



THE CLASSICAL ACADEMY REGULAR BOARD OF DIRECTORS MEETING

MONDAY, JULY 16, 6:00-10:00 P.M.

NORTH CAMPUS — TCA ROOM 2213 / 2214
(SECONDARY)

The Classical Academy exists to assist parents in their mission to develop exemplary citizens, equipped with analytical thinking skills, virtuous character, and a passion for learning, all built upon a solid foundation of knowledge.

MINUTES

- I. Call to Order (6:00 p.m.)
 - Meeting called to order by at 6:06pm.

- II. Pledge of Allegiance / Roll Call Est. Time: 5 min
 - Board members present: Dr. Cameron, Mr. Carter, Dr. Leland, Mr. Mast, Mr. Palmer, Mr. Pope, Dr. Woody.

- III. Comments from the Audience Est. Time: 5 min
 - Matt Dubois shared concerns as an East campus parent that conflicts at the board level are filtering down to teachers and parents and also that the communications, though useful, have not been understood. The Board is concerned that the discourse is reaching down so far and is working to alleviate this situation by first attending a Board Retreat on July 27 and 28 led by Dr. Brian Carpenter. The children we see in the classroom are most important to us and we are committed to improving our due diligence to govern. Dr. Leland stated that the Board is working toward accountability and providing processes.
 - Mr. Collins introduced Paul Dellacroce and Rob Pennison as the new high school principal and assistant high school principal respectively.

- IV. Executive Session Est. Time 1 hr
 - 6:16pm Motion to move into Executive Session passed unanimously via roll call vote.
 - a. Executive session pursuant to C.R.S. 24-6-402(4) (b & f) for the purpose of discussing personnel matters, and to received advice on specific legal questions. To receive a report from Eric Hall, attorney, on matters of Board processes and accountability.
 - 8:10pm Motion to leave Exec Session passed unanimously.

- V. Actions on matters related to Accountability Report Est. Time 15 min
 - Subcommittee to be formed to further address Accountability Report: review the general findings and recommendations and to recommend actions items.

- VI. Consent Agenda Est. Time 5 min.
 - a. Minutes: June 11 meeting (deferred to August)
 - b. Financials
 - c. Ops Report/Building Update

d. Approval of Matters Relating to Personnel Actions

- Operations stated that 2 modulars were sold and 8 were donated to another charter school. The charter school paid for all of the movement and reconfiguration fees.
- The 1st and 3rd floor build-outs are going as scheduled. Most of our staff has already moved into the 4 remaining modulars.
- Chris Carter made a motion to approve the consent agenda, deferring the June 11 minutes to August Steve Palmer 2nd. It was unanimously passed.
 - Dr. Cameron - Aye, Mr. Carter - Aye, Dr. Leland - Aye, Mr. Mast - Aye, Mr. Palmer - Aye, Mr. Pope - Aye, Dr. Woody - Aye.

VII. Bylaw Update

Est. Time – 10 min

a. Steve Pope – committee update

For Discussion

- Mr. Pope to engage Eric Hall to review and make recommendations to the Feb 2012 draft bylaws that was produced by the governance subcommittee last fall. Currently, Mr. Hall only reviewed the current bylaws dated in 2001.

VIII. Leadership Structural Discussion

For Discussion/Vote

a. A report and proposals from Transition Team leadership

b. Dr. Woody/Dr. Leland

- Dr. Woody presented an organizational chart with recommended changes. The transition team (consisting of Dr. Leland, Dr. Woody, and Kevin Collins) met weekly to look at potential changes to TCA's organizational chart.
- The team felt the following problems exist with TCA's current organizational structure: Confusion as to what positions had supervisory roles / responsibility for teaching staff; Confusion in the President's title versus what is currently stated in the 2001 Bylaws; The President's supervisory role was too wide with fifteen direct reports.
- Recommendation is that an interim organizational structure be put in place by July 23, 2012 with the following items: Interim President's title be changed to Interim Executive Director with five direct reports (Director of Operations, Director of Academic Services, Director of HR, Director of Finance, Director of Advancement and Communications); Principals, instructional philosophy, student support services, and character education would report to the Director of Academic Services.
- The transition team recommended only interim changes for the reason that when a permanent Executive Director is hired, that person would be given an input into what the organizational chart should look like.
- Dr. Woody presented the following motion that was seconded by Dr. Cameron.
 - Motion: The TCA Interim President is directed to implement that attached Interim Executive Cabinet Organization and position titles and descriptions effective July 23, 2012 until a permanent Executive Director is hired and reviews this organizational structure with the Board.
- Discussion that followed included: The organization chart is an interim solution that is not set in stone. The Interim Executive Director can ask for tweaks and modifications. How will this affect the budget? Although the additional positions will be filled by current staff will changes in responsibility alter the current budget? The Director of Academic Services has more director reports than the Executive Director.
- Chris Carter made a motion to suspend action on the current motion until after the Executive Session and Ron Mast seconded. Motion passed on voice vote.
- Chris Carter made a motion to move into Executive Session and Dr. Cameron seconded. Motion passed unanimously via roll call vote.
- At 11:29 pm the public session resumed and discussion continued regarding the wording for the motion on organization structure. A final sentence was proposed to be added for clarity "The Principals, IPD, SSS, and CE will report under the DAS."
- Jim Woody made a motion to accept the revised motion as follows:
 - Motion: The TCA Interim President is directed to implement that attached Interim Executive Cabinet Organization and position titles and descriptions effective July 23, 2012 until a permanent Executive Director is hired and reviews this organizational structure with the Board. The Principals, IPD, SSS, and CE will report to the Director of Academic Services.

- Motion passed unanimously. Dr. Cameron - Aye, Mr. Carter - Aye, Dr. Leland - Aye, Mr. Mast - Aye, Mr. Palmer - Aye, Mr. Pope - Aye, Dr. Woody - Aye.

IX. Executive Session

Est. Time: 1 hr

- a. Executive session pursuant to C.R.S. 24-6-402(4)(b & f) for the purpose of discussing personnel matters, and to receive legal advice on specific legal questions. To discuss TCA Interim President's Role, long term Interim candidates, other specific leadership positions and performance including current Lead Team members, and to provide feedback to the TCA Interim President.

IX. Actions on matters related to Interim positions.

Est. Time: 30 min
For Vote/Action

- Motion: The Interim President is directed to offer the named staff members on the attached chart to the positions and titles depicted. The DAS is directed to clarify and resolve confusion over teaching staff supervision and evaluation between Principals and Instructional Philosophy staffs.
 - Dr. Woody moved to approve the wording of the above motion with second by Chris Carter. Motion passed unanimously on roll call vote.
 - Dr. Cameron - Aye, Mr. Carter - Aye, Dr. Leland - Aye, Mr. Mast - Aye, Mr. Palmer - Aye, Mr. Pope - Aye, Dr. Woody - Aye.
- Motion: Approve selection of Dr. Gary Coulter as Interim Executive Director as of August 1, 2012 until May 31, 2013. The Interim Executive Director shall not have the authority to make extraordinary decisions without prior approval from the Board. Notwithstanding Sec. 4.6 of the Bylaws or prior practice at TCA, for the purpose of this 2012-13 Interim Executive Director position "extraordinary decisions" include but are not limited to the following: 1. Making material changes to the duties of the Lead Team, including reassigning positions nor terminating the employment of any member of the Lead Team; 2. Deviating from the budget by more than 5% of any gross line item; 3. Making material changes to the curriculum or educational program at TCA; 4. Entering into any agreements for TCA to buy, sell, or lease any real property; 5. Making material changes to any employee benefits, such as retirement or pension plans or health insurance.
 - The above motion was made by Chris Carter with second by Dr. Woody noting that compensation is to be finalized by Dr. Leland and Dr. Woody based on guidance from the Board.
 - Dr. Cameron - Aye, Mr. Carter - Aye, Dr. Leland - Aye, Mr. Mast - Aye, Mr. Palmer - Aye, Mr. Pope - abstain, Dr. Woody - Aye. Motion passed.

X. Initiate Executive Director search

Est. Time 5 min.

- Initial proposal to have Dr. Cameron head up a search committee and establish membership of the committee with goal to have the permanent Executive Director introduced at the May 2013 Board meeting.

XI. Overview and preparation for Board Retreat – July 27-28, 2012 – Penrose House

- a. Location – Penrose House
- b. Times – 9am-5pm – Friday; 8am-4pm – Saturday
- c. Lead Team invitees to participate coming from Dr. Carpenter (all welcome)

XII. Adjournment

- Motion to adjourn passed unanimously.

Minutes Approved by: _____ Steve Pope _____ Date: ___ 8/18/2012 _____