

Administration

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

**Thursday, June 12, 2014 Minutes**

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

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

- I. Pledge of Allegiance:
- II. Moment of Silence:
- III. Roll Call:  
Present:  
Mario Acerra                      Paul Braden                      Otto Ehram  
Mark Ferguson                  John Filipos                      Yvette Johnson  
Nancy Mikkelsen                Charles Stinner
  
- Absent:  
Marc Basist                      Rosemary Murdy-Haber              Len Perrett

**Charles Stinner arrived at 6:18 pm.**  
**Mark Ferguson arrived at 6:35 pm.**  
**Nancy Mikkelsen left at 6:40 pm and acknowledged a “YES” vote to all motions before she left.**

Also Present;  
Diane LaBelle, Executive Director                      Sharon Fehlinger-Ricker, Principal  
Cheryl Schurz, Director of Finance                      Debra Storm, Director of Development

- IV. **Approval of New Board Member**  
**Motion:** Based upon the recommendation of the Board Development Committee and the Executive Director, the Board of Directors appoints Mr. Bill Moran to the Board of Directors, effective August 28, 2014, term to expire May 2017.  
**MM: Board Development Committee      ACTION CARRIED: 6-0**  
Mario Acerra - Yes                      Paul Braden - Yes                      Otto Ehram - Yes  
John Filipos - Yes                      Yvette Johnson - Yes                      Nancy Mikkelsen - Yes

- V. Executive Session:  
**Motion:** The Board of Directors moves to go into Executive Session at 6:10 pm.  
**MM: Braden      SM: Filipos      ACTION CARRIED: 6-0**  
Mario Acerra - Yes                      Paul Braden - Yes                      Otto Ehram - Yes  
John Filipos - Yes                      Yvette Johnson - Yes                      Nancy Mikkelsen - Yes

- VI. Open Session:  
The Board of Directors returns to Open Session at 6:14 pm.

- Opening Remarks –
  - Mr. Acerra, Board President – Thank you for serving the Board the 2013-2014 School year.
  - Ms. Diane LaBelle, Executive Director – Ms LaBelle spoke to the issues some board members had receiving reports. Charter Arts is setting up a user friendly system for board members to access reports using Google Drive for the next meeting.
  - Executive Director’s Report

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

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VIII. Acceptance of **Consent Agenda Items:**

- i. Acceptance of May 8, 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

**MM: Stinner**

Mario Acerra - Yes  
John Filipos - Yes  
Charles Stinner – Yes

**SM: Mikkelsen**

Paul Braden - Yes  
Yvette Johnson - Yes

**ACTION CARRIED: 7-0**

Otto Ehram - Yes  
Nancy Mikkelsen – Yes

**Announcement** – Mrs. Mikkelsen announced that she will be relocating at the end of the year and while still continuing to serve the Board, she is resigning her position as Vice President. President Acerra requested the Board consider filling the Vice President Chair. Please notify President Acerra of your interest in serving the Vice President's Chair.

IX. Personnel Report and Update to 2014-2015 Staff Roster

**Approval of June 2014 Personnel Report and Update to 2014-2015 Staff Roster.**

**Motion:** Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the June 2014 Personnel Report and update to 2014-2015 Staff Roster.

**MM: Braden**

Mario Acerra - Yes  
John Filipos - Yes  
Charles Stinner – Yes

**SM: Mikkelsen**

Paul Braden - Yes  
Yvette Johnson - Yes

**ACTION CARRIED: 7-0**

Otto Ehram - Yes  
Nancy Mikkelsen – Yes

X. Old Business

**Approval of 2014-2015 School Budget**

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the 2014-2015 School Budget.

**MM: Finance Committee**

Mario Acerra - Yes  
John Filipos - Yes  
Charles Stinner – Yes

**ACTION CARRIED: 7-0**

Paul Braden - Yes  
Yvette Johnson - Yes  
Otto Ehram - Yes  
Nancy Mikkelsen – Yes

**Approval of 2014-2015 Development Budget**

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the 2014-2015 Development Budget.

**MM: Finance Committee**

Mario Acerra - Yes  
John Filipos - Yes  
Charles Stinner – Yes

**ACTION CARRIED: 7-0**

Paul Braden - Yes  
Yvette Johnson - Yes  
Otto Ehram - Yes  
Nancy Mikkelsen – Yes

**Approval of 2013-2014 Application for Approval of Charter School Lease (PDE-418)**

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the 2013-2014 Application for Approval of Charter School Lease reimbursement (PDE-418).

**MM: Braden**

Mario Acerra - Yes  
John Filipos - Yes  
Charles Stinner – Yes

**SM: Mikkelsen**

Paul Braden – Yes  
Yvette Johnson - Yes

**ACTION CARRIED: 7-0**

Otto Ehram - Yes  
Nancy Mikkelsen – Yes

**Approval of Proxy Vote Amendment to the Bylaws**

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**Motion:** Based upon the recommendation of the Board Development Committee, the Board of Directors approves the Proxy Vote Amendment to the Bylaws.

**MM:**                      **SM:**                      **ACTION REQUIRED: TABLED – Ms. LaBelle to call solicitor**

### Approval of IU 21 Technology Contracts

**Motion:** Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the IU 21 Technology Contracts.

**MM: Stinner              SM: Ehrsam                      ACTION CARRIED: 7-0**

|                       |                      |                       |
|-----------------------|----------------------|-----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes    | Otto Ehrsam - Yes     |
| John Filipos - Yes    | Yvette Johnson - Yes | Nancy Mikkelsen – Yes |
| Charles Stinner – Yes |                      |                       |

**The Board voted on the motion for the Approval of Financing Resolution at this time in the meeting, prior to some board members need to leave early.**

### Approval of Financing Resolution

Based on the recommendation of the Executive Committee and the Executive Director, the Board of Directors authorizes and directs the Lehigh Valley Charter High School for the Arts to act as a guarantor for the Financing and Ms. Diane LaBelle is authorized, empowered, and directed to execute and deliver in the name and on behalf of the Lehigh Valley Charter High School for the Arts a Guaranty and Suretyship Agreement or similar document.

The undersigned, being all of the Directors of the Lehigh Valley Charter High School for the Arts (the “Corporation”), do hereby waive notice of the special meeting of the Board of Directors and do hereby consent in writing, pursuant to Section 5727(b) of the Pennsylvania Nonprofit Corporation Law of 1988, to the adoption of the following Resolutions to the end that they shall be adopted as valid corporate actions as though such Resolutions had been adopted at a formal meeting of the Board of Directors of the Corporation.

WHEREAS, Charter Arts Foundation (the “Foundation”) desires to borrow the principal sum of \$2,000,000.00 (the “Financing”) and has secured the commitment to obtain such Financing by letter dated December 30, 2013, as amended by that certain Amendment to Commitment Letter dated May 29, 2014, as may be further amended (the “Commitment Letter”) from the Commonwealth Financing Authority (the “CFA”) and funded from the Alternative and Clean Energy Program; and

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

BE IT THEREFORE HEREBY

RESOLVED, that the Corporation is hereby authorized and directed to act as a guarantor for the 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 she may determine to be in the best interest of the Corporation, including agreements which allow the CFA to confess judgment against the Corporation, and all other documents as may be required under the loan agreement between the Foundation and the CFA.

FURTHER RESOLVED, that this consent may be executed in counterparts (electronic or otherwise), each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same consent it being understood that all parties need not sign the same counterpart.

**MM: Mikkelsen              SM: Stinner                      ACTION CARRIED: 7-0**

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- |                       |                      |                       |
|-----------------------|----------------------|-----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes    | Otto Ehram - Yes      |
| John Filipos - Yes    | Yvette Johnson - Yes | Nancy Mikkelsen – Yes |
| Charles Stinner – Yes |                      |                       |

X. **Foundation Board Liaison Report** – Mr. Ferguson reported the Foundation Board continues to work toward the goal of \$6 million for the Capital Campaign. .

## XII. New Business

### Finance Committee

#### Approval of April 2014 Financial Reports

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors accepts the April 2014 Financial Reports.

#### MM: Finance Committee

#### ACTION CARRIED: 8-0

- |                       |                       |                      |
|-----------------------|-----------------------|----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes     | Otto Ehram - Yes     |
| Mark Ferguson – Yes   | John Filipos - Yes    | Yvette Johnson - Yes |
| Nancy Mikkelsen – Yes | Charles Stinner – Yes |                      |

#### The Board relocated the motion of approving the 403(b) plan to this place in the agenda.

#### Approval of 403(b) Plan as the PSERS Alternative

**Motion:** Based upon the recommendation of the Finance Committee and the Executive Director, the Board of Directors approves the following plan for **NEW HIRES EFFECTIVE 8/1/2014**.

Employee contributes minimum of 5% of gross salary up to a maximum of \$17,500 and an age 50 catch-up of \$5,500. Employer contributes 5% of gross salary. Employee is vested 1 year and 1 day following hire date.

Eligibility requirements are the same as PSERS. Full time and part time contracted salary employees qualify on date of hire. Part time per diem or part time hourly employees, qualify following 80 days or 500 hours of employment.

#### MM: Finance Committee

#### ACTION CARRIED: 8-0

- |                       |                       |                      |
|-----------------------|-----------------------|----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes     | Otto Ehram - Yes     |
| Mark Ferguson – Yes   | John Filipos - Yes    | Yvette Johnson - Yes |
| Nancy Mikkelsen – Yes | Charles Stinner – Yes |                      |

#### Appointment of Providers:

Based on the recommendation of the Executive Director and the Finance Committee, the Board of Directors appoints PenServ as 403(b) Third Party Administrator.

Based on the recommendation of the Executive Director and the Finance Committee, the Board of Directors appoints Optum HealthBank as Health Savings Account Third Party Administrator.

Based upon the recommendation of the Executive Director, the Board of Directors approves the East Stroudsburg University Agreement for Athletic Training Services for the 2014-2015 school year.

#### MM: Finance Committee

#### ACTION CARRIED: 8-0

- |                       |                       |                      |
|-----------------------|-----------------------|----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes     | Otto Ehram - Yes     |
| Mark Ferguson – Yes   | John Filipos - Yes    | Yvette Johnson - Yes |
| Nancy Mikkelsen – Yes | Charles Stinner – Yes |                      |

#### Approval of General Assigned Fund Balance

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the 2013-2014 General Assigned Balance as \$209,475.84.

#### MM: Finance Committee

#### ACTION CARRIED: 8-0

- |                       |                       |                      |
|-----------------------|-----------------------|----------------------|
| Mario Acerra - Yes    | Paul Braden - Yes     | Otto Ehram - Yes     |
| Mark Ferguson – Yes   | John Filipos - Yes    | Yvette Johnson - Yes |
| Nancy Mikkelsen – Yes | Charles Stinner – Yes |                      |

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### Approval of Development Assigned Fund Balance

**Motion:** Based upon the recommendation of the Finance Committee, the Board of Directors approves the 2013-2014 Development Assigned Balance as \$100,000.

**MM: Finance Committee**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

Curriculum Committee

### Approval of New Student Club

Based on the recommendation of the Principal, the Board of Directors approves the Instrumental Club.

**MM: Stinner**

**SM: Ferguson**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

### Approval of IU20 Sp Ed Administration Services

**Motion:** Based upon the recommendation of the Executive Director, the Board of Directors approves the IU 20 Special Education Administration Services June 3, 2014 through June 30, 2014.

**MM: Filipos**

**SM: Braden**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

### Approval of Steel Ice Center Rink Contract 2014-2015

**Motion:** Based upon the recommendation of the Executive Director, the Board of Directors approves the Steel Ice Center Rink Contract 2014-2015

**MM: Stinner**

**SM: Ehram**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

Executive Committee

### Approval of Updated Board Meeting Dates

Based on the recommendation of the Executive Director, the Board of Directors approves the Updated Board Meeting Dates (updated with Curriculum Committee dates).

**MM: Braden**

**SM: Stinner**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

### Approval of Updated 2014-2015 School Calendar

Based on the recommendation of the Executive Director, the Board of Directors approves the Updated 2014-2015 School Calendar (updated with in-service date and marking period correction date).

**MM: Johnson**

**SM: Stinner**

**ACTION CARRIED: 8-0**

Mario Acerra - Yes

Paul Braden - Yes

Otto Ehram - Yes

Mark Ferguson - Yes

John Filipos - Yes

Yvette Johnson - Yes

Nancy Mikkelsen - Yes

Charles Stinner - Yes

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

**Announcement - Reminder – Graduation is Monday evening, June 16, at Lehigh University’s Packer Chapel.** Board lineup is 6:45pm. The Board is encouraged to walk in the procession and wear your graduation gown and hood. If you do not have a gown, a black gown will be provided to you.

XIV. Adjournment

|                                   |                    |                     |                            |
|-----------------------------------|--------------------|---------------------|----------------------------|
| <b>Motion to adjourn:</b> 7:20 pm | <b>MM: Ehram</b>   | <b>SM: Ferguson</b> | <b>ACTION CARRIED: 7-0</b> |
| Mario Acerra - Yes                | Paul Braden - Yes  |                     | Otto Ehram - Yes           |
| Mark Ferguson – Yes               | John Filipos - Yes |                     | Yvette Johnson - Yes       |
| Charles Stinner – Yes             |                    |                     |                            |

**Next Meeting Date and Time: Thursday, August 28, 2014, 6pm**

**\*\*NOTE: LAST THURSDAY OF THE MONTH**