

The Classical Academy
975 Stout Road
Colorado Springs, CO 80921

Board of Directors Meeting
North Campus
Monday, January 11, 2010

I. Call to Order (6:00pm)

Chairman Steve Pope called the meeting to order at 6:06pm.

II. Pledge of Allegiance/Roll Call

All board members were present.

III. Comments

- a. Spotlight Presentation (North Elementary - Veronica Wolken) Est. Time: 10 mins

Veronica Wolken shared with that Robby a student from North Elementary was able to travel to England to participate in a soccer camp and was then invited to be part of the skills challenge Nathan Summers and Nicole Hail were chosen to participate in the Colorado Springs Youth Symphony this year. She shared the dedication that it takes from each student to be part of this group. Alexis made advancements in figure skating by passing advanced figures test.

- b. Comments from the Audience Est. Time: 20 mins

IV. Consent Agenda Items

- a. Board Meeting Minutes – Oct, Nov, and Jan 4th (will approve January 4th at the next board meeting)
b. Admin/Ops Summary Report

*Moved by Matt Carpenter, seconded by Jim Woody, to approve the consent agenda, at 6:17pm. Roll Call.
Approved by unanimous vote.*

V. Discussion Agenda Items

- a. Update TCA President Job Description
i. Item: Approve minor wording change: “mission” to “mission and core values”
ii. Presenter: Jim Woody For: 2nd Read / Vote Est. Time: 5 mins

Jim Woody shared that the president job description is similar to the previous one that was approved but with a minor change in the wording of where mission is present.

*Moved by Vance Brown, seconded by Jim Kretchman, to approve the revised President Job description, at 6:21pm.
Roll Call. Approved by unanimous vote.*

- b. Interim President Plans and Appointment
i. Item: Discuss & Vote on plans for, instructions to, and appointment of an Interim President
ii. Presenters: Steve Pope / Matt Carpenter For: Discussion / Vote Est. Time: 30 mins

Vance Brown said thank you to Mark Hyatt for sharing his resignation as soon as he did and also providing possible names for an interim until a new president is appointed. He shared that he is

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concerned about taking another person away from the current leadership of the school instead of adding people.

Lisa Sutton shared that she has similar thoughts as Vance Brown regarding over tasking the Lead Team.

Steve Pope said that this person would be put into the interim as more of a stability role to help out the lead team.

Jim Woody shared that there are two different people who are outstanding and could fill those position. He shared that the Lead Team can help out the interim until they find a new president. He said thank you to them for their support.

Matt Carpenter shared that he was said to see Mark Hyatt go and he said thank you to all the Lead Team for what they do and for helping make TCA what it is. He shared that people have said to make this as smooth of a transition as possible.

Moved by Matt Carpenter, seconded by Vance Brown, to approve the motion to appoint Ron Mast to serve as interim president of TCA. Ron Mast will begin serving as interim president on February 1, 2010 and will serve until the regular president position is filled, or until removed by the Board. The interim president shall receive monthly compensation at a rate less than current president's overall compensation, details to be worked out with the board and legal by Jan 25, 2010. The interim president will perform the duties of the president as described in Bylaw Sec. 4.6, in line with the president job description, and as otherwise expected in the ordinary course of business. The Board will provide regular feedback to the Interim President based on both their observations and on feedback from the Lead Team received through periodic queries to the Lead Team from the Board. The interim president 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 2010 interim president 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;*

In addition, the interim president will primarily focus on the following efforts which have already been started by the previous president:

- 1. Continue progress on policy and procedure efforts as agreed upon with D20*
- 2. Continue communication plan of core values document with all stakeholders*
- 3. Continue communication of conflict resolution policies and procedures*
- 4. Continue developing and revising financial plan for the next 5 yrs*
- 5. Continue expansion of College Pathways and meet D20 requirements*
- 6. Oversight of the High School Principal search process up to determining three (3) finalists, but not making final selection without board approval.*

At 6:45pm. Roll Call. Approved by unanimous vote.

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Steve Pope opened the floor for discussion.

Kevin Collins shared that some of the upcoming things the interim would need to be aware of is the Employee compensation packet.

Jim Kretchman shared that they will be asking for structured feedback during this transition from the Lead Team.

Leesa Waliszewski shared that she liked the structured time to give feedback to the board.

Ron Mast shared that he was honored to serve as an interim and that it was a noble cause to be part of TCA. He desires to come along the Lead Team and continue to support them as it is needed.

The board discussed what will happen with Ron Mast's position once he steps into the interim position. They talked about leaving the position vacant, fill in the position with interim, leave him in the position and he abstain from any votes that might be a conflict of interest. Before a vote is made they decided to get legal counsel and possibly speak with previous board members to see if they would fill in as an interim board member.

Mark Hyatt said congratulations to Ron Mast and that he is confident with the board's decision. He said that he will work to make a smooth transition and will continue to help out the board and new president if needed.

c. Establish and Task TCA President Search Committee

- i. Item: Discuss and Vote on plan to establish candidate search for TCA President position - including sub-committee structure, search scope & goals, job description, requirements for applicants, application deadlines, selection procedures, and the overall time frame.
- ii. Presenters: Steve Pope / Jim Woody For: Discussion / Vote Est. Time: 90 mins

Steve Pope shared that at the last board meeting there were four members tasked to go off and establish a process to follow in searching for the new president.

Matt Carpenter shared that he has made a few phone calls to different search firms to get a base price of what it would cost to hire them to assist in the search for the new president. He asked for an amount of \$50,000 to start with.

Pat Richardson, D20 Legal counsel, shared that D20 put out an RFP for a firm to use to search for the new Superintendent.

Moved by Vance Brown, seconded by Jim Kretchman, to allow The TCA Board of Directors here by establishes a President Search Committee and tasks the committee with the primary objective to identify five (5) well qualified candidates for the TCA President position in a timely, thorough, and efficient manner per the below guidance and boundaries with transparency throughout the process. The below guidelines and instructions comply with Colorado Statute (C.R.S. sec. 24-6-402-3.5) and are in line with the Draft TCA Succession Plan. The TCA President Job Description and TCA Core Values document (Our Core Beliefs and Values, Mission Statement, Instructional

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Philosophy, Commitments, Behaviors & Practices, and Vision for Exemplary Citizens) will be heavily utilized in this process, including as a strong basis for scoring potential candidates. The TCA Board authorizes the Search Committee to initiate contracts with search firm(s) and spend a maximum of \$50,000 during the search process, at 7:30 p.m.. Roll Call. Approved by unanimous vote

Chairman Steve Pope called for a break at 7:30p.m.. The meeting reconvened at 7:38 p.m.

d. TCA Policy & Procedures Review & Updates

- i. Item: Update on Policies & Procedures Review and Semi-Annual Monitoring Report to D20
- ii. Presenter: Mark Hyatt / Kevin Collins For: Information Est. Time: 10 mins

Kevin Collins gave a quick review of the progress that has been made on the policy reviews. He shared that there was a slow down through the holidays and that things would start to pick up by the end of this month. He discussed that this updated information could be shared with the parents at a possible town hall meeting later this month. The semi-annual monitoring report was also reviewed and it was discussed what information would be included in the report to the D20 board. Kevin Collins said that the presentation to the D20 board would be on January 21st and that the information that supported the final report need to be to D20 in the next day or two. He shared that it would be good for the board to finalize their pieces, like the Conflict Resolution Policy.

e. Core Values Document – Next Steps

- i. Item: Discuss date of Town Hall Meeting and process to roll out Core Values Document
 - 1. Town Hall Meeting: Current Dates being consider are Jan 26th, 27th, and 28th
- ii. Presenter: Jim K. / Leesa For: Discussion Est. Time: 15 mins

The board discussed what day would be better to have the town hall meeting to discuss the Core Values Document. They also talked about what other information should be presented at the town hall meeting. They thought about also presenting the Conflict Resolution policy as well. This town hall meeting could be a joint meeting with the Administration and Board. The board decided to create a subcommittee to work up the agenda for the town hall meeting. The committee will be Jim Kretchman, Ron Mast Leesa Waliszewski, and Susan Tillotson.

f. Building Corporation Members for 2010

- i. Item: Consider Rick Mueller, Lisa Ruth and Chris Bender for Appoint as Directors for 2010.
- ii. Presenter: Matt Carpenter For: 2nd Read / Vote Est. Time: 5 mins

Matt Carpenter shared that this is a second read on this motion.

Moved by Matt Carpenter, seconded by Ron Mast, to approve Rick Mueller, Lisa Ruth, and Christ Bender for the building corporation members for the 2010 year, at 8:08pm. Roll Call. Approved by unanimous vote.

h. Board Debrief / Future Agenda Item Review / Action Item Review

- i. Presenter: Board Chair For: Discussion Est. Time: 5 mins

VI. Executive Session topics to discuss personnel and legal matters (Est time ~9:00pm, though the Board may pull some of the Executive Session topics earlier in the meeting as needed.)

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- a. Discuss personnel matters and receive legal advice related to terms for an offer to Interim President pursuant to Colo. Rev. Stat. sec. 24-6-402(4)(f) & (b).
- b. Discuss personnel matters and receive legal advice related to TCA President Search members and process pursuant to Colo. Rev. Stat. sec. 24-6-402(4)(f) & (b).
- c. Discuss personnel and legal matters related to TCA President (Mark Hyatt) exit process pursuant to Colo. Rev. Stat. sec. 24-6-402(4)(f) & (b), respectively.
- d. Receive advice from counsel regarding a legal matter, pursuant to Colo. Rev. Stat. sec. 24-6-402(4)(b).
 - i. Presenter: Steve Pope For: Discussion Est. Time: 45 mins

Moved by Ron Mast, seconded by Matt Carpenter, to adjourn to executive session per Colo. Rev. Stat. sec. 24-6-402(4)(f) & (b), at 8:18pm. Roll Call. Approved by unanimous vote.

Moved by Jim Kretchman, seconded by Matt Carpenter, to adjourn to public session, at 9:39pm. Roll Call. Approved by unanimous vote.

Moved by Matt Carpenter, seconded by Jim Woody, to adjourn at 9:45pm. Roll Call. Approved by unanimous vote.

VII. Future Agenda Items

- a. Tentative January 25th Agenda Items
 - i. Spotlight Presentation (Russ)
 - ii. TCA President Search Update (Steve) – Ongoing until implemented
 - iii. High School Principal Search Update (TBD) – Ongoing until implemented
 - iv. Policy Reviews/Updates (Mark/Kevin) – Ongoing until implemented
 - v. Core Values & Assisting Parents Update (Jim K.) – Ongoing until implemented
 - vi. Update Calendar Development-Philosophy & Parameters Policy (Veronica 10 mins)
 - vii. Transportation Study and Carpool Recommendations (Kevin - Consent Agenda)
 - viii. Employee Climate Survey (Kevin)
 - ix. College Pathways update (Peter)
 - x. Board Policy Reviews: To provide high-level review, prioritize formal reviews, and assign owners for review of existing and needed TCA Board Policies
- b. Future Agenda Items
 - i. TCA Building Corp Update – 1Q10
 - ii. Announce Board of Director Vacancies (Feb)
 - iii. Announcement of Board Candidates (Mar)
 - iv. Preliminary Next Fiscal Year Budget (Mar/Apr)
 - v. Fundraising Report – (Mar/Apr)
 - vi. Update on Open Meetings Law & Practices (Steve-TBD)
 - vii. Board Sub-Committees: Review/Update Board Policy (Steve-TBD)
 - viii. Standards of Business Conduct – May/June (Ron-TBD)
 - ix. Safety, Safe2Tell, & Security Update – Quarterly
 - x. Board Development – TBD
 - xi. Curriculum Review – TBD
- c. Regular Board Meeting Dates for 1H2010
 - i. Jan 25th, Feb 8th, Feb 22nd, Mar 8th(E), Mar 29th, Apr 12th, Apr 26th, May 10th(C), May 24, June 7th.

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VIII. Adjournment

Meeting was adjourned at 9:46pm.