

**Date/Time/Place**

Wednesday, July 21, 2010/ 6:30 p.m. / Centre Learning Community – Brian and Siobhan’s room

**Trustees Present:**

Jackie Dillon-Fast  
Brian Rowan  
Carl Cotner

Katherine Watt  
Amanda Dietrick  
Andrea Kennedy

Lisa Maras  
Tonya Daher  
Gail Boldt

**Public Present:**

Mark Toci, Nicholas Cotner

- I. Jackie Dillon-Fast called the meeting to order
- II. Trustees voted unanimously to accept June minutes with minor revisions.
- III. Discussion of using first and last names throughout minutes – new policy.
- IV. Brief discussion of CLC Mission and Values, adding new items. Gail Boldt contributed “critical thinking and problem solving” to mission of school.
  - A. BOARD FUNCTION - Jackie Dillon-Fast led discussion of “What does the Board do?” and step-by-step look at duties as listed in by-laws Sections 2.01, 2.12 & 2.13 & Charter School Law, presented via PowerPoint slides, copy attached.
  - B. Discussion topics recorded on flip-chart, listing duties as “overall” or “general,” along with financial, curricular, fundraising, physical plant, and supervisory (i.e, the Board is the “employer” in union negotiations with staff).
  - C. Identified issues included legal responsibility as compared with moral and ethical responsibility, nature of “good faith” efforts to comply with laws, Board’s role as a check in the “check and balance” system.
  - D. Trustees concluded that, during by-laws revision process, we definitely need legal help and we should begin with a list of general questions for the attorney (Kimberly Colonna), approve expenditures for an initial consultation, and narrow the revision plan when we’ve got answers to those questions.
  - E. Mark Toci contributed insight as CLC’s co-founder, that the current by-laws we are now working with, although revised in 2003, were originally drafted in 1999 under attorney advice, nebulous early state charter school law, and time constraints when the school was founded. They are a blend of two documents: Articles of Incorporation as a nonprofit corporation, and by-laws, and much of the language is directly copied from corporate law. The blended document was compelled by the need to obtain loans. Mark Toci also explained that the original concept for the school was to have two parallel boards – one comprised of expert educators to oversee curriculum development and educational policy, and the other to function more like a traditional

- “school board” by overseeing day-to-day functioning. That structure proved too complex to be sustainable, and the two boards merged into one, leading to the ongoing power tension between the board and the faculty on the specific issue of educational/curricular policy and oversight.
- F. Jackie Dillon-Fast noted that the state has now had more than a decade of experience with the charter school law and other applicable laws, and much case law now exists to assist the new board in identifying, interpreting and complying with legal requirements.
  - G. Trustees also discussed Sunshine Law and asked Brian Rowan to locate the most up-to-date version on the Internet and post a link to it from the CLC website. Jackie Dillon-Fast also said she plans to work on getting up-to-date, physical copies of *all* relevant laws (Charter School Law, regular school law, Sunshine Law, Nonprofit Corporate Law, etc.) to keep on file in the main office at CLC, and that she has discussed budgeting for these purchases with Kosta Dussias and funds are available.
- V. BYLAWS REVISION PROCESS - Carl Cotner reported on the work of the Special Committee to Prioritize By-Laws Revisions. The committee met on July 17. Present were Carl Cotner, Jackie Dillon-Fast, Amanda Dietrick, Gail Boldt and Katherine Watt.
- A. Carl Cotner noted that there’s some question of which version of by-laws is the one to be revised, since there’s one version on the CLC website but a different version available as a pdf, and apparently no signed hard copy on file in the main office and no copy on file with the state Department of Education.
  - B. Carl Cotner reported that the Committee suggested the full Board take a three-step approach to immediately address the top three priorities:
    1. Vote to officially declare the Web version the official CLC By-Laws.
    2. Vote to amend the By-Laws so that revisions require a supermajority.
    3. Vote to resolve Jackie Dillon-Fast’s concerns about the identity of the school’s Chief Executive Officer (CEO), currently unclear in the by-laws but necessary for immediate document signing activities she must participate in as President of the Board.
  - C. Carl Cotner reported on the Committee’s other identified issues, noted in the attached documents (one pdf and one Word), but stated that these are not urgent priorities at this time and can be addressed later in the context of a comprehensive by-laws overhaul.
  - D. Jackie Dillon-Fast added that she and Katherine Watt had attempted to resolve the CEO issue by amending language in the current by-laws, but found that the issue permeated several interwoven and often contradictory sections of the by-laws, making simple amendment impossible.

- E. Trustees agreed that it would be good to obtain by-laws from other charter schools and perhaps the SCASD, but did not vote on this or assign responsibility for carrying it out.
- F. Trustees voted unanimously to have the Committee on By-Laws Revision meet again before the next regular meeting (Aug. 18) to make a list of the general questions to ask Kimberly Colonna as legal counsel, as the next step in the by-laws revision process.
- G. Trustees voted unanimously to establish “two-thirds plus one” as the minimum supermajority vote required to revise the by-laws.
- H. Trustees voted unanimously to make the current Web version of the by-laws the official version. Brian Rowan printed these by-laws and all the Trustees signed the hard copy after the meeting, so that the signed physical copy could be kept on file in the main office.
- I. Trustees voted unanimously to appoint Kosta Dussias as the CEO of CLC, effective immediately and continuing until the by-laws are revised to clarify the CEO role or until June 15, 2011 at 6:29 p.m., at which time the new Board must revisit the issue and officially reappoint a CEO for the 2011-2012 term.

VI. RULES OF ORDER - Andrea Kennedy reported on the work of the Special Committee on Board Rules of Order. The Committee met on July 19. Present were Andrea Kennedy, Carl Cotner, Lisa Maras, Jackie Dillon-Fast and Katherine Watt.

- A. Andrea Kennedy distributed draft Rules of Order prepared by the Committee.
- B. The full Board discussed and collaboratively revised the proposed Rules of Order.
- C. Trustees voted unanimously to accept the revised Rules of Order, copy attached, and use them until we decide to change them again.

VII. SCHOOL HAPPENINGS

- A. Student Council – No report.
- B. Friends of CLC – No report
- C. Business Manager Report – Brian Rowan reported for vacationing Kosta Dussias about two quotes for renovations.
  - 1. Board reviewed and discussed bids.
  - 2. Board voted unanimously to approve use of reserve funds not to exceed \$6000 in order to contract with O. Hanley for facility renovations as specified by the O. Hanley quote dated 7/12/2010, attached.
- D. Educational Compliance Officer Report – Brian Rowan reported for Pat Hunt that staff are working on class lists, staff are working hard – *volunteering* their summer time in an exceedingly generous way – to clean and repair the school facilities. Back to School Night will be August 26, with a “Meet and Greet” at 6:30 p.m. and more formal

classroom presentations at 7:00 p.m., followed by a Friends of CLC presentation at 8:00 p.m.

- VIII. PARENT HANDBOOK – Brian Rowan presented updated Parent Handbook, highlighting changes (mostly related to school dates for 2010 – 2011).
- A. Trustees unanimously voted to adopt new Parent Handbook as updated.
- IX. STUDENT CODE OF CONDUCT – Brian Rowan presented updated Student Code of Conduct. Teachers worked extensively in June on proposed revisions; main change relates to ban on student use of electronic devices in school during school day.
- A. Discussion wide ranging, touching on:
1. CLC students’ identity as technology-savvy and their probable dislike of the new rule;
  2. concerns about lack of student and parent input in development of Code of Conduct, with potential lack of “buy-in” as stakeholders, missed opportunity to engage students in empathy and moral reasoning process, scheduling for students and parents to be involved in the next round of revisions in Spring 2011;
  3. concerns about Board interference in educational policy, curricular issues and classroom management, and the tension between CLC as a “teacher-led” or “parent-led” educational community, concerns about where Board derives authority to set classroom management policies;
  4. concerns about technology devices as status symbols creating divisions among students;
  5. concerns about teacher modeling/consistency of appropriate use of electronic devices during the school day; and
  6. general concerns about the inconsistent and perhaps overly hierarchical, legalistic tone of the Code of Conduct document (although Trustees also noted that the penalties for certain violations are set by state law, not by school policy).
- B. Using the new Rules of Order, Trustees crafted and straw-pollled two proposals:
1. Proposal to adopt the 2010-2011 Student Code of Conduct.
  2. Proposal to delegate authority to the staff to adopt the 2010-2011 Student Conduct Code.
- C. Trustees voted 8-0, with one abstention, to delegate authority to the staff to adopt the 2010-2011 Student Code of Conduct. Yes votes: Cotner, Maras, Boldt, Watt, Daher, Kennedy, Rowan, Dietrick. Abstention: Dillon-Fast.
- NOTE: Jackie Dillon-Fast’s supplemental letter explaining her abstention is attached.
- X. Meeting adjourned. Next regular meeting of the CLC Board of Trustees is Wednesday, August 18 at 6:30 p.m. at CLC.