

**Minutes of the Board of Directors Meeting of
Irvington Community School, Inc.**

January 22, 2019

Irvington Preparatory Academy

Pursuant to Article II, Section 4 of the Bylaws of Irvington Community School, Inc. (the “Corporation”), a meeting of the Corporation’s Board of Governors was held on January 22, 2019, at 5751 E. University Avenue, in the community of Irvington, Indianapolis, Indiana.

Suzanne Koehler 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 6:02 p.m. The following other Governors were present and available to vote on matters presented to the Board: John Britain, Ryan Wilson, Tom Lannan, Richard Berger, and Amy Johnson. Absent: Leona Frank, Jennifer Darby, and Carlos Ramirez.

Tim Mulherin, ICS CEO; Harold Allen, ICS Director of Finance and Operations; Deanna Dehner, ICES Principal; Loryn Venekamp, ICMS Principal; James Welter, ICS Director of Curriculum, Testing, and Data; and Chris Ashmore, ICS Director of IT; as well as several other corporate staff, community members, and parents were in attendance at the meeting. Brian Dickey, representing the Indianapolis Mayor’s Office of Education Innovation, was also present.

I. Opening Items

- A. With six directors present at the start of the meeting, Ms. Koehler observed there was a quorum present to transact business.
- B. The meeting was called to order at 6:02 p.m.
- C. Ms. Koehler presented the minutes from the November 27, 2018 meeting. A motion was made and seconded to approve the minutes. No oppositions were noted. Minutes were approved.

II. Board Chair Report

- A. Ms. Koehler invited James Welter to present the CEO Balanced Scorecard Progress Report in its current mid-year form.
- B. Ms. Koehler shared a brief overview of the Strategic Planning Working Group meeting, which was held yesterday here at IPA and led by IUPUI SPEA consultant Mary Anna Weber. The group looks forward to the follow-up planning session on February 22, with plans to present to the full Board of Governors at the March 16 Board Retreat.

III. Academic Excellence Committee Report

- A. Abby Goebel, IPA Senior, shared her winning video entry in the National Charter School Week video contest. Ms. Goebel explained briefly how she produced her video. She will be attending a breakfast on Wednesday, January 23, with legislators and other dignitaries, honoring her achievement.

IV. Advancement Committee Report

- A. Mr. Britain gave an overview of the 2019 ICS Open golf outing plans to date. The annual fundraising event takes place on Saturday, May 18, 2019. This year's golf outing proceeds will support the purchase and installation of new signage for the three campuses.
- B. Mr. Britain shared an overview of the Discount Card sales, reminding all in attendance that tonight the Irvington Dairy Queen is offering 10% of its sales to ICS.
- C. Mr. Britain shared an overview of the cookie dough sales as well.

V. Finance Committee Report

- A. Mr. Allen presented the December financials.
- B. He addressed some expenses related to grant-funded programming, including some discussion regarding the Indiana Department of Education's High Ability Grant covering teacher registration at Ball State University.
- C. Mr. Allen addressed some expense savings noted on the finance report, including cost cuts to health insurance (per a new insurance broker and provider) and unfilled positions at IPA.
- D. Mr. Allen noted that he met with Mr. Miller, ICS Facilities and Maintenance Director, to update the list of capital maintenance items. July 2019 will be a busy month for the facilities staff. New staff laptops are now in use by all three buildings. ICMS will benefit significantly from capital expenditures in the near future, especially this summer, namely with the scheduling of the replacement of the Sanyo HV/AC system.
- E. Mr. Allen stated that he will begin meeting with the principals and other involved staff in March to start the budget process for 2019-20.

VI. Governance Committee Report

- A. Amy Johnson filled in for Leona Frank. Ms. Johnson reported that this committee is still reviewing and revising the bylaws.
- B. One of the recommendations of this committee will be that the Board members attend meetings in person rather than phoning in at least until such time that appropriate equipment is secured to allow them to participate by teleconferencing.
- C. A motion was made and seconded to bring board candidate Keith Huehls onto the Board, and the motion carried.
- D. A motion was made and seconded to bring Carrie Kriech onto the Board, and the motion carried.
- E. A motion was made and seconded for Amy Johnson to serve as the new Board secretary. The motion carried to have Ms. Johnson serve as the ICS Board secretary moving forward.

VII. CEO Report

- A. Mr. Mulherin presented the ICS 2020-2021 School Calendar for approval. A brief conversation was held with a motion that was seconded and carried for approval.
- B. Mr. Mulherin reported on his research on Boardable, an online board management system recommended by Ms. Frank. For now, it was determined that all Board documents housed in Board on Track will be moved to Google Docs for storage.

- C. Alan Brown of Frost Brown Todd presented on 2013 IDOE Basic Grant back-funding lawsuit that several public charter schools are pursuing through Frost Brown Todd and another law firm. Ms. Johnson shared a “conflict of interest” disclosure with the Board. Mr. Brown noted that the suit would most likely cost ICS approximately \$50,000-\$75,000 in legal fees, as “ a lot of ground has been plowed” through other suits that have already been brought and now are being heard in the Court of Appeals. ICS, Inc. would stand to be awarded at least \$330,000 (not including a 1% monthly penalty that has been accumulating). Of note, ICS, Inc. had \$2.9 million in the Common School Fund forgiven by the IDOE back in 2013 relative to this issue (\$97 million was forgiven statewide). Mr. Brown concluded by stating that charter schools have a contract with the State and can show lack of Basic Grant funding for a six-months period during the 2012-2013 school year, as compared to traditional public schools that have been in operation over decades and do not have such a contract in place with the IDOE. Mr. Brown fielded questions from the Board in concluding his presentation
- D. The Board weighed the potential risks in pursuing the lawsuit versus the potential reward. Ms. Johnson again stated that she would recuse herself from any vote relative to the decision to engage, or not, in this lawsuit with the IDOE per Frost Brown Todd. The discussion turned to the desire to hear more information about the loan forgiveness from the state. Ms. Koehler asked that a decision be tabled until next month’s meeting while seeking answers to some key questions and having the Finance Committee further vet the topic.
- E. Mr. Mulherin reported on restorative practices implementation. He has arranged for ICS, Inc. deans, counselors, and principals to visit Indianapolis Lighthouse College Preparatory Academy South Campus per a recommendation by Brian Dickey of the Indianapolis Mayor’s Office of Education Innovation. Lighthouse is viewed as a local educational leader in the use of restorative practices. Mr. Mulherin noted that this is will require a significant mental shift in how we approach behavior management.
- F. Mr. Mulherin presented a brief Community Engagement Report on behalf of Tammi Hughes, ICS Community Engagement Coordinator, and noted the principal’s report in the Board packet of information. Finally, Mr. Mulherin promoted the upcoming IPA basketball sectionals.

Closing Items

- A. A motion was made and seconded for a meeting adjournment at 7:37 p.m.

Respectfully Submitted,

Loryn Venekamp
ICMS Principal