

Independence Charter School-CC

Minutes from BOT Meeting of Wednesday, May 09, 2018

Location: 1600 Lombard St., Philadelphia, PA

Time: 6:00 PM

Next meeting: Wednesday, June 13, 2018

Board Attendees:

Mike Barsanti	absent	<u>Mehreen Zaman</u>	present
Camilo Dominguez	present	<i>Ex-officio</i>	
Maureen Eagen	present	Kristen Long	present
Tre Johnson	absent		
Michelle Lamm	present	<i>Also attending</i>	
Rosie McNamara	absent	Ramzy Andrawos	
Jones		(staff)	
Harry Moseley	present	Patricia Cirone (staff)	
Krista Pfeiffer	present	Mike Danyo (Santilli & Thomson)	
Rachel Salis	present	Dave Peterson (staff)	
Silverman			
Virgil Sheppard	present	Ashley Tobin (PTA)	
Jo Tiongson Perez	present		
John Trieu	absent		
Greg Turlington	present		

Who	What
Turlington	Greg called the meeting to order at 6:11 pm.
Turlington	<p>Approval of Minutes Greg asked for a motion to approve the April 11, 2018 minutes.</p> <p>Motion to Approve: Maureen Eagen 2nd: Mehreen Zaman Abstain: Rachel Salis-Silverman Action: Passed unanimously (voice vote)</p> <p>Greg asked for a motion to approve the April 25, 2018 minutes.</p> <p>Motion to Approve: Krista Pfeiffer 2nd: Mehreen Zaman Abstain: Harry Moseley and Maureen Eagen Action: Passed unanimously (voice vote)</p>
Turlington	<p>Greg asked if there were any public comment.</p> <p>Ashley Tobin, former Board Parent Rep and current PTA Secretary, stated that the parents really appreciate the teachers at ICS and for Teacher Appreciation Week the PTA has activities planned to show their appreciation. Ashley thanked the Board for updating the PTA on the CEO search, getting the agenda out for tonight's meeting and thanked Kristen and Ramzy for the construction update. This is all very positive movement.</p>
Long	<p>Interim CEO/Principal Report Kristen reported the following:</p>

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	<ul style="list-style-type: none"> • AP Odamis, Tr. Doris, Tr. Shavon and Tr. Adriana Lopez from ICS West traveled to California to visit schools for the one program – Equity and Excellence <ul style="list-style-type: none"> ➤ The visit was fruitful and productive – it was nice to have a teacher from West to attend. It increases collaboration between the two schools. ➤ Other school visits are scheduled for Northern New Jersey, Delaware and Washington DC. ➤ One of the takeaways has been that we are doing a really good job at ICS. • Passing of Tr. Luz Marina Guevara-Conde <ul style="list-style-type: none"> ➤ Luz Marina was from Columbia and does not have much family here – only her mother, who does not speak English. ➤ ICS staff and teachers went to the funeral home with the family to help with the arrangements ➤ Tr. Dave live-streamed the service to Luz’s family in Colombia ➤ How the ICS community responded, really spoke to how wonderful this community is. • Take Flight/Columbia Student Exchange <ul style="list-style-type: none"> ➤ ICS held an inaugural Colombian Student Exchange program. ➤ Five students from Colombia came to Philadelphia ➤ First time we had students come to Philadelphia - the students visited New York and an ICS family hosted a barbeque for the students. ➤ Colombian students shadowed ICS students. ➤ The students stayed with Tr. Kaitlyn DeStefano. ➤ Tr. Kelly Acuna, who is from Colombia, arranged for the exchange program – this is something we hope to expand going forward. • K-2 Field Day was held last week <ul style="list-style-type: none"> ➤ Hosted at Palumbo Playground ➤ A fun day for both students and teachers ➤ Had a bounce house this year, which was a huge hit. • Annual 5th Grade Camping Trip <ul style="list-style-type: none"> ➤ The 5th grade left today for Camp Onas ➤ Every graduating class mentions this one event in their speeches. • Teacher Appreciation Week – May 7 to May 11 <ul style="list-style-type: none"> ➤ Yesterday was Teacher Appreciation Day– Jefferson University sponsored massage therapist to come in and give teachers a 10-minute chair massage ➤ A daily raffle is being held. Teachers who are randomly selected win a gift card, which the PTA helped to secure. ➤ PTA to provide lunch for teachers on May 15 so that the teachers on the camping trip will be able to participate.
Danyo	<p>Financial Report: Mike reported the following:</p> <ul style="list-style-type: none"> • The PSD has corrected their accounting system and as of April, the PSD is paying ICS for 122 special education students. Variance will disappear on April Financial Report • Revenue is \$78,000 better than budgeted • We have been running over budget by approximately \$54,000 on expenses - we are now approximately \$24,000 better than budgeted and are projecting a \$238,000 surplus. • Cash on hand is \$6,101,911 – 207 days of cash as of 3/31/18 – down from last month due to PSERS quarterly payment.

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	<ul style="list-style-type: none"> • Food Service Fund Expenses over revenue current – (\$12,507) over projected budget \$14,491. Nothing to worry about – have a fund balance in account. <p>March 2018 Disbursements Be it resolved that the Independence Charter School Board of Trustees hereby approve disbursements from the month of March 2018 in the amount of \$297,001.93.</p> <p>Motion to Approve: Harry Moseley 2nd: Maureen Eagen Action: Passed unanimously (voice vote)</p>
	<p>Committee Reports: CEO Search Committee – Mehreen Zaman reported the following:</p> <ul style="list-style-type: none"> • Kicked off search <ul style="list-style-type: none"> ➢ Two weeks ago, Mehreen met with staff to get their input and perspective on what they are looking for in a CEO ➢ Last week, Mehreen and Virgil met with the ICS families to gather information on their expectations of the new CEO. ➢ Upon Board approval, will sign a one-year contract with On Ramps – a professional search firm based in New York, but have employees based in Philadelphia. <ul style="list-style-type: none"> ○ On Ramps came in today and met with various employees and the Search Committee. ○ They are working on the job description and core competencies – will share final draft with Board once it is completed. ○ Hope to have job posted in the next few weeks. ○ Will invite On Ramps to speak at next board meeting ➢ Have already received some interest through icsjobs email and board contacts. ➢ Will keep staff and ICS community updated throughout the process. <p>Since the On Ramps contract was not distributed prior to the Board meeting, the resolution was tabled until everyone had a chance to review the contract.</p> <p>Rachel Salis-Silverman asked what the expected timeframe of filling the position is. Mehreen responded that the average timeframe is usually about four months. Once the position is posted, we will get a good sense of who is applying. Mehreen went onto say that it would be very ambitious to state that someone would be in place by the start of the school year. It is more likely that the position would be filled by the end of 2018.</p> <p>Finance Committee – Harry Moseley reported the following:</p> <ul style="list-style-type: none"> • Harry, Greg and Mike Danyo met with Standard & Poor’s today in connection with the Bond Refinance. The meeting was very positive. <ul style="list-style-type: none"> ➢ ICS Rating is BBB- (ratings can go up or down) ➢ ICS Rating has not changed in 10 years ➢ ICS has highest S&P rating among Charter Schools in the City ➢ Kristen provided a lot of background to S&P on the school ➢ ICS has a great balance sheet ➢ ICS has a large waiting list and is an in-demand school ➢ ICS was approved for an additional twenty-five students

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	<ul style="list-style-type: none"> ➤ One of the negative aspects for S&P is that ICS is in the Philadelphia School District. The other was having a running deficit for the last couple of years. ➤ The S&P reps will meet in their committee and provide a final report in the upcoming weeks. <ul style="list-style-type: none"> • Bond & Construction <ul style="list-style-type: none"> ➤ After meeting with architects, construction committee and construction manager, the completion of the Pitch Book has been pushed back to June or July. ➤ Locking in financing has been pushed back to July or August. ➤ Currently working on schematic. Once the schematic is finalized, will be better able to get a good estimate on construction cost and timing for licensing and inspection. ➤ Do not yet have rights to build – this may take a couple of months to obtain. ➤ A call with architects and construction manager is scheduled for next week to nail down the timing expectations. ➤ With the delay of going to market, rates have come down. <p>Rachel Salis-Silverman asked if there is any concern that we will not be able to get permits. Harry responded that we have good people in place. Both our attorney and construction manager are very well connected in the City. They know what to expect when it comes to a project such as this and we are working to marry the financial timeline with the construction timeline.</p> <p>Rachel Salis-Silverman stated that this project would provide philanthropic opportunities. Harry responded that the Pitch Book the underwriter is creating is to sell the bond is beautiful and can be used for fundraising and public relations.</p> <p>Krista Pfeiffer asked if there is any consideration for a memorial. Kristen responded that a memorial garden is being considered. Harry asked that everyone write down any ideas they have for the project. There will come a time during the project for reviewing and considering these ideas.</p> <p>Governance Committee: Maureen Egan reported the following:</p> <ul style="list-style-type: none"> • Parent Representative Board Seat – there are two candidates. <ul style="list-style-type: none"> ➤ Tr. Jenny sent an email to the families on May 8 letting them know that the voting is now open and it will close May 15. • General Public Board Seat <ul style="list-style-type: none"> ➤ There are eight candidates for consideration. ➤ Interviews and tours have begun. There are more scheduled for tomorrow. ➤ Maureen stated that help is needed for the May 11 and May 16 interviews. ➤ Have three members rolling off the Board. ➤ Currently have fourteen board members, which includes the two Parent Seats. Bylaws state that board can have nineteen members, but would like to stay around seventeen members.

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	<p>Communications Report: Jo Tionson-Perez reported the following:</p> <p>Jo handed out a suggested protocol for Parent-Board communications expanding the ways families can stay updated about Board meeting discussions. This protocol will do three things:</p> <ol style="list-style-type: none"> 1. Increase the number of channels by which families receive information from the Board. 2. Increase the frequency of the communications 3. Remove the guesswork for future parent reps on their responsibilities. <p>Protocol for Parent-Board Communication Process</p> <p>As part of continued efforts to improve communication and transparency between ICS families and the Board of Trustees, this protocol aims to streamline the process for keeping parents updated around information from Board meetings.</p> <p>Board meeting agenda</p> <ul style="list-style-type: none"> • At least one week prior to the Board Meeting, the executive assistant to the CEO prompts the appropriate ICS staff member to publish the agenda on the ICS homepage and include the link in an upcoming e-newsletter. The two Parent Reps will also be alerted via email as soon as the agenda is published, prompting an additional email reminder to the PTA group. <p>Parent Representative Summary of Board Meetings</p> <ul style="list-style-type: none"> • 1-2 days after every Board meeting, two Parent Reps alternate developing a brief summary of meeting highlights. This will be sent to the appropriate ICS staff member for inclusion in an upcoming e-newsletter. • Parent Rep also emails the PTA google group a copy of this summary • Parent Rep should make a clear distinction that the summary is not intended to replace approved board meeting minutes, which can be accessed from the ICS website (Board of Trustees page) • IMPORTANT. Only information discussed during the public portion of the Board meeting should be shared. Discussions during Executive Sessions remain confidential. <p>CEO Report</p> <ul style="list-style-type: none"> • Within a week of every Board meeting, CEO prepares a CEO report of the Board meeting to be included in the e-newsletter. <p>Monthly PTA meetings</p> <ul style="list-style-type: none"> • Within the same month of the Board Meeting, two Parent Reps alternate attending the monthly PTA meetings to share highlights from the Board meeting, supplementing the CEO's report. <p>Approved Board meeting minutes on the ICS website</p> <ul style="list-style-type: none"> • Once board minutes are approved (at the following month's meeting), the Executive Assistant to the CEO prompts the appropriate ICS staff member to publish it on the ICS homepage as well as share the link in the school's e-

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	<p>newsletter and Facebook page.</p> <ul style="list-style-type: none"> • Parent Reps alternate sharing this link with PTA group as well <p>Reminders: Stay informed. Get involved.</p> <p>Parent reps can choose to always include the following reminders for staying connected with the ICS Board in their communication with parents:</p> <ul style="list-style-type: none"> • ICS website link. Access Board meeting minutes and financial information anytime from “board of trustees” page (with documents dating back to 2010 on the ICS website: https://independencecharter.org/board-of-trustees/) • PTA meetings. Meet your Parent Reps and CEO sharing information from the latest board meeting, as well as answer any questions. • Monthly board meetings: open to the public Board meetings are always open to the public and welcome public comments. Find meeting dates here: https://independencecharter.org/board-of-trustees/ <p>Jo suggested that a group picture of the Board be taken and posted on the ICS website.</p>
	<p>Resolutions:</p> <p>2018/2019 Board Calendar</p> <p>Be it resolved that the Board of Trustees of Independence Charter School hereby approve the following the 2018-2019 Board Calendar.</p> <p>Wednesday, August 8, 2018 Wednesday, October 10, 2018 Wednesday, November 14, 2018 Wednesday, December 12, 2018 Wednesday, February 13, 2019 Wednesday, March 13, 2019 Wednesday, April 10, 2019 Wednesday, May 8, 2019 Wednesday, June 12, 2019</p> <p>Motion to Approve: Harry Moseley 2nd: Mehreen Zaman Action: Passed unanimously (voice vote)</p> <p>Electronic Signature</p> <p>BE IT RESOLVED, by authority of the Board of Trustee of the Independence Charter School, and it is hereby resolved by authority of the same, that Kristen Long, who is the Interim Chief Executive Officer of the above named body is authorized and directed to sign any and all contracts, agreements, grants and/or licenses (hereinafter collectively referred to as contract(s)) with the Pennsylvania Department of Education (Department); and</p> <p>BE IT FURTHER RESOLVED, that the body consents to the use of electronic signatures by the above named individual and that no handwritten signature from the above named individual shall be required in order for any contract</p>

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	<p>with the Department to be legally enforceable and that by affixing his/her electronic signature to an electronic file of the contract via the Department's e-grants system, the above designated authorized individual shall have effectively executed and delivered the contract, binding the Board of Trustees of Independence Charter School to comply with the terms of said contract; and</p> <p>BE IT FURTHER RESOLVED, that no writing shall be required in order to make the contract valid and legally binding, provided that the Department and all other necessary Commonwealth approvers affix their signatures electronically and an electronically-printed copy of the Contract is e-mailed or is otherwise made available to the body by electronic means; and</p> <p>BE IT FURTHER RESOLVED, that the body will not contest the due authorization, execution, delivery, validity or enforceability of the electronic Contract under the provisions of a statute of frauds or any other applicable law. The Contract, if introduced as evidence on paper in any judicial, arbitration, mediation, or administrative proceedings, will be admissible as between the parties to the same extent and under the same conditions as other business records originated and maintained in documentary form and the admissibility thereof shall not be contested under either the business records exception to the hearsay rule or the best evidence rule; and</p> <p>BE IT FURTHER RESOLVED, that the body will notify the Department's Bureau of Management Services promptly in the event that the above named individual is no longer authorized to execute agreements on behalf of the body electronically and that the Department shall be entitled to rely upon the above named officer's authority to execute agreements electronically on behalf of the body until such notice is received by the Department's Office of Chief Counsel.</p> <p>ATTEST</p> <p>_____ President/Chair or Vice-President/Chair Treasurer/Secretary</p> <p>_____ Print/type name and title Print/type name and title</p> <p>I, _____, Secretary, of _____. Do certify that the foregoing is a true and correct copy of the Resolution adopted at a regular meeting of the _____, held the ____ day of _____, 20__.</p> <p>Dated: _____ Signature</p> <p>_____ Print/type name and title</p> <p>Motion to Approve: Maureen Eagen 2nd: Harry Moseley Action: Passed unanimously (voice vote)</p>

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	<p>Keystone Applications Be it resolved that the Board of Trustees of Independence Charter School hereby approve the Keystone Staff Applications of Lamone Fox and Gil Padilla.</p> <p>Pr. Kristen explained that the both of the employees fall under the adjusted Keystone Staff Application policy and both have made positive contributions to ICS.</p> <p>Motion to Approve: Mehreen Zaman 2nd: Harry Moseley Action: Passed unanimously (voice vote)</p> <p>Motion to Enter Executive Session at 7:25 pm: Harry Moseley – HR Matter 2nd: Camilo Dominguez Action: Passed unanimously (voice vote)</p> <p>Motion to Enter Open Session at 7:45 pm: Harry Mosely 2nd: Mehreen Zaman Action: Passed unanimously (voice vote)</p> <p>Salary Adjustments Be it resolved that the Independence Charter School Board of Trustees hereby approve the salary adjustments agreed on during the May 9, 2018 Executive Session.</p> <p>Motion to Approve: Krista Pfeiffer 2nd: Harry Moseley Action: Passed unanimously (voice vote)</p>
Turlington	<p>Adjournment Motion to Adjourn: Mehreen Zaman 2nd: Maureen Eagen Action: Passed unanimously (voice vote) Greg adjourned the meeting at 8:17 pm</p>

Respectfully submitted by: Patricia Cirone