



THE CLASSICAL ACADEMY

BOARD OF DIRECTORS MEETING

MONDAY, OCTOBER 15, 2012, 6:00-9:00 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.)
 - Called to order 6:03pm

- II. Pledge of Allegiance / Roll Call Est. Time: 5 min
 - Board members present: Dr. Cameron, Mr. Carter, Dr. Leland, Mr. Kretchman, Mr. Palmer, Mr. Pope , Dr. Woody. Dr. Brian Carpenter listened in via conference phone for part of the meeting.

- III. Comments from the Audience (Audience members have 3 minutes to address the Board) 10 min
 - There were no comments from the audience.

- IV. Report of the Interim Executive Director & Cabinet Spotlights 10 min
 - Dr. Coulter provided his monthly report and highlighted the following items:
 - Introduced Mrs. Laurie McIntyre as the new Executive Directors executive assistant and Mrs. Tisha Harris as the new Communications Coordinator.
 - The TCA Speech and Debate program under the direction of Mr. Hoff earned national recognition: top 10% of National Forensic League chapters nationwide.
 - Dr. Coulter included in his presentation a report he commissioned by Mr. Borland (ASD20) to review the safety and security of TCA's Central Campus.
 - Motion to accept the Interim Executive Director's written report was made by Mr. Carter, second by Dr. Cameron.
 - Vote voice passed unanimously.

- V. Consent Agenda 5 min
 - A. Minutes: September
 - B. Academic Services
 - C. Human Resources (Matters Relating to Personnel Actions)
 - D. Operations (Ops Report and Dashboard)
 - E. Finance (July Financials)
 - F. Advancement (See Discussion Items VI., A, 2).
 - The Board discussed the merits of adding waitlist information to the dashboard and information concerning percentage of school fees collected.

- Motion to accept the Consent Agenda as amended above made by Dr. Woody with second by Mr. Palmer.
 - Vote voice passed unanimously.
- Motion made by Dr. Cameron, with 2nd Dr. Woody, to form an adhoc board subcommittee to analyze and propose changes to the dashboard, to develop metrics for the dashboard, and define questions that the dashboard is intended to answer for the board.
 - Dr. Cameron volunteered to lead this.
 - Motion passed on voice vote.
- Mr. Kretchman stated that the board really needs a governance subcommittee to develop the philosophy, formation, and use of subcommittees and to determine the number of Board subcommittees presently established, their purpose, membership, and determine their future status. Mr. Kretchman and Mr. Pope agreed to research and report back in November.
 - Motion to create a Board subcommittee committee passed on voice vote.

VI. Discussion Agenda Items

A. Cabinet Level Reports

1. CFO End of Year Report (2011-2012) 15 min
 Action: Mark VanGambleare
 Motion: to receive the report
 Rationale: to review the 2011-2012 TCA financial

- Mr. VanGambleare presented June 30th, 2012 fiscal year-end report, including the following highlights:
 - Mr. VanGambleare discussed the raise in health care premiums, rise in PERA contributions of employer and employee.
 - Mr. VanGambleare stated his goal was to have 60 days in general fund of operational expenses which has dropped to only 34 days. Tabor Reserve is \$617,272.
 - The Board was interested in the investments and earnings TCA can engage in. Mr. VanGambleare said TCA only invest in very low risk low interest securities.
 - Dr. Cameron asked finance if they would look financial data to compare to other similar charter schools in their next end of year report.
- Motion to accept the CFO's written report was made by Dr. Cameron, second by Mr. Kretchman.
 - Dr. Woody asked about the increase in Support Services from 2011 to 2012. Mr. VanGambleare stated that this was likely due to the 1st/3rd floor build out expenses, but will confirm details to the board.
 - Mr. VanGambleare said that we have about \$315,000 still to pay the general contractor for costs associated with the 1st and 3rd floor build out.
 - Mr. Kretchman asked how the format of the finance report was determined and if it would have been helpful to discuss with board members what types of information to include in the report. Board members thought it would have been useful to have comparisons to last year's report to note any trends.
 - Vote voice passed unanimously.

2. Advancement Bi-Monthly Report 10 min
 Action: Russ Laney
 Motion: to receive the report
 Rationale: Introduction to new Director of Advancement

- Mr. Laney presented bi-monthly advancement report, including the following highlights:
 - Mr. Laney introduced himself as the new Director of Advancement.
 - There has been a smooth transition between Mr. Laney and Mrs. Stump. It has been valuable to have an overlap period to understand the direction Mrs. Stump was directing fundraising and communication initiatives at TCA.
 - We will continue to promote the banner of "What makes TCA, TCA".
 - There are great potentials to be developed by involving Grandparents in planned giving opportunities and reaching out to TCA's alumni and former parents.
 - Advancement is working with the TCA Central campus to raise funds necessary to complete phase one of its restoration process. Mr. Laney has told the Central Campus that this should not conflict with the annual giving campaign and that this is an "in addition to" campaign.

- The students at TCA were challenged to help raise \$5,000 outside of TCA (not selling items) by doing things like mowing lawns, etc. to help raise money for the project.
 - The advancement department is coordinating activities with Central Campus and Titan Club (Mr. St. Marie) on corporate sponsorship programs.
 - If you would like to learn more about the Central Campus project you can go to tcacentral.org.
- Motion to accept the Interim Executive Director's written report was made by Mr. Carter, second by Mr. Palmer.
 - Dr. Cameron asked if there are any differences/distinctions between the Mr. Laney vs. Mrs. Stump as to the way forward advancement should take. Mr. Laney said that Mrs. Stump had laid a solid foundation from which to build. He needed to complete some of the foundational steps that Mrs. Stump had started.
 - Mr. Laney emphasized that TCA has been and will continue to be a good steward of the generous donations from parents and community and will continue to focus on the importance of participation as a key element of our philosophy of fundraising.
 - Mr. Kretchman asked if a fundraising philosophy was passed along from Jan Stump. The board agreed that it needs to define or approve of a clear fundraising philosophy for the school. Dr. Leland took the action to research previous minutes for Board direction regarding fundraising philosophy.
 - Vote voice passed unanimously.
- The Board took a break from 7:25pm and resumed the meeting at 7:38pm

B. Board Subcommittee Reports

1. Executive Director Evaluation Committee Update (Goals) 30 min
 Action: Mr. Palmer
 Rationale: to follow up with process and evaluation measures for Executive Director.

- The first part of this item is establishing a process for Executive Director annual review and the second part is establishing goals and objectives for the Interim Executive Director.
 - Mr. Palmer presented proposal for annual review that includes five domains of leadership including defined levels of proficiency and a rubric to evaluate the Executive Director on his day to day performance. Mr. Palmer welcomed feedback from the board.
 - Dr. Coulter presented a document with proposed objectives for the 2012-13 school year which he is already working towards and has categorized into 3 areas: safe and secure schools, student performance, and communication.
 - The Board discussed including the Executive Directors annual objectives into the Domains of Leadership since these will change from year to year.
 - It will be important for Dr. Coulter to have the chance to provide feedback during the evaluation process.
 - Mr. Kretchman wants to include a parameter of the Executive Directors evaluation that addresses how well the Executive Director "does what we ask him to do".
 - The Board will send Mr. Palmer e-mails to update the information concerning the domains and other information contained in his report.
 - Dr. Coulter expressed that performance should be based on objectives and competencies described in job description.
- Mr. Kretchman proposed that the Executive Director annual review timeline, process, and criteria be a subject for upcoming board working session which will occur on November 26, 2012.

2. Permanent Executive Director Search Committee Update 10 min
 Action: Dr. Cameron
 Rationale: to update and approve search committee and search process

- Dr. Cameron stated that he had talked with Dr. Coulter about the timeline and process for selecting a new Executive Director and questioned the suitability of hiring an Executive Director without having the foundational tools established (policies, communication process, evaluation of new organizational structure, Board governance philosophy). Dr. Cameron proposed that it may be worth considering extending the timeline search for an executive director through 2014 in order to establish stability before placing a new executive director in the middle of a change process.

- Dr. Coulter expressed that it is important to bring stability to TCA and to finish the foundational structure before bringing in a new Executive Director. He would be willing to stay an additional year if it does not conflict with PERA rules.
 - The Board took a break from 9:01pm and resumed the meeting at 9:15 pm.
 - Motion made by Mr. Carter, with second by Dr. Cameron, to add an executive session agenda item pursuant to CRS 24-6-402(4)(b, e, and f) to receive legal advice on specific legal matters, determining positions relative to matters that may be subject to negotiations, and personnel matters related to interim Executive Director.
 - Motion passed on voice vote
 - Motion made to move into executive session at 9:30pm
 - Vote: Dr. Cameron – Aye, Mr. Carter – Aye; Dr. Leland – Aye; Mr. Kretchman – Aye; Mr. Palmer – Aye; Mr. Pope – Aye; Dr. Woody – Aye. Motion passes.
 - Motion to exit executive session made by Mr. Carter with second from Mr. Kretchman at 9:44pm
 - Motion passed on voice vote
 - Motion made by Dr. Cameron, with 2nd from Mr. Kretchman, to move the timeline of the search committee to June 2014 instead of June 2013.
 - The board discussed whether delaying a year improves stability or not and what the threshold is for the board getting its governance policies in order.
 - If stability is established, there may be a greater probability of attracting a larger pool of qualified candidates and a greater chance for success for the next Executive Director (does not have to jump in the middle of a rebuilding effort).
 - Extending the time line also allows a concerted effort to develop benchmarks.
 - Also, allows more healing time between aggrieved parties.
 - A concern is that delaying a year simply delays getting things moving forward and extends the confusion of interim positions.
 - Mr. Kretchman pointed out that there would be benefit in the board providing more specific direction to the search committee regarding the type of candidate the board is looking for in the permanent executive director.
 - Mr. Pope moved to table the motion until next board meeting, with 2nd from Mr. Palmer, with action for Dr. Leland and Mr. Kretchman to investigate options prior to next board meeting. Dr. Cameron will also discuss options with search committee for their recommendation prior to Board voting on extending time line.
 - The Motion to Table until next board meeting passed unanimously on voice vote.
3. Initial Board Strategic Annual Calendar (2012-2013) 15 min
 Action: Dr. Leland
 Rationale: to ensure the Board is provided timely information to discuss and make informed decisions
- Agenda item deferred until November.
 - 4. FAC Committee Report 15 min
 Action: Dr. Woody
 Motion: to receive the report
 Rationale: to an update and provide recommendations to the TCA Board based upon TCA's current financial position
 - Dr. Woody presented notes from September 28th Financial Advisory Committee (FAC) and discussed key topics with the board, including the following highlights:
 - The Board discussed raising TCA's liability insurance coverage from \$1 million to \$5 million dollars. Dr. Carpenter recommended \$2 million in liability coverage.
 - The Board asked Mr. VanGamble to have our insurance provider give a presentation at out November Board meeting regarding the pros and cons about raising our liability coverage.
 - The FAC reviewed TCA's 990. Dr. Woody recommended that each of the Board members review TCA's 990. Bob Swanson will e-mail copies of TCA's 990 to each Board member. The Board will consider reviewing Building Corp 990 at a later date.
 - Dr. Woody pointed out why it was important to keep a high fund balance since it partially determines our borrowing power and our bond rate.
 - Dr. Woody made the motion, with 2nd from Mr. Carter, that the TCA Board approves earmarking any future BEST grants or property sales revenues for capital projects. Furthermore, the TCA Board

approves designating 20% of future PPR and MLO increases for future capital projects. This resolution is intended as a budgetary guide and may be adjusted on an annual basis as budget requirements dictate.

- Mr. Kretchman asked why only capital projects were listed as an earmark and not also staff salaries. Mr. VanGamble explained that in his view TCA's previous commitments of allocation of MLO funds to staff salaries and capital improvements have indeed been kept through previous allocations.
- The Board asked if we are designating 20% of future increases in MLO and PPR revenues, would it be prudent to earmark 50% of those increases for teacher salaries.
- Mr. VanGamble requested additional time to crunch some numbers and confer with the FAC about the implications earmarking funds. He would like to come back in November to discuss these options.
- Mr. Carter made a Motion to Table the original motion, with 2nd by Mr. Kretchman.
- Motion to Table until November meeting passed on voice vote, with one abstention by Mr. Pope.

C. Policy Review

1. 1st Read of Recommended Changes to the TCA Bylaws 15 min
Action: Mr. Pope
Rationale: to review, discuss, and approve changes to the TCA Bylaws
- Mr. Pope conveyed inputs regarding TCA Bylaw sections 2.2, 9.7, 4.3b, 5.3, 6.3, 4.2a, 4.14d. He will send amendments to Mr. Miller for legal review and to modify necessary wording. Final version will be voted on in November board meeting.
2. Board Agreement Policy 15 min
Action: Dr. Leland
Rationale: to update the Board Agreement that contains the Board Governance Style, Code of Conduct,
- Agenda item deferred until TCA Bylaws are completed.
3. Election Resolution (added to agenda)
Action: Dr. Leland
Rationale: to begin work on 2013 election process
Motion: To approve the following election resolution:
- Dr. Woody made the following motion, with second from Mr. Carter regarding election resolution.
 - Resolution: The TCA Board agrees with the findings of the TCA Election feedback on May 14, 2012 and will implement the following recommendations:
 - 1) Continue the on-line voting process
 - 2) Review protocols for clarity and refinement
 - 3) Offer in person voting one day at each campus
 - 4) Review communications to help make it clearer to parents on what to do and the process involved
 - Motion passed unanimously via voice vote.

D. Board Development and Assessment

1. Board Development & Training 10 min
Action: Dr. Leland
- Dr. Leland played podcast from Dr. Brian L. Carpenter "Failing to fulfill three specific duties can lead to revocation or charter non-renewal", specifically the duty of loyalty, duty of oversight, and duty of obedience. Dr. Carpenter is a nationally recognized charter school consultant.
 - It is the Board's fiduciary responsibility to fulfill these three duties.
 - Dr. Carpenter stressed the importance of acting in the best interests of the people we serve.

2. Expressing Ideas to Administration 10 min
Action: Mr. Kretchman
Rationale: to determine process to express ideas to administration without crossing the management line

- Dr. Coulter described that while there needs to be a clear governance line between board and administration Discussions with board members about ideas is encouraged, though in the end the Board needs to speak with one voice.
- It is important to realize that an exchange of ideas is valued, however, when Board members tasks administration to allocate time and resources to ideas, it needs to be directed by the Board as a whole.
 - Dr. Leland agreed to send notes from July 2011 Board Retreat regarding the board domain versus administration domain.

3. Board Communication Planned 5 min
Action: Mr. Carter
Rationale: to develop and approve of communication update to community

- Items for communication:
 - Bylaw update
 - Welcome to new Advancement Director Russ Laney and Communications Coordinator Tisha Harris

E. Future Board Agenda Items 5 min

1. Titan of the Year
2. Parent Survey
3. Central Campus Options
4. Strategic Plan
5. Election

- Future agenda item about TCA Senate Update will be included in the November Board agenda.

VII. Adjournment (Approx. 9:10 p.m.)

- At 11:16pm, Mr. Carter made a motion to adjourn the TCA Board meeting with second by Mr. Pope.
 - Motion passed unanimously via voice vote.

Minutes Approved by: _____ Date: _____