

**Independence Charter School
Board of Trustees Meeting
January 10, 2007 7:00 pm**

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

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

Others Present: Sean Gallagher, Vice Principal; Jurate Krokys, Principal/CEO; Jerry Santilli, Santilli and Thomson; Ramzy Andrawos, Operations Manager; Megan Steelman, Administrative Assistant; Amy Leigh, Tienne Martin, ICS teachers; Tina Kluetmeier, Rob Kopf, Gerry McDermott, Brett Mandel, Cristina Veal, David Webber, parents

I. Call to Order

President Rosina Miller called the meeting to order at 7:06pm.

II. Approval of Minutes

Rosina asked if there were any changes to be made to the December minutes that were circulated, noting that Sean had responded via e-mail with one change, which was to change the wording in the beginning of the Facilities Committee report to: "Rosina reported that ICS received a *draft* letter of intent from CHAD...." Michelle motioned to accept the minutes with the one change made by Sean; Becky seconded. The minutes were approved.

III. CEO Report

Jurate reported that she is working with Jerry to make sure that we're not attempting to get any grants that would necessitate our expending money in order to get the grant. She also reported that last night's ICS National Geographic Bee was a success and that the annual Spelling Bee will be held in February. She further reported that she has been remaining in contact with School Reform Commission members.

IV. PTA Report

Cristina reported that there was no PTA meeting in January. Planning will soon start for the Silent Auction. She also reported that the kindergarten and first grade classes will be going to the Arden in the Spring to see "Ferdinand the Bull."

V. Teacher Reports

Amy reported that the Gifted Support classes are organizing an Earth Day bag decorating contest. Whole Foods supplies the bags, which ICS students will get to decorate to teach about recycling and about ICS. The bags will then be returned to Whole Foods and will be used to bag customer's groceries. She also reported that there was an eighth grade parents meeting tonight to continue discussing plans for an 8th grade dance, the yearbook, a class trip and graduation. Jurate added that there will be no cost to the school for these events, other than possibly having to pay for a site for graduation. Ryan Boyer has agreed to try to locate a site that may be cost-free. There have also been changes in how the Middle School 6-8 grade classes change from room to room. The new system uses bells and seems to be working well so far. Amy also extended thanks from the staff for the holiday bonuses, as well as for the soundproofing of the Dance/Movement room. There has also been a request made by several teachers for ICS to consider hiring a Math Specialist for next school year.

VI. Committee Reports

Rosina reminded everyone that reports are due by the Friday before the Board meeting in order for the committee report to be discussed at the Board meeting. Also, proposed resolutions are due the Wednesday before the Board meeting.

A. Finance

Sean reported that the 2007-2008 budget process has started and that several resolutions will be introduced later in the meeting. He then asked Jerry to review the financial information. Jerry noted that ICS continues to have a strong cash flow. We have about \$80,000 more than estimated in the budget; that is due to higher student enrollment than budgeted, as well as having more students who receive special education services than originally budgeted (the school receives more money for students who receive special education services than those who do not). Sean moved to accept the November disbursements; Rosina seconded. Michelle asked for clarification on the Bradshaw payments; Jerry explained that the payment for November reflects one of several payments. Jerry further noted that the Cozen O'Connor payment in November was an unusual occurrence. The motion passed unanimously. Michelle asked for clarification as to how grants get put in the budget. Jerry explained that the Board needs to pass budget revisions as grants are received. Michelle asked how many grants we've been denied. Jurate reported that we are denied about nine out of ten times. Jurate further explained that with some grants, like the YET grant we received, we end up saving some money since that grant covers middle school reading tutoring, which is something for which we had budgeted. Becky requested that when writing about grants in reports that the years be included.

B. Curriculum

Pam reported that the committee has been discussing the need to see specific models of language programs in order to inform us about changes we may want to make to our programs. The committee hopes to give a final presentation by the June Board meeting. Pam requested that Board members with a specific interest in this are urged to join the task force/sub committee that is being organized for this purpose. Pam also circulated a draft of the World Cultures Curriculum Map that was designed by Claudia Lee. The first semester is finished and work is now being done on the second semester's information. Jurate also noted that a parent volunteer has contacted Claudia, offering to catalogue all of our social studies books in order to keep track of all of them. Michelle asked how many people are needed for the task force. Pam stated that participation should be by interest and not by credentials. She added that the Executive Committee has agreed that there may be some funds available if we need to hire an outside facilitator for this process.

C. Development

Laval reported that the annual appeal for which letters were mailed in December has so far raised a little over \$10,000; the calendar event raised about \$4,000; some funds were also raised in the appeal to the parents of in-coming kindergartners at the end of last summer. He explained that the committee has subdivided and is working on both long and short-term goals. Parent Fran Melmed is chairing the long-term committee; that committee will be interviewing consultants in regard to fundraising plans. The committee is looking to expand its membership.

Laval explained that it seems that the Curriculum Committee has taken the lead in pursuing grants for programming and that the Development Committee will be

looking for non-program specific grants. Pam agreed that both committees will be looking at and reporting on potential grants as they are identified. Laval also reported that Development Assistant Iris Hohmann has taken a full-time position elsewhere, so we need to find someone to replace her. He noted that Iris has been a terrific asset.

Susan suggested that although we're not there yet, we need to get to the point where we are budgeting as if we will get grants, even though we don't yet have the funds. Rosina noted that in some ways we already do that. Jerry clarified that we do that in the sense that, for instance, this year we budgeted for \$50,000 in Development revenue without knowing from where it would come. Jerry stated he feels ICS may be at the point Susan is suggesting by next year. Laval noted that it is vital that all Board members donate to the annual appeal at whatever level they are able. Funders often ask about the percentage of Board participation. Laval also mentioned that we might want to consider having a phone bank to appeal to all ICS families to contribute however they can. Jurate noted that the issue of how many Board members contribute, not how much, has come up when she met with potential funders. Cristina suggested that the ICS be more specific in its appeals. Laval stated that the committee hopes to bring a resolution regarding a consultant to the February Board meeting.

D. Community Relations

Joana reported that the Community Relations and Development Committees seem to both be interested in pursuing the "20 in 40" idea, which is where you plan to get 20 prominent people to visit the school within the next 40 days. This would mean scheduling about two people per week. Michelle asked who would be targeted. Joana stated that members of City Council and others would be targeted. She mentioned that she recently met a person who works at WPVI and that may be another person to invite. Each would receive an individualized invitation. Nicole stated she feels this is a good idea. Pam mentioned that Sandra Adair is working with guests from the Spanish Embassy in NY to discuss possible opportunities for collaboration. Jurate suggested we may want to develop a leadership council for our Board, which would have a very intense focus.

E. Discipline

Michelle reported that this committee meets every-other month and as needed. She stated that both the Dean of Students and the Vice Principal have requested more direction from the Board in regard to the issue of disrespect by students. Vice Principal Sean stated that he'd like to see more discussion at the committee level; Susan stated that she agrees, but that we may want to have a bigger discussion about what we want the tone of the school to be. The issue of what happens if a teacher is disrespectful has also come up. Rosina asked that the committee and the school administration work on this and bring recommendations to the Board.

Michelle stated that more committee members are needed; Susan volunteered to assist as needed. Michelle noted that one new issue is that parents of 8th graders are allowed to request to have suspensions removed from student records. If a parent or guardian makes the request, a hearing has to be scheduled within 45 days. At least three Board members are needed for each appeal. Susan asked whether we might be able to avoid the appeal process if the school administration has no objection to the request. Becky and Michelle agreed with that idea; Pam stated, however, that some parents may see that as unfair. Nicole asked where this policy comes from; Michelle stated that it's the law. Nicole stated if that's

the case, the process for how we need to proceed is probably spelled out. Pam stated that when there's a "bump" in discipline problems (i.e., suspensions increasing, etc), consider what other committees may need to look at the issues (i.e., does the Curriculum Committee need to look into whether more recess is needed?).

F. Facilities

Nicole reported that at the request of the School District, a small group met with School District representatives on January 8th. The meeting involved a brief discussion of the process ICS has gone through in pursuing the Durham site. The School District representatives stated they were disappointed with our decision not to spend any additional money on the project at this time, but they understood why we made it. The District was surprised at how much we'd need to spend to get the building up to code and asked us to go back and make sure none of those costs are ICS-driven (doing what we want to do, as opposed to what we need to do). There is a walk-through scheduled for tomorrow with a developer, who has confirmed that our architect's figures are correct. The School District said they cannot reduce the \$6 million price, but didn't say what else they may be able to do. There is the possibility that if Durham becomes totally out of the question for ICS, we may be able to "assign" it to another buyer and then possibly get our deposit money back. Before assigning another buyer, ICS would have discussions with the Center City Residents' Association.

G. Executive

Rosina noted that everyone received a copy of the letter from CHAD and reported that a meeting is set for tomorrow morning to start discussions. She also reported that the Strategic Planning Committee is working on tactical milestones that will include reworking our committee structure. There will be more discussion about this at next month's meeting. Rosina stated that when the Board, as well as other participants in the strategic planning process, receive the revised draft of the plan, they need to be sure to review and comment on it right away in order for the process to move forward. Michelle added that the Executive Committee has decided to wait on filling the two vacant Board seats until after a strategic plan is adopted in order to determine what skill sets we need. Michelle stated that she would like to see at least one more independent/non-parent person.

H. Healthy Kids

Pam reported that the committee won't meet again until February and that we're continuing to review the policy we adopted in the summer. There were no comments or questions regarding the committee report which detailed the staff members and board members who were designated to bring together volunteers and focus on complying with each specific section of the policy.

I. Policy

Susan reported that the committee will meet later this month.

J. Human Resources

Becky noted that the committee didn't meet in December, but will be introducing resolutions later in the meeting, which were discussed briefly at last month's meeting.

VII. Old Business

Rosina explained that she wants to try a new plan in which all resolutions come under either old or new business.

Sean moved resolution #1 regarding a change to the bylaws; Michelle seconded. Sean explained that our policy seemed to be in conflict with the bylaws. Susan asked whether this includes any major changes to the purchasing policy we already adopted. Sean stated that there were only non-substantive language changes. Susan asked whether the policy requires Board approval for contracts that obligate ICS to act (or refrain from acting) other than paying for purchased goods or services if the purchase is under \$5,000. Sean said that yes, it could. Becky stated that she feels the policy covers that; Sean agreed that it does. The motion passed unanimously.

Sean then moved resolution #2 regarding the purchasing policy; Becky seconded. There were no questions; the motion passed unanimously.

Nicole moved resolution #3 from the Facilities Committee; Sean seconded. Becky asked whether the committee has a timeframe in which it wants the requested information. Nicole stated that there is not specific timeframe, but that if this resolution passes, the committee won't go out to find another facility, since the old criteria may not apply now. Jurate asked whether the committee would find it helpful to set a date to get this information. Nicole replied that it seems that the timeframe needs to come from the Board. Anyabwile stated the he feels the committee is right to ask the Board for these specifics. Michelle stated that her concern with the resolution is that we're currently in discussions with CHAD and that it would all be moot if we exercise the right to purchase part of this building in April. She asked why we can't engage a broker and keep looking, just so we know what's available. Pam stated that in that case, we'd just need a resolution with the specifics. Nicole replied that this resolution is asking that the specifics be identified. Anyabwile asked whether we need this resolution. Nicole stated she feels the resolution is needed for direction. Michelle stated that the search can be suspended without a resolution. Susan stated that the resolution seems good on the level of how we operate and have Board give direction. A roll call vote was called:

Yes: Becky, Laval, Nicole, Pam, Rosina, Sean, Susan

No: Michelle

Abstain: Anyabwile, Joana

Becky moved resolution #4 regarding revising the current employee sick time policy; Susan seconded. Becky explained that we want to build in an incentive for staff not to use sick time, unless they're sick. There was no discussion; the motion passed unanimously.

Becky moved resolution #5 regarding revising the employee sick time policy as of July 1, 2007; Susan seconded. Jurate asked what happens if the employee uses up their short-term days and end up with only long-term days for which they can't get approved---something like a recurrent sinus infection). Susan noted that was a good point, but that ten days is a fairly generous policy anyway for a 10-month position. She added that we want to be able to provide for someone for is a long-term employee and has a catastrophic event. She stated that we may need to tweak the policy if a problem is encountered. The motion passed unanimously.

VII. New Business

Sean moved resolution #6 regarding the World of Opportunity Foundation; Anyabwile seconded. Sean explained that if/when the Worlds of Opportunity by-laws need to be changed, it's in the by-laws that the ICS Board needs to approve any changes. There was no discussion; the motion passed unanimously.

Nicole moved resolution #7 regarding safety issues; Anyabwile seconded. Nicole explained that through facility discussions, a number of safety concerns have been raised. Joana asked whether this isn't part of the Healthy Kids committee; Pam replied that it would be. The motion passed unanimously.

IX. Public Comment Period

Rosina opened the floor for public comments. Parent Gerald McDermott stated that he's watched the (facility) process evolve and asked what would happen that would cause the Board not to execute the option to buy (in the current building)?

Sean clarified that we had a public comment period and we move on now. Nicole asked Mr. McDermott if he was asking for individual Board members to respond. Rosina stated that it isn't appropriate to ask all the Board members to respond. Susan suggested getting all public comments and then giving each Board member one minute to respond if they choose to do so. Amy stated that teachers have stated that any discussions about next year need to include negotiating for more space. Rosina re-opened the floor for public comments.

Tina Kluetmeier stated that in looking at the resolution that was passed tonight regarding not looking at new space, it's important to consider the value and hidden costs of some variables. She asked why we are only looking at concrete costs and not the intangibles. She urged the Board to seriously consider all the costs and supports before making a decision. Otherwise, she cautioned about possible repercussions down the road. There were no other public comments. Rosina asked whether any Board members would like to respond.

Nicole stated that there's not a lot that will change personally for her, except if there's a showing of extreme development advances---like being able to be confident of raising \$5 or \$6 million, instead of \$1 or \$2 million. Anyabwile said that realistically, unless something falls in our laps, it's unlikely that there will be a change. Becky stated that a family is a good analogy: you start out in an apartment, you move into a starter home and then possibly on to an estate in the future. Joana stated that she doesn't think it's a foregone conclusion. She added that there's always a possibility of finding another facility and like Michelle said, why would we waste three to four months? Can't we plan for the new criteria? Susan stated that it's important to know there's a log of history around the facility issues and we need to let go and move forward.

X. Adjournment

Sean moved for adjournment; Anyabwile seconded. The meeting was adjourned at 9:33p.m.

Handouts circulated at this meeting:

Agenda

Minutes from the December 2006 meeting

CEO report

Curriculum Committee minutes

Development Committee minutes

Finance Committee minutes
Facility Report
Executive Report
November financial report
Discipline Committee report

**Independence Charter School Board of Trustees Meeting
January 10, 2007 7 PM
Resolutions**

1) Bylaws resolution

Be it resolved that the Independence Charter School Board of Trustees hereby adopts the attached revision to Section 4.3 of its Bylaws, "Matters Requiring Board Action," to clarify its policies regarding contracts and purchasing.

2) Purchasing Policy resolution

Be it resolved that the Independence Charter School Board of Trustees hereby adopts the attached revision to its Purchasing Policy.

3) Facilities resolution I

WHEREAS, ICS has entered into an Agreement of Sale with the School District of Philadelphia to purchase the property known as the Durham School located at 16th and Lombard Streets;

WHEREAS, ICS's feasibility study determined that the cost of acquisition and minimum necessary renovations and construction for occupancy will be approximately \$17.4 million, about \$5 million more than originally projected;

WHEREAS, ICS will not immediately be able to meet its present core program requirements within the minimum necessary renovations and construction at the Durham School;

WHEREAS, the ICS Board of Trustees took action at the December 13, 2006 meeting to prohibit the Executive Committee from undertaking any actions or expenditures necessary to continue preparing for closing on March 1, 2007;

WHEREAS, the Development Committee reported at the same meeting that the long-term goals of the committee are to raise funds for the purchase of a facility; that the committee would soon make a recommendation to the Board regarding hiring a consultant to complete a fundraising feasibility study, a process that would take one to two months; that there will likely be overlap between this process and the strategic planning process that is underway; and that it recommends waiting until after the strategic plan is developed to embark on the fundraising feasibility study and therefore it is unlikely that fundraising efforts will produce readily available funds to permit ICS to continue to prepare for the closing for Durham on March 1, 2007;

WHEREAS, at the same meeting, the ICS Board of Trustees authorized the Executive Committee to negotiate and execute a Letter of Intent with LA Liberty Square Associates (Designing Futures) that expresses an intent to agree to a lease extension at 105 South 7th Street and an option to purchase a portion of the premises at 105 South 7th Street, which would provide ICS at a minimum with a short-term facility alternative to Durham; and

WHEREAS, the Facilities Committee does not recommend continuing to search for an alternate facility to Durham or 105 South 7th Street using the same search criteria as it conducted the original facility search;

NOW, THEREFORE, BE IT RESOLVED, that the ICS Board of Trustees directs the Facilities Committee to suspend the search for an alternate facility until further direction from the Board of Trustees by resolution and further resolves that with such direction, the Board of Trustees shall provide the Facilities Committee with specific search criteria including, a) a time frame for desired purchase, construction and move-in date; b) the precise physical boundaries of the search area; c) the square foot space requirement of the facility as it relates to a Board of Trustees approved curriculum and general program (e.g. number of classrooms, total number of

students, number and specificity of support classes, gym, etc.); and d) a specific budget for acquisition, renovation and transaction costs which will include which portion of the budget shall be derived from bond or other loan financing, which portion shall be derived from fundraising, and the dollar amount of the funds that will be available to commence any renovations to such facility, and the dollar amount of the funds that are expected to be available following commencement of construction or such later date through extended fundraising efforts.

4) Revised Accrued Sick Leave Policy for 2006-2007 School Year

Be it resolved that ICS employees who complete the 2006-2007 school year at ICS, but who will not be continuing employment at ICS beyond June 30, 2007 will be paid an amount equal to 25% of the total remaining, accrued sick days and will be paid at the employee's daily pay rate at the time of termination.

For ICS employees who complete the 2006-2007 school year at ICS, and who will be continuing employment at ICS beyond June 30, 2007, their remaining, accrued sick days will roll over to a bank of long-term sick days that will be available for use as sick leave for medical situations that last more than five days and are documented by a physician, as well as for short and long-term disability situations and approved FMLA situations.

5) Revised Sick Leave Policy, beginning July 1, 2007

Be it resolved that ICS employees who are eligible for sick leave benefits will be eligible for a total of five (5) short-term sick days and five (5) long-term sick days each school year (beginning on July 1st for administrative staff). Short-term sick days are available for use for illnesses and medical appointments that last three (3) days or less. Long-term sick days can be used only for illnesses and medical situations, lasting more than three (3) consecutive days. Long-term sick days can also be used for short and long-term disability situations and approved FMLA situations. For illnesses and medical situations requiring more than three (3) days' absence on sick leave, long-term sick days can be used only if documented by a physician's note, explaining the need for the absence.

These ten (10) days will be available from the start date of the employee's contract (July 1st for eligible employees who do not have a contract). On June 30th of each year, any remaining, accrued sick days will be rolled over and become part of the employee's bank of long-term sick days. When the employment is terminated, whether voluntary or involuntary, the employee will be paid an amount equal to 25% of the total remaining, accrued sick days and will be paid at the employee's daily pay rate at the time of termination.

6) Worlds of Opportunity Resolution

WHEREAS, the Worlds of Opportunity Foundation (the "Foundation") has been incorporated to support and benefit Independence Charter School ("ICS"); and

WHEREAS, the Foundation has approved an amendment to Item 4 of its Articles of Incorporation, as set forth in Exhibit A attached hereto; and

WHEREAS, the Bylaws of the Foundation require that amendments to the Foundation's Articles of Incorporation be approved by the Board of Directors of Independence Charter School;

NOW, THEREFORE, BE IT RESOLVED, that ICS hereby approves the amendment to the Articles of Incorporation of the Foundation set forth in Exhibit A attached hereto.

Adopted: January __, 2007.

7) Facilities Resolution II

WHEREAS, the Facilities Committee was created by the ICS Board of Trustees for the purpose of searching for alternative long-term facility options to the then current lease arrangement at 105 South 7th Street; and

WHEREAS, the facilities committee has identified other facility-related issues, such as Sansom Street dismissal, 7th St. street vendors, and lack of crossing guards, as well as facility-related opportunities, such as partnerships with Washington Square Park and other neighborhood facilities such as theaters and gymnasiums, which the committee would like to address;

NOW, THEREFORE, BE IT RESOLVED, that the ICS Board of Trustees authorizes the Facilities Committee to draft and present to the Board a complete list of facility concerns and opportunities and an action and implementation plan that details specific plans and steps necessary to resolve any issues and take advantage of such opportunities, including any staffing and budgetary considerations.