

The Classical Academy
975 Stout Road
Colorado Springs, CO 80921

Board of Directors Meeting
North Campus
Monday, October 7, 2009

- I. Call to Order (6:00pm) – Meeting was called to order at 6:05pm.
- II. Pledge of Allegiance/Roll Call
- III. Comments related to Agenda Topics
- IV. Consent Agenda Items
 - a. None
 - b. Reminder of Board 2009-10 Priorities: 1. Policy & Procedures, 2. President Job Description & Objectives, 3. Core Values / Assisting Parents Definitions
- V. Discussion Agenda Items

A1- IT software and Conflict of interest

Matt Carpenter shared with the board that TCA is considering purchasing software to help the IT department. The company being considered has Vance Brown as CEO and it may look like a conflict of interest to the public.

Jim Woody shared that maybe we should ask for some bids from other companies to just cover TCA and Vance Brown from any repercussions.

Matt Carpenter stated that the companies cost for this software is around \$22,000 but the company would give us the products and software for \$6100.00. The difference between the typical cost and the cost TCA would have to pay would be a donation to TCA.

Mark Hyatt shared with the board that Jeff Gronski came to him to discuss a helpdesk software that they have found.

Kevin Collins said that this software was needed and has been needed to help provide better service to staff.

Vance Brown shared that he does not like the situation that this causes and if the vote is no, he would be perfectly okay with it.

Per the board policies Steve Pope asked Vance Brown to refrain from part of discussion and also from any vote that may approve or disapprove the software. Steve Pope asked if the people evaluating the software new that Vance Brown was the CEO.

Kevin Collins share that Jeff Gronski knew about Vance being part of the company, but the people who where evaluating the software did not know that he was part of the company.

Ron Mast asked Kevin Collins if it would be possible to write up a one page report of what took place in the decision making to decide on this software versus another software program.

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Jim Kretchman shared that he does not like voting on this before the Conflict Resolution Policy is even completed.

Matt Carpenter shared that one concern is that we do not even know what the cost of this would be, and Vance Brown agreed that this would be something we should clarify.

Ron Mast shared that if we have ten conflicts and you handle eight of them and then get to the last two and do not have the money you cannot tell parents, "Sorry we are out of money we cant help you any more." There was extensive discussion about what role the ombudsman will play and at what point they will step in.

The motion was withdrawn after an extensive discussion about what the description was about and the words that where used to describe the position.

Moved by Vance Brown, seconded by Jim Woody, to approve Steve's copy of the Ombudsman job description with the change of the title from Ombudsman to Mediator/Consultant. Roll Call. Steve Pope-yea, Ron Mast-yea, Lisa Sutton-no, Jim Woody-yea, Vance Brown-yea, Matt Carpenter-no, Jim Kretchman-no. Approved by the majority vote.

Steve Pope shared that this position should not be filled by a parent or anyone in the TCA community.

c. Administration Conflict Resolution Procedure

i.Item: Review Admin Draft Conflict Resolution Procedure Proposal

ii.Presenter: Mark Hyatt

For: 1st Read &Discussion Est. Time: 20 mins

Mark Hyatt shared a brief update on the policies.

d.Core Values Document

i.Item: Update on documenting Core Values and next steps

ii.Presenter: Jim Kretchman

For: Status/Plan Update Est. Time: 50 mins

Jim Kretchman shared that the group met and there was a small amount of feedback. For the most part there was consensus. Leesa Waliszewski. is putting together remarks from the philosophy people as well as the input from the board.

Leesa Waliszewski shared that the feedback and changes will be provided by the next board meeting.

Jim Kretchman asked the board if they want to just give their feedback and then bring back the results for the board to vote on versus have input in the document.

Ron Mast shared that he looks at this document as the constitution for TCA.

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Steve Pope asked if there would be a new version by the next board meeting and would they be voting on the new Core Values Document. He also wanted to know when this would be a living document and go to the community.

Jim Kretchman said that if the board read the current version and there was nothing they would be embarrassed by, to go on the website that they would be able to move forward.

Leesa Waliszewski. shared that they have discussed that once TCA has lived and worked with this for a year then maybe come back and make some changes as needed.

Jim Kretchman stated that he did not want this to be a living document but that while the Core Values was in its creation phase it would be a living document.

e. TCA President Job Description & 2009-10 Objectives

i. Item: Document TCA President Job Description & 2009-10 Objectives

ii. Presenter: Matt C. / Jim Woody For: Re-Discuss / Vote Est. Time: 15 mins

Matt Carpenter shared that there were modifications on the job description from the last board meeting. The modifications that were made came from the last board meeting.

Jim Woody shared that he was trying to make all of the documents match up and in the Presidents job description. He suggested replacing the word "vision" is in the job description with mission, or when both are listed remove vision and leave mission only.

Vance Brown shared that he would like to change the area that states Marginal Job Function and make it read instead Additional Job Function.

Jim Kretchman asked if there was a reason the fundraising role was not on the job description, if it had been left out or been removed.

Jim Woody shared that it was intentionally left it out for the philosophical reason that the president focus should be on internal management and that fundraising requires the person to be out of the office a lot and there is less focus on internal affairs.

Jim Kretchman wanted to add a bullet that said "Oversight of Internal Fundraising"

Steve Pope shared that fundraising is a large part of TCA and should be in the description.

Moved by Jim Kretchman, seconded by Matt Carpenter, to add the language to the President Job description under Additional Job Responsibilities, Oversee TCA fundraising activities and approve the new job description.

Steve Pope opened up the floor for discussion.

Roll Call. Passed by unanimous vote.

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f. TCA Building Corporation Board Nomination

i. Item: Nominate Chris Bender to fill current vacancy and join Rick Mueller & Lisa Ruth

ii. Presenter: Ron Mast

For: Discuss / Vote

Est. Time: 5 mins

Moved by Matt Carpenter, seconded by Jim Woody, to nominate Chris Bender to fill the vacant position for TCA Building Corporation.

Matt Carpenter shared that he had spoken with Chris Bender and that he was interested in the position. This position is being filled because Ron Mast was elected as board member and can no longer serve in this position.

Roll Call. Passed by unanimous vote (Jim Kretchman abstained).

g. Recommended Additional Key Staffing Position

i. Item: Staffing recommendation to create Director of Strategic Programs

1. Include budget impacts, and timelines

ii. Presenter: Mark Hyatt

For: Information

Est. Time: 10 mins

Mark Hyatt shared they want to fill the Director of Strategic Programs as soon as possible. Once this position is hired, we can take College Pathways to the next level.

Jim Woody supports the request but he has a concern that TCA is basically creating another school which creates a whole lot of administrative over load, payroll, IT, receiving, purchasing, etc. This creates an unidentified burden for the current administrative staff. Have there been people hired to help in these areas?

Mark Hyatt shared that the main administrative offices are currently working long hours to help cover the large work load. This position will help take some of the stress off the main administrative staff.

Jim Kretchman shared that we need to make sure that the cost of College Pathways gets charged back to them to make sure that there is really a profit being earned.

Matt Carpenter, Jim Woody and Vance Brown are okay with hiring for this position as long as this is within the budget.

The board discussed the impact of this position on the TCA budget and stated that they would like to look at the numbers on the 26th.

Steve Pope asked Mark Hyatt to come back on the 26th with what the budget would look like, what the communication would be to the community and then continue from there.

h. Reminder of Board Practices per existing Board Policies and state laws

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- i. Item: To review how Board practices align with existing Board Policies, Sunshine Laws, and overall transparency
ii. Presenter: Steve Pope/ Eric Hall For: Information Est. Time: 10 mins

Eric Hall briefed the board on Sunshine Laws. He shared the Charter schools are public entities. All meeting board meetings know should be recorded and keep for 90 days. Second is regarding the agenda. Every January the board has to approve where the agenda will be posted on the building. This must be posted 24 hours prior to the meeting. He recommended that TCA post the agenda on the website. The board is not supposed to amend the agenda. The items that are on the agenda are what the board does that day. The law does give you a little flexibility to add items to the agenda. If something is added to the agenda and you take action on it, legally you cannot do that. If someone challenges that it would not uphold in court. It would be a void vote. Erica Hall also recommended the proposed language for the motion the board is going to vote on in the agenda. The other area that is abused is the public comment section. Have the procedure and follow it, the people sign up and then monitor the time. Every board has this but they monitor the time and hold the parents to that time. Another item that is abused is executive session. The board has to announce Executive session and what they will be doing there. Having an executive session without pre-planning it should only happen on that rare occasion. If they are going to executive session to discuss personal issues the board must only discuss that one person and must say who it is regarding and then notify that person so that they know about the session and they can come if they want to and say that they want an open session. When the board has executive session they must give as much specifics as is practical. Also the executive session must be recorded unless it is attorney client privilege. These are not legal issues but things that are done all the time; go into executive session to often you are a public entity the board should do it jobs public, second there are leaks from executive session. This information is confidential and should be kept confidential. Minutes are the institutional memory and should be well kept. They should describe more than anything the decisions that were made and they should be described very carefully and precisely. Length of meetings should not go on for long amounts of time. The way to avoid this is to do the homework before the meeting. Also to make sure that the board sticks to their role and does not micromanage and try and do the administrations jobs. E-mails have become a problem with public entities. The board cannot have e-mail discussions because that is a meeting and you cannot do that because the public cannot be involved. The board clarified what is okay to send e-mails about and what is not okay.

Moved by Steve Pope, seconded by Matt Carpenter, to move into Executive session to discuss legal matters per the statutes per C.R.S. § 24-6-402(4)(b). Roll call. Passed by unanimous vote.

i. Board Debrief / Action Item Review

- i. Item: To debrief the board meeting and action items from tonight's meeting
ii. Presenter: Board Chair For: Discussion Est. Time: 5 mins

VI. Executive Session – per C.R.S. § 24-6-402(4)(b) for the purpose of receiving legal advice.

VII. Executive Session – per C.R.S. § 24-6-402(4)(f), for the purpose of discussing personnel

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- i. Provide ongoing Job Performance Feedback to TCA President
- ii. Presenter: Steve Pope / Ron Mast For: Discussion Est. Time: 15 mins

Moved by Ron Mast, seconded by Jim Woody, to move into executive session. Roll call. Passed by unanimous vote.

VIII. Future Agenda Items

- a. October 19th Board Meeting Tentative Agenda Items (Note: some items will be deferred to November)
 - i. Spotlight Presentation – College Pathways
 - ii. Top Priority Policy Reviews/Updates (Mark) – Ongoing until implemented
 - iii. TCA Election Cycle - Propose modifications to TCA Election cycle to maximize board stability (Lisa S.) For: Discussion/1st Read
 - iv. BKD Financial Audit Report = Provide status of final report and next internal steps planned (Mark Hyatt) For: Information
 - v. 5 year Financial/Capital Plan including Mill Levy revenue allocation (Mark) – Oct
 - vi. Safe2Tell reporting to TCA community policy (Mark) – Oct
 - vii. College Pathways commitments for Feb 2010 D20 Review (Mark) – Oct
 - viii. Safety & Security Update (Mark) – Oct, then Bi-monthly Dec, Feb
 - ix. CSAP Report (Mark) – Oct
 - x. Charter Review: Status of Charter Contract Annual Renewal (Mark) – Oct
 - xi. Board Policy Reviews: To provide high-level review, prioritize formal reviews, and assign owners for review of existing and needed TCA Board Policies (TBD) – Oct
 - xii. Board Training Process for new board members (Matt) – Oct
- b. November Tentative Agenda Items
 - i. Spotlight Presentation – TBD
 - ii. Top Priority Policy Reviews/Updates (Mark) – Ongoing until implemented
 - iii. Core Values & Assisting Parents Update (Jim) – Ongoing until implemented
 - iv. Board Communication Plan (Ron M.)
 - v. Board Governance Model (TBD) – TBD
 - vi. Great Starts Programs Update (Mark) – Nov
 - vii. Disposition of Titan Trust Review / Stewardship (Mark) – Nov
 - viii. Endowment Review – Nov
- c. Future Potential Agenda Items
 - i. Teacher Compensation Plan – TBD
 - ii. Fundraising Report – TBD
 - iii. Board Development – TBD

IX. Adjournment:

Moved by Matt Carpenter, seconded by Ron Mast, to adjourn the meeting. Roll Call. Passed by a unanimous vote. Meeting adjourned at 10:38pm.