

Independence Charter School - West
Board of Trustees Meeting

June 6, 2019

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 6:07 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 and Treasurer	("GS")
Pedro Rodriguez	("PR")
Dyana Reid – Secretary	("DR")
Jere Paolini	("JP")
Tyesha Miley, Esq.	("TM")
Tarae Terry – Vice President	("TT")
Anthony Yoder	("AY")

Board Members Present:

Gloria Shabazz
Pedro Rodriguez
Dyana Reid
Jere Paolini
Tyesha Miley
Tarae Terry
Anthony Yoder

By Invitation: Non-Board Members:

Richard Trzaska — Interim CEO of
Independence Charter School - West
David Hussey, Esq.
Michael Danyo — Santilli & Thomson
Sheila Myers — ICSW Staff Representative
Ramzy Andrawos

Board Members Absent:

B. Approval of Agenda

Motion
DR
Second
TT
Vote:
 pass
 fail

R19060601 Approval of the Agenda

RESOLVED, that the Board of Trustees of Independence Charter School – West hereby approves the **June 6, 2019** Agenda, as amended.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed amendment of the agenda to add Resolutions R19060615 and R19060616</i>

C. Approval of Minutes

Motion
DR
Second
JP
Vote:
 pass
 fail

R19060602 Approval of the May 2, 2019 Board Minutes

RESOLVED, that the Board of Trustees of Independence Charter School – West hereby approves of the Minutes of the **May 2, 2019** Board of Trustees of Independence Charter School – West meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>T. Terry; T. Miley</i>	<i>Announced their abstention due to their absence from the May 2, 2019 meeting</i>

Motion
TM
Second
AY
Vote:
 pass
 fail

R19060603 Approval of the May 15, 2019 Board Minutes

RESOLVED, that the Board of Trustees of Independence Charter School – West hereby approves of the Minutes of the **May 15, 2019** Board of Trustees of Independence Charter School – West meeting.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>T. Terry</i>	<i>Announced her abstention due to her absence from the May 15, 2019 meeting</i>

D. Community Comment

Community Comment Colloquy (General Counsel)

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?

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.

This Board may choose not to comment, question or respond in any way to your public comment. I will begin the time now.

Who	What
None	None

E. Executive Session Disclosure

During this meeting, the Board of Trustees will meet in Executive Session for the following purposes under 65 P.S. § 708:

(X) Discuss Confidential Matters. To review and discuss agency business which, if conducted in public, would violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law, including matters related to the initiation and conduct of investigations of possible or certain violations of the law and quasi-judicial deliberations.

Section II: New Business

A. Interim CEO Report

R. Trzaska reviewed the written monthly report of the Interim CEO, a copy of which is incorporated by reference herein, highlighting:

- + Expressed his gratitude to the Board of Trustees for allowing him to work with the staff and students of ICSW;*
- + Praised the staff of ICSW for their hard work and dedication to the school and the students of ICSW for their tremendous potential;*
- + Discussed and praised the CEO candidate;*
- + Reviewed and discussed special education enrollment and staffing; and*
- + Discussed the Play On, Philly music education program and other school activities.*

The Board thanked R. Trzaska for his good work as Interim CEO and discussed with R. Trzaska his recommendations for the school, the Board, and the staff.

B. Finance

a. Financial Report

M. Danyo presented the monthly written report of the business controller, a copy of which is incorporated by reference herein, highlighting:

- + Reviewed student enrollment and per pupil revenue;*
- + Purchases for the next fiscal year;*
- + Food service surplus;*
- + Payments for the Springboard afterschool program; and*

+ Per pupil subsidy rates for the upcoming school year.

The Board inquired regarding the status of the 20th Century grant program for the upcoming school year. S. Myers and the Board discussed and reviewed staff funding for event stipends.

Motion
TM
Second
PR
Vote:
 pass
 fail

R19060604 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 April 2019 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 April 2019 in the amount of \$261,753.69, as presented by the Business Controller.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board; M. Danyo</i>	<i>Reviewed and discussed the monthly financial report</i>
<i>P. Rodriguez</i>	<i>Requested that the fund balance be reviewed again in January 2020</i>

b. Fund Balance

Motion
Second
Vote:
 pass
 fail

R19060605 Distribution of Fund Balance

RESOLVED, the Board of Trustees of Independence Charter School West approve a fund balance policy amendment in compliance with the Government Accounting Standards Board (GASB) Statement 54, and therefore, the Board of Trustees hereby authorizes the following appropriations and designations of fund balance in compliance with the policy as follows:

Projected Fund Balance 6/30/2019: \$1,676,308

Nonspendable Fund Balance: \$100,000

Designations of fund balance:

Committed to capital improvements: \$1,000,000

Committed to future debt service: \$576,308

Unassigned projected fund balance 6/30/2019: \$0

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board; M. Danyo</i>	<i>Reviewed and discussed the proposed restriction of the fund balance</i>

Upon Motion by D. Reid, Seconded by A. Yoder, the Board voted to enter into Executive Session at 6:44 pm to review the school safety and security plan and to consult with an attorney regarding litigation.

Upon Motion by A. Yoder, Seconded by T. Miley, the Board voted to adjourn from Executive Session at 7:22 pm.

C. Human Resources

Motion
AY
Second
PR
Vote:
[x] pass
[] fail

R19060606 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.

<u>New Hires</u>	<u>Position</u>	<u>Start Date</u>
Olivia Hylton	2 nd Grade Teacher	8/12/19
Anniya Howard	Spanish Teacher	8/12/19
Emily Bryson	SPED Teacher	8/12/19
Elizabeth Seebeck	3 rd Grade Teacher	8/12/19
Lisa Fruchtman	4 th Grade Teacher	8/12/19

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board; R. Trzaska	Reviewed and discussed the proposed new hires, including their experience and qualifications
Board; R. Trzaska	Reviewed and discussed remaining staffing vacancies

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

R19060607 Rehire of Returning Staff

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby approves the rehire of returning staff for the 2019-20 school year, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	Reviewed the proposed returning staff, including modifications to the list of returning staff

Motion
PR
Second
DR
Vote:
 pass
 fail

R19060608 Appointment of Sean Gallagher, CEO

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby approves the appointment of Sean Gallagher as CEO;

FURTHER RESOLVED, the Nominating Committee, in consultation with the Human Resources Committee, is authorized and directed to negotiate the terms of the CEO's employment.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed the CEO candidate, including his experience and qualifications and his prior experience with ICS</i>
<i>Board</i>	<i>Amended Resolution R19060608 to authorize and direct the Nominating Committee to negotiate the terms of the CEO's employment</i>

By Roll Call Vote:

Gloria Shabazz — *aye*
Pedro Rodriguez — *aye*
Dyana Reid — *aye*
Jere Paolini — *aye*
Tyesha Miley, Esq. — *aye*
Tarae Terry — *aye*
Anthony Yoder — *aye*

Motion
TT
Second
DR
Vote:
 pass
 fail

R19060609 Appointment of Principal

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby authorizes the Nominating Committee, in consultation with the Human Resources Committee, to appoint a Principal for the 2019-20 school year.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed the proposed process for the identification and appointment of a principal</i>

D. Contracts and Purchase Orders

Motion
TM
Second
DR

R19060610 Professional Service Contracts

RESOLVED, the professional services described below are hereby approved

Vote:
 pass
 fail

for the 2019-20 school year, as presented;

FURTHER RESOLVED, Richard Trzaska, Interim CEO is authorized and directed to negotiate contracts for the professional services described below, in consultation with the Business Controller, Legal Counsel, and Finance Committee; and

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Contractor	Services
Jasmine Eaddy Employment and Training Services	Classroom Assistant, Teacher Sub Services
Delta-T Group	Classroom Assistant, Teacher Sub Services
SOS Security LLC	Building Security
Bayada Healthcare, Inc.	Nurse Staffing
Community Council Education Services	Special Education Services
Therapy Source, Inc.	Therapy Services
Elwyn	Special Education Services
Pediatric Therapy Services	SPED Evals, OT, Speech Services
Spectrum Cleaning Service	Cleaning
Playworks Education Energized	Playworks TeamUp Program

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the professional services contracts</i>
<i>Board; S. Myers</i>	<i>Discussed cleaning services</i>

Motion

R19060611 Purchase Orders

Second

RESOLVED, the purchase orders described below are hereby approved for the 2019-20 school year, as presented.

Vote:
 pass
 fail

Vendor	Amount	Comment
Heinemann	\$14,514.44	Books
American Reading Company	\$11,000.00	Professional Development

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board; M. Danyo</i>	<i>Discussed that the proposed purchases have been reviewed and approved by the Finance Committee</i>

Motion
TM
Second
AY
Vote:
 pass
 fail

R19060612 Extension of Academic and Support Agreement

RESOLVED, the Board of Trustees of Independence Charter School – West approves an extension of the Academic and Support Agreement Between Independence Charter School and Independence Charter School – West through July 31, 2019;

FURTHER RESOLVED, any officer of this Board is directed and authorized to execute any document necessary to effect this resolution.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed and reviewed the status of the existing Academic and Support Agreement</i>

E. Curriculum

Motion
Second
Vote:
 pass
 fail

R19060613 Spanish Curriculum

RESOLVED, the Board of Trustees of Independence Charter School – West hereby approves the Spanish curriculum, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board; R. Trzaska</i>	<i>Discussed that the proposed Spanish curriculum was presented to and approved by the Charter Schools Office</i>

F. Governance

Motion
TM
Second
DR
Vote:
 pass
 fail

R19060614 2019-20 Board Meeting Calendar

RESOLVED, the Board of Trustees of Independence Charter School – West hereby approves the following Board meeting calendar for the 2019-20 school year:

- August 1, 2019
- September 5, 2019
- October 3, 2019
- November 7, 2019
- December 5, 2019

February 6, 2020
March 5, 2020
April 2, 2020
May 7, 2020
June 4, 2020

FURTHER RESOLVED, the foregoing meetings shall be held at 5600 Chester Avenue, Philadelphia PA 19143 at 6:00 pm.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the proposed meeting schedule</i>

Motion
DR
Second
GS
Vote:
 pass
 fail

R19060615 Re-Election of Terae Terry, Trustee

RESOLVED, in accordance with the Bylaws of Independence Charter School – West, the Board of Trustees of Independence Charter School – West hereby re-elects Terae Terry to a second, three-year term of office as a member of the Board of Trustees.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the re-election of T. Terry and the recruitment of additional members</i>
<i>Board</i>	<i>Announced the election of parent board members, who will be installed at the August board meeting</i>

Motion
DR
Second
GS
Vote:
 pass
 fail

R19060616 Re-Election of Tyesha Miley, Trustee

RESOLVED, in accordance with the Bylaws of Independence Charter School – West, the Board of Trustees of Independence Charter School – West hereby re-elects Tyesha Miley to a second, three-year term of office as a member of the Board of Trustees.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the re-election of T. Miley</i>

G. Committee Reports

1. Staff Representative — *S. Myers inquired regarding the process for the appointment of the staff representative for the 2019-20 school year.*
2. Finance — *G. Shabazz announced that the finance committee met on May 31, 2019. Present during the meeting were G. Shabazz, A. Yoder, M. Danyo, and R. Trzaska. The committee reviewed the monthly financial report and per pupil subsidy rates.*

3. Facilities — *A. Yoder announced that the facilities committee met on May 15, 2019 and May 29, 2019. Present during the meetings were A. Yoder, R. Andrawos, staff from BSI, Troy Hill, and G. Shabazz. The committee reviewed construction plans and costs.*
4. Community Relations — *D. Reid announced that on May 2, 2019, she and Tr. Autumn met with representatives of the 21st Century program. The committee will meet on June 14 with the YMCA to discuss potential programming.*
5. Human Resources — *G. Shabazz reported that the human resources committee has met several times during the month of May to discuss the CEO hire and to discuss the recruitment of staff.*

H. School Safety and Security Report — *Discussed during Executive Session*

I. Confidential Settlement Agreement

Motion
AY
Second
GS
Vote:
 pass
 fail

R19060617 Confidential Agreement: Student JJ

RESOLVED, the Board of Trustees of Independence Charter School – West hereby approves the Confidential Settlement Agreement In Re: Student JJ, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed Resolution R19060617 during Executive Session</i>

Section III: Discussion and Announcements

G. Shabazz thanked the Board and staff for an excellent school year.

Adjournment @ 8:02 PM

MOTION
DR
SECOND
PR
VOTE:
 PASS
 FAIL
