

**Independence Charter School
Board of Trustees Meeting
February 8, 2006 7:00 PM**

Board Members Present: Becky Baehr, Anyabwile Banko'le, Ryan Boyer, Michelle Campbell, Christine Chisholm, Eric Cramer, Susan Gobreski, Sean Hennessy, Nicole Perkins Kilcullen, Rosina Miller, Laval Miller-Wilson, Lisa Nelson-Haynes, Pam Prell, Ingrid Schafroth

Board Members Absent: Joana Davis-Diaz

Others Present: Jurate Krokys, CEO; Jerry Santilli, Santilli and Thomson; Ramzy Andrawos, Operations Manager; Richard Taggart, Teacher Representative; Sheba Verma, Development Director; Megan Steelman, Administrative Assistant; Claudia Lee, Teacher; Kristin Nocco, Parent; Cassandra Carponter, PTA Liaison; David Webber, Parent; Sean Gallagher, Vice Principal

I. Call to Order

President Susan Gobreski called the meeting to order at 7:05 pm.

II. Approval of Minutes

The minutes from the last Board meeting were circulated.
Becky motioned to accept the minutes. Eric seconded.
Unanimous to approve.

III. CEO Report

Jurate highlighted a few items from her report (attached) and discussion ensued. Ryan asked about progress on a computer program for the upper grade students; Jurate stated that computer instruction will be a prep period for the older grades in the next school year. In addition, some students will soon be participating in the Fast Forward computer reading program, the mobile computer lab is almost ready for use and we're working on a grant that would allow teams of teachers to work with 5th-8th graders. Clarification was also requested as to what ICS is doing for Black History Month. Jurate replied that during daily announcements, interesting facts are shared; there is also a weekly contest and an essay challenge for the older students. Discussion moved to the sale of valentine's cards; Lisa noted that \$5 per card seems expensive. Several people agreed and recommended selling a set of cards for \$15-\$20. Sean H. asked whether we're ready to open the fourth kindergarten class; Jurate stated that we're still negotiating space. Discussion went on to whether or not ICS should participate in "A Day Without Immigrants" with opinions on all sides of the issue. Pam stated that we should always ask, "What does it do to enhance education?" Claudia stated that by virtue of having an Immersion program, we are very involved in the issue of immigration. Ryan noted that participating may be too political. Susan suggested debating this issue at the Board level at another time.

IV. PTA Report

Cassandra reported that the March 1st meeting will include a dress code fashion show. She stated that at the February meeting, ideas were generated as to how to best use the fine arts fund money this year. Suggestions include hiring an additional music teacher, buying a kiln, holding funds towards a new facility and many more. ICS has been asked to participate in a Center City Schools health

and safety fair in April. The PTA plans to continue the same fundraisers next year; however, the Corbi sale will be switched to the spring. BOT committee representatives are invited to the March meeting to talk briefly about the work of each committee. Susan suggested having a grown-up fashion show at some point.

V. Teachers' Report (followed the Policy report)

Rich noted several requests voiced by the teachers: 1) consider a different dress code allowed for all students on Dance/Movement class days, 2) reconsider the policy of ICS teachers' children having to go through the lottery, 3) consider increasing the amount teachers can annually be reimbursed for conferences; the current rate is \$150, but most conference now cost at least \$179, 4) consider other vendor for the school meal program, 5) recycle, 6) an additional staff restroom is needed on each floor. Responses were that some of these issues need to be discussed at the BOT committee level. Ramzy will work on trying to locate other food vendors; CHAD as the building owner is required to recycle. Susan agreed to sign a letter that Ramzy will draft to move this issue. According to state law, school enrollment preference can only be given to siblings of currently enrolled students and to Founders' children. This issue will also be discussed in committee. Rich also noted that the last Professional Development Day was especially good with staff presenting various workshops. He strongly recommends that all new staff be required to view the video "How Difficult Can it Be?" which is about learning disabilities.

VI. Committee Reports:

A. Finance

Sean H. gave the floor to Jerry, who reviewed the financial sheet that ended 1/31/06. Jerry stated that the audit came today and we should be ready for the exit interview within two weeks. In January some funds were moved to a money market account for a slightly better rate. Most of the variances on the report are timing issues. He noted that line 109, Janitorial Supplies, is higher than projected. Becky asked about lines 36 and 57; Jerry responded that those budgeted items are based on averages. He also clarified that there were some changes in the FICA payments due to getting the legal opinion that some staff members are exempt from paying FICA due to their immigrant status. He also clarified that the ICS SEPTA pass program is "a wash" with the funds being taken from employees accounts and held in a liability account until payment for the passes is made to SEPTA.

Sean H. moved to approve the report; Anyabwile seconded. The motion carried unanimously.

1. Resolution on credit card procedure

Sean H. introduced the resolution relating to ICS credit card procedures (see Resolution 1 at end of minutes):

"Be it resolved that the Independence Charter School Board of Trustees hereby adopts the attached credit card policy."

Sean H. moved that the motion be passed; Ryan seconded. Discussion ensued as to whom would hold the cards, why a credit card was being considered and

whether the \$500 item limit was reasonable for purchases such as airline tickets. Ramzy explained that having a credit card would eliminate staff having to pick up daily expenses that arise; Sean H. stated that Jurate and Ramzy would hold the cards. After discussion, it was agreed that a \$1,000 item limit was more realistic. Susan cautioned that in all cases, budget line items should be checked before approving any purchases. Michelle asked whether the card will be paid off monthly; Sean H. said that it would. Ryan suggested looking into a card like Wachovia offers where you can ban certain items from being purchased with the card.

Susan made a motion to move the amended resolution (with the limit changed to \$1,000); Becky seconded the motion. The motion passed unanimously.

2. Resolution regarding bond issue intent

Sean H. then introduced another resolution regarding bond issue financing for the potential purchase of the Durham School building (see Resolution 2):

Eric moved to adopt the motion; Rosina seconded. The motion was passed unanimously with two changes: under section 2, change the word “are” in the last line to “as” and cut section 3.

3. Resolution regarding legal services for building purchase

Sean H. introduced this resolution (see Resolution 3).

Eric moved the motion; Ryan seconded. The motion passed unanimously.

B. Facility

Nicole reported that several architects on the committee have clarified the next steps that are needed. These steps include sending a brief description of our needs to several firms asking for their qualifications for the project. This is known as a Request for Qualifications (RFQ). The next step is making a decision as to which firms to ask to come and present their proposals and holding that firm to its proposal. This involves developing a detailed description of the project in a Request for Proposal (RFP); however, due to our tight timeline, the committee recommends skipping the RFQ process and instead it plans to complete a draft RFP by the end of 2/06 and then send that to a list of suggested architects. The BOT would then review the proposals. Pam emphasized that we need to make sure there is no conflict of interest between potential firms and the school.

Nicole also updated the BOT on a meeting with representatives from Studley, a realty group that primarily represents buyers. Kristin Nocco followed up on this group after seeing a sign with their name. They have represented other charter schools in finding suitable locations. The committee will check references before moving further with this group. Groups like Studley do a lot of the legwork that tends to be extremely time-consuming.

Executive Session

At 8:20 pm the Board went into Executive Session to discuss legal representation regarding building purchase and bond issue, real estate

representation, and negotiations for building purchase; all non-Board members were asked to leave the room.

The Board returned from Executive Session at 8:40 pm and guests were invited back into the room.

C. Policy

Susan noted that the committee report was circulated. One item is a proposal to restrict tuition reimbursement during the first year of employment, offering a loan instead. Susan also asked the BOT committee meeting dates be added to the school's monthly calendars.

D. Human Resources

Becky reported that the committee continues to look at benefit cost. ICS does not plan to ask staff to contribute toward premiums; however, we do expect co-pay increases to \$5, \$10, \$25 and \$100. Also the Personal Choice option may only be offered to teachers working more than three years.

E. Curriculum

Christine reported that the 5-hour Saturday session to discuss Middle School curriculum was a great start. In addition to committee members, lots of teachers participated, as did consultant Lana Gold. The notes from the meeting will be circulated soon. Christine noted that if ICS wants to be part of the "Coalition for Central Schools," that must be initiated by teachers. That coalition is a group of schools who are committed to helping each other by sharing ideas; membership is free.

The committee is also looking at establishing a homework policy. Random surveys were sent to some parents; all teachers received a survey. Further, the committee received a request from Tr. Anne Hall, the school social worker, to start a more comprehensive HIV/AIDS curriculum by fall 2006. To be successful, it is felt that homeroom teachers need to be involved.

The committee is looking at staffing needs, including the possibility of some part-time specialists, possibly some of whom would speak Spanish. Questions arose regarding the committee's report that mentioned that 5th grade language arts for Immersion students may be taught in Spanish. This issue will be discussed further by the committee

Christine introduced the following resolution:

"Be it resolved that the immersion program for the fifth grade of 2006-07 be structured on a model of 50% Spanish and 50% English."

Questions ensued as to why a resolution is necessary; Claudia noted that this was presented because it was thought this was the ICS Founders' plan for the Immersion program. Pam questioned whether we may want to give kids (with parental permission) the choice as to how many Spanish classes they want to take in 5th grade. Jurate suggested that we might want to consider that for 7th and 8th grade. Claudia circulated information on some Middle School Immersion models from around the country. Jurate pointed out that the 50/50 plan includes

blending some Immersion and FLES classes, possibly in subjects like math and science. Christine suggested having Immersion expert Mary Mapp come to look at our school and make suggestions. Susan suggested that we review test scores. If Immersion students are doing well, let's see how we can maximize Spanish. Pam suggested the possibility of afterschool English test prep classes if necessary. Becky stated that she favors a 50/50 plan for 5th grade, but hopes we can make it a higher percentage in the lower grades.

Susan suggested that we determine what we want the program to be before we start worrying about schedules. Anyabwile noted that the resolution is intended only for the 2006-2007 school year. Sean Gallagher emphasized that there are 144 students who are not in Immersion and if we delay on Immersion planning for 5th grade, we will end up with last minute planning for the FLES students.

Anyabwile moved the motion; Pam seconded. Ingrid moved to table the motion; Eric seconded. The motion was tabled.

Jurate asked, "Does the Board of Trustees fully support beginning to blend FLES and Immersion classes?" Susan responded that she didn't feel comfortable starting this discussion at 5 of 10 at night. Pam stated that we need a straw poll. Becky stated she feels the kids need to be mixed up, especially after the original Immersion class being together for so many years. There was general agreement that next year's 5th-grade Immersion class could blend some of its English subjects with a FLES class. Susan emphasized that this discussion needs to pertain to next school year only and that it not be precedent setting.

F. Community Relations

No report.

G. Discipline

No report.

H. Healthy Kids

No report.

I. Development

No report.

J. Diversity

No report.

VII. Old Business

Susan noted that the April BOT meeting will be re-scheduled to April 19th or another date during that week.

VIII. New Business

Michelle introduced a resolution to reinstate the Legal Committee (see resolutions).

Michelle moved the motion; Eric seconded. Discussion ensued as to whether the committee is necessary. Michelle explained that there are times when the school needs to wait on taking action due to our depending solely on Terry Henry and having to wait if he is unable to respond immediately. Membership would include BOT members who are attorneys. Jurate stated that she feels reinstating the committee would be favorable to speed situations along. Susan stated her objection and suggested organizing an on-call attorney system. Pam asked whether the committee would be reporting at each BOT meeting; it was clarified that the committee would only meet as needed and report as necessary. Laval noted that if the committee gives advice, it would not be confidential. Becky noted that the Board cannot give itself advice. A roll call vote was taken:

Ryan- Yes
Christine- Abstain
Nicole- No
Lisa- Yes
Anyabwile- Abstain
Laval- No
Michelle- Yes
Becky- Abstain
Susan- No
Eric- Yes
Rosina- Abstain
Ingrid- Abstain
Pam- Abstain
Sean H.- had left before this vote

The motion carries.

IX. Adjournment

Rosina moved for adjournment; Nicole seconded. Meeting was adjourned at 10:12 pm.

Handouts circulated at this meeting:

Agenda
Minutes from January 2006 meeting
CEO report
Facility Committee report
Finance Committee minutes
Financial Operations Report (ending 1/31/06)
Budget & Flyer for Sol y Canto Concert and Workshops
Handout on Immersion Middle School Models
Policy Committee Report
Curriculum Committee Report
Listing of conferences teachers have attended in 2005-2006 school year (as of 2/7/06)

**INDEPENDENCE CHARTER SCHOOL
BOARD OF TRUSTEES
Resolutions as Adopted
February 8, 2006**

1. CREDIT CARD PROCEDURE

Purpose:

The purpose of this policy is to establish the acceptable uses of school credit cards. *Anyone making purchases or incurring expenses to be paid from ICS funds (whether via credit card or other means) must adhere to the ICS Purchasing Policy.* Ordinarily, purchases should be paid for by a check written by ICS's business manager in response to an invoice that has been approved by the CEO. In rare instances (e.g., urgently needed supplies, meals, meeting refreshments, business travel), this mechanism may not be available. This policy outlines the appropriate use of ICS credit cards in such situations.

Issuance & Use

Credit cards shall be issued to administrative staff designated by the CEO for the purpose of purchasing approved meals, meeting refreshments, business travel, and urgently needed supplies in situations when purchase via invoice is unavailable. No credit card transaction may exceed \$1000. Using multiple transactions to circumvent this limit is prohibited. Credit cards may only be used for school related expenses. Employees who use the school credit card for personal items will be subject to disciplinary action and must make full reimbursement to the school. The credit card holder shall not loan or give the credit card to another employee to use for purchases even if they are legitimate expenses for the school.

Allowable Uses

Urgently needed supplies (instructional, office, maintenance)
Books
Meeting refreshments
Meals for entertainment and meetings
Transportation (air, rail and bus)
Hotel accommodations (professional development & conferences)

Prohibited Uses

Routine supplies
Professional services
Alcoholic beverages
Personal items
Items over \$500
Dues & memberships

Accounting

On a monthly basis, the holder of each credit card will receive a copy of the billing statement from the business office. Within ten days of the receipt of the billing statement, the card holder will prepare the credit card reconciliation form. The form and receipts shall be submitted to CEO for approval. The CEO shall submit her/his reconciliation and receipts to the Board president for approval.

2. BOND ISSUE INTENT

WHEREAS, Independence Charter School (the "Corporation") has submitted a proposal to purchase the Durham School at 16th and Lombard Streets, Philadelphia, Pennsylvania (the "Facility"), from The School District of Philadelphia for use as a charter school; and

WHEREAS, if the Corporation's proposal to purchase the Durham School is accepted, it intends to undertake a project (the "Project") consisting of: (i) the acquisition of the Facility; (ii) the renovation and equipping of the Facility for use as a charter school; (iii) other capital costs related to moving the Corporation's facilities from their current location to the Facility; and (iv) other miscellaneous capital costs of the Corporation; and

WHEREAS, the Corporation anticipates financing the Project through the issuance of tax-exempt bonds on behalf of Corporation by the Philadelphia Authority for Industrial Development or another appropriate governmental issuer; and

WHEREAS, the Corporation has elected to undertake the Project through a separate nonprofit foundation (the "Foundation") created by the Corporation to acquire and renovate the Facility and lease the Facility to the Corporation; and

WHEREAS, the Corporation and/or the Foundation may expend funds with respect to the Project prior to the issuance of tax-exempt bonds with the intent of being reimbursed from proceeds of such bonds; and

WHEREAS, to the extent required under the Internal Revenue Service Code of 1986, as amended, and the regulations promulgated thereunder, this resolution is intended to fulfill the "Official Intent" requirement prescribed in Treas. Reg. 1.150-2.

NOW, THEREFORE, BE IT RESOLVED, as follows:

1. Maximum Amount. Up to \$10,000,000 of the proceeds of tax-exempt bonds shall be applied to acquire, build and equip the Project.
 2. Official Intent Requirement. In accordance with Treas. Reg. 1.150-2, the Corporation hereby states its intention that a portion of the proceeds of tax-exempt bonds will be used to reimburse the Corporation and/or the Foundation for original expenditures relating to the Project paid prior to the date of issuance of such bonds. All original expenditures to be reimbursed will be capital expenditures (as defined in Treas. Reg. 1.150-1(b)). The reasonably expected source of funds that will be used to reimburse the original expenditures is the proceeds of tax-exempt bonds. The description of the type and use of the property for which the original expenditures to be fully or partially reimbursed are to be paid as costs related to the Project.
 3. Effective Date. This resolution shall take effect immediately.
- Adopted: February 8, 2006.

3. LEGAL REPRESENTATION FOR BUILDING PURCHASE

Be it resolved that the Independence Charter School Board of Trustees hereby authorizes its officers to enter into an agreement with Cozen O'Connor for legal services related to building purchase, zoning, and bond funding (borrower's and bond services) for an amount not to exceed \$85,000 plus out-of-pocket expenses, to be paid from the proceeds of bond funding.

4. RESOLUTION TO REINSTATE THE LEGAL COMMITTEE

Be it hereby resolved that the Board of Trustees reinstate the Legal Committee to review legal matters for Independence Charter School.”