

**Independence Charter School
Board of Trustees Meeting Minutes
June 13, 2013 6p.m.**

Board Members Present: George Awad, Lauren Ayala, Mike Barsanti, Rebecca Clothey, John Eagen, Susanna Greenberg, Tre Johnson, Sheila Simmons, Elsie Stern, Dana Twyman,

Board Member(s) Absent: Brigitte Daniel, Nirva LaFortune, Gloria Shabazz, Naomi Wyatt

Others Present: Ramzy Andrawos, Director of Operations; Kareem Thomas, Lower School Principal; Kristen Long, Middle School Principal; Lynn Eckerman, Teacher Leader; Amy Leigh, Staff Rep to the Board; Jenny Hoedeman-Eiteljorg, Family & Community Partnership; David Peterson, IT Coordinator; Jerry Santilli, Business Manager; Mike Danyo, Santilli & Thomson associate; Megan Steelman, Compliance Manager; Ebru Erkut & Krista Pfeiffer, Parents

Call to Order

Elsie called the “annual” meeting to order at 6:07 pm. and noted that this is the meeting where we welcome new members, say goodbye to outgoing members and have a lot to celebrate. She announced that Interim CEO Rich could not be here due to a prior obligation.

Approval of Minutes

The April meeting minutes were approved unanimously.

Public Comment

There were no public comments.

CEO Report

Elsie asked Kristen to give a Middle School report. Kristen notes that yesterday was our 7th eighth grade graduation. She noted that this year we’ve had lots of extra events run by teachers as volunteers. In addition, many teachers offer “office hours” during their preps. She gave kudos to Lynn and the rest of the staff for keeping things moving ahead during Kristen’s family leave time. We started a boys’ basketball team this year and have a mascot; next year we look forward to expanding to a girls’ team too. We’ve gotten lots of teacher feedback about the benchmark tests that have been administered this year. Teachers agreed they have been a good way to get teachers to collaborate even more. She gave thanks to Dave for being creative in finding a less expensive solution to “smart boards.” Students and teachers have been using our new technology tools. She noted that we did a lot this year to improve our special education services: on-line IEPs, an additional teacher, two coordinators, etc. We have gotten a lot of positive feedback about the changes. Common Core Standards will be a main focus. Next year we’ll have two Take Flight trips, so more 7th grade students will be able to participate. Cyberspace code of conduct issues and how we can address those challenges continue to be of concern. Several middle school teachers are leaving this year; most are leaving to change careers, stay home with children, etc. She noted that we will be adding a Science and Society class that will integrate global citizenship principles (concern for the environment and sustainable development) and we have a Middle States goal related to healthy living that this course will integrate. It will allow more project-based opportunities. We will also be discontinuing our Arabic course; one reason is that our Arabic teacher is leaving and, although some students are highly engaged with the subject, a majority of the students are

not engaged and it is difficult to address that. Our current teacher is in agreement with this assessment. There is a possibility of having an afterschool Arabic club if we are able to obtain funding. Rebecca asked whether we'll consider another language. Kristen explained that we have already tried several languages without success. It is difficult to find teachers who can engage middle school students. Elsie thanked Kristen and the middle school staff; she said she continues to hear positive feedback about how wonderful the ICS middle school is.

Kareem gave a report on the lower school. He noted that the implementation of interventions for math and reading were successful and will be expanded. He said he feels a lot of positive work has been done on increased parent involvement in the lower school. He thanked Jenny for her hard work in getting many parents cleared to be volunteers. He said another good addition has been a weekly administrative meeting; this has improved communications. The lower school has worked all year on revising the report card to make it less complicated. There has been an increase in "whole lower school" activity; we had a whole lower school end-of-trimester assembly, a career day, and other events. We have identified a third grade language arts curriculum. We will continue to work on decreasing the number of students who are sent to the Dean's office. We will continue to work on increasing parent involvement in the Enhanced program. We will also continue to increase the use of technology in the lower school. And, of course, we will continue to be responsive to the feedback we receive. Elsie noted that she can see the effect of the community-building activities.

Elsie asked Jenny to give a summary about the Families and Schools Together (FAST) program. She noted that one of the goals of her position was to increase family programming. This is quite a challenge, since turnout tends to be the same families. She reported that teacher-initiative events tend to get better responses. Jenny targeted small groups of families for initiatives this year (i.e., Comcast Internet Essentials, etc). When the Turning Point agency approached ICS about the FAST program, it seemed ideal. It is research-based, and it strengthens families' involvement with each other and with the school. It was a very quick turnaround (2 weeks). Nine families participated and eight graduated. Next year we'll have about 18 families involved. The funding comes from Turning Points. They also provide parent involvement training workshops. Individual vignettes showed that the program was successful. We'll have two rounds next year (6th-8th grade families in the fall and K-5 in the spring).

Elsie asked Dana to review the Middle States progress. Dana noted that progress has been a little slow due to the CEO search, new principals, etc. Dana stated that this year the MSA goals were turned over to the Curriculum Committee; that will probably change now that we have a new CEO. She reviewed the goals. She noted that for goal number 1, we have a Global Leadership Team. Goal number 2 is what the board has used for the academic and attendance progress reports. Goal number 3 has been assigned to the CEO, working with the Human Resource Committee. Goal number 4 focuses on healthy student living. She noted that we may need to reconvene the Property Committee. Elsie clarified that some of the Goal number 3 items were specific not part of our Interim CEO's responsibilities.

Elsie noted that Rich has become more involved in the school funding movement.

Elsie introduced the 2013-2014 board and academic calendars. Dana moved the motion; Rebecca seconded. Krista asked why school is starting on a Friday. Elsie explained that is because of the way Rosh Hashanah falls. The motion passed unanimously.

Dana read the Arabic course resolution. John moved the resolution; Sheila seconded. The motion passed unanimously. Dana read the Science and Society course resolution. Susanna moved it; George seconded. The motion passed unanimously.

Elsie extended the board's enormous gratitude to the ICS staff for the professionalism, commitment and good will.

HR/Personnel

Elsie reported that the board is thrilled to announce that they have extended a CEO contract to Mr. Tom Scheid. She noted that everyone was struck by how well Tom understands ICS' mission. Tom was unable to attend tonight's meeting due to a prior family commitment. Elsie explained that Rich will work three days a week during the summer as Interim CEO to orient Tom to the job. Because this is a personnel matter, Elsie had the board's approval to negotiate a contract; tonight we will be ratifying his hiring. Staff and parents will receive an announcement tonight; a press release will be sent out tomorrow. Elsie read the e-mail that is going out to staff. She read the resolution. Rebecca moved the motion; Dana seconded. The motion passed unanimously. Elsie asked if there are board members specifically interested in helping to support Tom, they should speak with Elsie.

Lauren read the Interim CEO contract extension resolution. George moved the motion; Susanna seconded. The motion passed unanimously.

Lauren read the benefits clarification and long-term substitute motion. George moved; Dana seconded. The motions passed unanimously.

Finance

In Gloria's absence, Elsie asked John to present the finance report. John asked Jerry to review the financials. He noted that cash flow remains strong. He noted there is a summary of where we are; revenue is right on target and we're slightly ahead of budget at this time. He noted he has no concerns at this time. George moved the March disbursement resolution; Rebecca seconded. George moved the April disbursement resolution; Rebecca seconded. The motions passed unanimously.

John asked Jerry to explain the lease reimbursement. Jerry explained that the Commonwealth refunds us for about \$120 per child towards lease costs. George moved the lease reimbursement resolution; Dana seconded. A roll call vote was taken:

Sheila aye

Susanna aye

Mike aye

Dana aye

Rebecca aye

John aye

Elsie aye

Lauren aye

Gloria absent

Nirva absent

Naomi absent

Brigette absent

The motion passed unanimously.

John read the contract resolution. Lauren moved the motion; Susanna seconded. The motion passed unanimously. John read the copier resolution. George moved the motion;

Sheila seconded. The motion passed unanimously. John read the cleaning contract. Dana moved the motion; Mike seconded. The motion passed unanimously.

John explained that on the advice of our business manager, we change our auditor every few years. John explained that the firm we have chosen has been vetted. He read the resolution. George moved the resolution; Sheila seconded. The motion passed unanimously.

Governance

Mike explained that the board would like to recognize the outgoing board members: Nirva wrote a tribute to Lauren, which Mike read. It emphasized how Lauren has transformed the parent representative role on the board. The other outgoing board member is Naomi Wyatt. John read a tribute to Naomi, which emphasized her dedication to ICS.

Mike welcomed our newly elected Parent Rep, Krista Pfeiffer. He reported that George is up for his first full term and Dana is up for re-election. And, Richard Dilworth is a candidate up for election tonight. Mike explained that when someone replaces a board member who did not finish his/her term, that person who completes the term is able to serve two full terms. Mike noted that Rebecca suggested Richard's name. He is a professor at Drexel. The committee was very impressed with his research on civic life. A vote was taken on each; they were all voted on unanimously. They were welcomed with applause. Mike read the oath of office to Krista and Richard and they were sworn in as board members.

Mike introduced the by-laws resolution. He explained that under the current by-laws, we can only elect new board members in June or as a board member leaves before his/her term expires. These changes would allow the board to elect new board members at any meeting; the preferred way will still be at the June meeting, but this will give us flexibility. Information about the candidates to be elected at a meeting other than June would need to be sent out at least 30 days in advance of the election. The second change has to do with how to consider time spent by a member who fills an incomplete term of a member who leaves. Richard asks what the "start date" of someone elected mid-year is. Mike explained that we'd consider the start date to be in the beginning of that board year. Mike read the by-laws resolution. George moved the motion; Sheila seconded. The motion passed unanimously.

Rebecca explained that we are electing officers for next year; the nominees present were asked to leave the room:

President: Elsie Stern

Vice President: Mike Barsanti

Secretary: Susanna Greenberg

Treasurer: Gloria Shabazz

Separate votes were taken on each; each was elected unanimously.

Elsie thanked everyone. At the August meeting, we'll welcome CEO Tom and will discuss the budget and our fund balance. If you are interested in that budget discussion, you are urged to attend the July Finance Committee meeting.

Elsie announced the Brigitte Daniel is the new Governance Committee chair.

Elsie reminded everyone that the next meeting is on August 7th.

Adjournment

The meeting was adjourned at 7:52p.m.

Handouts circulated prior to this meeting:

Agenda

2013-2014 calendars (board and academic)

March & April 2013 Disbursements

Governance report

Curriculum Committee report

**Independence Charter School
June 13, 2013
Resolutions**

ADOPTED

2013-2014 Calendar

Be it resolved that all 2013-2014 Independence Charter School Board of Trustees meetings will be held on Wednesday at 6p.m. at Independence Charter School on
 August 7, 2013
 October 9, 2013
 December 11, 2013
 February 12, 2014
 April 9, 2014
 June 11, 2014

Be it further resolved that that the Independence Charter School Board of Trustees adopts the 2013-2014 academic calendar as presented.

	ICS 2013-2014 CALENDAR (as of June 2013)
DATE	EVENT NOTES
Mon, August 26th	1st Day for new teachers, counselors, deans
Thur, August 29th	1st Day for returning teachers, counselors, deans and Classroom Assistants
Mon, September 2nd	Labor Day Holiday- School Closed
Tue, Sept 3rd	1st Day for NTAs, Food Services Coordinator, Recess & Café Aides
Fri, Sept 6th	1st Day for 1st-8th Grade Students
Mon, Sept 9th 9a.m. for 1st day only	1st Day for Kindergartners
Wed, September 11th	EARLY DISMISSAL WEDNESDAYS START (dismissal to begin at 1:30p.m.)
Mon, October 14th	Professional Development Day- No School for Students
Fri, November 8th	Professional Development Day- No School for Students
Mon, November 11th	Veterans' Day holiday- School Closed
Wed, Nov 27th	Dismissal at noon
Thur & Fri, November 28th & 29th	Thanksgiving holiday- School Closed
Fri, December 20th	Report Card Day- No School for Students
Mon, December 23rd-Wed, January 1st	Winter Break for students & 10-month staff
Tue, December 24th	Christmas Eve holiday for 12-month staff
Wed, December 25th	Christmas holiday for 12-month staff
Wed, January 1st	New Year's holiday for 12- month staff
Thur, January 2nd	Students return from Winter Break
Mon, January 20th	Dr. Martin Luther King, Jr holiday- School Closed
Fri, February 14th	Professional Development Day- No School for Students
Mon, February 17th	Presidents' Day holiday- School Closed
Fri, March 14th	Report Card Day- No School for Students

Mon, March 17th-Fri, March 21st	Math/Reading PSSAs for 3rd-8th graders
Mon, March 31st-Fri, April 4th	Writing PSSAs for 5th & 8th graders
Mon, April 14th-Fri, April 18th	Spring Break for students & 10-month staff
Mon, April 28th-Fri, May 2nd	Science PSSAs for 4th & 8th graders
Mon, May 26th	Memorial Day holiday- School Closed
Thur, June 19th	Last Day for Students
Fri, June 20th	Last Day for Classroom Assistants, Teachers, Deans & Counselors
Mon, June 30th	Last Day for full-time NTAs and non-teacher 10-month, full-time staff
	Total Student Days: 180 (179 for kindergarten)
	Professional Development Days: 3 during school year

Change to Course of Study

Be it resolved that Independence Charter School will discontinue its Middle School Arabic course offering at the end of the 2012-2013 school year.

Be it resolved that Independence Charter School will add a science course that will emphasize science, society and global citizenship related principles, beginning during the 2013-2014 school year.

CEO Appointment

Whereas, the Independence Charter School is a community-based K-8 public charter school of academic excellence, serving a diverse community of learners that provides an intellectually-stimulating curriculum with a global focus designed to develop independent, thoughtful global citizens.

Whereas, Mr. Thomas Scheid is an experienced educator and school leader deeply committed to ICS' mission and vision

Whereas, ICS has conducted a national search for a Chief Executive Officer and has found Mr. Thomas Scheid to be highly qualified for the position,

Be it resolved that the Independence Charter School Board of Trustees hereby approves the appointment of Mr. Thomas Scheid to the position of Chief Executive Officer for a term beginning September 1, 2013 and extending until June 30, 2015 according to the terms of the contract entered into by both parties on June 7, 2013.

Benefits Clarification to Employee Handbook

Be it resolved that the following clarification be added to the benefits section of the ICS Employee Handbook, effective this date June 13, 2013:

“When an employee meets the criteria to receive health benefits through ICS, those benefits will begin on the first of month following the start of employment. If the employee starts on the first of the month, benefits will begin immediately. Employees eligible for benefits are obligated to complete the enrollment forms or provide documentation for opting out within 10 business days of being given the enrollment paperwork.

Long-Term Substitute Benefits Change to Employee Handbook

CURRENT Policy:

For planned long-term substitute situations, when a long-term substitute is hired to cover for a teacher taking an extended leave of absence, compensation of the substitute will be calculated based on the Teacher Pay Scale in effect at the time the substitute is hired. Long-term substitutes are eligible for health insurance benefits, beginning at the start of employment, when the planned leave of absence will last longer than 12 weeks. Any long-term substitute who receives health insurance benefits but does not complete the term of the planned leave of absence, shall be required to reimburse ICS for the cost of the health insurance for the entire period of employment. Substitutes who are hired to work less than 6 (six) weeks consecutively, shall be compensated at the standard daily substitute teacher rate, and are not be entitled to benefits. In addition, ICS agrees to pay the associated fee required to obtain an ICS long-term substitute certificate from the Pennsylvania Department of Education for all long-term substitutes. Long-term substitutes will be compensated for holiday pay when the holiday falls within the substitutes' term of work at ICS. Long-term substitutes will not be compensated for sick or personal days, unless the term of work is longer than 12 weeks.

Proposed change

For planned long-term substitute situations, when a long-term substitute is hired to cover for a teacher taking an extended leave of absence, compensation of the substitute will be calculated based on the Teacher Pay Scale in effect at the time the substitute is hired. Long-term substitutes are eligible for health insurance benefits, beginning at the start of employment, when the planned leave of absence will last longer than 12 weeks, or on the first (1st) of the following month when a shorter than 12 week assignment is extended beyond twelve (12) weeks due to the regular teacher not returning to ICS as planned. Any long-term substitute who receives health insurance benefits but does not complete the term of the planned leave of absence, shall be required to reimburse ICS for the cost of the health insurance for the entire period of employment. Substitutes who are hired to work less than 6 (six) weeks consecutively, shall be compensated at the standard daily substitute teacher rate, and are not be entitled to benefits. In addition, ICS agrees to pay the associated fee required to obtain an ICS long-term substitute certificate from the Pennsylvania Department of Education for all long-term substitutes. Long-term substitutes will be compensated for holiday pay when the holiday falls within the substitutes' term of work at ICS. Long-term substitutes will not be compensated for sick or personal days, unless the term of work is longer than 12 weeks.

Lease Reimbursement

Be it resolved that the Board of Trustees of Independence Charter School approve the application and approval for reimbursement of a charter school lease for the 2012-2013 fiscal year.

March 2013 Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approves disbursements from the month of March 2013 in the amount of \$222,585.18.

April 2013 Disbursements

Be it resolved that the Independence Charter School Board of Trustees hereby approves disbursements from the month of April 2013 in the amount of \$310,866.30.

Recurring Contracts for 2013-2014

Be it resolved that the Board of Trustees of Independence Charter School approves the following recurring payments and contracts for the school year 2013-2014:

Pediatric Therapeutic Services (PTS)
Therapy Source
Dr. Larry Taylor, School Psychologist
Bayada Staffing

Copier Contract

Be it resolved that ICS enter into a lease agreement with Standard Digital Imaging for a 36 month lease at a rate of \$2,572.85 per month.

Cleaning Service Contract

Be it resolved that ICS enter into a cleaning contract for the 2013-2014 school year with Ned's Metropolitan Cleaning Service at a rate of \$7,500 per month.

Ratification of New CEO Contract

Rich Trzaska Interim CEO:

Be it resolved that the Independence Charter School Board of Trustees hereby approves the extension of Rich Trzaska's Interim CEO contract for the period July 1, 2013 through August 31, 2013 for an amount not to exceed \$23,000.

2013-2014 Audit and Tax Preparation Services:

Be it resolved that the Independence Charter School Board of Trustees retains St. Clair, CPA's to conduct the annual financial audit and tax preparation for the 2012-2013 fiscal year for an amount not to exceed \$18,500.00.

By-Laws Revisions

Whereas the ICS Board of Trustees may from time to time revisit and amend elements of its by-laws to better reflect the intention of the board, and

Whereas the Board Nominating and Governance committee has undertaken an examination of certain elements of its structure and roles,

And whereas the ICS BOT is deeply committed to according its various stakeholders with respect,

Be it hereby resolved that the ICS Board of Trustees by-laws, dated July 13, 2011, shall be revised as below:

The Nominations and Governance Committee proposes the following changes to the Bylaws:

Change #1: Current section 4.5.3 (below) be replaced by new sections 4.5.1, 4.5.2, and 4.5.3¹ (Significant changes marked in red)

¹ The current bylaws do not have sections 4.5.1 or 4.5.2, though section 4.5.1 is referenced.

Current section 4.5.3. Nominations. The Board shall assign to a committee the responsibility to nominate individuals to serve on the Board of Trustees consistent with 4.5.1 of these by-lays. This Committee shall make a good faith effort to present its nominations to the Board of Trustees within thirty (30) days (a) prior to the Annual Meeting at which any Member's term expires or (b) after any vacancy occurs. The Board shall vote on any such nominations, and a nominee shall be deemed elected if (s)he receives the affirmative vote of two-thirds (2/3) of the then-current Members of the Board. Any Member elected to fill a vacancy shall serve the unexpired portion of the vacating Member's term.

New section 4.5.1 Nominations. The Board shall assign to a committee the responsibility to nominate individuals to serve on the Board of Trustees. This Committee shall make a good faith effort to present its nominations to the Board of Trustees **no less than fourteen (14) days prior to the meeting at which the nominee is to be voted on.**

New section 4.5.2 Election. The Board shall vote on any such nominations, and a nominee shall be deemed elected if (s)he received the affirmative vote of two-thirds (2/3) of the Board Members **present at the Meeting.**

New section 4.5.3 Election at Ordinary Meetings. **The Board regularly elects new members at its Annual Meeting. The Board may, however, at its discretion, choose to elect new Board members at an Ordinary Meeting. In order to elect a Board member at an Ordinary Meeting, the nominating Committee must submit that members name and credentials to the full board no less than thirty (30) days before the next meeting. For the purposes of calculating the length of the term of any Member elected under the provisions of this section, (s)he will be considered to have been elected at the Annual Meeting prior to their actual election. Election of a Member to fill a vacancy will not require the resolution described in this section.**

Change #2: Current section 4.10 be amended as follows (Amended language in red)

Section 4.10. Vacancies. Any Member may resign at any time by giving written notice to the Board. The Secretary shall be authorized to receive such notice on behalf of the Board. A resignation shall take effect at the time specified therein; and the acceptance of a resignation shall not be necessary to make it effective. Any vacancy occurring in the Board, either by resignation, removal, or otherwise, shall be filled by the Board at an Ordinary Meeting or at a Special Meeting called for such purpose. **The Member elected to fill the vacancy will serve out the remainder of the term of the resigning Member. Any Member so elected will be eligible to serve the full limit of two consecutive terms once the remainder term is finished.**

Resolutions DEFEATED: None

Resolutions TABLED: None