

**INVEST Collegiate Consortium, Inc.
d/b/a INVEST COLLEGIATE – Transform
and
d/b/a INVEST COLLEGIATE – Imagine**

Board of Directors

OPEN MEETING MINUTES

Meeting Date: July 22, 2015, 6:30pm

Location: Invest Collegiate Transform, Suttle Ave, Charlotte

Directors Present: Kate Alice Dunaway, Linda Comer, Fred Deaton, Patricia Robinson, Thomas Korona

Advisory Board Members Present: Dr. Antoinette Ellison (for Transform), Jennifer Townley (for Imagine)

6:30pm Kate Alice Dunaway calls the meeting to order. Welcome to all board members and advisory members present. Kate Alice reads the mission statement and the conflict of interest statement

- **Adjournment of July 9th meeting**
 - **Motion** by Linda Comer that we adjourn the July 9, 2015 meeting. Second by Patricia
 - **Vote**
 - Unanimous approval. Motion carried. (Thomas Korona abstains, as he was not present for the meeting.)

- **Meeting Minutes—6.17.15**
 - **Motion** by Linda Comer to accept the meeting minutes for 6.17.15. Second by Fred Deaton
 - **Discussion:** one correction is the date.
 - **Vote**
 - Unanimous approval. Motion carried. (Thomas Korona abstains, as he was not present for the meeting.)

- **Meeting Minutes—6.11.15 Open**
 - **Motion** by Linda Comer to accept the meeting minutes for 6.17.15. Second by Patricia Robinson.
 - **Discussion:** Linda Comer notes that the date needs to be corrected.
 - **Vote**
 - Unanimous approval. Motion carried. (Thomas Korona abstains, as he was not present for the meeting.)

- **Meeting minutes—6.11.15 Closed**
 - **Motion** by Linda Comer to accept the closed meeting minutes for 6.11.15. Second by Patricia Robinson.
 - **Vote**
 - Unanimous approval. Motion carried.

- **IC Transform Campus Purchase Update**
 - Lisa Valdez provides an update on the campus purchase. It is moving forward in some ways and on hold in others. Brandon Lewisholn will be at the August 13th meeting to provide a resolution for the board to sign.
 - Tom Korona asks if the resolution will be provided before the meeting. Lisa confirms that it will be.

- **IC Bylaws Revisions**
 - Lisa Valdez explains the changes to the bylaws. These are the policy changes we adopted at our June 11th meeting as well as the change required by DPI to have 7 instead of 5 members on our board. Additionally, we have been operating with a vice chair, even though that is not listed in our by-laws. That is also included in the change in policy.
 - Our bylaws also now state that directors cannot be a parent/guardian of any enrolled student at Invest Collegiate or an employee of Invest Collegiate. This is in addition to the provision that we cannot have a board member who works for a corporation that provides services to Invest Collegiate for a free.
 - **Motion** by Patricia that Invest Collegiate ratify the vote to adopt the changes from DPI and reflect those in our bylaws in addition to the change to our bylaws to add a vice chair position. Second by Linda Comer.
 - **No additional discussion.**
 - **Vote**
 - Unanimous approval. Motion carried.

- **Ratify Actions and Minutes from the 4.16.15 board meeting**
 - **Motion** by Linda that we ratify the actions and minutes from our 4.16.15 board meeting. Second by Patricia.
 - **No additional discussion**
 - **Vote**
 - Unanimous approval. Motion carried.

- **Update on NCDPI Cautionary Status Letters**
 - Dr. Miller explains that we are working to respond to the DPI letter regarding the licensure issue at Transform.
 - Currently, it takes 45-60 days before DPI will even process requests for new or updated teacher licenses.
 - Linda expresses an interest in having board conversations around teacher licensure.
 - Dr. Miller explains that next year all of our teacher licensures will be in an online system.

- **Update on EC Compliance**
 - Dr. Ellison states that based on her conversations with DPI officials, we have done as much as we can at this point regarding EC compliance. An EC specialist from DPI is coming to Transform the second week of school.
 - Kate Alice adds that will need an official statement from DPI for the due diligence for our bond purchase.
 - Dr. Miller is also reaching out to someone to support us in our exceptional children programs.

- **Update on Financial Cautionary Status**
 - Lisa Valdez explains that we will remain on cautionary status until our 2014 audit is closed.
- **Executive Director Summary**
 - Dr. Miller provides an executive director summary, including his efforts on compliance and professional development.
 - He will present this plan for internal controls and various reports in August
 - He will also be leading a session on leadership next week at both schools, and he is working with Dr. Ellison to plan a leadership conference at Transform on October 9th. The conference will be simulcast to invite charter school leaders and other community leaders. The purpose would be a fundraising effort for IC's leadership programs.
 - Dr. Miller would also like to begin governance development for the board for the last 15-30 minutes of each board meeting.
- **Imagine Head of School Report/Facilities Update**
 - Jennifer Townley provides the Head of School Report. 75% of the students at Imagine are proficient based on the end of grade tests. Construction is running ahead of schedule. We currently have 702 students enrolled. She is planning to seek special reserve funds to provide additional staff for the EC program.
- **Imagine Budget Report**
 - Kate Alice and Jenn Townley present the June 30th budget report.
 - We are waiting from one last local funds check to finish out our year, which is over \$30,000. We will end the year with a surplus of \$6,000.
- **Imagine Employment Agreements**
 - **Motion** by Linda Comer that Invest Collegiate approve the position at IC Imagine for an EC teacher and associate. Second by Patricia Robinson.
 - **No additional discussion.**
 - **Vote**
 - Unanimous approval. Motion carried.
- **Transform Head of School Report**
 - Dr. Ellison presents the Head of School report and explains how she and her staff are responding to test scores to restructure next school year.
 - Linda asks questions about progress monitoring.
 - Dr. Ellison responds that this will be implemented in reading and math at the beginning of the school year. We will also be implementing accelerated reading and math classes for advanced students.
 - KA asks if we know if we have met or exceeded growth? Dr. Ellison responds that these are only preliminary scores, so we don't know yet if we met expected growth.
 - Dr. Ellison also explains that Transform has been approved for 792 students. We have a total of 800 students currently enrolled. We wanted to overenroll to make sure that we make our number on the first day of school. Enrollment has been a very active process.
- **Transform Budget Report**
 - Dr. Ellison explains that we still have some outstanding invoices.

- We are also waiting to receive the last local payment as well.
- Later we will have a conversation about a potential short-term loan from CAM.
- **Transform Collegiate Leader Employment Agreement**
 - Dr. Ellison explains that there have been a couple small adjustments made to the employment agreements, including some small salary increases and then new hires.
 - **Motion** by Tom Korona that Invest Collegiate approve the salary increases and new hires based on the list of collegiate leaders presented by Dr. Ellison. Second by Linda Comer.
 - **No additional discussion.**
 - **Vote**
 - Unanimous approval. Motion carried.
- **Potential Transform Budget Amendments**
 - KA explains several potential areas for budget amendments
 - Currently, our EC population is listed as 23, but the budget is listed much higher at 50.
 - In terms of the lease and building rent, the current budget was based on 1 month's rent with Beacon and the other 11 months with the purchase of the campus. We are not going to be able to close the campus in that time frame, so we will need to adjust the budget accordingly.
 - The budget also includes a 2% increase in the CMS allotment from last year. We have not verified that we will receive a 2% increase from CMS.
- **CAM Loan (Capital Asset Management)**
 - Kate Alice explains the financial situation and the need for the short-term loan. In the letter that we provided to DPI regarding the financial matter, we stated that any outstanding invoices would be paid on or before July 31st of this year. We still have outstanding invoices.
 - Right now, Transform and Imagine have both received received 20% of their first installment based on last year's ADM. With this amount and the amounts carried over from last year, neither school will have sufficient funds to meet payroll obligations until the next allotment comes in September or October.
 - KA suggests that the board makes a determination of the amount they are comfortable in seeking. KA can go back to CAM and ask if we can add Imagine.
 - Lisa expresses concern in that part of the reason we received the cautionary status for Transform before was because of the short-term loan. KA explains that this occurred because the loan was taken at the end of the fiscal year and carried over to the next fiscal year. However, this loan would be taken out during this fiscal year and paid back during this fiscal year.
 - **Motion** by Tom Korona to approve the Transform loan as outlined in the term sheet from CAM for \$400k and also approve of up to \$600k for Imagine on comparable terms to that outline. Second by Patricia.
 - **Discussion:**
 - KA explains that she would like to provide the board with 24-hour turn around to look over the terms of the loan before approving.
 - **Vote:**
 - Unanimous approval. Motion carried.
- **Nominating Committee Report**

- The nominating committee has decided to move forward with two nominees and to continue to pursue 2 other potential nominees in Buncomb County, to be added at the August 13th meeting.
 - The nominees to move forward are:
 - Patricia Ryan Robinson—3 year term
 - Dorris Wilson—3 year term
 - Carolyn Smith—3 year term
 - They will join the two other current board members:
 - Linda Comer—1 year term
 - Tom Korona—1 year term (as he replaced Kari Jolly)
 - Tom asks about Carolyn Smith’s background
 - Jenn provides a description of her background
 - **Motion** by Linda Comer to accept the nominees for board to begin August 1, 2016. Second by Tom
 - **No additional discussion**
 - **Vote:**
 - In favor: Tom Korona, Patricia, Linda Comer
 - Opposed: Fred Deaton, Kate Alice
- **Board Officers:**
 - Kate Alice explains that Individuals have requested additional time to think through those leadership positions. The nominating committee will meet again July 30th to finalize the officers who will begin their terms on August 1
- **Adjournment**
 - **Motion** by Patricia Robinson to adjourn. Second by Tom Korona.
 - **No discussion.**
 - **Vote**
 - Unanimous approval. Motion carried.