

**Minutes of the Regular Meeting of the Board of Governors
Irvington Community School, Inc.
June 26, 2018**

Irvington Community Elementary School
6705 Julian Avenue
Indianapolis, Indiana 46219

Pursuant to article II, section 3 of the bylaws of Irvington Community School, Inc. (the “corporation”), a regular meeting of the corporation’s board of governors was held on June 26, 2018, at Irvington Community Elementary School at the address above.

Stephanie Kelly, Board Chair, presided over the meeting and, finding that proper notice of the meeting had been given under IC 5-14-1.5 *et seq.*, called the meeting to order at 6:01 p.m.

Board members present and available to vote on matters presented in addition to Stephanie Kelly, included John Britain, Suzanne Koehler, L. Leona Frank, Chris Welty, Jennifer Darby and Tom Lannan.

Also present: Brian Dickey, representing Indianapolis Mayor’s Office of Educational Innovation; Geoffery Cherry of Orbital; Scott Rolfs, representing Ziegler; Krieg DeVault legal counsel Dave Umpleby; Carlos Ramirez, Rick Berger, and Ryan Wilson, prospective board members.

ICS staff in attendance: Tim Mulherin, CEO; Harold Allen, CFO/Director of Operations; Deanna Dehner, ICES Principal; Jana Goebel, IPA Principal; James Welter, Director of Testing Data & Curriculum; Chris Ashmore, Director of Information Technology; Shann Hart, Dean of Students and Athletic Director.

- I. Welcome and Establishment of Quorum: Dr. Kelly at 6:01 p.m.
- II. Consent items
 - A. The minutes from the May meeting were presented for board review. Ms. Frank noted that the names of governors who make motions need to be included in minutes. Approval of the May minutes was tabled until the August meeting so that corrections could be made.
- III. ICS Board of Governors’ Chair Report
 - A. Dr. Kelly presented the board member expectation and onboarding documents to the board. It was noted that the governance committee has edited the board member expectations document.
Ms. Frank moved to approve the edited document. Ms. Darby seconded the motion.

The board discussed other potential edits to the document. After this discussion, the board agreed that they would prefer to see the revised document rather than making edits during this session and approving now.

Dr. Kelly presented the onboarding document. The board discussed whether the document should be voted on or discussed at the August meeting. The board will use the guidance as a trial for onboarding new board members next month. The board discussed the need for board member job descriptions per guidelines on Board on Track. Both documents will be reviewed at the August Board of Governors meeting.

- B. Election of officers. Dr. Kelly explained that elections would proceed with an open vote as there is only one nominee for each office. Suzanne Koehler has accepted the nomination for Board Chair. There were no other nominations. Mr. Lannan moved to vote on the office of Board Chair. Mr. Welty seconded the motion. Ms. Koehler was unanimously approved as Board Chair. John Britain has accepted the nomination for Vice Chair. There were no other nominations. Mr. Welty moved to vote on the office of Vice Chair. Mr. Lannan seconded the motion. Mr. Britain was unanimously approved as Vice Chair. Leona Frank accepted the nomination for the office of Secretary. The board discussed the possibility of a non-board member filling this role and the consideration of combining the roles of Secretary and Treasurer. It was decided to move forward with the roles as two separate roles, each held by a board member. There were no other nominations received. Ms. Darby moved to vote on the office of Secretary. Mr. Welty seconded the motion. Ms. Frank was unanimously approved as Secretary. Tom Lannan accepted the nomination for the office of Treasurer. There were no other nominations. Mr. Britain moved to vote on the office of Treasurer. Mr. Welty seconded the motion. Mr. Lannan was unanimously approved as Treasurer.

IV. CFO Report: Harold Allen

- A. Mr. Allen presented the financial report with explanations of cash projections, balance sheet, income statement, expenses and capital.
- B. Mr. Allen presented the proposed budget for the 2018-19 school year. He explained the few changes that were made since the budget was initially presented to the board in May. In consideration of future funding, the board discussed where ICS currently stands on enrollment based on the most recent information from Enroll Indy. ICS is 23 seats short of full enrollment for the corporation. These numbers are consistent with past years at this date. Ms. Dehner explained some of the benefits of Enroll Indy and why administration has confidence in the data received from Enroll Indy. Dr. Kelly asked for a motion to approve the budget. Ms. Koehler moved to vote for approval of the budget. Mr. Lannan seconded the motion. The budget was unanimously approved.
- C. Mr. Geoffrey Cherry was recognized to present the progress on the debt refinance. Mr. Cherry presented the progress with the debt refinance. He provided an explanation of our debt history. Mr. Cherry introduced Scott Rolfs who is with our debt refinance underwriter, Ziegler. Mr. Rolfs shared the refinance update with the board. The board discussed the refinance process and the IFF Credit Enhancement Grant opportunity. Dr. Kelly reminded the board that the refinance process through Ziegler was approved at the

May meeting. The board discussed scheduling an ad hoc July board meeting in order to approve the preliminary offer statement for the refinance and approve a board member to identify and authorize signatories. This meeting was set for Thursday, July 12 at 6:00 pm.

V. CEO Report: Tim Mulherin.

- A. Mr. Mulherin shared that he met with Community Health Networks and they are committed to continuing to provide nursing and wrap-around services to ICS for multiple years at no cost.
- B. Mr. Mulherin presented and asked the board to sign the Board Assurances sign-off from the Mayor's Office of Education Innovation.
- C. Mr. Mulherin explained that he has been asked by OEI to fill a seat on the board of Enroll Indy as a representative for charter schools. He asked for board input and support in doing so. The board agreed to support his decision to accept the Enroll Indy board seat.

VI. Governance Committee Report: Leona Frank

- A. Ms. Frank shared that the committee has met with and affirmed 5 prospective board candidates: Carlos Ramirez, Rick Berger, Ryan Wilson, Amy Johnson, Kadija Ujo. The board unanimously approved all five of the new board members.
- B. Ms. Frank shared that committee plans to create a calendar for the coming year that will map out when policies need to be reviewed and votes need to be taken.
- C. The committee will provide an orientation for new board members in July or August.
- D. Mr. Welty announced his resignation from the board.

VII. Advancement Committee Report: John Britain

- A. Mr. Britain asked for volunteers to serve on the Advancement Committee. Newly elected board member Ryan Wilson agreed to join the committee.
- B. The next committee meeting will be July 12, 2018 at 12:00 pm.

VIII. Academic Committee Report: Chris Welty

- A. Mr. James Welter was recognized to provide information to the board regarding potential academic data that can be reported regularly to the board. He shared a matrix of data and timelines as to when that data will be available to report. Mr. Welter will send the list of potential data offerings to the board for their input.
- B. Mr. Welter shared the results of the Teacher Engagement and Retention Survey. This measures what teachers value vs. what they feel/perceive they are receiving. Mr. Welter met with ICS leadership about the findings and the most significant areas of concern were addressed in building staff meetings, with plans to address these concerns presented, and results will be tracked. The goal is to use such annual survey data to inform management of areas of staff engagement risk to prevent teacher loss.
- C. Dr. Kelly recognized Ms. Deanna Dehner for the Enrollment report. Ms. Dehner explained that following the discussion around enrollment during the budget discussion, there was nothing further to report.

IX. Other Business

- A. Dr. Kelly asked for any other items of business. Mr. Mulherin expressed his appreciation to Mr. Welty and Dr. Kelly for their years of service on the board and their support in seeing the corporation through a difficult time.
- B. Dr. Kelly reminded the board that there was to be an executive meeting immediately following this evening's session.

8:14 p.m. Adjourned by Dr. Kelly.

Respectfully Submitted,

Jana Goebel