

**Independence Charter School
Board of Trustees Meeting
July 12, 2006, 7:00 pm**

Board Members Present: Becky Baehr, Anyabwile Banko'le, Michelle Campbell, Joana Davis-Diaz, Susan Gobreski, Sean Hennessy, Nicole Perkins Kilcullen, Rosina Miller, Laval Miller-Wilson, Pam Prell

Board Members Absent: Ryan Boyer, Eric Cramer, Lisa Nelson-Haynes, Ingrid Schafroth

Others Present: Jerry Santilli, Santilli and Thomson; Ramzy Andrawos, Operations Manager; Megan Steelman, Administrative Assistant; Sean Gallagher, Vice Principal; Karl Olsen, parent; Kristen Long, Curriculum Specialist/teacher; Tracey Hill, parent & ICS Secretary.

I. Call to Order

President Rosina Miller called the meeting to order at 7:12pm.

II. Approval of Minutes

The minutes from the last Board meeting were circulated. Sean motioned to accept the minutes. Nicole seconded. The minutes were approved unanimously as written.

III. Public Comment Period

Rosina opened the floor to public comment. Karl Olsen congratulated all the new officers. There were no other public comments at this time.

IV. CEO Report

Since Jurate was not able to be at the meeting due to illness, **Sean Gallagher** gave a summary of the CEO report. In regard to the Administrative Retreat that took place last Saturday, Sean reported that the group came up with a draft of core beliefs relating to staff at ICS; that will be circulated to the Board once it is finalized. Susan asked how many students are attending Summer School and how many were retained. Kristen clarified that in most cases students who are being retained are not recommended for Summer School and that between 12-15 students were retained this year. Sean noted that about 73 students are attending Summer School. Anyabwile asked whether only the Middle School was going to have a student government. Sean stated that was the case at this time, but the issue can be revisited.

V. PTA Report

No report.

VI. Teachers' Report

There was no Teachers' Report; however, Kristen Long noted that there is a plan to better prepare the teachers' representative for his or her role at the Board meetings; this may include a short handbook about the role.

VII. Committee Reports

Rosina explained that it is her hope to build on the committee structure that was established last year. Each member of the Executive Committee will be a liaison to several Board committees. Although that person may not attend all the committee meetings, he or she will stay in contact with the committee chair people to ensure that regular meetings are held, that agendas are circulated to the full Board and the committee members before the meeting, and that committee minutes are completed and circulated before the Board meeting. She noted that Nicole will be reminding everyone about submitting committee minutes at least five (5) days before each Board meeting.

A. Curriculum

Pam reported that ICS parent Donna Sharer has been working on curriculum and will make a presentation about the Middle School Social Studies curriculum at the August Board meeting. Kristen gave a brief summary about the Young Playwrights program, which is a national writing program that is adapted as needed in different cities. This program will be used in the seventh and eighth grades. A theater representative will work with the classroom teacher. A question was raised as to how the different pieces of curriculum work together. Pam explained that the curriculum is based on teacher need, so if a teacher points out how something is not working, ICS works on an alternative plan. She further noted that ICS is now going into its sixth year and we are just now starting to purchase specific curriculum items after receiving input about what has been working and what hasn't been working. She noted that ICS adapts curriculum as needed. For example, ICS will be broadening the eighth grade Social Studies textbook to include not only U.S. history, but history of the Western Hemisphere, due to ICS's multicultural focus. Susan asked for clarification as to whether we are planning to hire a consultant to write the curriculum. Pam explained that several teachers spent a week after school ended, writing up the curriculum. That information will be typed up and available at the August Board meeting. Susan asked whether we'll be making that information available on the website. Rosina stated that she agrees that a summary should be on the website. Pam clarified that the committee hopes to use a consultant to work on thematic issues once the initial draft is completed. She publicly acknowledged the hard work that Kristen Long has put into this curriculum initiative.

Susan asked for clarification regarding changes to the country studies. Becky noted that the change is that sixth graders will study world history. Susan stated that she hopes the Board will have time to discuss the curriculum and to give feedback. Pam stated that she feels the consultant will be helpful in tying the curriculum together with issues that come out of the strategic planning initiative and that the consultant will be able to capture what is already happening at ICS and help plan to build on that. Laval noted that he likes that we're discussing curriculum at the Board meeting and asked how we evaluate the effectiveness of the curriculum. Pam explained that happens through discussion at the Curriculum Committee meetings. Kristen added that we also look at test scores and noted that teachers will be giving standard assessments. Laval suggested that we might want to bring in consultants to work on items such as portfolios. Sean G. stated that Kristen, Claudia and the teachers are always giving feedback as to whether or not curriculum is working. Becky stated that it's the Board's responsibility according to the laws to have knowledge of what is happening in the classroom and asked whether the books listed in the proposed resolution are

connected to the curriculum that is being written. Pam replied that those books are directly connected, except for the new spelling program. Becky stated she feels the Board should receive the entire curriculum document, not just a summary. Pam clarified that this will be a first draft and that the Curriculum Committee wants the first year to be a work in progress or we would never be able to finish it. Joana noted that textbooks shouldn't drive the curriculum, but that textbooks need to be chosen according to the curriculum. She suggested that we note in the curriculum why we're teaching things----for example, we're teaching "X" in seventh grade, because of "Y." She stated that it is possible to get specific lists of not only what Pennsylvania says kids need to know if certain grades, but to also get information as to what other states require.

Susan stated that she feels the curriculum plan is something that is adoptable, noting that charter schools were created as a creative experiment. She stated that she feels we should get into a rhythm of adopting curriculum each year. She also noted that she would like to be schooled in evaluating curriculum, alternatives to tests and in other areas. Nicole stated that she agrees that we need to adopt the curriculum and noted that soon we will also be able to look at what types of high schools our eighth graders are accepted to as one way of seeing how well our curriculum is working. Becky asked Jerry whether all charter schools adopt a whole curriculum. He replied that as far as he knows, they don't; he added that he thinks the Board should be commended for considering doing so. Pam clarified that the law states that charter school boards need to adopt the textbooks, but does not require Boards to adopt curriculum. Rosina commented that Board members who are interest in a very detailed level of curriculum involvement should attend Curriculum Committee meetings and be part of that process.

Anyabwile moved resolution #5 (see below) regarding textbook purchases; Sean seconded. The motion passed unanimously.

B. Finance

Sean H. moved that the Board approve the June 2006 expenditures as listed; Becky seconded. Susan asked what check #2587 for Chase Card Services entailed. Jerry clarified that this is a credit card that the Board approved for only Ramzy and Jurate can use to make purchases, rather than staff having to constantly use their own money and get reimbursed. He added that from now on a detailed statement from that account will be given each month and that he will forward details about this payment to the Board in an e-mail tomorrow. Becky asked for details on the last item and Jerry clarified that was payment to one of the yoga instructors. Sean added that from now on that person will only be paid as an employee, not a consultant. The motion passed unanimously.

Sean stated that due to June 30th being the end of the fiscal year, the June financial report will not be available until the final books are ready, which will probably be sometime in September. The proposed budget revision was circulated; Jerry noted that after the budget revisions, the targeted surplus of \$300,000 will be reduced to \$170,000. One reason for the revision is that the third floor renovations are going to cost a lot more than anticipated and noted that is a one-time expense and should not negatively affect our bond situation. Laval asked whether the bill passed in which the state could float charter school bonds.

Jerry said it didn't pass, but there is a chance of it being added after election time. Laval asked whether charter schools need Pennsylvania Department of Education approval for new construction; Jerry said they do not.

Sean moved resolution #1 (see below) regarding the budget adjustment; Michelle seconded. The motion passed unanimously.

Sean moved resolution #2 regarding contracting for auditing services; Michelle seconded. Michelle asked whether we have the audit results. Sean said that we did receive the results, but that the recommendation as to whether or not to approve them needs to come from our audit committee, which Lisa chairs. Sean noted that this company offers a good price and good service. The motion passed unanimously.

C. Facility

Nicole reported that this Friday is the deadline for RFPs to be submitted by architects interested in bidding on work involved if we purchase the Durham building; we expect up to six proposals. She stated that the committee will be reviewing the proposals this weekend and that there will be a meeting on Tuesday 7/18 to hear from two or three finalists. Anyone interested in reviewing proposals should contact Nicole. She noted that the timeline is extremely tight. She also noted that if the Durham purchase proceeds, there will be several decisions that will need to be made quickly before the August Board meeting. She suggests that we give the Executive and Legal Committees authority to make those decisions between now and the next Board meeting. Susan asked if we couldn't agree to a package up to a certain amount. Nicole stated that we aren't certain of the amounts at this time. Sean suggested that the anticipated soft amounts could be shared in an Executive Session.

Nicole reported that another tour of the Durham building has been arranged for Wednesday 7/19 at 9:30am. She also noted that ICS has received a proposed lease for 2007-2008 from Steve Gendler at Grubb & Ellis and the Executive Committee will be evaluating it. Jerry reported that he received a call from someone else at that office, volunteering to help get the lease process moving. It seems that he was not aware that ICS had received the proposed lease. Nicole also reported that it was agreed that the third floor lease will be separate, rather than adding yet another amendment to our other lease.

Nicole asked Ramzy to give an update on the 3rd floor door situation. Ramzy explained that ICS was just told that due to fire code, a door needs to be put up between the men's and women's bathrooms. In addition, the door that is currently at the front of the 3rd floor space ICS will be renting needs to be removed. That means that the other tenants can enter ICS space without using a key. The other 3rd floor tenant, Landmark, has two small offices outside of where that door now is. Susan suggested that we might ask Landmark to only use that space with a key, so that it's more deliberate when they are entering that space. Ramzy will continue to work on the issue to see if anything can be worked out with Landmark.

Becky asked Ramzy about other facility repairs that are needed, such as broken tiles, rips in flooring, etc. Ramzy said there is a list of those items and work will soon begin on them.

The Board went into an Executive Session at 8:42pm to discuss confidential issues regarding Durham negotiations. The regular meeting resumed at 9:30pm.

Anyabwile moved resolution #3 regarding a revised Durham Letter of Intent; Michelle seconded. The motion passed unanimously.

Rosina asked Jerry if he had suggestions on how to word a resolution about possibly expenses related to Durham that may come up very soon. Jerry suggested allowing the Legal and Executive Committees be authorized to hire required services for up to \$300,000. Nicole agreed to draft the resolution. Since Jerry had to leave at this time, Michelle asked him whether we had \$20,000 budgeted for strategic planning. Jerry replied that although it wasn't budgeted, there are some 2005-2006 funds that can be used towards part that is billable in that fiscal year. Rosina noted that Susan had mentioned before that sometimes grants are available for strategic planning; however, that would hold up the process. Laval asked whether ICS had completed the paperwork to be eligible for tax credit funds; it was noted that the application was not completed in time for the deadline of May 1st. Jerry clarified that ICS would not be eligible for the program, but Worlds of Opportunity would be. He also noted that there is also a program for scholarships for eighth graders going into high school.

Later in the meeting (after the Executive Committee report), Nicole moved resolution #9 (see below); Becky seconded. The motion passed unanimously.

D. Human Resources

Becky reported that due to Jurate being out sick, the next meeting will be next Friday, July 21st at 9a.m.; all Board members are encouraged to attend.

E. Development

No report.

F. Community Relations

Rosina reported that the Executive Committee has asked the Community Relations Committee not to pursue filling Christine Chisholm's seat at this point. **Joana** reported that Fran Melmed will report on the parent survey at the August meeting, instead of at tonight's meeting. She noted that two issues raised in the survey results were the need to update and expand our website and the need to improve communication. She stated that ICS parent Michael Prell, who has been updating the ICS website was at the last committee meeting to explain proposed changes to the site. Joana also mentioned that we might add some Spanish translation to parts of the website and that she will do a presentation at one of the August in-service staff meetings to update staff on the use of the site. Further, Joana updated the Board on the fact that although the former Development Director had not sent out thank you letters to businesses who contributed in-kind to the concert reception, Sandra Adair did make sure that the letters have now been sent. Finally, Joana reported that according to the surveys, some kindergarten parents, primarily those in the immersion program, are feeling lost.

The committee is suggesting that kindergarten parents receive monthly packets for the first few months. Becky suggested that possibly a first grade parent would agree to act as a liaison. Susan suggested making public service announcements during Back to School night, making sure that a representative, possibly from the PTA, go to each kindergarten room.

In addition to the Advisory Board, Joana reported that the committee has been talking about the possibility of developing relationships with various companies who would be associated with ICS; these would be companies who realistically wouldn't be able to commit to appoint a particular representative to the Advisory Board.

G. Discipline

Michelle reported that she usually receives several calls per month from parents concerned about details of situations that have occurred with their children; often those parents want to know details of what happened with other children involved, which is confidential and cannot be shared with other parents.

H. Healthy Kids

Pam reported that the Committee adopted a Healthy Kids policy, which was required by July 1st; however, a resolution is now needed to show Board support of the plan. Susan moved resolution #8 (see below); Joana seconded. The resolution was passed unanimously.

I. Diversity

No report.

J. Policy

No report

K. Executive

Rosina requested that Board members contact her if they are unable to attend the August meeting. Nicole moved resolution #6 regarding the Board meeting schedule for 2006-2007; Becky seconded. The motion passed unanimously. She asked Michelle to report on the process to date of investigating possible strategic planning consultants. Michelle reported that she, Sean, Laval, Rosina and Nicole started by interviewing five consultants by phone. Two were asked to come and present proposals to that group of Board members. The group is now recommending hiring consultant Joel Bradshaw. From the presentation and checking references, it is felt that he is accessible and very pragmatic; it is also felt that he will work well with the Board. Susan asked whether the strategic planning committee members are unanimous about the recommendation; it was agreed that the committee has come to a consensus. Laval stated that he is a little anxious about finding the funds when we are only one month into the new fiscal year. Rosina stated that although she is extremely excited about this process, she understands Board member's concerns about the funds and suggested that one option would be waiting to see if we can find a grant that would pay for the process. Susan stated that if you average out the cost over the life of the school, there will be a good return on our investment. She cautioned that the Board needs to hold ourselves accountable and committed to the decision, even though some Board members are not present. Sean G. noted that the planning process

will have benefits beyond the Board. Pam stated that it would also help inform decisions. Laval stated that he feels uncomfortable making a decision about the budget without Jurate being present. Becky stated that Jerry has been included in these discussions and that is whom Jurate would be speaking with in regard to financial matters.

Becky moved resolution #7 regarding hiring a strategic planner; Nicole seconded. The motion passed unanimously.

NOTE: At this point, discussion returned to the last Facility Committee resolution (see Facility Committee section)

VII. Old Business

Becky reminded all Board members to hand in their CEO evaluations and noted that she has extended the deadline to next Friday, July 21st. Susan reminded Board members that if the form doesn't work well for them, they can write a narrative, noting strengths and weaknesses.

In reviewing the 2006-2007 calendar, Susan stated that she thought the Board had agreed to only one report card day. Becky and Rosina responded that it was agreed to have one day in each of the first two report card periods, just not two days in a row.

VIII. New Business

None.

IX. Adjournment

The Board returned to Executive Session at 10:30pm to discuss confidential legal matters and returned at 10:35pm. The meeting was adjourned at 10:38p.m.

Handouts circulated at this meeting:

Agenda

Minutes from June 2006 meeting

CEO report

2006-2007 calendar with Back to School Nights and additional Professional Development Day added (from prior Board meeting)

Facility Committee report

Finance Committee minutes

Treasury Operations report for June 2006

Budget Adjustment sheet

Healthy Kids Plan

Strategic Planning Outline and Biography about consultant Joel Bradshaw

**INDEPENDENCE CHARTER SCHOOL
BOARD OF TRUSTEES
Resolutions as Adopted
July 12, 2006**

1. Budget Revision

Be it resolved that the Independence Charter School Board of Trustees hereby adopts the attached budget revision for the 2006-07 fiscal year.

Adopted: July 12, 2006.

2. Audit Services

Be it resolved that the Independence Charter School Board of Trustees authorizes its CEO and officers to engage the firm of Larson, Allen, Weishair & Company LLP to perform an audit of ICS for the 2005-06 fiscal year for a cost not to exceed \$11.5k.

Adopted: July 12, 2006.

3. Third Floor Lease

Be it resolved that the Independence Charter School Board of Trustees hereby authorizes its President to enter into a separate Agreement or Lease Amendment with LA Liberty Square Associates for Leasehold Improvements to the Expansion Space (third floor) at 105 S. Seventh Street for a total cost not to exceed \$105,000, including demolition, construction, architectural design and permit, approval and certification fees, once appropriate contract review has occurred.

Adopted: July 12, 2006.

4. Durham Letter of Intent

WHEREAS, Independence Charter School desires to purchase the Durham School at 16th and Lombard Streets, Philadelphia, Pennsylvania (the "Facility"), from The School District of Philadelphia (the "School District"); and

WHEREAS, 1600 Lombard Associates L.P. (the "Partnership") currently has the right to purchase the Facility for \$6,000,000 under a Final Agreement of Sale with the School District; and

WHEREAS, Miles & Generalis and its other partners desire to assign their 100 percent ownership interest in the Partnership to Independence Charter School, including the Partnership's interest in such Final Agreement of Sale with the School District, pursuant to the terms of the letter of intent (the "Letter of Intent") attached hereto as Exhibit A; and

WHEREAS, the Corporation anticipates financing the purchase of the Facility and the renovation thereof through the issuance of tax-exempt bonds (the "Bonds") on behalf of Corporation by the Philadelphia Authority for Industrial Development or another appropriate governmental issuer;

NOW, THEREFORE, BE IT RESOLVED, as follows:

Execution of Letter of Intent. The execution by the President of Independence Charter School of the Letter of Intent is hereby approved, in substantially the form set forth in

Exhibit A with such changes as the Executive Committee of the Board of Trustees, upon the advice of counsel, may approve; provided, that (i) the purchase price for the Facility may not exceed \$6,000,000 and (ii) the assignment shall be for no consideration other than the payment of brokerage commissions, if any, as further described in the Letter of Intent.

Appointment of Underwriter. As recommended by the Finance Committee of the Board of Trustees, PNC Capital Markets is hereby appointed as the underwriter for the sale of the Bonds.

Effective Date. This resolution shall take effect immediately.

Adopted: July 12, 2006

Adopted: July 12, 2006.

5. Curriculum adoption

Be it resolved that the following curriculum programs be adopted as recommended by the staff and Curriculum Committee:

Sitton Spelling
Prentice Hall Math
Scott-Foresman Science K-5
Prentice Hall Science Explorer 6-8
History Alive (TCI) 6-8
Glencoe/McGraw-Hill Como te va (A & B)

Adopted: July 12, 2006.

6. BOT 2006-07 Meeting Calendar

Be it resolved that the ICS BOT adopt the following calendar for its monthly meetings:

August 9, 2006
September 13, 2006
October 11, 2006
November 8, 2006
December 13, 2006
January 10, 2007
February 14, 2007
March 14, 2007
April 11, 2007
May 9, 2007
June 13, 2007
July 11, 2007

Adopted: July 12, 2006.

7. Strategic Planner

Be it resolved that the Independence Charter School Board of Trustees authorize its President to enter into an agreement with Joel Bradshaw Associates for the consulting and development of a strategic plan with the Board and ICS community for an amount not to exceed \$20,000 plus expenses for travel, long distance phone, and overnight shipping charges.

Adopted: July 12, 2006.

8. Healthy Kids Plan

Be it hereby resolved whereas the Healthy Kids Committee has recommended a policy for the 2006-2007 school year on June 30 that became effective July 1st, be it hereby resolved that the Board of Trustees approve the attached Wellness Policy.

Adopted: July 12, 2006.

9. Durham Immediate Expenses

WHEREAS, Independence Charter School (“ICS”) desires to purchase the Durham School at 16th and Lombard Streets, Philadelphia, Pennsylvania (the “Facility”), from The School District of Philadelphia (the “School District”); and

WHEREAS, 1600 Lombard Associates L.P. (the “Partnership”) currently has the right to purchase the Facility for \$6,000,000 under a Final Agreement of Sale with the School District; and

WHEREAS, On July 12, 2006 the ICS Board of Trustees (the “BOT”) resolved to execute a Letter of Intent where Miles & Generalis and its other partners would assign their 100 percent ownership interest in the Partnership to ICS, including the Partnership’s interest in such Final Agreement of Sale with the School District; and

WHEREAS, the Final Agreement of Sale requires that all due diligence for the purchase of the Facility is to be completed by October 30, 2006; and

WHEREAS, In order to complete such due diligence process, the BOT must consult with and engage various professional firms and individuals such as architects, engineers, owners representative, legal counsel and other consultants in a timely manner.

NOW, THEREFORE, BE IT RESOLVED, as follows:

The Independence Charter School Board of Trustees authorizes its President to enter into separate contracts for service with each of an architect, engineer, owner’s representative, legal counsel and other consultants, all to be further selected by the President and Executive Committee and in accordance with its By-laws, for the sole purpose of purchasing the Durham School and completing the due diligence process under the Final Agreement of Sale.

Notwithstanding the foregoing, the cost under each such contract shall not exceed the amount estimated for the service such contract relates to as described in the Project Budget Summary Sheet, dated April 12, 2005, prepared by the Facilities Committee and presented to the Board of Trustees.

Adopted: July 12, 2006.