



THE CLASSICAL ACADEMY

BOARD OF DIRECTORS MEETING

(OPEN TO THE PUBLIC)

MONDAY, DECEMBER 14, 2015, 6:00-9:40 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. | Call to Order (6:00 pm) | 1 min | (6:00) (6:00) |
| | <ul style="list-style-type: none">The President (Mr. LaValley) called the meeting to order at 6:00 p.m. | | |
| II. | Pledge of Allegiance/Mission Statement/Roll Call | 5 min | (6:01) (6:01) |
| | <ul style="list-style-type: none">Roll call: (Mr. Carter; Here // Mr. Dubois; arrived at 6:10 // Dr. Harrington; Here // Dr. Jennings; Here // Mr. LaValley; Here // Mr. Moulton; Here // Mr. Rudder; Here) | | |
| III. | Approval of Agenda | 5 min | (6:06) (6:02) |
| | <ul style="list-style-type: none">Motion: Dr. Jennings moved to approve the agenda with the following changes and was 2nd:<ul style="list-style-type: none">Delete items V. (Executive Session) and VI. (Board Action Pertaining to Executive Session)Add Item XI.D.2. Executive Session pursuant to CRS 24-6-402 (4)(c) and (h) because state and federal law prohibit the open discussion of certain matters subject to FERPA and Colorado student privacy laws and to discuss particular students.Add Item XI.D.3. Public Discussion of Executive SessionDiscussion: None<u>Vote: By a roll call vote of 6-0-1 the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Absent // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)</u> | | |
| IV. | Comments from the Audience (Audience members have 5 minutes to address the Board)
(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) (6:05) |
| | <ul style="list-style-type: none">None | | |
| V. | Executive Session
Action: Sojourner
Motion: to enter Executive Session pursuant to C.R.S. 24-6-402(4) (b) to discuss a conflict resolution appeal involving confidential student information | 25 min | (6:16) (X) |
| | <ul style="list-style-type: none">Deleted from the agenda | | |
| VI. | Board Action Pertaining to Executive Session
Action: Board
Motion: (Vote) on whether or not to uphold or overturn the Administration's conflict resolution decision
Rationale: opportunity for the Board to take action based upon Executive Session findings | 5 min | (6:41) (X) |
| | <ul style="list-style-type: none">Deleted from the agenda | | |
| VII. | Comments from the Board of Directors | 5 min | (6:46) (6:06) |
| | <ul style="list-style-type: none">Mr. Rudder made note of the high level of hard work/teamwork that went into the production of Mary Poppins which made the play a successMr. LaValley noted that the Board was in search of Board Candidates | | |
| VIII. | Board Development(Social Media and the First Amendment: Staff Use)
Action: Miller
Motion: (Info)
Rationale: to inform the Board on legislative issues facing state representatives | 10 min | (6:51) (6:08) |
| | <ul style="list-style-type: none">Mr. Miller discussed the rights of staff to protected speech but noted the differences between the use of personal e-mails vs school e-mail accounts and how they could overlap given the nature of conversations with students. | | |

- Mr. Miller posed hypothetical questions to the Board about current decisions analogous to social media use and the 1st Amendment.
- Each year, staff and students have training on the proper use of e-mails and appropriate and inappropriate use of the internet.
- This has become more of an issue in recent year with the rise of lawsuits and scandals across the nation.

IX. **Report of the President & Cabinet Spotlights**

5 min/10 min (7:01) (6:20)

Action: Sojourner

Motion: (Info)

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

- Dr. Sojourner highlighted the following items from his report:
 - Fundraising: Currently less than we were at this time last year but we are making a request to the TCA community involving \$60,000 in matching contributions just before tax year ends
 - PARCC: The Gazette posted the District wide PARCC scores instead of school scores on 12 Dec. We will be giving you an analysis of our scores in February.
 - CASB Conference:
 - Governor Hickenlooper discussed the challenges to the state budget that influences the education budget (education dollars will go up but in a limited way)
 - We are still waiting for changes to No Child Left Behind at the federal level and how they may affect Colorado
 - The State Board of Education is concerned about data privacy issues (data mining on PARCC tests), teacher evaluations that require half of the evaluation be tied to performance of students on state tests, selecting a new Commissioner of Education
 - The President of the State Board of Education believes that PARCC after this year will most likely go away but we still need to find an alternative
 - Still discussing opt out of testing and how it will affect schools

X. **Consent Agenda**

5 min (7:16) (6:30)

Board Directed items to be removed from Consent Agenda:

Motion: to accept the Consent Agenda (vote)

- A. Minutes: 4, 9 November 2015 (Swanson)
 - B. Written Reports of the President and Cabinet
 1. Human Resources (Schulz)
 - a. Matters Relating to Personnel Action
 2. Finance (VanGambleare)
 - a. October Financials
 - C. SAC Meeting Minutes
 1. East Elem. SAC Minutes, Nov 2, 2015
 2. Central Elem. SAC Minutes, Nov 16, 2015
 3. HS SAC Minutes, Nov 19, 2015
 4. CP/CSP SAC Minutes, Dec 1, 2015
 5. North Elem. SAC Minutes, Dec 2, 2015
 - D. Board Policies
 1. Chief Executive Officer / Succession Plan
 2. Board Election Policy
 - E. TCA Board Election Time Line
 - F. Board Self Evaluation Results
- **Motion: Dr. Jennings moved to accept the consent agenda and was 2nd.**
 - Discussion: None
 - **Vote: By a unanimous roll call vote 7-0, the Board accepted the consent agenda. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

XI. **Discussion Agenda Items**

A. **Items removed from Consent Agenda**

B. **Cabinet Level Reports**

1. **Operations Capital Construction Report (Monthly)**

10 min/10 min (7:21) (6:32)

Action: Tubb

Motion: (Info)

Rationale: to review progress on all TCA capital construction projects

- Generally speaking there have not been many changes since last month with the exception of the following:
 - We will not have the Guaranteed Maximum Price for the Central Campus until mid-January
 - We will have a greater sense of expenses for the Central Campus; some of the delay is due to the time of year and holidays; usually we send out information to 160 subcontractors and narrow it down to 25-30

- The amount of asbestos is lower than we expected
- We are not requiring a schedule or performance bond from Elder
- Once we get the hard costs of the central campus, we will have a better idea about the funds available for the baseball field and the timing for construction
 - The baseball field will be prewired for lights, however, there are no funds allocated to install the seven light polls to complete the field lighting (cost to install light posts about \$200,000)
- The East Elementary playground will be done by Wednesday. A ribbon cutting ceremony will occur on 6 Jan 16 at 0900.
- We are looking at changing the location of the CP modular so that it fits entirely on our approved landscape. We are going to buy the modular instead of renting to save funds over the long run.

2. Plans for the Endowment Future

10 min/10 min (7:41) (6:53)

Action: Sojourner

Motion: (Vote; **Changed to 1st Read**) to lift the restrictions on the Board directed endowment

Rationale: to evaluate the current use of endowment funds

- The Board agreed to change the motion from a vote to a 1st read with a vote in January.
- Currently, the Endowment is not working as it was intended. It is not growing at an acceptable rate to be able to use its interest to address teacher pay and other issues
- Donors do ask why 10% is going to a pot of money that they don't know how or when it will be used.
- We have a mechanism to save in addition to the Endowment by increasing our number of days of cash reserve (but it does have a limit) we have about 70 days (each day is worth \$76,000)
- If we dismantle the Endowment, whatever it is ultimately called, the funds will still be in the hands and at the discretion of the TCA Board
- Is it really that urgent to determine the fate of the Endowment now? The Board still controls what it is used for now.
- Assigning the funds to a Foundation does not sound optimal since a third party could conceivably control how the funds are ultimately distributed.
- There is a concern on the message we may be sending to our community on how we determine the use of the Endowment.

BREAK

(7:31)

3. Parent Survey Plan

5 min/5 min (8:01) (7:36)

Action: (Jolly)

Motion: (Info)

Rationale: to review questions for the annual Parent Survey

- Mr. Jolly reviewed the questions associated with the parent survey this year and added one more question to the global questions.

4. New Course Approvals

5 min/5 min (8:11) (7:45)

Action: (Jolly)

Motion: (Vote)

Rationale: to review new courses for TCA students

- **Motion: Dr. Jennings moved to approve the Advanced Digital Photography Elective Course and was 2nd.**
- Discussion:
 - For future discussion, what is TCA doing to address technology in our schools?
 - Is there a follow on course to this one; Digital Photography II? No.
 - For future discussion, how does this course or other courses fit into a liberal arts curriculum? This is one of many elective courses that we offer that help enthuse students.
- **Vote: By a unanimous roll call vote 7-0, the Board approved the new course. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

C. Board Level Reports

1. 2017 Board Election Proposal

5 min/10 min (8:21) (7:55)

Action: Jennings

Motion: (Vote)

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

- **Motion #1: Dr. Jennings moved the following changes be made to the TCA bylaws and was 2nd:**

4.2(c) Classification and Staggered Terms. Unless otherwise stated herein, the term of each Director shall be three years. Classification of the BOD was initially made by dividing them into three classes, each class as nearly equal in number as possible, such that each year only a portion of the Directors' terms would expire, thereby creating staggered terms and continuity in the BOD. Such staggering of terms shall be maintained should the number of Directors be increased or decreased as set forth in Section 4.2(b).

4.2(d) Election and Term in Office. Each May the Academy's members shall elect the number of directors equal to the number of upcoming vacancies on the Board. All elected Directors shall become non-voting transitional members of the Board from the first Board meeting in May after the election until the beginning of the August meeting and completion of any required training, at which time their predecessors shall no longer serve and they shall become full, voting directors. Transitional directors shall have all the rights and obligations of full directors except the right to vote and to attend executive sessions. Generally Directors' terms begin in August and last three years, but no Director's term shall end until his or her qualified successor has been elected, or until such Director's earlier death, resignation or removal. In accordance with Colorado term limits for locally elected officials, term limits for TCA directors are two consecutive terms. For purposes of counting two consecutive terms, directors appointed to vacancies and serving 18 months or less are not considered to have served a term while directors appointed to vacancies and serving over 18 months are considered to have served a term. Any individuals meeting the 4.2(a) qualifications are eligible for re-election to two three-year terms after a four-year hiatus between terms.

4.3(c) Vacancies. Any vacancy of an elected Director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A Director appointed to fill a vacancy shall hold the office for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the next election of the class of Directors for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

- Discussion: None
- **Vote: By a unanimous roll call vote 7-0, the Board approved the motion. (Mr. Carter; Yea // Mr. Dubois; Yea // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**
- **Motion #2: Dr. Jennings moved the following changes be made to the TCA Bylaws and was 2nd:**

4.2(d) Election and Term in Office. Each May the Academy's members shall elect the number of directors equal to the number of upcoming Elected Director vacancies on the Board. Six directors will be Elected Directors and one director will be a Designated Appointed Director. All elected...

4.3(c) Vacancies and Designated Appointed Director. Any vacancy of an elected Director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. The same holds for the Designated Appointed Director. The term of the Designated Appointed Director is three years. Appointment of the Designated Appointed Director takes place after the election of Elected Directors in the 2017 term and every three years thereafter, and is done in a timely fashion to allow both to assume voting rights in August. A Director appointed to fill a vacancy of an Elected Director shall hold the office for the unexpired term...

- Discussion:
 - Need to be careful not to appoint Board Members that are the same as the Board
 - How will the Board know what skill sets it will need?
 - Appointment of Board members could expand the threshold of the Board beyond the TCA community members.
- **Vote: By a majority roll call vote 5-2, the Board approved the motion. (Mr. Carter; Nay // Mr. Dubois; Nay // Dr. Harrington; Yea // Dr. Jennings; Yea // Mr. LaValley; Yea // Mr. Moulton; Yea // Mr. Rudder; Yea)**

Action: LaValley
Motion: (1st Read)

Rationale: to discuss changes to the TCA Bylaws

- There are two general categories of changes to the Bylaws; General and Specific.
 - General changes include the following:
 - Reference to “Academy” changed to “TCA”
 - References to “Board of Directors” changed to “BOD”
 - References to “Executive Director” changed to “President”
 - Capitalizing references to Directors, Boards, and Bylaws
 - Specific changes include:
 - Eliminating references to “Advisory Boards” and replacing them with “Committees”
 - Eliminating Vice-Chair from conducting Board Elections
 - Requiring all Board members to be present and vote to change Bylaws

3. **Adopt A School Report**

14 min (8:56) (8:10)

Action: The Board

Motion: (Info)

Rationale: for Board Members to comment on the activities of their adopted schools

- Generally speaking, the Board was impressed by their visits to the schools. They saw:
 - Excited children in the classrooms ready to learn (Good vibes)
 - High energy in staff as well as students.
- However, they also asked the following questions:
 - How do we help families at TCA that may be in need (financially, etc.)? Are there ways we can help them beyond Free and Reduced Lunches?
 - Do we treat all our programs at TCA with the same respect? Do CSP students feel the same attention is paid to them as other students?

D. **Board Communication**

5 min (9:10) (8:24)

Action: Secretary

Rationale: to develop and approve of communication update to community

- Completion of East Playground
- Board Election Proposals

D.2. **Executive Session** pursuant to CRS 24-6-402 (4)(c) and (h) because state and federal law prohibit the open discussion of certain matters subject to FERPA and Colorado student privacy laws and to discuss particular students.

- **Motion: Mr. Carter moved to enter Executive Session and was 2nd.**
- Discussion: None
- **Vote: By a unanimous roll call 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)**

D.3. **Public Discussion of Executive Session**

- The Board discussed the process associated with reviewing the conflict resolution decision to allow the Parents, Administration, and Board the time to present information, review information, and discuss final actions.

E. **Executive Session**

20 min (9:15) (9:02)

Action: LaValley

Motion: to move into executive session pursuant to C.R.S. 24-6-402 (4)(f) personnel matters, President’s End of Year Evaluation

Rationale: to discuss the evaluation of the TCA President

- **Motion: Mr. Carter moved to enter Executive Session and was 2nd.**
- Discussion: None
- **Vote: By a unanimous roll call 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)**

F. **Future Board Agenda Items**

5 min (9:35) (9:40)

1. Capital Construction Schedule/Budget/Scope (Vote), Jan, Tubb
2. School Calendar Review/Approval, Jan, Jolly
3. TCA Building Corp (Director Appointment), Jan, Bender
4. Revenue Projection for Next FY, Jan, VanGampleare
5. Announce Board of Director Vacancies, Jan, LaValley
6. Board Self Evaluation Action Plan, Jan, LaValley
7. President’s End of Year Evaluation, Jan, LaValley
8. **Plans for Endowment, Jan (Vote), Sojourner**
9. State Assessment Report, Jan; **Changed to Feb**, Jolly
10. Conflict Resolution Policy, Feb, Sojourner
11. Review 990, Feb, FAC/VanGampleare

12. Selection of an Auditor, Mar, VanGampleare

13. Evaluation of TCA President Policy Review, Mar, Governance Committee

XII. **Adjournment** (Approx. 9:40 p.m.)

(9:40) (9:41)

- **Motion: Mr. LaValley moved to adjourn the meeting.**
- Discussion: None
- **Vote: By a unanimous roll call vote 7-0, the Board adjourned the meeting. (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