

Administration

675 East Broad Street, Bethlehem, PA 18018 phone 610-868-2971 | fax 610-868-1446

Thursday, April 10, 2014 Minutes

MEETING PLACE: 675 E. Broad St., Bethlehem, PA 18018 Room 118 6:00pm

The Board President called the meeting to order at 6:05 pm.

- I. Pledge of Allegiance:
II. Moment of Silence:
III. Roll Call:

Present:

Mario Acerra Paul Braden Otto Ehram
Mark Ferguson Nancy Mikkelsen Rosemary Murdy-Haber
Len Perrett Charles Stinner

Absent:

Marc Basist John Filipos Yvette Johnson (emailed proxy votes)

Also Present:

Diane LaBelle, Executive Director Carise Comstock – Dean of Academic Affairs
Sharon Fehlinger-Ricker, Principal Cheryl Schurz, Director of Finance
Debra Storm, Director of Development

IV. Public Comments: (limited to 3 minutes per individual) None

V. Executive Session:

Motion: The Board of Directors moves to go into Executive Session at 6:08pm.

MM: Braden SM Stinner ACTION CARRIED: 8-0

Mario Acerra - Yes Paul Braden - Yes Otto Ehram - Yes
Mark Ferguson - Yes Nancy Mikkelsen - Yes Rosemary Murdy-Haber - Yes
Len Perrett - Yes Charles Stinner - Yes

VI. Open Session:

The Board of Directors returns to Open Session at 7:00 pm.

Opening Remarks –

- Mr. Acerra, Board President – Congratulations on a spectacular Gala. President Acerra expressed recognition to Ms. Storm and her committee.
Ms. Diane LaBelle, Executive Director – Ms. LaBelle also expressed gratitude to Ms. Storm and her staff for all the work put forth for a successful Gala.
Executive Directors Report – no report.

VII. Acceptance of Consent Agenda Items:

- i. Acceptance of February 13, 2014 Meeting Minutes and Executive Session Minutes
ii. Facility Report - Filchner
iii. Development Report - Storm
iv. Public Relations Report - Gillette
v. Principal’s Report – Fehlinger-Ricker
vi. Dean of Academic Affairs – Comstock
vii. Dean of Student Services - Hoover

Motion: Based upon the recommendation of the Executive Director, the Board of Directors approves the

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Consent Agenda items.

<b>MM: Stinner</b>	<b>SM: Mikkelsen</b>	<b>ACTION CARRIED:9-0</b>
Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Yes (via email proxy)

### VIII. Personnel Report

**Approval of 2013-2014 Updates to the Personnel Report – see attached.**

**Motion:** Based upon the recommendation of the Executive Director and the Finance Committee, the Board of Directors approves the 2013-2014 updates to the Personnel Report.

<b>MM: Stinner</b>	<b>SM: Braden</b>	<b>ACTION CARRIED: 9-0</b>
Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Yes (via email proxy)

### IX. Old Business

**Approval of NEW Employee Handbook – presented at the April 2014 meeting.**

**Motion:** Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approve the NEW Employee Handbook.

Mrs. Mikkelsen asked Ms. LaBelle if this handbook was for the 2014-2015 school year. Mrs. Mikkelsen suggested that the staff be provided a list of changes. Ms. LaBelle replied that the handbook is for the 2014-2015 school year. The new handbook includes language from our attorney regarding grievance procedure and employee social media. The new handbook is reorganized with a template provided by our attorney and includes policy regarding the new Teacher Evaluation System.

<b>MM: Ferguson</b>	<b>SM: Ehram</b>	<b>ACTION CARRIED: 8-0</b>
Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Abstain (via email proxy)

### X. New Business

Charter Arts Foundation

**Mr. Ferguson’s Foundation Board Report – see attached.**

**Motion:** Based upon the recommendation of the Charter Arts Foundation Board and the Executive Director, the Board Directors appoints Mr. Emrich Stellar to the Charter Arts Foundation Board.

<b>MM: Ferguson</b>	<b>SM: Braden</b>	<b>ACTION CARRIED: 8-0</b>
Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Abstain

Finance Committee

**Approval of February 2014 Financial Statements – see attached.**

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the February 2014 Financial Statements.

<b>MM: Finance Committee</b>	<b>ACTION CARRIED: 8-0</b>	
Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Abstain

**Presentation of Preliminary 2014-2015 Budget**

The Finance Committee will be meeting with Equinox, our healthcare insurance broker, on April 29, 2014.

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We will be given quotes from insurance carriers at that time. Rev. Braden will update the Board at the May 8, 2014 meeting. Rev. Braden advised board members to please contact him with any questions concerning the proposed 2014-2015 budget.

Curriculum Committee

**Curriculum Update – Mr. Len Perrett – please see attached Full Course Scope and Sequence document.**

**Keystone Result Update – Mrs. Carise Comstock presented the Keystone Data Statistics (attached).**

### Approval of PMEA All State Chorus

**Motion:** Based upon the recommendation of the Executive Director and the Principal, the Board of Directors approve the All State Chorus 3/26/14 - 3/31/14 field trip to Mechanicsburg, PA.

**Approved via email 3/12/14**

**ACTION CARRIED: 11-0**

Mario Acerra - Yes	Marc Basist - Yes	Paul Braden - Yes
Otto Ehram - Yes	Mark Ferguson - Yes	John Filipos - Yes
Yvette Johnson - Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner - Yes	

### Approval of NHS Washington DC Trip

**Motion:** Based upon the recommendation of the Executive Director and the Principal, the Board of Directors approves the Washington DC field trip 5/30/14 - 5/31/14.

### Approval of Spanish Camping Trip

**Motion:** Based upon the recommendation of the Executive Director and the Principal, the Board of Directors approves the Spanish Camping trip to Laughing Waters Girl Scout Site, 5/31/14 - 6/1/14.

### Approval of Touring Choir Washington DC Trip

**Motion:** Based upon the recommendation of the Executive Director and the Principal, the Board of Directors approves the Washington DC field trip 7/3/14 - 7/7/14.

### Approval of Latino Youth Leadership Club

**Motion:** Based upon the recommendation of the Principal, the Board of Directors approves the Latino Youth Leadership Club.

**MM: Stinner**

**SM: Murdy-Haber**

**ACTION CARRIED: 9-0**

Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - Yes
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Yes (via email proxy)

Executive Committee

### Approval of Charter Arts Financing Resolution

**Motion:** Based upon the recommendation of the Executive Director, the Executive Committee, and the Charter Arts Foundation Board, the Board of Directors approves the Financing Resolution.

**MM: Ferguson**

**SM: Braden**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes	Paul Braden - Yes	Otto Ehram - Yes
Mark Ferguson – Yes	Nancy Mikkelsen - Yes	Rosemary Murdy-Haber - No
Len Perrett - Yes	Charles Stinner – Yes	Yvette Johnson – Yes (via email proxy)

WHEREAS, the Lehigh Valley Charter High School for the Arts (the “Corporation”) desires to borrow the collective principal sum of \$2,000,000.00 (the “Financing”) and has secured the commitment to obtain such Financing by the Commitment Letter, dated December 20, 2013, as may be further amended (the “Commitment Letter”) from the Commonwealth Financing Authority (the “CFA”) funded from the Alternative and Clean Energy Program; and

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WHEREAS, it is in the best interest of the Corporation to borrow such funds from the CFA; and

WHEREAS, Charter Arts Foundation (the "Foundation") desires to borrow up to \$20,750,000.00 (the "Foundation Financing") and has secured the commitment to obtain such financing by the Commitment Letter, dated December 4, 2013, as may be further amended (the "Foundation Commitment Letter") from PNC Bank, National Association (the "Bank") to provide construction and bridge financing for the construction of a new school building for the Corporation, located on a 0.71 acre site in the northeast corner of E. Third and Polk Streets, Bethlehem, Northampton County, Pennsylvania; and

WHEREAS, it is in the best interest of the Corporation to assist the Foundation in obtaining the Foundation Financing by acting as a guarantor for the financing.

BE IT THEREFORE HEREBY

RESOLVED, that the actions of the Corporation in securing the Financing are hereby ratified and affirmed and the Commitment Letter is hereby approved and adopted.

FURTHER RESOLVED, that the actions of the officers, including but not limited to Diane LaBelle, which have been performed thus far in relation to the transactions set forth herein are hereby ratified and approved.

FURTHER RESOLVED, that the Corporation hereby approves and shall execute and deliver any loan agreement, note, mortgage, security agreement, financing statements and such other evidences of indebtedness and security (collectively, the "Loan Documents"), including agreements confessing judgment against the Corporation, and any performance thereunder.

FURTHER RESOLVED, that Diane LaBelle, the Executive Director and Chief Executive Officer of the Corporation, is hereby authorized and directed to negotiate, execute and deliver, acting alone as an officer of the Corporation, in the name and behalf of the Corporation: (i) the Commitment Letter, the Loan Documents and any performances thereunder, in such form as she may approve; and (ii) any and all such further documents and instruments, and to do and perform any and all such further acts and things on behalf of the Corporation as may be necessary or advisable to discharge the Corporation's obligations under the Commitment Letter and the Loan Documents, or to otherwise give effect to the intent and purpose of the foregoing Resolutions.

FURTHER RESOLVED, that the Corporation is hereby authorized and directed to act as a guarantor for the Foundation Financing.

FURTHER RESOLVED, that Diane LaBelle, the Executive Director and Chief Executive Officer of the Corporation, is hereby specifically authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, a Guaranty and Suretyship Agreement or other similar document (the "Surety Documents"), in such form as the Executive Director and Chief Executive Officer executing same on behalf of the Foundation may determine to be in the best interest of the Corporation, including agreements which allow the Bank to confess judgment against the Foundation, and all other documents as may be required under the loan agreement between the Foundation and the Bank.

Resource Development Committee – no report.

Board Development Committee – Mrs. Mikkelsen reported the Board Development Committee is considering nominating Mr. Bill Moran to the Board of Directors. Mrs. Mikkelsen asked the Board of Directors to email proxy votes to her if a member of Board is not able to attend Board meetings. Mrs. Mikkelsen will develop a form for the Board of Directors to use with regards to proxy votes.

XII. Public Comments: (limited to 3 minutes per individual) None.

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- XIII. Adjournment  
**Motion to adjourn:** 7:40 PM      **MM: Erhsam**      **SM: Mikkelsen**      **ACTION CARRIED: 8-0**  
 Mario Acerra - Yes      Paul Braden - Yes      Otto Ehrsam - Yes  
 Mark Ferguson – Yes      Nancy Mikkelsen - Yes      Rosemary Murdy-Haber - Yes  
 Len Perrett - Yes      Charles Stinner – Yes

**Next Meeting Date and Time: Thursday, May 8, 2014, 6pm. (Board Reorganization Meeting)**

Respectfully Submitted,

Cheryl Schurz, Board Secretary