

Thursday, May 9, 2019 Minutes

REORGANIZATION MEETING

MEETING PLACE: 321 E. Third St, Bethlehem, PA 18015

6:00pm

The CEO 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	Len Perrett
Frank Shipman	Margaret Smith	Charles Stinner

Absent:

Curlee Holton	Cheryl Mueller	Rosemary Murdy-Haber
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Also Present from Administration:

Diane LaBelle, Executive Director Cheryl Schurz, Director of Finance

- IV. Public Comments None.

- V. Ferguson Board Resignation

The Board accepts, with regret, Mr. Ferguson's resignation to the Board, effective May 10, 2019. President Acerra thanked Mr. Ferguson for his many years of service to the Charter Arts Board of Directors.

MM: Braden SM: Ferguson ACTION CARRIED: 9-Yes, 0-No, 0-Abstention

- VI. Reorganization/ Governance Actions:

1. The Board of Directors approves the following **Board Appointments**:

Terms Expire May 2020- May 2022

MM: Stinner SM: Shipman ACTION CARRIED: 9-Yes, 0-No, 0-Abstention

BOARD OF DIRECTORS AND ADMINISTRATIVE INFORMATION

Term Expires – May of 2022

Mario Acerra NCC, Professor	Paul Braden Pastor, Retired
John Filipos Buckno Lisicky & Co, CPA/Shareholder	Leonard Perrett Dept. Chair of English, Retired

Term Expires - May 2021

Otto Ehram Bethlehem Steel, Retired	
Curlee Holton Lafayette College, Professor	Cheryl Mueller Financial Controller

Term Expires – May 2020

Rosemary Murdy-Haber Professor, Music	Charles Stinner Air Products, Vice President, Taxes
Margaret Smith Project Manager	Frank Shipman Pastor

The Executive Director welcomes the new board. Action then proceeds to the nomination of officers.

- After soliciting nominations from the Board, the Executive Director recommends the following **Officer Nominations** for the 2019-2020 school year:
 President: Mario Acerra
 Vice-President: Paul Braden
 Treasurer: John Filipos

If there are no further nominations, the Executive Director entertains a motion to elect the slate of officers.

MM: Filipos SM: Stinner ACTION CARRIED: 9-Yes, 0-No, 0-Abstention

AT THIS POINT IN THE MEETING THE NEW PRESIDENT TAKES OVER THE CHAIR

- Committee Assignments** made by President:

Finance Committee:

John Filipos, Chair Paul Braden Charles Stinner

Curriculum Committee:

Len Perrett, Chair Rosemary Murdy-Haber

Resource Development Committee:

Otto Ehram Curlee Holton Cheryl Mueller

Board Development Committee:

Paul Braden, Chair Margaret Smith

- Foundation Board Assignments:**

Based on the recommendation of the Executive Director, the Board of Directors appoints Frank Shipman as Liaison to the Foundation Board.

MM: Braden SM: Filipos ACTION CARRIED: 9-Yes, 0-No, 0-Abstention

Administration

321 East 3rd Street, Bethlehem, PA 18015
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- VII. Executive Session:
Motion: The Board of Directors moves to go into Executive Session to discuss Personnel, Property, and Legal Issues at 6:11pm.
MM: Filipos SM: Stinner ACTION CARRIED: 9-Yes, 0-No, 0-Abstention
- VI. Open Session:
The Board of Directors returns to Open Session at 6:31 pm.
- Opening Remarks –
- Mr. Acerra, Board President
Thank you for continuing to serve on Charter Arts Board of Directors and I look forward to a successful 2019-2020.
 - Ms. Diane LaBelle, Executive Director
Thank you for serving on Charter Arts Board of Directors. There are many opportunities to attend end of year performances. Please check the performance calendar on the Charter Arts website. Gala is in the street between The Factory and Charter Arts on May 18. Tickets are still available.
- VIII. **Acceptance of April 11, 2019 Minutes and Executive Committee Minutes**
Motion: Based upon the recommendation of the Executive Director, the Board of Directors approves the April 11, 2019 Minutes and Executive Committee Minutes.
MM: Ferguson SM: Stinner ACTION CARRIED: 9-Yes, 0-No, 0-Abstention
- IX. **Appointment of Providers 2019-2020**
Based on the recommendation of the Executive Director, the Board of Directors appoints Hutchinson, Gillahan & Freeh, as auditors.
- Based on the recommendation of the Executive Director, the Board of Directors appoints the following firms as attorneys at law of record:
- Latsha Davis Yohe & McKenna, P.C., Exton, PA, Charter School Specialists
 - King, Spry, Herman, Freund & Faul, LLC, Bethlehem, PA, Public School Law Specialists
 - Worth, Magee & Fisher, Allentown, PA, Public School Law Specialists
 - Fitzpatrick, Lentz, Bubba, Center Valley, PA, Real Estate Specialists
 - Flamm, Walton PC, Allentown, PA, Employment Specialist
 - Marshall, Dennehey, Warner, Coleman & Goggin, Allentown, PA, Employment Specialist
 - Fellheimer & Eichen LLP, Philadelphia, PA, Real Estate Specialists
- Based on the recommendation of the Executive Director, the Board of Directors appoints Equinox as benefits broker.
- Based on the recommendation of the Executive Director, the Board of Directors appoints HMK as liability Insurance Broker.
- Based on the recommendation of the Executive Director, the Board of Directors appoints PenServ as 403b Administrator.
- Based on the recommendation of the Executive Director, the Board of Directors appoints Carbon Lehigh IU 21 as Technology Support and PowerSchool support.
- Based on the recommendation of the Executive Director, the Board of Directors appoints St Luke's University Health Network as Athletic Trainer and School Physician.

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Based on the recommendation of the Executive Director, the Board of Directors appoints ESS as Sub Service Provider.

MM: Braden **SM: Filipos** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

X. Personnel

Approval of May 2019 Personnel Report

Motion: Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the May 2019 Personnel Report.

MM: Stinner **SM: Smith** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

Approval of 2019-2020 Staff Roster

Motion: Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the 2019-2020 Staff Roster.

MM: Filipos **SM: Stinner** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

Rev. Braden congratulated the Administration and Faculty on the recent US News and World Report. Charter Arts is the 2nd highest performing high school in the Lehigh Valley, behind Nazareth Area High School.

XI. **Foundation Report**

Mr. Mark Ferguson - Next meeting May 14, 2019.

Proposed HVAC Contract with Elliott-Lewis

Motion: Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the HVAC Contract with Elliott-Lewis.

MM: Smith **SM: Filipos** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

XII. **Old Business None**

XIII. **New Business**

Finance Committee

Presentation of 2019-2020 Development, School and Foundation Budgets

Mr. Filipos discussed the present finances and the Development, Foundation, and School proposed budgets. The budgets will be approved at the June meeting.

Curriculum Committee

Proposed 2019-2020 Charter Arts School Calendar

Motion: Based upon the recommendation of the Executive Director the Board of Directors approves the 2019-2020 Charter Arts School Calendar.

MM: Perrett **SM: Braden** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

Executive Committee

Proposed 2019-2020 Meeting Schedule

Motion: Based upon the recommendation of the Executive Director and the Executive Committee, the Board of Directors approves the proposed 2019-2020 Meeting Schedule with amended dates for the Curriculum Committee.

MM: Stinner **SM: Smith** **ACTION CARRIED: 9-Yes, 0-No, 0-Abstention**

Touchstone Theatre

Touchstone is celebrating their anniversary with a 10 day festival this fall. Touchstone will be using our theatre the last week in September and the first week in October. Charter Arts is a Gold Sponsor offering rental at no cost. Value is approximately \$26,000 rental income. Charter Arts will do tech for the production and Mr.

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Meleck will be paid a \$1,000 stipend (budgeted 2019-2020).

Resource Development Committee - no report.

Board Development Committee

Review of Jasmine Woodson's Resume. The Board will vote on Ms. Woodson at the August 2019 meeting. Ms. Woodson will assume Mr. Ferguson's Board term ending May 2021.

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

XV. Adjournment

Motion to adjourn: 7:00PM MM: Ferguson SM: Smith ACTION CARRIED: 9-Yes, 0-No, 0-Abstention
Next Meeting Date and Time: Thursday, June 13, 2019, 6pm

Respectfully Submitted,

Cheryl Schurz, Board Secretary