous roll call vote electing Rona. Nicole stated the oath will be administered at the beginning of the next meeting. Nicole stated that next month's meeting is on the evening of Yom Kippur and that we will try to move it if possible. It was agreed to try to move it to 10/15 at 5:30p.m. if that would work with the timing of the Middle School Math night.

XI. Executive Session

The Board went into Executive Session at 8:49p.m. to discuss a confidential personnel matter. The meeting reconvened at 9:10p.m.

XII. Adjournment

Rosina moved to adjourn; Anyabwile seconded. The meeting was adjourned at 9:10p.m.

Handouts circulated at this meeting:

Agenda

Minutes from the August 2008 meeting

CEO report

July financials

Development Committee Report

Construction Report

Development Committee Report

Board Development ad hoc committee report

Community Relations Committee Report (circulated via e-mail)

**Independence Charter School
September 10, 2008
Resolutions**

ADOPTED

Acknowledgement of Robin Kohles

The ICS Board of Trustees hereby acknowledges the outstanding work done by Robin Kohles in her role as ICS Owner's Representative for the school's move to its new building.

July Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approve disbursements from the month of July 2008 in the amount of \$1,634,959.24 as presented to the Board.

Technology Budget

Be it resolved that the ICS BOT approve the assignment of \$ 141,000 for technology that will be leased (lease/buy) over three years for a cost not to exceed \$ 53,000 per year.

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:

Elaine Gildein: Special Education

Kerry Routh: Middle School Math

**Resolutions
DEFEATED**

**Resolutions
TABLED**