

**Independence Charter School - West
Board of Trustees Meeting
May 3, 2018
6:00 PM
5600 Chester Avenue
Philadelphia, PA 19143**

MINUTES

Section I: Call to Order

Opening Colloquy:

This Board of Trustees meeting of Independence Charter School - West is hereby called to Order. The time is 6:12 PM. My name is Gloria Shabazz. I am the President of the Board of Trustees and I will facilitate this meeting.

This is a public meeting of the Board of Trustees of Independence Charter School – West that was properly advertised pursuant to the Pennsylvania Sunshine Act.

At this time, I will ask that Roll Call be taken.

A. Roll Call by David Hussey, Esq.:

Gloria Shabazz – President	("GS")
Pedro Rodriguez – Treasurer	("PR")
Rachel Keene, Esq. – Secretary	("RK")
Dyana Reid	("DR")
Jere Paolini	("JP")
Tyesha Miley, Esq.	("TM")
Tarae Terry – Vice President	("TT")
Maurice Tolliver	("MT")

Board Members Present:
Gloria Shabazz – President
Pedro Rodriguez – Treasurer
Rachel Keene, Esq. – Secretary
Dyana Reid
Tyesha Miley, Esq.
Tarae Terry – Vice President
Maurice Tolliver

By Invitation: Non-Board Members:
Julio Núñez — CEO of Independence
Charter School - West
David Hussey, Esq.
Michael Danyo — Santilli & Thomson
Tracey Hill

Board Members Absent:
Jere Paolini

B. Approval of Agenda

Motion	R18050301 Approval of the Agenda
PR	
Second	RESOLVED, that the Board of Trustees of Independence Charter School –
DR	West hereby approves the May 3, 2018 Agenda, as amended.
Vote:	
<input checked="" type="checkbox"/> pass	
<input type="checkbox"/> fail	

C. Approval of Minutes

Motion	R18050302 Approval of the April 5, 2018 Board Minutes				
TM					
Second	RESOLVED, that the Board of Trustees of Independence Charter School –				
DR	West hereby approves of the Minutes of the April 5, 2018 Board of Trustees				
Vote:	of Independence Charter School – West meeting.				
<input checked="" type="checkbox"/> pass					
<input type="checkbox"/> fail					
	Notes of Discussion / Advance Regulatory and Financial Comment:				
	<table border="1"> <tr> <th>Who</th> <th>What</th> </tr> <tr> <td>Board</td> <td>Reviewed the April 5, 2018 minutes</td> </tr> </table>	Who	What	Board	Reviewed the April 5, 2018 minutes
Who	What				
Board	Reviewed the April 5, 2018 minutes				

D. Community Comment — None

<p><i>Community Comment Colloquy (General Counsel)</i></p> <p>Good Evening, my name is David Hussey. I serve as General Counsel to the Independence Charter School - West Board of Trustees. Will you please state your name for our records?</p> <p>You will have three minutes to address the Board of Trustees. Any documents or communications that you might supplement your comment with should be submitted to me. I will keep the time and notify the board when three minutes have elapsed.</p> <p>This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.</p>

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

E. Executive Session Disclosure

<p>Gloria Shabazz — I would like to state, for purposes of the Minutes of this meeting that, during the course of this meeting, the Board of Trustees will meet in Executive Session for the following purposes under 65 P.S. § 708:</p>

(x) Certain Employee Issues. To discuss any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of performance, promotion or disciplining of any specific prospective public officer or employee or current public officer or employee employed or appointed by the agency, or former public officer or employee, provided, however, that the individual employees or appointees whose rights could be adversely affected may request, in writing, that the matter or matters be discussed at an open meeting. The agency's decision to discuss such matters in executive session shall not serve to adversely affect the due process rights granted by law, including those granted by Title 2 (relating to administrative law and procedure).

Section II: New Business

A. CEO Report

J. Nuñez presented the written monthly report of the CEO, a copy of which is incorporated by reference herein, highlighting:

- + *Student enrollment;*
- + *PSSA testing;*
- + *Health and Wellness Week events;*
- + *Hiring and recruitment of staff, including efforts to promote diversity;;*
- + *Community events and the development of new community partnerships; and*
- + *Updates regarding the school's playground project.*

Upon Motion by T. Miley, Seconded by D. Reid, the Board voted to enter into Executive Session at 6:32 pm to discuss certain employee issues, as enumerated above.

Upon Motion by R. Keene, Seconded by T. Miley, the Board voted to adjourn from Executive Session at 6:43 pm.

B. Finance

a. Financial Report

M. Danyo presented the written monthly financial report of the business controller, a copy of which is incorporated by reference herein. M. Danyo and the Board additionally discussed and reviewed rent and utilities costs.

Motion
RK
Second
DR
Vote:
[x] pass
[] fail

R18050304 Acceptance of the Financial Report of the Business Controller
RESOLVED, that the Board of Trustees of Independence Charter School - West hereby reviews and accepts the Financial Report of the Business Controller for March 2018 and hereby incorporates into these minutes by reference the financial statements and the documents presented by the Business Controller to the Board; and

FURTHER RESOLVED, the Board of Trustees of Independence Charter School - West ratifies disbursements for March 2018 in the amount of **\$167,947.80** as presented by the Business Controller.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>M. Danyo; Board</i>	<i>Reviewed the report of the business controller</i>

b. IRS Form 990

Motion
GS
Second
RK
Vote:
 pass
 fail

R18050305 Approval of the IRS Form 990 Tax Return

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby approves the IRS Form 990 tax return for the year ended June 30, 2017, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>M. Danyo; Board</i>	<i>Reviewed the Form 990 Tax Return</i>
<i>T. Miley</i>	<i>Abstained from voting due to her failure to review the IRS Form 990 return in advance of the meeting</i>

c. Electronic Signature

Motion
TM
Second
RK
Vote:
 pass
 fail

R18050306 Electronic Signature Authorization

BE IT RESOLVED, by authority of the Board of Trustees of Independence Charter School - West, and it is hereby resolved by authority of the same, that Julio Nuñez, who is the 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

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 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 - West to comply with the terms of said contract; and

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

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

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.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>M. Danyo; Board</i>	<i>Reviewed the purpose of the electronic signature authorization resolution</i>

C. Personnel

Motion
RK
Second
TM
Vote:
 pass
 fail

R18050307 Amended Salary Schedule

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby approves the amended 2018-19 ICS West Salary Grid, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the amended salary grid, as presented</i>

Motion
TM
Second
RK
Vote:
 pass
 fail

R18050308 Human Resources Changes

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby accepts the human resources changes, modifications and additions as presented.

New Hires Position Start Date

Kristyna Sparrow Per Diem Counselor Substitute 5/8/18

Position Changes Current Position New Position

Rickey Mentzer Part-Time Classroom Assistant Part-Time 21st Century Kindergarten Readiness Instructor

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>J. Nuñez; Board</i>	<i>Reviewed the proposed human resources changes</i>
<i>J. Nuñez; Board</i>	<i>Reviewed and discussed the school's kindergarten readiness program</i>

D. Committee Reports

1. Finance — G. Shabazz: reported that the finance committee met on April 27. Present during the meeting were G. Shabazz, M. Danyo, J. Nuñez, T. Terry, and P. Rodriguez. The committee reviewed the salary grid and monthly financial report.
2. Facilities — G. Shabazz reported that the facilities committee will request the architect to attend the June meeting in order to provide a facilities update
3. Community Relations — None
4. Human Resources — T. Terry reported that the human resources committee met on April 20. Present during the meeting were T. Terry, G. Shabazz, T. Miley, and J. Nuñez. The committee reviewed new hires and the salary grid.
5. PTA — M. Tolliver reported upon a recent fundraising event and the development of the playground

Section III: Discussion and Announcements

R. Keene announced that the governance committee is searching for additional prospective board members.

Upon Motion by R. Keene, Seconded by P. Rodriguez, the Board voted to enter into Executive Session at 7:13 pm to discuss certain employee issues, as enumerated above.

Upon Motion by T. Miley, Seconded by D. Reid, the Board voted to adjourn from Executive Session at 7:34 pm.

ADJOURNMENT @ 7:35 PM

MOTION
TT
SECOND
TM
VOTE:
 PASS
 FAIL