

**Independence Charter School
Board of Trustees Meeting
April 19, 2006**

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

Board Members Absent: Christine Chisholm

Others Present: Jurate Krokys, CEO; Ramzy Andrawos, Operations Manager; Richard Taggart, Teacher Representative; Megan Steelman, Administrative Assistant; Sean Gallagher, Vice Principal; Kristin Nocco, Karl Olsen, Caryn Seltzer-Devine, Michael Prell, Sandra Adair, Michelle Coats, Robin Kohles, T.J. Gobreski, Barbara Ruth-Cook, Jim Zwolak, Liz Reed, Gerry McDermott, Alison Sprague, LeLand Lott, parents; Claudia Lee, parent & teacher.

I. Call to Order

President Susan Gobreski called the meeting to order at 7:09 pm

II. Approval of Minutes

The minutes from the last Board meeting were circulated. Rosina motioned to accept the minutes. Laval seconded. The minutes were approved as presented.

III. CEO Report

Jurate noted that one item missing from the report is a copy of the test scores that were recently in the newspaper; they will be circulated later. She reported that ICS scored well. She also talked briefly about curriculum development at schools that she, Maestra Claudia and Teacher Kristen Long visited; those schools use some of the same curricula as ICS, but the teachers are responsible for adapting and writing additional curricula. Susan requested that the list of continuing education courses teachers attend be continually updated and included with the monthly CEO report; Jurate agreed to do that. Sean asked whether the students for the fourth kindergarten class have been notified. Jurate stated that they have been notified, have registered and a parent/guardian orientation has already been held. Jurate gave an update as to why ICS had an early dismissal today, the reason being that PECO accidentally cut some power wires to most of the building. That left most of the building without electricity, HVAC and working toilets. Susan asked how bus dismissals are handled when ICS has an unplanned early dismissal; Jurate stated that unless we can reach one of the student's emergency contact people, we keep the student at ICS.

IV. PTA Report

Michelle Coats reported that today was the PTA's "Go for the Greens" Day at ICS, where all the students were offered fresh vegetables during their lunch periods. The event was a big success and the good only cost about \$120. The annual Silent Auction is quickly approaching; it will be held on Saturday, May 13th from 6pm-10pm. Donations seem a little light at this point, but all other aspects of the event are moving along as planned. The school will be participating in an Earth Day clean up event; flyers will be sent home. ICS will staff a booth at the April 29th Health and Safety Fair to be held at St. Peter's

School at 4th and Lombard Streets. ICS is the only charter school that was asked to participate, along with St. Peter's, Meredith, McCall and a few parochial schools. The ICS booth will focus on television and other media. The annual student talent show is coming up at the June PTA meeting. Field Days will be planned for sometime near the end of the school year; plans are still in development. PTA elections will be held at the May meeting.

V. **Teacher's Report**

Rich thanked everyone for funding the recent 5th grade science program on solids, liquids and gases; the students really enjoyed it. Plans are in the works for a 5th grade science fair; it will start our small this year and then hopefully move on to participation in later years at the city-wide fair. He also reported that he received many e-mails from teachers in regard to the facility resolutions on the agenda for tonight's meeting and that the majority sentiment from the teachers is that they want to move to a different location. Ryan asked whether there's been any movement on forming a student government. Sean G. reported that elections will take place during the week of Memorial Day. Grades 5-7 will participate; a debate will be one event leading up to the elections. Rosina asked what we are calling "middle school." Jurate responded that eventually it will probably be 6-8, but because of how we're currently physically located, it seems to make more sense to keep it at 5-8 for the time being.

VI. **Committee Reports**

A. **Facility**

Nicole reported that the Studley realty group contacted her shortly before tonight's meeting to discuss a few potential sites, one of which the committee has already seen before Studley's services were engaged. One site is near 30th Street Station. She also suggested that the full Board discuss whether or not they want to consider looking for two facilities, one for the lower school and one for the upper. Nicole recounted the charge she was given at last month's Board meeting to set up another tour of the North American Street site. The tour was set up for 4/17; three Board members went as did many members of the Facility Committee. As a result of the tour, several members of the committee felt we should move on trying to secure the site, which is the reason that resolution has been brought tonight. Further, before Spring break Nicole spoke briefly with Steve Gendler from Grubb & Ellis, which is CHAD's management company, to try to determine whether there were any long-term opportunities for ICS in our current building. According to Mr. Gendler, there are opportunities, because his understanding is that CHAD is now planning to reduce its size (to 450) rather than expand. CHAD is also looking at the possibility of expanding the building in the basement and above the top floor. Mr. Gendler indicated that if ICS has a long-term commitment, CHAD would consider offering more space. The floor was then opened for comment.

- Ryan: It seems like we're spinning our wheels. Don't we need to decide if we absolutely want to stay here or if we want to move? I want to spend time being a school.
- Sean H: Was our requirement for this building 60,000 square feet or 66,000?
- Robin: Our minimum requirement was about 60,000

- Jurate: My understanding is that downstairs is about 28,000 square feet; the second floor is about 28,000. We'd also lose space with the open stairwell. I also think CHAD would have a hard time giving up the "fish bowl" area and cafeteria.
- Nicole: We need to decide, "If we can ask for anything we want to ask for at Liberty Square, do we even want to ask?"

Several people asked Nicole to discuss her committee report more fully. Nicole reported that the committee is not comfortable recommending the 12th & Fitzwater site, since they haven't even been able to get access to it. Although it seems to be a great location and from the outside looks to have good potential, the person who is interested in selling it to ICS doesn't own the building yet and hasn't been forthcoming as to when settlement will occur. Also, the site currently has occupied low-income housing units in it and there may be problems relocating the tenants. The 667 North Broad site would not be workable, because of other charter schools in that area. The 1209 Vine Street site may be cost prohibitive based on previous given budgets from the finance committee, so the facilities committee seeks input from the finance committee on this site. Further discussion ensued:

- Joana: Why do we have two resolutions being proposed when we've just started a contract with Studley to find potential places?
- Nicole: I felt an obligation to the Facility Committee to put these resolutions out.
- Ryan: Don't we want to move forward on ownership? I'm leaning towards North American. The distance from Spring Garden Street to North American is about the same distance as from Market East to here. The 30th Street area is too crowded and it's not safe. Why didn't more Board members come on the tour of North American?
- Anyabwile: One, people need to decide about the feasibility of this building. Two, When would we be able to get an unconditional agreement from CHAD? And, three, how long of a lease could CHAD give? Or, are we looking to get a long-term facility, so we can focus on education?

Susan then opened the floor for public comment:

- Kristin: North American is a great space. There's a park nearby, a lot across the street and community support. We'll own it, so it will be safer. There are also possibilities there to reach out to the community.
- Karl: Would the Board rather rent for 100 years, or own a building? You must go to see the North American site to see the vast possibilities. Ownership would be a highlight, plenty of room and then some. I've lived in that neighborhood for 20 years and get to ICS with no problem. The area has a nice balance of long-term residents and newer, condo owners. There's plenty of parking. The site has access to public transportation, a full kitchen and a lot of natural light. We'd have more space for events. I feel the school community will rally about this in an amazing way. I also get a good feeling from the owners.
- Rosina: Please remind us, Robin, how big is the space?
- Robin: 66,000 square feet with the opportunity to add, getting to a total of 88,000.
- Barbara: I'm opposed, because of the mission of the school. I'd probably move my kid. The vibrancy of center city is why I live in the city. Northern Liberties isn't center city. I also like a small school.

- Sandra: This current building is not a thousand person building. Maybe the Board isn't ready to make this decision.
- Jim: This was not meant to be a Northern Liberties school; I don't think Northern Liberties is a good location for this school.
- Claudia: As a teacher, it's very difficult when you're here for eight or more hours a day. Some of us don't know what the weather is like. Remember the problems with this building. In addition to the problems at the building, there are problems outside. For instance, staff can do their best to have the children be well behaved while walking to the park, but we can't control the drivers on the busy streets. We even have to escort all the students everywhere. We'd still be close to the historic places. Almost none of the teachers think we should stay here.
- Robin: My main concern is safety, being around so many high school students---with another high school soon coming. We also need operable windows.
- T.J.: Maybe we could get the building to open the windows. Northern Liberties isn't center city. This location has lots of public transportation. I don't think bigger is better for a school. I teach in a 400 student K-8 school and it's great; I think we might be able to get enough space here.
- LeLand: I love the vibrancy of this location. A lot of the parents work close to the school.
- Michelle Coats: I chose this school because of the programs, which I think are suffering because of this issue. I think it's easier to stay and move once we have everything we want with curriculum, etc.
- Alison: I hear what Claudia is saying about this space, but we need to fully develop the curriculum. People bought into the idea that the school is here. This isn't out of self-interest. I want to be a part of center city, not just visiting it.
- Michael: The resolutions don't have to be either/or; the Board can choose to look for other properties.
- Ramzy: There are daily frustrations in dealing with this building. My preference is to leave this space.
- Sandra: People have been saying the same things all along. I really think we're not ready to make a decision.
- Karl: I'm impressed with the Board. I was excited that the Board was willing to take risks. I think the arguments are rather shallow. All things change over time. Let's dig in and do something.
- Eric: How about an amendment to the resolutions to set priorities?
- Nicole: I have a problem with amending the resolutions. The Liberty Square issue has to stand alone.
- Ryan: I move the second motion (regarding North American Street)
- Susan: Nicole still has the floor
Nicole then moved the following motion:
Be it resolved that the Independence Charter School Board of Trustees authorizes its officers to negotiate and enter into a long-term lease with L-A Liberty Square Associates, L.P. covering approximately 60,000 square feet of contiguous space at 105 S. 7th Street, Philadelphia, Pennsylvania.
Notwithstanding the foregoing, the Independence Charter School Board of Trustees authorizes its officers to negotiate and enter into a long-term lease for additional space if it is available.
- Rosina seconded. Discussion ensued:
- Jurate: I want to remind the Board that when the school's mission was written, a building in South Philly was being considered.
- Pam: That was never brought to a vote.

- Jurate: I enjoy absorbing myself in the historic area, but that's not what makes the kids' curriculum. We have the opportunity to plan the physical plant as part of our school. If we remain here, we continue to have a landlord. And I think when they (CHAD) mean the basement and first floor for us. We just received two bills out of nowhere, one for the HVAC and one for the guard. We're getting to our limit on how creative we can be in this space. This building was not made for 1,000 kids.
- Ryan: I agree with a lot of what Pr. Jurate says. The educators and administrators aren't happy with the environment. How can that be good for our kids? I'm totally against staying here.
- Lisa: I keep hearing people go back to the original vision, usually as a reason to stay. I think of the mission as visionary. North American is an incredible opportunity. I want a school with fresh air and windows---what I had during my school years. ICS works for me because of the spirit and expertise. This is an office building. I don't think our reality is what CHAD as a landlord can offer.
- Nicole: We can't compare this spot to Northern Liberties. Try to think of this building in a capsule. Don't think of this space as it looks now.
- Becky: We're here. We are a center city school. It's about the kids being in center city every day. Try to make this space work first.
- Rosina: I'm conflicted. The meeting when the teachers expressed their concerns about this space really swayed me. How many of the teachers' concerns could be addressed if we re-worked space here? But what do people think we can get in Center City, if not this building? Northern Liberties doesn't feel far away to me. South Philly felt far away to a lot of people too. I believe being in Center City has very much to do with who we are as a school. I think we would change by moving, but I don't think that necessarily means it's a bad thing.
- Laval: I favor a move from this location due to concerns of the teachers and administrators. I favor ownership within limits. I favor to enter negotiations with North American. North American remains with the mission of the school. People will commute for excellence. We shouldn't be a school for center city workers; we should draw from all over. I don't see center city welcoming us; Northern Liberties is welcoming us. Let's continue to be an excellent and unique school.
- Joana: I'm not saying I'm for Northern Liberties. I think of ICS as a Philadelphia school, not a center city school. I'd move for the school. I'm a teacher and I put value on what teachers say. Kids get a vibe from the teachers. If we don't move, I think we'll lose teachers by not valuing what they think.
- Michelle Campbell: I'd like to address the question of whether the Board is ready to decide. I think we are. We'd like a unified Board, but we can't wait until everyone is on the same page. The Sol y Canto concert is a good example of how a non-unified Board can work. The student racial mix is not represented at Board and other meetings. Input has been personal. I give a lot of weight to the teachers' concerns. I'd love to spend four hours of every Board meeting talking about curriculum and programming. I support ownership. We've had discussions with our landlord for over a year. I don't trust our landlord.
- Ingrid: Thanks to Nicole and the Facility Committee for so much hard work. I favor a location other than here.
- Susan: I think Sandra's right; I think people have different priorities. We, the Board, did this. We made the decision to grow bigger. I don't like being maligned; some people seem to think I want to be at this location for my own convenience. Public transportation to Northern Liberties works well for my

family. The park in Northern Liberties is farther than in center city. I value teachers. I would like to invest more in our teachers, instead of buying a building. Ownership is not a value for a school. We can negotiate control in a lease. We have a mission, center city is clearly in it. Our obligation is to the families who are here. Sometimes there's just a philosophical divide. Don't make assumptions about what people who aren't here would want.

Depersonalize it. I value: world cultures, center city and language acquisition.

- Pam: I have a dream that if we can vote on this resolution one way or the other, we can move forward. I sympathize with what the teachers are saying. We have to figure out what it would take to keep us here. Dream big and move forward.
- Joana: If we're going to stay here, I don't think we should have the number of students we have.
- Nicole: I'm conflicted about Northern Liberties. I favor sitting down very soon with a small key group, including parents, teachers and others. If we can't address safety concerns at this location, it doesn't make sense to stay. I'd probably abstain on both.
- Rosina: We got so big, because we have two programs. I favor a short time frame for discussion, involving teachers. If we stay here, for example, maybe we could put a gym in the basement.
- Michelle Campbell: We have had these discussions already with CHAD; they have never been interested in a serious way.
- Rosina: CHAD did just go through a major change and decided they can't get as big as they wanted.
- Susan: There were other times when CHAD reached out to us and we weren't ready. Our interests may now be converging for the first time.
- Sean: I'd like to call the question.
- Jerry: I don't want to weigh in on one side or the other; one point to note is that ICS only has 14 months left on its current lease.
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Rollcall vote:

Lisa- No

Ryan- No

Joana- Abstain

Anyabwile- No

Sean- No

Michelle- No

Nicole- Abstain

Susan- Yes

Becky- Yes

Pam- Yes

Ingrid- No

Laval- No

Eric- Yes

Rosina- Yes

The motion was defeated.

Sean moved the following motion:

Be it resolved that the Independence Charter School Board of Trustees authorizes its officers to submit a letter of intent to purchase 827 N. American Street for a purchase price to be determined by the Executive Committee, with the offer contingent on

acquisition of adequate financing, necessary zoning variances, permission to transfer the ICS Charter to that location, and other appropriate factors.

Ryan seconded; discussion ensued:

- Laval: I'm sensitive to the 14-month timeframe and needing to negotiate with CHAD.
 - Rosina: We should not vote on serious negotiations on Northern Liberties; give Studley a chance.
 - Becky: I agree with Rosina; we're not ready to move forward with this. Now we have no leverage with CHAD at all.
 - Susan: Let's call it a draw with CHAD and stop making CHAD the bad guy.
 - Becky: Pursuing a purchase is a bigger decision than renegotiating a lease.
 - Susan: I don't think we're ready. We need a strategic plan first. All the original founders were just defeated.
 - Ingrid: Who can answer whether we can extend the lease with CHAD?
 - Susan: They want something larger.
 - Eric: I'm concerned about negotiating when CHAD is doing long-term planning. Now we have no priorities and we have no place to be.
 - Joana: I'm willing to re-visit discussion on this space.
 - Jurate: One point of information: We have enough space for the upcoming year and the following year. We have amazing teachers. Part of the problem of the size is that cutting one program makes a big impact. As we grow, we won't lose focus with the staff we have. When we started, we didn't realize the number of differences with the two different programs. We're working to change those. When CHAD went for their charter renewal, CHAD had us on the first and second floors. I was ecstatic. I disagree with Susan; it's not a draw with CHAD. I'm sorry, but I need to chastise the Board. The Board has circled around, knowing the timeline. We're trying to raise fine citizens in difficult circumstances. You also can't get construction grants when you lease. We got very lucky in that regard in the past.
 - Rosina: I don't think it's fair to say we've been dragging our feet. We made an offer on Durham; it was rejected. Last month we agreed to enter a contract with a new realtor. These issues present profoundly difficult choices, without clear-cut solutions. I'd really like to do a strategic plan first, but we just don't have the time.
 - Susan: Look at two separate spaces and see if it is possible to convert space into what we want.
 - Anyabwile: By our vote, we've decided not to stay here. I don't have a problem waiting 30 days to look at another property. Twelfth Street looks great, but there are lots of problems with that. I think we should take 30 days to look at other properties and then move on.
 - Claudia: Did we ask CHAD for what we need in terms of space?
 - Nicole: Yes, they said they would work with us.
 - Susan: I'm not afraid of losing a building that has been on the market for four years.
- Ryan moved to table the motion; Becky seconded. More discussion ensued:
- Eric: It's time to delegate this decision.
 - Nicole: I want to clarify that the timeline hasn't changed, but we need to worry about our lease here. If we table this, the Facility Committee needs some direction.

- Robin: The timeline is from making a decision on a site through move in, which would be September 2008 at the earliest.
Susan called for a vote. There were three “yes” votes to table the motion, so the motion stayed on the table for a vote. More discussion followed:
- Susan: I think North American is more expensive than we planned for Durham.
- Nicole: For the core program without buying the parking lot, which may have given us tax problems anyway, it would be about \$11.5 million, but we think we may be able to work it down to about \$10 million. The asking price is \$3.8 million for the building and \$2 million for the parking lot.
- Eric: If we vote “yes,” we must speak to this building to get more time on our lease.
- Sean: Maybe we can find a way to make this happen.
Eric moved to amend this resolution to say an offer on American Street is contingent on getting adequate space for the 2007-2008 school year. Ryan seconded. Discussion followed:
- Becky: These aren’t related offers.
- Rosina: The only way we have an alternative is to negotiate a longer lease.
- Laval: I disagree. Let’s get the process going.
- Michelle Campbell: Studley hasn’t found anything viable yet.
- Susan: It’s separate business. Nicole can call and let them (North American) know that we may be interested and to let us know if they get any other serious offers.
- Karl: Didn’t you vote not to stay here?
- Several Board members: No, we voted not to enter into a long-term lease here.
- Gerry: The Board needs to decide whether to buy or not. Make up your mind and do it.
- Rosina: Somebody needs to call CHAD tomorrow.
- Eric: We need a motion to prioritize and have the Executive Committee act.

Susan called the question; there were only two “yes” votes; the motion to amend the resolution was defeated. A roll call vote was then taken on the original motion to proceed with the North American Street site:

Yes- Rosina, Laval, Ingrid, Sean, Lisa, Michelle

No- Becky, Susan, Pam, Eric, Nicole, Ryan, Anyabwile

Abstain- Joana

The motion was defeated.

B. Finance

Due to the late hour, no committee report was given.

C. Curriculum

Due to the late hour, no committee report was given.

D. Human Resources

Due to the late hour, no committee report was given.

E. Development

Due to the late hour, no committee report was given.

F. Discipline

Due to the late hour, no committee report was given.

G. Community Relations

Due to the late hour, no committee report was given.

H. Healthy Kids

Due to the late hour, no committee report was given.

I. Diversity

Due to the late hour, no committee report was given.

J. Policy

Due to the late hour, no committee report was given.

K. Legal

Due to the late hour, no committee report was given.

VII. Old Business

None was discussed.

VIII. New Business

Susan asked if there was any other business. Anyabwile and Michelle Campbell stated we need to give the Facility Committee the direction they have asked for. Discussion ensued about whether the Committee should look at the possibility of two separate sites. Joana stated she thought that was a bad idea for many reasons. Ryan stated that the North American site is a better option than two separate buildings. Jurate stated that two buildings would probably not be cost effective, since some staff would have to move from building to building.

X. Adjournment

Pam moved for adjournment; **Becky** seconded. Meeting was adjourned at 11:10 pm.

Handouts circulated at this meeting:

Agenda

Minutes from March 2006 meeting

CEO report

Facility Committee report

Comments from the Yahoo Group regarding the facility resolutions

Finance Committee minutes

Financial Operations report (ending 2/28/06)

Proposed budget for 2006-2007

Proposed By-Laws for Opening Worlds of Opportunity

**INDEPENDENCE CHARTER SCHOOL
BOARD OF TRUSTEES
Resolutions as Adopted
April 19, 2006**

None.