



## BOARD MEETING MINUTES August 19, 2009

**Doug Baxter called the meeting to order at 6:39 p.m.**

**Board Members In Attendance:** Doug Baxter, Marie-Jeanne Cotner, Tonya Daher, Amanda Dietrick, Morgan Ilgen, and Lisa Maras

**Community Members In Attendance:** Carl Cotner, Donna Fischer, Deborah Swartz

**Board Members Not In Attendance:** Leslie Aderhold, Andrea Kennedy, Mindy McDonough, and Lori McTavish

### Minutes

- ❖ The 6/17/09 Minutes were amended as follows:
  - “By-Laws” was replaced by “by-laws” throughout.
- ❖ Lisa Maras asked whether enrollment was full at 104 or 100. Donna Fischer confirmed 100, and Marie-Jeanne Cotner said that Pat Hunt had said enrollment was full at 100 at the 7/15/09 Board meeting.
- ❖ Doug Baxter stated his opinion that not everything needs to be in the minutes. He said he checked Bellefonte’s and SCASD’s minutes, which are briefer and do not include all details of discussions.
- ❖ Lisa Maras made a motion to accept the June 2009 minutes as amended. Morgan Ilgen seconded. The motion was approved. Marie-Jeanne Cotner abstained.
  
- ❖ The 7/15/09 Minutes were amended as follows:
  - “KURPA” was corrected to “FERPA” in the Minutes section.
  - “Dussias” was added after “Kosta” in the Minutes section.
  - A space was added to separate “Mrs.” and “Hunt” in the Minutes section.
  - “Work Session” was replaced by “work session” throughout.
  - “Ann” was changed to “Kathleen” and “Yurchek” to “Yurchak” in the New Business section.
- ❖ Morgan Ilgen confirmed that “?? expressed gratitude” was correctly typed in the Minutes section.
- ❖ Lisa Maras motioned to accept the July 2009 minutes as amended. Amanda Dietrick seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
  
- ❖ Doug Baxter said that Mark Toci has thought of a way to record the meetings and to link the recordings to the CLC website. Tonya Daher asked whether having the meetings recorded would also result in the meeting minutes containing less detail. Marie-Jeanne Cotner said that it likely would and that recordings might make her job [as Secretary] easier. Amanda Dietrick motioned to record the meetings. Morgan Ilgen seconded the motion.
- ❖ Carl Cotner asked whether the recordings would be video recordings. Doug Baxter confirmed that the recordings would be audio only.

### **ECO Report (Pat Hunt, in absentia)**

- ❖ Doug Baxter reported that Pat Hunt had emailed him the ECO Report but that he had not brought the report to the Board meeting. Mr. Baxter said he would email it to Marie-Jeanne Cotner so that she could put it into the Minutes. When Mrs. Cotner asked whether it were legitimate to include in the meeting minutes an item that was not discussed at the meeting, Carl Cotner pointed out that the Board could at least agree to the action.
- ❖ Lisa Maras motioned that Doug Baxter would email all Board members the ECO Report and that Marie-Jeanne Cotner would put the emailed report into in the minutes. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ **ECO Report (emailed by Doug Baxter to Board members on 8/20/09)**
  - We will open school with a waiting list for both levels.
  - Our staff will report for our week of meetings and in-class work on Monday, August 24.
  - The Meet and Greet is Thursday, August 27, at 5 pm.

### **Business Report (Kosta Dussias, in absentia)**

- ❖ There is nothing to report.

### **Friends of CLC**

- ❖ The next Friends of CLC meeting will be Friday, August 28, 2009.
- ❖ Marie-Jeanne Cotner, the current Friends of CLC liaison, asked Lisa Maras whether she would consider acting as the Friends of CLC liaison. Mrs. Cotner asked Board members whether she was allowed to ask a Board alternate, and Doug Baxter explained that the Friends of CLC liaison is a volunteer position that need not even be filled by a Board member. Lisa Maras agreed to be the Friends of CLC liaison to the CLC Board.

### **Old Business**

- ❖ Doug Baxter stated his opinion that elections have not been held because there have not been more candidates. Mr. Baxter said that he prefers that we not spend money on lawyers; he said he has discussed the matter with his brother-in-law, who is a lawyer, and that his feeling is that we cannot get the answer to our question unless we pay someone. Mr. Baxter proposed that the Board begin fresh by now appointing a three-person nominating committee to nominate candidates, submit nominations at the next Board meeting, have ballots drawn up immediately thereafter, and hold elections immediately upon completion of the ballots. Mr. Baxter said he believes these actions would make the Board legitimate. Carl Cotner said he thinks that Mr. Baxter's idea is a very good one but that it does not cover all the points. He said that CLC's by-laws describe a process: they are specific about all the meetings that come up between the appointment of the nominating committee and the elections. Dr. Cotner emphasized the importance of acting as if people want to participate rather than assuming that they do not. He said he thinks it is very important to actively promote the attitude, "We want you to come to the Board meetings. We want you to participate. We want to hold the meeting in a room that is welcoming to everyone." Dr. Cotner said the whole process specified in the by-laws is exactly the sort of process that gets people involved in a school and that simply fixing one legal problem is an upside-down way of doing business, given the context. Dr. Cotner said that although he has not read all the by-laws, the elections process, as read to him, sounds very good because it encourages participation and has many checks and balances. Dr. Cotner said he believes that the legal mistakes and social mistakes the Board is making line up, pointing out that even the small room in the office is inappropriate for participatory Board meetings. He said that even the Friends of CLC hold their meetings in the outer hallway, which is larger and more welcoming. Dr. Cotner said that any and every positive, inviting action encourages participation and that the view that people do not want to get involved is a "pessimistic, self-fulfilling" one. Donna Fischer indicated agreement throughout Dr. Cotner's remarks. Doug Baxter stated that the CLC Board makes things very public; when asked to elaborate, Mr. Baxter explained that we follow the law regarding advertising public meetings. Dr. Cotner pointed out that following the law and

encouraging involvement are two very different things. Tonya Daher said she remembers receiving letters about voting for Board members (etc.) when her child was attending CLC. Carl Cotner explained that for the last two years, this has not happened. Donna Fischer said that she occasionally puts Board information in her newsletters, and Marie-Jeanne Cotner confirmed that this is true. Mrs. Cotner said that there have been several such messages in the last four years' worth of classroom newsletters she and her husband have received from Donna's and Kelly's classroom. Mrs. Cotner detailed the history of her own election, reading from the January 18, 2008 DKS newsletter ("A Board member is needed for the rest of the 2008 school year and for the 2008-2009 CLC school year as an alternate. If you or someone you know is interested contact your team teacher or Kosta"); her January 20, 2008 email to Kosta Dussias ("I just read [her son's] class newsletter and am interested in the board member alternate position"); and Mr. Dussias' January 28, 2008 email response ("I am happy that you would like to be the alternate board member and I will forward your nomination at the next board meeting. Two other parents have indicated that they would like to be alternate, so at this point the board will have to choose one. Unfortunately I do not vote, but if I did, I would vote for you."), at which point Donna Fischer cheered. Mrs. Cotner explained that she had heard nothing more about the matter for months and had assumed that another parent had been elected, until June 25, 2008, when Mr. Dussias sent her an email saying, "I just wanted to let you know that based on our conversation a while ago, where you said that you would be up to serving on CLC's Board, so you were nominated and unanimously approved. I hope you are up to serving on the Board." Mrs. Cotner reiterated her surprise at having been elected a Board member. She also pointed out that according to the Minutes, there was no Board alternate elected between Mr. Dussias' 1/28/08 email and the June 2008 Board meeting – despite there apparently having been three candidates.

- ❖ Carl Cotner emphasized the importance of parental involvement at CLC, as well as the importance of doing as much as possible to encourage it – e.g., having meetings in a larger space, communicating more often about Board activities, etc.
- ❖ In response to Doug Baxter's statement to Carl Cotner, "I don't think we could do anything that would satisfy you," Dr. Cotner said, "You could ask." Mr. Baxter then asked whether the Board could do anything that would prove satisfactory to Dr. Cotner. Dr. Cotner said he thinks that there should be a community-wide effort that is on the up-and-up, that the Board should take the time this effort deserves, and that the Board should show that the elections process is valuable by exemplifying the notion that it is valuable; he said that he thinks the Board ought to pay a lawyer, get some answers, and move forward. Mr. Baxter said that calling a lawyer would make us return to the past and would not allow us to move forward. Several people voiced disagreement. Dr. Cotner pointed out that Mr. Baxter had himself stated the opinion that the Board will not get an answer unless they pay a lawyer. Dr. Cotner stated his opinion that life is not about "We screwed up, and now our life is ruined" but, rather, "We kinda screwed up here. What can we do to move forward?" Lisa Maras said that she thinks we need to "get our house in order" and that she would be very willing to consult a lawyer. She said she very much likes what Carl Cotner is saying and that she wants to get back on track with the by-laws' January elections process plan. Mrs. Maras said she does not want to rush the elections process and would like to get back on track with the by-laws as they are at this point. She emphasized that she is no longer opposed to paying a lawyer. She agreed with Dr. Cotner that the Board should ask a lawyer whether there exists a legal option for the Board to go through these next four months as is and then begin the elections process. Some discussion followed concerning how to promote parental involvement in the elections process.
- ❖ Morgan Ilgen said we can make a plan to get parents involved and do a lot within the classrooms.
- ❖ Donna Fischer said Back to School Night could be a good time to generate enthusiasm among parents.
- ❖ Marie-Jeanne Cotner whether the idea of having class parents has been implemented and where the idea came from. Donna Fischer said that Friends of CLC had generated the idea and that she thought it might be a very good way to promote parent involvement.
- ❖ There was some discussion concerning how to move forward. Mr. Baxter said he felt uncomfortable voting with fewer people at the meeting and would like to wait for a larger group.

Dr. Cotner pointed out that the legal issue has been on the table for three months. He stated his opinion that the Board should put its foot down and just clean up the mess. He said he assumes that it is not that big a mess but that it is probably important. Dr. Cotner emphasized that CLC is supposed to be parent-run school, according to the charter and by-laws, but that the Board is not actively encouraging parents to get involved.

- ❖ Marie-Jeanne Cotner indicated that she already has a small list of lawyers who are charter-school friendly and who have defended charter schools in the past. She challenged Doug Baxter's claim that a lawyer would cost at least \$275/hour, saying that lawyers between State College, PA and Harrisburg, PA typically cost \$150-175/hour and that at the 7/15/09 Board meeting she had proposed that the Board budget \$500-600 for a lawyer.
- ❖ Tonya Daher proposed budgeting \$1000 to work with an education lawyer.
- ❖ Carl Cotner re-emphasized that people are more important than money and that since cleaning up the mess is necessary to get more parents involved, then it ends up actually being cheap.
- ❖ Tonya Daher said that she had proposed \$1000 as a good starting figure and said she was happy to approve more if other people thought it was necessary, and Board members voiced agreement that we could propose more later if necessary.
- ❖ Marie-Jeanne Cotner reminded the Board that she had been informed that if the Board is not legally constituted, CLC probably will not have a problem unless it faces a lawsuit, in which case it "will not have a leg to stand on." Mrs. Cotner pointed out that spending money now to fix a potential problem of this nature will cost far less money than will a lawsuit and that it will put CLC in a far better position.
- ❖ Donna Fischer mentioned that CLC must have used lawyers in the past. Doug Baxter asked for a lawyer's name, and several people said that Kathleen Yurchak's name had come up at the last Board meeting. Donna Fischer looked up Ms. Yurchak on the web and said that education law was not listed as one of her specialties. Marie-Jeanne Cotner mentioned Kim Colonna, an education lawyer at McNees Wallace & Nurick, a Harrisburg, PA law firm which has defended charter schools and is very charter-school friendly. Mrs. Cotner additionally proposed calling her friend's father, who is a retired Central Pennsylvania education lawyer, to ask for two other lawyer recommendations. Carl Cotner suggested voting on a Board member to make the telephone calls to lawyers and get bids, or just to decide on a lawyer and move forward.
- ❖ Marie-Jeanne Cotner volunteered to do the legwork. Doug Baxter asked whether there were any other volunteers. No one else offered.
- ❖ Amanda Dietrick said she thought that Kim Colonna sounded very qualified. Other Board members voiced agreement. Doug Baxter proposed that Marie-Jeanne Cotner phone Kim Colonna to tell Ms. Colonna that she has CLC Board authorization to work with Ms. Colonna, tell Ms. Colonna about our budget discussion, and then communicate with Ms. Colonna via email, cc'ing everyone on the Board so that all Board members have the ability to participate in the process. When Tonya Daher wondered how the Board would know what Mrs. Cotner is communicating to the lawyer, since she will be acting alone, Mr. Baxter emphasized that since Mrs. Cotner will only communicate via email following the introductory phone call, everyone will see what is being communicated and will be able to participate directly themselves.
- ❖ Marie-Jeanne Cotner said that she would telephone Kim Colonna to confirm (1) her ability to work with the CLC Board and (2) her willingness to communicate with the CLC Board via email and would then communicate with the lawyer by email and cc everyone on the Board. She confirmed that all lawyer communications by any Board member would be cc'd to all Board members.
- ❖ Tonya Daher suggested that Marie-Jeanne Cotner emphasize to the lawyer the portions of the CLC by-laws about which we have questions. Several people voiced agreement. Mrs. Cotner confirmed that she would do so and would also assemble any relevant materials for the lawyer. Lisa Maras asked Mrs. Cotner several times whether she was okay with this substantial amount of work, and Mrs. Cotner responded affirmatively.
- ❖ Tonya Daher motioned to budget \$1000 to consult Kim Colonna (McNees Wallace & Yurick) regarding what is the Board's legal status and how the Board can move forward, and to have Marie-Jeanne Cotner gather relevant information and present it to Ms. Colonna via email cc'ing

the rest of the Board. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.

- ❖ Amanda Dietrick proposed that, as soon as the Board learns whether we can operate as is, we all read the elections by-laws before January 2010 to prepare for what we need to do.
- ❖ Tonya Daher asked about staggering terms, pointing out that the Board is always supposed to have some of the two-year terms end one year while the others end the next. Doug Baxter proposed that when we elect a new Board, we specify that certain positions are for a one-year term and that others are for a two-year term. That way, Mr. Baxter pointed out, terms will continue to be staggered into the future.

### **New Business**

- ❖ Marie-Jeanne Cotner said Pat Hunt had asked us to read the revised Code of Conduct and Parent/Student Handbook for this August Board meeting because Board approval would give those documents force of policy. Mrs. Cotner said that she is concerned because those documents are usually sent to CLC parents on the first day of school but that since the school year will begin before the September 2009 Board meeting, it seems that the Board should discuss and approve the documents now.
- ❖ Many Board members indicated that they had not read the documents. Donna Fischer said that there had been a number of changes, some of them made to reflect issues that came up during the 2008-2009 school year. Amanda Dietrick proposed putting up the documents on the overhead projector so that the Board could go through them. No one followed up on Ms. Dietrick's idea.
- ❖ Carl Cotner said he thinks it is important to make clear to parents how rules apply to teachers and administrators. Dr. Cotner proposed having parents, students, teachers, and administrators sign the documents to show that they apply to everyone. Donna Fischer commented that doing so would indicate that everyone is working together. Carl Cotner asked Donna Fischer what happens if the faculty or staff breaks the rules, and she said that the staff is bound by state rules listed in the hallway. She explained that if a staff member breaks those rules, there is a whole process involved and that one of the steps includes Board involvement.
- ❖ Doug Baxter proposed the idea of putting a sentence about the staff's commitment to rules into one of the manuals. Donna Fischer proposed bringing up the idea at the next CLC staff meeting. Mr Baxter proposed using the 2008-2009 Code of Conduct and Parent/Student Handbook until the Code is amended at the next Board meeting. Morgan Ilgen said that this has been done in the past.
- ❖ Marie-Jeanne Cotner said that she had emailed Leslie Aderhold the letter detailed in CLC's bylaws stating that failure to attend this 8/19/09 meeting constitutes a resignation from the Board. Per Doug Baxter's request, Mrs. Cotner retrieved the email using Donna Fischer's computer and read it aloud.
- ❖ Lisa Maras motioned that, per the by-laws, because she has not attended the last three Board meetings, Leslie Aderhold has resigned from the CLC Board as of today. Morgan Ilgen seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained.
- ❖ Marie-Jeanne Cotner inquired about the open Treasurer position. Doug Baxter indicated that we will bring it up first thing at the next Board meeting. Mr. Baxter said that Mindy McDonough had expressed interest in the position. He asked others to consider the Treasurer position as well.

**Tonya Daher moved to adjourn the meeting. Amanda Dietrick seconded the motion. The motion was approved. Marie-Jeanne Cotner abstained. The meeting was adjourned at 8:00 p.m.**

**The next Board meeting will be Wednesday, September 16, 2009 at 6:30 p.m. in the Centre Learning Community Charter School office.**