



# THE CLASSICAL ACADEMY

## BOARD OF DIRECTORS MEETING

### (OPEN TO THE PUBLIC)

MONDAY, NOVEMBER 9, 2015, 6:00-9:41 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.

## AGENDA

Presentation/Question Time/Start Time

- |      |  |                      |
|------|--|----------------------|
| I.   | <b>Call to Order (6:00 pm)</b>   | 1 min (6:00) (6:00)  |
|      | <ul style="list-style-type: none"><li>The Chair called the meeting to order at 6:00 pm.</li></ul>  |                      |
| II.  | <b>Pledge of Allegiance/Mission Statement/Roll Call</b>  | 5 min (6:01) (6:01)  |
|      | <ul style="list-style-type: none"><li>Roll call: (Mr. Carter; Here // Mr. Dubois; Here // Dr. Harrington; Arrived at 6:02 // Dr. Jennings; Here // Mr. LaValley; Here // Mr. Moulton; Here // Mr. Rudder; Here)</li></ul>  |                      |
| III. | <b>Approval of Agenda</b>  | 5 min (6:06) (6:02)  |
|      | <ul style="list-style-type: none"><li><b>Motion: Dr. Jennings moved to approve the agenda and was 2<sup>nd</sup>.</b></li><li>Discussion: None</li><li><b><u>Vote: By a unanimous vote (7-0), the Board approve the agenda (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)</u></b></li></ul>  |                      |
| IV.  | <b>Comments from the Audience</b> (Audience members have 5 minutes to address the Board)<br>(NOTE: Per procedural rules if more than one person is speaking on the same topic we request that one or two specific spokespersons speak on behalf of the group)  | 5 min (6:11) (6:03)  |
|      | <ul style="list-style-type: none"><li>None</li></ul>   |                      |
| V.   | <b>Celebrate TCA (Central PTO Passive Fundraising Effort and TCA Marching Band)</b>  | 10 min (6:16) (6:03) |
|      | Action: Harris<br>Motion: (Info)<br>Rationale: to highlight accomplishments of TCA students, staff, or parents   |                      |
|      | <ul style="list-style-type: none"><li>TCA Marching Band<ul style="list-style-type: none"><li>TCA's band performed at the Legend competition and Regionals during Fall Break. They won division 2A of CBA in both competitions. As a result, they were the first TCA Marching Band to qualify for State Marching Band Competition. They placed 3rd overall at STATE! Andi Bonato, Catherine Peckham, Bryce George, Emily Brubaker and Michael Arrasmith were on hand to represent the band!</li></ul></li><li>TCA's Central PTO<ul style="list-style-type: none"><li>We recognized the Central PTO for all their efforts in the Passive Fundraising arena. Kim Voicu (Central PTO President), Kelsi Halla (PTO treasurer) and Sara Pruhomme (Community Partners Lead) were on hand to help explain all of their efforts and how they think out of the box to raise money for TCA!</li></ul></li><li>Some of their highlights:<ul style="list-style-type: none"><li>Box Tops- Central made \$3700 last year (#5 in the State of Colorado)</li><li>King Soopers gift cards-purchase \$5 gift card and reload, TCA receives 5% back-this has led to thousands of dollars so far</li><li>Chick-Fil-A- they earned \$650 from a night at ChickfilA-largest fundraiser Chick fil A has done</li></ul></li></ul> |                      |
| VI.  | <b>Executive Session</b>   | 15 min (6:26) (6:14) |
|      | Action: Sojourner<br>Motion: to enter Executive Session pursuant to C.R.S. 24-6-402(4) (b and h) to discuss a conflict resolution appeal involving confidential student information and to receive legal advice  |                      |
|      | <ul style="list-style-type: none"><li><b>Motion: Dr. Jennings moved to enter executive session and was 2<sup>nd</sup>.</b></li><li>Discussion: None</li></ul>  |                      |

- Vote: By unanimous vote (7-0), the Board moved into executive session (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)

VII. **Board Action Pertaining to Executive Session** 5 min (6:41) (6:35)

Action: Board

Motion: (Vote) on whether or not to hear the conflict resolution appeal

Rationale: opportunity for the Board to take action based upon Executive Session findings

- **Motion: Mr. Carter moved to hear the conflict resolution appeal and was 2<sup>nd</sup>.**
- Discussion: None
- Vote: By unanimous vote (7-0), the Board approved hearing the conflict resolution appeal (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)

VIII. **Comments from the Board of Directors** 5 min (6:46) (6:36)  
(Evaluations of Dr. Sojourner are due in Dec, Board Self Evaluations will be sent out via survey Monkey)

- Mr. LaValley emphasized the importance of the Board turning in the President's evaluations.

IX. **Board Development (Legislative Preview)** 10 min (6:51) (6:37)

Action: Miller

Motion: (Info)

Rationale: to inform the Board on legislative issues facing state representatives

- Mr. Miller highlighted the following topics in his discussion
  - Colorado Budget will be tighter this year; don't expect PPR to increase by much
    - The negative factor will increase again this year
  - The hospital provider fee is playing a role in lowering the budget across the board; it tried to circumvent TABOR
  - There is still widespread discontent with current testing practices; there is a move to limit testing
  - There is a move to change the current school finance formula; this determines the PPR
  - Claire Davis Act; schools become legally liable for student safety

X. **Report of the President & Cabinet Spotlights** 5 min/10 min (7:01) (6:44)

Action: Sojourner

Motion: (Info)

Rationale: to highlight cabinet activities (Pres., Ops, Academic Services, and Advancement).

- Dr. Sojourner highlighted the following items from his report:
  - TCA October Staff Conference
    - Invites the Board to attend in the future if possible (occurs the first two days of fall break)
    - Discussions centered on character and the classics
    - Other topics of discussion dealt with what does classical education means to us at TCA
  - Mr. Jolly presented our Monitoring Report to ASD20 and it was well received
    - Mr. Tubb and Mr. Moulton attended the meeting
    - The monitoring report highlights everything we do in a typical year
  - Less than a year from now (Nov 2016 election) ASD20 will be asking voters to approve a bond issue
    - This will be the largest one time infusion of monies to TCA
    - Mr. Tubb and Mr. VanGambleare are is on the district's Capital Needs Committee
    - It will be important for use to have parents vote for this bond and have our community mobilize to encourage all of our parents to vote for this measure
  - Endowment Position Paper
    - You will see my thoughts on the future of the Endowment; to dissolve the Endowment, and use the funds where needed – as determined by the Board
    - When I asked Mr. Mueller (Founder and original TCA CFO) and Mr. Hyatt (previous TCA President for 8 years) about their thoughts on the future of the Endowment, they both were still in favor of keeping the Endowment as a means to save for the future. However, other key Founders and previous Board members are in favor of dissolving the Endowment as it's currently structured.

XI. **Consent Agenda** 5 min (7:16) (6:53)

Board Directed items to be removed from Consent Agenda:

Motion: to accept the Consent Agenda (vote)

- A. Minutes: October 2015 (Swanson)
- B. Written Reports of the President and Cabinet
  1. Human Resources (Schulz)
    - a. Matters Relating to Personnel Action
  2. Finance (VanGambleare)
    - a. Sept Financials

- b. Quarterly Financial Summary
- c. Internal Financial Controls
- C. SAC Meeting Minutes
  - 1. East Elementary; Sept 28, 2015
- D. Board Policies
  - 1. Board Decision Making
  - 2. Internal Financial Controls
- E. President's Evaluation Time Line
- F. TCA Board Self Evaluation Time Line
  - **Dr. Jennings moved to approve the consent agenda with the following amendments and was 2<sup>nd</sup>:**
    - 1) **Remove the October minutes for discussion**
    - 2) **Remove the Board Decision Making Policy for discussion**
  - Discussion: None
  - **Vote: By unanimous vote (7-0), the Board approved the consent agenda with two amendments (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

## XII. Discussion Agenda Items

### A. Items removed from Consent Agenda

#### 1. October Minutes

**Motion: Dr. Jennings requested the following changes be made the October 5, 2015 minutes:**

- a. **The following statement be added the to the minutes under Item X.B.5. New Capital Construction Schedule/Budget/Scope, Discussion:**

**“Dr. Jennings noted that problems with investing the endowment and allocating 10% of the annual fund to endowment should be resolved separately from using endowment funds for capital construction.”**

- b. **Adjust the punctuation of the roll call votes to make sure it doesn't appear he was absent**
- c. **Minor grammatical corrections (list given to Board Clerk)**

Discussion: None

**Vote: By unanimous vote (7-0), the Board approve of the changes to the October 5, 2015 minutes (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

#### 2. Board Decision Making Policy

**Motion: Mr. Dubois moved to remove the statement “discussion may or may not occur” from the policy and make it clear that discussion will occur.**

Discussion:

- The statement as presented would imply that the Board may not allow discussion for items. The Board always allows discussion even though a discussion may not take place.

**Vote: By unanimous vote (7-0), the Board approved removing the above statement and making it clear that discussion will occur for each agenda item (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

### B. Cabinet Level Reports

#### 1. Annual Registrar's Report

5 min/10 min (7:21) (6:59)

Action: Martinez

Motion: (Info)

Rationale: to review TCA's student population

- The Registrar, Mrs. Martinez, highlighted the following items form her report:
  - Enrollment is still at its highest since TCA's inception. The current student population is 3772, as of October 1st, 2015.
  - Enrollment is below the D20 cap of 2250 students. We have 2109 students who reside in D20.
  - The average attrition rate for TCA Traditional for the 2014-2015 year and the last three years is 9%. The #1 reason students leave Elementary is “Moving Out of the Area.” In the Traditional Junior High and High School, the #1 reason is “Logistics/Scheduling.” The #1 reason in the Cottage School Program is because they want to “Homeschool” and in College Pathways, it is “Moving Out of the Area.”
  - The total current waitlist is at 7,376 with 5,646 on the Traditional waitlist and 1,730 on the CSP/CP wait list. For 2016-2017, we have 3,584 on the Traditional wait list and 1,061 on the CSP/CP wait list.
  - TCA ethnic/race breakdown is 82% white and 18% non-white; similar to that of ASD20

#### 2. Quarterly FAC Report/Audit Review

5 min/10 min (7:36) (7:14)

Action: Moulton/VanGamble

Motion: (Info)

Rationale: to review comments from the FAC and review results of the audit

- TCA had a good audit and received a clean opinion on our financial statements. BKD did not note any deficiencies in the Auditor’s Communication Letter.
- The big change in FY14/15 financial statements is the inclusion of TCA’s “share” of PERA’s unfunded liability. It is uncertain if this change will affect our Standard and Poors rating, but we do not expect that it will.
- TCA improved last year’s deficiency concerning seeking out 3 bids on large projects.
- We have been documenting our process better; we actively seek out 3 bids, and in cases where we do not always receive 3 bids, the reasoning and justification is fully documented.
- This is the last year in our current contract with BKD as our auditor. We plan to issue an RFP for next year’s audit. Our goal is to choose the next auditor by March 2016.

**3. End of Year Financial Review (FY 14-15)** 5 min/5 min (7:51) (7:26)

Action: VanGamble

Motion: (Info)

Rationale: to review the financial condition of TCA

- Mr. VanGamble highlighted the following areas:
  - TCA is in its best financial position (cash balance) in years.
  - We are expecting \$6915 (still an estimate) in PPR this year (FY15/16.)
  - The governor’s initial budget for FY16/17 call for a 1½ % to 2% increase from this year.
  - We have about 68 days of cash reserves and anticipate 79 by the end of the year.

Break (7:30)

**4. Operations Capital Construction Report (Monthly)** 10 min/10 min (8:01) (7:38)

Action: Tubb

Motion: (Info)

Rationale: to review progress on all TCA capital construction projects

- Central
  - On Budget (will get firm pricing by EOY)
  - On Schedule
  - Safety (Ladder left out during school hours while installing HAVC system)
  - Risk
    - One week late start for Central; will be added to the end of the year
- Baseball
  - Budget (adding in a 5% contingency for unexpected occurrences)
    - No money has been expended for the construction of the field
    - Nunn (contractor) will work with us on a start date based upon availability of funding
- Playground
  - On Budget
  - On Schedule
    - Site prep is set to begin as soon as 10 Nov
- CP Modular
  - Currently, the modular sits on 1/10 of an acre of PPCC land
    - PPCC would like to renegotiate the costs for renting our East Building for their classrooms and our yearly lease of their property for \$1 a year
  - We meet with them on Nov 18 to discuss our options

**5. New Capital Construction Schedule/Budget/Scope** 10 min/15 min (8:21) (7:58)

Action: (Tubb)

Motion: (Vote)

Rationale: to replace notional schedule/budget/scope with higher fidelity estimates

- **Motion:** Mr. Carter moved to approve the following resolution and was 2<sup>nd</sup>:  
 Whereas the TCA Board at the 8 June 2015 board meeting approved \$7.9M for four capital construction projects (with \$600K held in reserve until further board approval), the following changes are proposed for the capital construction program:
  - 1) Funds currently set aside for endowment may be utilized for capital construction.
  - 2) The capital construction budget is increased to \$8.5M (with \$351K held in reserve until further board approval).
  - 3) Phase 1 of the baseball/softball project may begin immediately. (Note: full schedule indicated on following slide.) Phase 2 will be initiated upon further board approval.

- Discussion:
  - Discussion around the central campus and the baseball field focused on the following topics:
    - Areas to save money; decision made not to require a schedule/performance bond for the Central project
    - Areas that make sense to purchase now while they are cheaper rather than wait until later when they will be much more expensive; for instance buying the CP portable rather than lease it and adding additional scope changes to the Central Campus that will save money in the long run
    - Options to begin the Baseball field sooner rather than later
    - Recognizing that additional funding will be necessary to complete the Baseball field
    - Would it be more realistic to discuss the additional revenue that may be needed to support the Baseball field once the guaranteed maximum price of the Central Campus Addition/Renovation is determined in late Dec?
    - Board confirmed approval to allow Mr. Tubb to make all necessary spending decisions regarding the four approved capital construction projects, but not to exceed the \$7.3M overall budget that was previously approved
- **Vote: By unanimous vote (0-7), the Board disapproved the above resolution (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Harrington; Nay // Dr. Jennings; Nay // Mr. LaValley; Nay // Mr. Moulton; Nay // Mr. Rudder; Nay)**

### C. Board Level Reports

#### 1. Charter School Advocacy

5 min/10 min (8:46) (8:28)

Action: LaValley

Motion: (Vote)

Rationale: to consider joining with other Charter Schools to advocate policy changes in the State Legislature by hiring a lobbyist

- **Motion: Mr. Carter moved that the Board of The Classical Academy authorizes up to \$11,000 be spent toward the hiring of said lobbyists for the 2015 legislative session. The costs being divided between the coalition schools based on full time equivalent (FTE) funding.**
- Discussion:
  - The Administration did not bring this to the Board as a need for TCA to enlist a lobbyist
  - We would be partnering with other Sothern Colorado Charter School to provide an avenue for our voices to be heard?
    - There is a concern that the Colorado League of Charter Schools does not always represent the views of all charter schools
  - There are no guarantees that the lobbyist will achieve any measurable results
  - Who will determine the focus of the lobbyists efforts?
  - Currently, there are too many undecided factors that may have an effect on testing as well as other educational challenges to effectively use a lobbyist
- **Vote: By a vote of (1-6), the Board disapproved the motion (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Harrington; Nay // Dr. Jennings; Nay // Mr. LaValley; Yea // Mr. Moulton; Nay // Mr. Rudder; Nay)**

#### 2. Grant of Authority

5 min/15 min (9:01) (8:48)

Action: Harrington

Motion: (Vote) to approve changes to the GOA

Rationale: to review access to the TCA Board Legal Council (Mr. Miller)

- **Motion: Dr. Harrington moved to approve the following changes to the GOA and was 2<sup>nd</sup>:**
  - 3) Obtaining legal representation or advice for routine matters requires support from the Chair and Vice Chair of the Board with a subsequent email notification to all members; this could also be a monthly summary.
  - 4) Obtaining legal representation or advice for serious matters that could result in litigation requires support from the Chair and the Vice Chair and an immediate notification to all members.
- Discussion:
  - There is now a distinction between routine and serious uses of the Board Legal Counsel by the Board Chair.
- **Vote: By a vote of (6-1), the Board approved the changes to the GOA (Mr. Carter; Nay // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

#### 3. 2017 Board Election Proposal

5 min/5 min (9:21) (8:58)

Action: Jennings

Motion: (1st Read)

Rationale: to discuss other options to the current Board Election process

- The Board discussed the possibility of amending the Bylaws by:
  - Adding a paragraph that would spell out term limits as two consecutive 3 year terms.
  - Mentioning a 4 year separation between consecutive terms on the Board before restarting the consecutive term limit clock.
  - Having a Board made up of 6 elected Directors with one appointed Director.
    - Allowing one Board member to be appointed could fill gaps in expertise on the Board
    - There may be a time when not enough candidates want to seek the opportunity to become Board members
    - Board need to be careful in appointing Directors that think exactly the same as they do
    - Need to determine processes to properly vet appointed Directors (nomination process, voting process, etc.)

**D. Board Communication**

5 min (9:31) (9:13)

Action: Secretary

Rationale: to develop and approve of communication update to community

- Finances (Best position in years)
- Changes to Election Policy (potentially appointing one or two members to fill knowledge gaps)
- Searching for Board candidates
- Changes to Capital Construction Scope and Costs

**E. Future Board Agenda Items**

5 min (9:36) (9:16)

1. Board Members, Cabinet, and Dr. Sojourner Evals of President Due, Dec, LaValley
2. 2016 Board Election Policy Review, Dec, LaValley
3. Chief Executive Officer /Succession Plan, Dec, LaValley
4. Bylaw Update/Review, Dec, LaValley
5. Annual Board Self Evaluation Results, Dec, LaValley/Swanson
6. Parent Survey Plan, Dec, Jolly
7. New Course Approvals, Dec, Jolly
8. Adopt a School Report, Dec, Board
9. State Assessment Report, Jan, Jolly
10. Conflict Resolution, Jan, Sojourner
11. Review 990, Feb, FAC/VanGampleare
12. Auditor Decision, Mar, VanGampleare/Recommendation from FAC
13. Endowment Discussion, Dec, Sojourner
14. Capital Construction Cost/Scope/Timeline (Vote), Jan, Tubb
15. Testing Opt-out for Parents Discussion, Dec, Jolly

**XIII. Adjournment** (Approx. 9:41 p.m.)

(9:41) (9:20)

- **Motion:** Mr. Carter moved to adjourn the meeting and was 2<sup>nd</sup>.
- Discussion: None
- **Vote: By a unanimous vote (7-0) the Board approved adjourning (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**



Chris Carter  
Board Secretary