



BOARD MEETING MINUTES June 17, 2009

Doug Baxter called the meeting to order at 6:40 p.m.

Board Members In Attendance: Doug Baxter, Marie-Jeanne Cotner, Julie Danna, Morgan Ilgen, Andrea Kennedy, Mindy McDonough, and Lori McTavish

Community Members In Attendance: Amanda Dietrick, Kosta Dussias, Lisa Maras, Brian Rowan, and Mark Toci

Board Members Not In Attendance: Leslie Aderhold and Tonya Daher

Minutes

- ❖ Mindy McDonough moved to approve the May 20, 2009 Minutes. Lori McTavish seconded the motion. The May minutes were unanimously approved.

New Business

- ❖ Mindy McDonough moved to appoint Lisa Maras to replace Deb Beck as the Alternate Board Representative. Morgan Ilgen seconded the motion. Marie-Jeanne Cotner raised a concern that the CLC Board has not been following some of the Corporation's by-laws. She said a lawyer advised her that this is likely a serious matter and that she and other Board members are each potentially liable. Doug Baxter asked whether Mrs. Cotner's reference concerned breaches in the elections process, which he had noticed when he read the by-laws. Mr. Baxter also indicated that he has received calls from several parents inquiring about a Board position; he reported that the callers declined to pursue the matter when informed that there are already parent representatives on the Board. Mrs. Cotner said that the breaches were mainly in the elections section, cited two other apparent by-laws breaches, and stated her preference not to vote before receiving further legal advice. She said that boards of directors often have an attorney present to make sure by-laws are being followed. Kosta Dussias verified that an attorney is present at the State College Area School District Board meetings. In response to a question as to whether the Board ought to consult an attorney, Mr. Dussias said that having an attorney present at a CLC Board meeting would be very expensive; the matter was not pursued. Mr. Dussias asserted that Board members are not liable because of the Sunshine law. Mark Toci said that since he is not on the Board, he "might be kicked out" after making his comments; told Mrs. Cotner that any issues underlying her concerns should be on the table; asked Mrs. Cotner whether she was trying to cause trouble or trying to improve the school; answered his question by stating his opinion that Mrs. Cotner was trying to cause trouble; and supported his opinion by claiming he would have brought legal questions to the Board rather than to a lawyer were he a Board member. More discussion concerning the validity of Mrs. Cotner's concerns followed, the following two opinions emerging: (1) the by-laws allow the Board the power to appoint members; and (2) Pat Hunt would have indicated a legal problem if one had existed. Mrs. Cotner observed that neither anyone on the Board nor Pat Hunt is a lawyer and indicated that she would abstain from voting before receiving legal clarification and advice. Doug Baxter directed the Secretary to make a note

of Marie-Jeanne Cotner's abstention each time a vote was taken. The motion to elect Lisa Maras as an alternate Board Member was approved. Marie-Jeanne Cotner abstained.

ECO Report (Pat Hunt, in absentia)

- ❖ 99 students have enrolled at CLC. The school is awaiting a response from one student.
- ❖ A fifth grade family is visiting the school next week to decide whether they would like to be placed on the waiting list.
- ❖ 61% of CLC students earned at least one advanced score on the PSSA exams.
- ❖ School closing went smoothly. The teachers have been spending the week of June 15 discussing ways to improve CLC next year.

Discussion During ECO Report Presentation

- ❖ Kosta Dussias reported on how many students will be coming to CLC from Young Scholars of Central PA Charter School. Doug Baxter reported that something is "going down" at Young Scholars and that the Spanish teacher is "leading the charge" because a number of teachers at Young Scholars all fitting a similar profile have been fired. Mark Toci commented that Young Scholars is at a point in their history at which charter schools typically have problems.

Business Manager Report (Kosta Dussias)

- ❖ Kosta Dussias presented the 2008-2009 Profit & Loss Budget vs. Actual Budget as well as his report summarizing expenditures. Mr. Dussias projected a \$30,000 surplus by the end of this school year.
- ❖ Kosta Dussias presented the proposed 2009-2010 budget. Mr. Dussias emphasized the following increase in the equipment budget (line item 126): the proposed \$50,000 expenditure (\$29,000 more than the \$21,000 the school spent during the 2008-2009 school year) reflects the cost of leasing laptops for a three-year period. Mr. Dussias indicated that the lease contract would include the possibility of a \$1/computer buyout that would be extended to school parents at the end of the lease period. Several Board members voiced approval. Mr. Dussias further described the terms of the contract and stated his desire to finance the contract with a loan from First National Bank in order that the school may make monthly payments rather than pay the lump sum required up front by the lessor.
- ❖ Kosta Dussias indicated that the \$25,454 that CLC will be receiving in federal stimulus money (earmarked for Special Education) is not included in the proposed budget.
- ❖ Mindy McDonough moved to approve that CLC lease 115 Apple computers for three (3) years. Julie Danna seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Andrea Kennedy moved to finance the lease through First National Bank's Bank Capital Services. Lisa Maras seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Mindy McDonough moved to approve the prospective budget for the 2009-2010 fiscal year. Lori McTavish seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Kosta Dussias stated that the floor issue he mentioned at an earlier meeting [not reflected in any Board Minutes] has not been included in the budget just approved by the Board members. Mr. Dussias said he may revisit the issue at a later date.
- ❖ Julie Danna moved to hire Parente Randolph to conduct the external audit for the 2008-2009 fiscal year and to prepare CLC's 2009 tax returns. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained from voting.
- ❖ Kosta Dussias indicated that one item included in the new budget is a \$2600 pre-built storage shed (12' x 20') that CLC is considering purchasing. Discussion of storage options followed.
- ❖ On August 24 Mark Toci and Kosta Dussias will present a CLC progress report to the State College Area School District Board. Mr. Dussias said that this year's presentation may be more important than past years' presentations because SCASD has a new superintendent.

- ❖ The next Board meeting will take place on Wednesday, July 15. Kosta Dussias will be out of the country July 20-August 19.

Friends of CLC (Marie-Jeanne Cotner)

- ❖ Gratitude was expressed to Lisa Maras and Friends of CLC for the Teacher Appreciation Luncheon.
- ❖ The first meeting of the 2009-10 school year will be in August. Lisa Maras said the purpose of the meeting is to get a head start on the membership drive and fundraising.
- ❖ Julie Danna suggested that Friends of CLC discuss tee shirt sales with the Student Council. Amanda Dietrick suggested a tee shirt design contest for students in order to promote buy-in.
- ❖ Mindy McDonough reminded the Board that Friends of CLC is not under “Parent Information” on the CLC website. Brian Rowan agreed to move the link accordingly.

Student Council (Morgan Ilgen)

- ❖ The eighth grader responsible for discussing the school lunch issue with Kosta Dussias never did so. A student representative will do it at the beginning of the 2009-2010 school year.
- ❖ Doug Baxter mentioned that the State College Area School District Food Services is providing four hot lunches (and one cold) per week as part of their summertime free lunch program and suggested that CLC look into it.
- ❖ The staff is discussing the possibility of the A/V room about which Student Council members have expressed interest.
- ❖ Student Council plans to hold new elections for two representatives per team at the beginning of the 2009-2010 school year.

Old Business - none

New Business

- ❖ Lori McTavish moved to accept Julie Danna’s resignation from the Board as a Teacher Representative and Secretary, to take effect at the close of the meeting. Andrea Kennedy seconded the motion. The motion was approved. Marie-Jeanne Cotner and Mindy McDonough abstained.
- ❖ Mindy McDonough motioned to appoint Amanda Dietrick as a Teacher Representative for a two-year term to the CLC Board, effective at the close of tonight’s meeting. Julie Danna seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Morgan Ilgen moved to re-elect Mindy McDonough as a Parent Representative for a two-year term. Andrea Kennedy seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Mindy McDonough moved to re-elect Doug Baxter as a CLC Board Community Representative for a two-year term. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Morgan Ilgen said that there had been no need to hold student elections for her position as Student Representative because “in her opinion” no one else wanted it. Andrea Kennedy moved to re-elect Morgan Ilgen as Student Representative to the CLC Board for a two-year term. Lori McTavish seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Doug Baxter stated that Marie-Jeanne Cotner had indicated interest in acting as Secretary (at the 5/20/09 Board meeting) and wondered whether her current discomfort with the by-laws issues constituted a problem. Following some discussion including speculation that Board members probably do not normally vote for themselves, Mr. Baxter asked whether anyone else would like to serve as Secretary. No one responded. Doug Baxter moved to have Marie-Jeanne Cotner elected as Board Secretary. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.

- ❖ Andrea Kennedy moved to have Doug Baxter serve as the CLC Board President for another two-year term. Julie Danna seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Doug Baxter reminded the Board that they may need to find a replacement Community Representative to the CLC Board and a replacement Board Treasurer because Leslie Aderhold has indicated she may have difficulty attending upcoming meetings. In response to an explanation that the position of Treasurer is primarily one of oversight and that the Treasurer oversees Mr. Dussias, Mrs. McDonough exclaimed that she already likes what Mr. Dussias is doing.
- ❖ Marie-Jeanne Cotner offered to inform the Board of her intended course of action. The matter was not pursued.
- ❖ Morgan Ilgen said that rather than strictly following the Code of Conduct [a document that CLC asks parents and students to sign at the beginning of each school year], CLC uses it simply as a guideline. Ms. Ilgen wondered whether the Corporate by-laws are guidelines in a similar sense. More opinions followed, Marie-Jeanne Cotner reiterating that no one present has the expertise to answer such questions. In response to Kosta Dussias' statement that by-laws are subject to change, Mrs. Cotner asserted that existing by-laws are likely binding until they are changed.
- ❖ Doug Baxter encouraged each Board member to review the CLC by-laws, to consider his/her feelings and to ask him/herself whether (s)he is comfortable with the Board's general operations. A by-laws discussion will be on the agenda for the 7/15 meeting. Brian Rowan pointed out that the current by-laws are on the CLC website at http://clccharter.org/archive/CLC_BYLAWS_10282003.htm .

Julie Danna moved to adjourn the meeting. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained. The meeting was adjourned at 8:18 p.m.

The next meeting will be July 15, 2009 at 6:30 p.m. in the Centre Learning Community Charter School office.