

Independence Charter School - West
Board of Trustees Meeting
August 1, 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 6:08 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 Gloria Shabazz:

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, Esq.
Anthony Yoder

By Invitation: Non-Board Members:

Sean Gallagher — CEO
David Hussey, Esq.
Michael Danyo — Santilli & Thomson
Sheila Myers — ICSW Staff Representative
Halimatu Mohammed
Charles Postell
Ceciley Bradford-Jones
Nicola Brooks

Board Members Absent:
Tarae Terry

B. Approval of Agenda

Motion R19080101 Approval of the Agenda
TM
Second RESOLVED, that the Board of Trustees of Independence Charter School –
PR West hereby approves the **August 1, 2019** Agenda.
Vote:
[x] pass
[] fail

C. Approval of Minutes

Motion R19080102 Approval of the June 6, 2019 Board Minutes
AY
Second RESOLVED, that the Board of Trustees of Independence Charter School –
TM West hereby approves of the Minutes of the **June 6, 2019** Board of Trustees
Vote: of Independence Charter School – West meeting.
[x] pass
[] fail
Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	Reviewed the June 6, 2019 minutes

Motion R19080103 Approval of the June 12, 2019 Board Minutes
TM
Second RESOLVED, that the Board of Trustees of Independence Charter School –
JP West hereby approves of the Minutes of the **June 12, 2019** Board of
Vote: Trustees of Independence Charter School – West meeting.
[x] pass
[] fail
Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
Board	Reviewed the June 12, 2019 minutes

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.

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

F. Executive Session Disclosure

Gloria Shabazz — *I would like to state, for purposes of the Minutes of this meeting that the Board of Trustees did not meet in Executive Session prior to this meeting.*

Section II: New Business

A. CEO Report

S. Gallagher presented the monthly CEO report, highlighting:

- + Introduction of the new principal, Dana Tnyman;*
- + Hiring of new teachers; and*
- + Staff professional development and new staff orientation.*

B. Finance

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

- + Recent curriculum purchases and book orders;*
- + Reconciliation of the ICS service fee; and*
- + Final per pupil subsidy rates.*

The Board discussed board training regarding finance and other board governance matters.

a. Financial Report

Motion
PR
Second
TM
Vote:
 pass
 fail

R19080104 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 Reports of the Business Controller for May and June 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 May 2019 in the amount of \$277,663.95, as presented by the Business Controller; and

FURTHER RESOLVED, the Board of Trustees of Independence Charter School - West ratifies disbursements for June 2019 in the amount of \$390,257.46, as presented by the Business Controller.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the financial report of the business controller</i>

b. Bond Issue

Motion
AY
Second
GS
Vote:
 pass
 fail

R19080105 Approval of Bond Financing

WHEREAS, Independence Charter School - West (the “School”) was incorporated as a Pennsylvania nonprofit corporation and has been determined by the Internal Revenue Service to be exempt from Federal income tax under Section 501(a) of the Internal Revenue Code (the “Code”) as an organization described in Section 501(c)(3) of the Code; and

WHEREAS, Worlds of Opportunity II (the “Foundation”) was incorporated as a Pennsylvania nonprofit corporation for the purpose of supporting the health, welfare and educational interests of the School and has been determined by the Internal Revenue Service to be exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; and

WHEREAS, the Foundation owns and/or will acquire certain real property and facilities located in the 5600 block of Chester Avenue in the City of Philadelphia (the “School Facilities”) which property is intended to be leased by Foundation to the School for use in its school operations; and

WHEREAS, the Foundation has determined to apply for financing (the “Loan”) by and through the Philadelphia Authority for Industrial Development (the “Authority”) to finance such purchase and the construction, renovation, furnishing, finishing and equipping of the School Facilities (the “Project”) through the issuance of one or more series of taxable or tax-exempt bonds in an aggregate par amount not to exceed \$30,000,000 (the “Bonds”); and

WHEREAS, in connection with the Loan and the issuance of the Bonds, the Foundation will enter into a loan agreement or loan and trust agreement (the “Loan Agreement”) with the Authority; and

WHEREAS, the Foundation and the School have agreed that the Foundation will lease the School Facilities to the School pursuant to one or more lease agreements between the Foundation and the School (the “Lease”); and

WHEREAS, as additional security for its obligations under the Lease, the School will grant to the Foundation a security interest in certain collateral, including all revenues received from the School District of Philadelphia; and

WHEREAS, the Bonds will be sold to BB&T Capital Markets, a division of BB&T Securities, LLC (the “Underwriter”) pursuant to a bond purchase agreement (the “Bond Purchase Agreement”) among the Authority, the Foundation, the School and the Underwriter; and

WHEREAS, the Bonds will be offered for sale pursuant to a Preliminary Offering Memorandum or other offering document (the “Preliminary Offering Memorandum”) and a final Offering Memorandum or other offering document (the “Offering Memorandum”); and

WHEREAS, in connection with the issuance of the Bonds, the School and the Foundation will be required to enter into or deliver an agreement (the “Continuing Disclosure Agreement”) satisfying the post-issuance continuing disclosure requirements of Securities and Exchange Commission Rule 15c2-12; and

WHEREAS, the Board of Trustees of the School has determined that the Lease of the School Facilities and the financing of the Project through the Loan and the issuance of the Bonds is in the best interest of the School; and

WHEREAS, the School intends by this Resolution to authorize the taking of all necessary and appropriate action on its part in connection with the Lease of the School Facilities and the issuance and sale of the Bonds for the purpose of providing funds for the Project;

NOW THEREFORE, BE IT RESOLVED BY INDEPENDENCE CHARTER SCHOOL – WEST, that:

Section 1. APPROVAL OF PROJECT. The Lease and the financing of the Project through the Loan and the issuance of the Bonds in an amount not to exceed \$30,000,000, the incurrence by School of the obligation to pay all amounts due under the Lease and the granting of a security interest in certain collateral, including all revenues received from the School District of Philadelphia, in favor of the Foundation as contemplated by the Lease are hereby approved in all respects.

Section 2. APPROVAL AND EXECUTION OF DOCUMENTS. The President, Vice President or any other officer of the School are each hereby authorized, directed and empowered to execute and deliver (and, if required, to affix and attest the corporate seal of the School to) the Lease, the Bond Purchase Agreement and the Continuing Disclosure Agreement (collectively, the “Financing Documents”) and any certificates or other instruments as may be required in connection with the Project and the issuance of the Bonds, all in such form as counsel to the School may recommend and the officer signing the same may approve, such approval to be evidenced by his or her execution thereof.

Section 3. APPROVAL OF OFFERING MEMORANDUM. The distribution by the Underwriter to prospective purchasers of the Bonds of

the Preliminary Offering Memorandum and the Offering Memorandum is hereby approved. The President or Vice President is hereby authorized to execute the final Offering Memorandum in such form as counsel to the School may recommend and the officer signing the same may approve, such approval to be evidenced by his or her execution thereof.

Section 4. REIMBURSEMENT. Pending issuance of the Bonds, the School, on behalf of the Foundation, may finance a portion of the costs of the Project with other funds which will be reimbursed with the proceeds of the Bonds, provided that (a) the Bonds shall not be used to reimburse any expenditure paid more than 60 days prior to the present date; (b) the Bonds shall not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the Bonds, or (ii) the date the Project is placed in service; (c) in no event may the Bonds be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the Bonds; and provided further that the limitations of this Section 4 shall not apply to qualified “preliminary expenditures” as permitted by Treasury Regulation § 1.150-2(f).

Section 4. INCIDENTAL ACTION. The officers of the School are hereby authorized and directed to execute and deliver such other documents, including without limitation a tax certificate or tax compliance agreement with respect to the tax-exempt status of the Bonds, and to take such other action as may be necessary or appropriate in order to effectuate the financing of the Project, the execution and delivery of the Financing Documents and the issuance and sale of the Bonds, all in accordance with the foregoing Sections hereof.

Section 5. REPEAL. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith are hereby repealed.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board; M. Danyo</i>	<i>Discussed the resolution to approve the bond financing project and intent to seek reimbursement</i>
<i>Board</i>	<i>Amended the resolution to correct the project cost</i>

By Roll Call Vote:

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

C. Human Resources

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

R19080106 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>
Lauren Baldys	Kindergarten Teacher	8/12/19
Briana Diggs	K-6 Teacher	8/12/19
Chevas Fields	Cafeteria Aide	8/26/19
Alexandra Gentilesco	K-6 Teacher	8/12/19
Patrice Henry	K-6 Teacher	8/12/19
Sherley Hyppolite	K-6 Teacher	8/12/19
Altovise Jackson	SPED Assistant	8/12/19
Amy Loprete	SPED Teacher	8/12/19
Annatje Ludlum	K-6 Teacher	8/12/19
Nicole Semola	SPED Teacher	8/12/19
Emily Stevens	K-6 Teacher	8/12/19
Alicia Williams	K-6 Teacher	8/12/19
Ericka Morris	Instructional Coach	8/12/19

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>S. Gallagher; Board</i>	<i>Discussed the proposed new hires and the school's priorities in hiring new professional staff</i>
<i>S. Gallagher; Board</i>	<i>Discussed development of the school's Spanish program</i>

Motion
AY
Second
JP
Vote:
 pass
 fail

R19080107 Appointment of Principal

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby ratifies and approves the appointment of Dana Twyman as Principal, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>S. Gallagher</i>	<i>Discussed the experience and qualifications of Dana Twyman, including her prior experience with Independence Charter School and her connections to the local neighborhood</i>

D. Policies

Motion
AY
Second
JP
Vote:
 pass
 fail

R19080108 Plan for Dissolution

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby ratifies and approves the Plan for Dissolution, as presented.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed the plan for dissolution</i>

Motion
DR
Second
PR
Vote:
 pass
 fail

R19080109 Truancy Policy

RESOLVED, that the Board of Trustees of Independence Charter School - West hereby directs and authorizes that the Governance Committee, in conjunction with the CEO and Principal, revise the ICS West Truancy Policy.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Reviewed the existing truancy policy and proposed changes</i>
<i>Board</i>	<i>Amended the resolution to provide authority to the Governance Committee to revise the truancy policy</i>

E. E-Signature Authorization

Motion
AY
Second
TM
Vote:
 pass
 fail

R19080110 E-Signature Authorization for Sean Gallagher, CEO

BE IT RESOLVED, by authority of the Board of Trustee of the Independence Charter School - West, and it is hereby resolved by authority of the same, that the Sean Gallagher, who is the CEO 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</i>	<i>Reported upon the reasons for the e-signature resolution</i>

F. Committee Reports

G. Shabazz reviewed the roles and responsibilities of committees and that all board members are invited to attend all committee meetings.

1. Staff Representative — *S. Myers reported that staff are excited for the upcoming school year.*

2. Finance — *G. Shabazz reported that the finance committee met on July 26. Present during the meeting were G. Shabazz, M. Danyo, S. Gallagher, and A. Yoder. The committee reviewed monthly financials and discussed the bond issue process and the annual report.*
3. Facilities — *A. Yoder reported that the facilities committee met June 11, June 25, July 16, and July 30 to review ongoing facilities development projects. Construction is substantially on schedule for the upcoming school year.*
4. Community Relations — *J. Paolini reported that the community relations committee met on August 1 to discuss family orientation, local community partnerships, and outreach plans for the upcoming school year.*
5. Human Resources — *G. Shabazz reported that the human resources committee will meet in the coming weeks.*

G. Contracts and Settlement Agreements

<p>TABLED</p>	<p>R19080111 Confidential Agreement: Student LG</p> <p>RESOLVED, the Board of Trustees of Independence Charter School – West hereby approves the Confidential Settlement Agreement In Re: Student LG, as presented.</p> <p>Notes of Discussion / Advance Regulatory and Financial Comment:</p> <table border="1"> <thead> <tr> <th>Who</th> <th>What</th> </tr> </thead> <tbody> <tr> <td><i>Board</i></td> <td><i>Discussed the need to table the Resolution R19080111</i></td> </tr> </tbody> </table>	Who	What	<i>Board</i>	<i>Discussed the need to table the Resolution R19080111</i>
Who	What				
<i>Board</i>	<i>Discussed the need to table the Resolution R19080111</i>				
<p>Motion TM Second GS Vote: <input checked="" type="checkbox"/> pass <input type="checkbox"/> fail</p>	<p>R19080112 Separation Agreement</p> <p>RESOLVED, the Board of Trustees of Independence Charter School – West hereby approves the separation agreement with Julio Nuñez, as presented.</p> <p>Notes of Discussion / Advance Regulatory and Financial Comment:</p> <table border="1"> <thead> <tr> <th>Who</th> <th>What</th> </tr> </thead> <tbody> <tr> <td><i>Board</i></td> <td><i>Discussed the separation agreement</i></td> </tr> </tbody> </table>	Who	What	<i>Board</i>	<i>Discussed the separation agreement</i>
Who	What				
<i>Board</i>	<i>Discussed the separation agreement</i>				

H. Governance

a. Appointment of Parent Trustees

<p>Motion TM Second AY Vote: <input checked="" type="checkbox"/> pass <input type="checkbox"/> fail</p>	<p>R19080113 Appointment of Halimatu Mohammed and Charles Postell as Parent Trustees</p> <p>WHEREAS, upon election open to all parents of Independence Charter School – West students, Halimatu Mohammed and Charles Postell were elected to hold the Parent Seats of the Board of Trustees of Independence Charter School – West;</p> <p>RESOLVED, in accordance with the Bylaws of Independence Charter</p>
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School – West, the Board of Trustees of Independence Charter School - West hereby recognizes and approves the appointment of Halimatu Mohammed and Charles Postell as Trustees holding Parent Seats;

FURTHER RESOLVED, the term of office for Halimatu Mohammed as Parent Trustee shall be two (2) years and the term of office for Charles Postell as Parent Trustee shall be for one (1) year.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>H. Mohammed; C. Postell</i>	<i>Introduced themselves to the board and discussed their experience and qualifications</i>
<i>Legal Counsel</i>	<i>Administered the Oath of Office</i>

b. Amendment of Bylaws

Motion
PR
Second
AY
Vote:
 pass
 fail

R19080114 Amendment of Bylaws

RESOLVED, that the Board of Trustees of Independence Charter School – West hereby approves the amendment of Section 3.1 of the Independence Charter School – Bylaws to provide that the Board of Trustees of Independence Charter School – Bylaws shall be comprised of no fewer than five (5) and no more than thirteen (13) voting members.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>Board</i>	<i>Discussed the rationale for the proposed bylaws amendment</i>

By Roll Call Vote:

Gloria Shabazz – *aye*
Pedro Rodriguez – *aye*
Dyana Reid – *aye*
Jere Paolini – *aye*
Tyesha Miley, Esq. – *aye*
Tarae Terry – *absent*
Anthony Yoder – *aye*
Halimatu Mohammad – *aye*
Charles Postell – *aye*

c. Election and Appointment of Trustees

Motion
TM
Second

R19080115 Election and Appointment of Ceciley Bradford-Jones and Nicola Brooks as Trustees

HM
Vote:
 pass
 fail

RESOLVED, in accordance with the Bylaws of Independence Charter School – West, the Board of Trustees of Independence Charter School - West hereby elects and appoints Ceciley Bradford-Jones and Nicola Brooks to serve as Trustees.

Notes of Discussion / Advance Regulatory and Financial Comment:

Who	What
<i>C. Bradford-Jones; N. Brooks</i>	<i>Introduced themselves to the board and discussed their experience and qualifications as prospective board members</i>
<i>Legal Counsel</i>	<i>Administered the Oath of Office</i>

Section III: Discussion and Announcements — None

Adjournment @ 7:43 PM

MOTION
PR
SECOND
TM
VOTE:
 PASS
 FAIL
