

**GREEN WOODS CHARTER SCHOOL  
BOARD OF TRUSTEES  
Board Meeting Minutes  
February 24, 2010**

The meeting was called to order at 7:08 pm by Dennis Winters, Board President.

Julie Stapleton Carroll raised a point of order about Laura Schwingel's request to attend the meeting by conference call. Winters

Tom Schrand, Board Secretary, called roll.

Present: Joan Carr, Micah Gold-Markell, Rick Meketon, Tom Schrand, Julie Stapleton Carroll,  
Barry Sunshine, Dennis Wesley, Dennis Winters

Absent: Laura Schwingel

Public and school officials in attendance: Christy Coughlin, Jean Wallace, Gerald Santilli, Megan

Agenda approved unanimously.

Minutes: Joan Carr asked to correct Meg Vickers name in the minutes, and to change the Bloomfield estimate to \$14,000

Minutes approved unanimously as amended.

**President's Remarks:**

Winters asked the board to purchase a page in the yearbook and the board members present collected money to pay for the page.

Winters introduced a document for board committee procedures. Stapleton Carroll asked about the procedure for forming committees and appointing members, and suggested that the board have some input on this. Winters stated that he was assuming the power to appoint committee members. Stapleton Carroll and Meketon suggested that this power should be assigned by board discussion or resolution. There were some amendments to the bylaws approved by the board in August 2009, but the official document wasn't updated with the changes and a new version date. Stapleton Carroll noted a decrease in board deliberation and information-sharing in recent months. Meketon spoke about the evolution of the board since its founding days, and also mentioned some of the negative examples he saw at the meeting. Santilli noted that in his experience, board presidents usually assign committee memberships and sometimes appoint chairs. Meketon suggested a resolution to approve the committees and chair selection as decided by the president, with the understanding that the bylaws will be revised to reflect this as an official procedure.

A resolution was drafted for board vote later in the meeting:

BE IT Resolved that the Board of Trustees approves the reorganized committees (with the addition of the Audit Committee), their membership and their chairs as formulated by the Board President. List of committees and their membership to follow.

**CEO Report**

Wallace reported on a staff development event with Dr. Theodore Hershberg focusing on effective teaching and evaluation of teaching. GWCS is also organizing a Hike for Haiti fundraiser and a Dance for RND (Reflex Neurovascular Dystrophy). Due to the snow days, some professional development days

may have to be cancelled to make up the lost days. Gold-Markel asked about GWCS decisions about snow cancellations. Stapleton Carroll asked about progress in teacher evaluation; Wallace said that the evaluation committee is compiling a report on self-evaluations. Stapleton Carroll asked if the board could see that report when it is ready, and Wallace agreed.

#### Business Report:

Gerald Santilli reported on the balance sheet, the budget to actual profit and loss sheet, and disbursements. Some minor variances due to long-term medical leaves. The school has seen savings due to the new opt-out policy for health benefits. Gold-Markell asked about the difference between our Covad and Verizon accounts—one is for internet and one is for phone service.

#### Committee Reports:

- Executive: no report
- Finance: Chair Wesley reported that the committee has reviewed the first draft that Wallace and Santilli drew up. The budget is still a work-in-progress, and no personnel decisions have been finalized. Stapleton Carroll expressed a concern that the process is moving too slowly in terms of hiring new personnel. Stapleton Carroll asked whether the budget process is being driven by academic or financial considerations. Up to this point, the Curriculum committee has not been involved. Santilli indicated that the schedule is to bring a draft to the board at its March meeting, and then ask for final approval in April. Stapleton Carroll asked whether the board could give the CEO authority to begin the hiring process in March. Santilli indicated that with preliminary board approval, the CEO could begin the recruiting process pending final approval.
- Nominating – no current recruiting activity
- Facilities – Winters announced that a 2-year lease agreement has been reached with SCEE. The board may want to add an additional one-year month-to-month agreement. Winters reported that Dennis Burton went to the 21<sup>st</sup> Ward meeting to discuss moving part or all of GWCS to the Boy Scout tract. Burton apparently announced a platinum LEED certified building at this meeting, without GWCS consent. It appears that SCEE took this step to solicit negative public reaction so that they could block the possibility that GWCS could move to that property. SCEE has since announced that they are taking the Boy Scout tract off the table as a GWCS location, to avoid jeopardizing their relationship with the local community. This has led to GWCS's interest in adding an additional one-year month-to-month lease. Stapleton Carroll asked whether this was a SCEE board-sanctioned decision.
- Curriculum—Gold-Markell reported that he is trying to find a meeting time for the new committee.
- Strategic Planning – no report. Sunshine expressed his opinion that the letter from Dennis Burton regarding GWCS leasing the Boy Scout tract isn't really a change in SCEE policy, which has always believed that there would be insurmountable public resistance to the relocation of GWCS. He stated that he doesn't think that the public opposition is as strong as SCEE believes it is, but SCEE probably has other plans for the property.
- Home and School – no report.

Old Business: no old business

New Business: Stapleton Carroll asked for a discussion about the board decision-making process. Schrand commented on the transition to once-monthly meetings and how it seems difficult for the board to go for a full month without having business to discuss. Stapleton Carroll asked for more civility in emails and some consensus about either including everyone in email correspondences or eliminating email communications between board meetings. Gold-Markell, Wesley, and Stapleton Carroll discussed different ways to use electronic communication to facilitate board business. Meketon noted that GWCS has an IT specialist on staff who might be able to help us with these issues. Wallace suggested a Governance committee for the board to set standards for board governance. Stapleton Carroll also suggested a board assessment process.

Wallace took a moment to discuss the letter that was sent to GWCS parents about plans for future facilities. Wallace felt that SCEE actions necessitated a GWCS announcement to the families, which had to be sent out in a timely manner without board consultation.

Public Comment on Agenda Items: no public comment

Resolutions:

- **2/24/10 - 1, BE IT RESOLVED** that the Board of Trustees accepts the January 2010 Financial Report.  
Stapleton Carrol made the motion, and Meketon seconded. The resolution passed unanimously.
- **2/24/10 - 2, BE IT RESOLVED**, that the Board of Trustees acknowledges and accepts the resignation of Andrea Reek.  
Schrand made the motion, and Wesley seconded. The resolution passed unanimously.
- **2/24/10 - 3, BE IT RESOLVED** that the Board of Trustees approves a contract with Santilli & Thompson not to exceed \$5,000 to prepare the necessary policies and procedures for governing Green Woods Charter School. The contract calls for one-third of the total number of policies to ready for adoption at each of the March, April, and May 2010 Board of Trustees meetings.  
Sunshine made the motion, and Carr seconded. Wesley asked how we will distinguish between board policies and administrative procedures. Santilli answered that those distinctions looked at carefully and that clear decisions would be made. Stapleton Carroll passed out an index that she created for currently existing GWCS policies from 2004 or 2005 that don't need to be rewritten from scratch. The resolution passed unanimously. Meketon asked whether these policies were up to date in terms of current regulations. Schrand asked Santilli about his company's view on reviewing the existing policies—he answered that they would not be doing that, and couldn't do it for the contract price. Meketon remarked that the rechartering process made it a priority to have all of these policies firmly established in a timely manner. Carr asked how often these policies would need to be reviewed—Santilli answered that an annual review will be necessary in response to new laws and regulations.  
Seven votes in favor, one opposed—the motion passed.

- **2/24/10-4, BE IT RESOLVED** that the Board of Trustees approves the reallocation of the \$25,000 in the budget for strategic planning to Fiscal/Facilities Planning, and ;

**BE IT FURTHER RESOLVED** that Green Woods Charter School contract with Santilli & Thomson for additional financial services related facilities planning at \$150 per hour at an amount not to exceed \$25,000.

Sunshine made the motion, and Wesley seconded. Meketon asked how the work would be allocated—Santilli answered that the work would be done as the board requests, on a per hour basis. Stapleton Carroll spoke out against the resolution, since it took money away from strategic planning which she saw as essential to the school’s future.

Sunshine, Winters, Meketon, and Wesley voted aye. Stapleton Carroll, Carr and Schrand voted nay. Gold-Markell abstained.

Stapleton Carroll protested that Schwingel was not allowed to participate in the meeting by phone, as she requested. Winters replied that her objection was noted.

- **2/24/10-5, BE IT RESOLVED** that the Board of Trustees hereby authorizes payment in an amount not to exceed \$10,000.00 to the Charter School Committee for 50,000 Seats to raise public awareness about charter school benefits and convince city leaders to stand up for charter schools. This fee will help underwrite a communications campaign to highlight and to clear up misconceptions surrounding charter schools.

Sunshine made the motion, and Meketon seconded. Sunshine asked where the money was coming from. Santilli answered that there is a variance in revenues that is expected to grow that could be used to pay for this. Meketon asked about the membership of the organization and what benefits our participation would bring. Sunshine made a motion to table the resolution and Meketon seconded. The resolution was tabled until the next meeting.

- **2/24/10-6, BE IT RESOLVED** that the Board of Trustees of Green Woods Charter School approves a facility lease with the Schuylkill Center for Environmental Education for the period beginning August 17, 2009 through June 29, 2011 at a cost not exceed \$185,260.00 in year one and \$190,818 in year two of the lease. Wesley made the motion, and Meketon seconded. Sunshine noted that the resolution needs to be amended to read: “with an option to add a third-year month-to-month lease agreement. The amended motion passed unanimously.

**2/24/10-7, BE IT RESOLVED** that the Board of Trustees approves the reorganized committees (with the addition of the Audit Committee), their membership and their chairs as formulated by the Board President. List of committees and their membership to follow.

Sunshine moved, and Wesley seconded. The motion passed unanimously.

The meeting adjourned at 9:08 pm, and the board went into executive session.