

**Independence Charter School
1600 Lombard Street
Philadelphia, PA 19146
Minutes from the June 4, 2018
Special Meeting of the ICS Board of Trustees**

In attendance: Krista Pfeiffer, Mehreen Zaman Maureen Eagen, Harry Moseley, Greg Turlington, Rachel Salis-Silverman, Virgil Sheppard ,Tre Johnson and Patricia Cirone

Greg Turlington called the meeting to order at 12:10 pm

There was no public comment

Greg stated that the reason for the special board meeting was to vote on amending the Board By-laws. He explained that there are eight candidates, does not include the Parent Seat, up for nomination to the Board of Trustee for the 2018/2019 school year. This will bring the Board membership to 19. Given the number of projects the Board is currently involved with, the Governance Committee believes that each of these candidates would make a significant contribution to the Board and the projects. Maureen Eagen looked at the Board Bylaws to confirm the number of members permitted to be on the Board and, in doing so, discovered a discrepancy in sections 4.1 and 4.5.

In section 4.1, no more than 19 members are permitted and in section 4.5, no more than 17 members are permitted.

A discussion followed on the impact of onboarding eight new members in one year. The concern mostly focused around how the Board would be impacted when the new members' terms expired.

The Board concluded that the benefit of having these eight candidates all come on at one time outweighed any possible downside.

Greg read the following resolution:

Resolution

- Amendment of Board of Trustee By-laws

Amend Board of Trustee By-laws

Be it resolved that the Board of Trustees of Independence Charter School Center City hereby approves the amendment to our By Laws to provide for the upper limit of Board members to 19 so that section 4.5, entitled Selection of Members, will now read "The Board of Trustees will consist of no fewer than nine and no greater than

nineteen trustees." This amendment deletes the number seventeen which had previously been in the amendment.

This amendment will make section 4.5 consistent with section 4.1, entitled General Powers, which reads *"The business and affairs of ICS shall be managed by a Board of Trustees comprising of no fewer than nine and no more than nineteen voting members..."*

Motion to Approve: Maureen Eagen

2nd: Virgil Sheppard

Passed: unanimously (voice vote)

Motion to Adjourn: Harry Mosely

2nd: Harry Moseley

Passed unanimously (voice vote)

Meeting adjourned at 12:33 pm