



BOARD OF DIRECTORS ANNUAL MEETING

**Merit School of Music
38 S. Peoria, Chicago, IL 60607**

Illuminate Link: <http://snipurl.com/hoselluminate>

Conference Line: 888-824-5783, passcode 57 872 609 then #

WEDNESDAY, SEPTEMBER 28 2016

MINUTES

OPEN SESSION 6:00 P.M.

Call to Order:

Time: 6:03 pm

1. ROLL CALL	LASHONDA MILTON - BOARD SECRETARY	ABSENT/PRESENT
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Board Members:	Angela W. Richardson-Bryant - President	Present
	La Shone Kelly – Vice President	Present
	LaShonda Milton – Secretary/Treasurer	Present
	Austin Berg	Present
	Seth Harkins	Present
	Renee Nash	Absent

Staff:	Dr. Richard Lebron Head of School	Present
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	Farland Jenkins Board Administrator	Present
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2. Introduce Guests: Sarah Berger, K12, Edward DePersis, K12 Finance, Chase Eggleston, K12, Mary Gifford, Senior Vice President of Academic Policy, Jennifer Sims, Senior V.P., K12

Discussion **3. Public Comments on Agenda Items**

None.

Discussion & Action **4. Accept Agenda**

Motion: LaShonda Milton – **Accept Meeting Agenda.**

2nd: Seth Harkins
Voice Vote - LaShonda Milton; Aye, Austin Berg; Aye, Seth Harkins: Aye, Unanimous Aye.

Vote: None.

Discussion:

Discussion

5. Board Member Recognition

- The Board recognizes members Seth Harkins, LaShonda Milton, Austin Berg, Angela W. Richardson-Bryant, , Renee Nash and La Shone Kelly for excellent leadership and devoted service to the school.

Discussion

6. Board Members Responsibilities

- The Board is reminded of some of the responsibilities of membership.
- The Board has fiduciary duties to the CVCS and the public at large as public officials.
- There is a responsibility of care, loyalty and obedience.
- We are governed by the by-laws and the CPS charter agreement, which was just renewed.
- Business is conducted for Board meetings that have agendas posted on a monthly basis within 48 hours of meetings.
- Meeting minutes are posted to the web site. The archives go back to 2005.
- There is also a K12 service agreement that we are to abide by.
- There is also the Illinois charter school law, the Illinois school code and the open meetings act.
- The open meetings act requires that all meetings are to be held in public.
- If there is a quorum of 3 or more members it is a meeting. Otherwise members can engage in discussion as long as they are not a quorum.
- There are also Board policies and Board actions. We are currently working to compile them in one location. These are policies and actions that date back to 2005. Thus far we have a good start. We should be able to compile them before the year is out.
- The Board has a responsibility to have a working of the aforementioned documents.
- The Board should follow the lead of the predecessors. There should be a brief training on each of the governing documents to assure that we are abiding by them. Members will be assigned to present the documents at future meetings.
- We have a 5 year strategic plan that has been worked on with the community. There will be a re-initiation of work on the strategic plan with the new Head of School and the Strategic Committee Chair to insure that Board goals are in alignment with school practices.
- The Board President has the responsibilities to:
 - Preside over meetings
 - Serve as a member of the Executive Committee
 - Develop agendas with the Head of School and Board Administrator
 - Provide constructive feedback
 - Sign documents
 - Oversee the election of officers at the annual meeting or if a vacancy arises
 - The Board President will only vote in cases of there being a tie vote on any item
- The Board Vice President
 - Performs the functions of Board President in his or her absence
 - Meets with the Board Administrator, Head of School and Board President to develop the monthly agenda
 - Insure that a written report of the Board is presented to the Board of Directors
 - Assume additional responsibilities as assigned by the President
- The Board Secretary:
 - Serves as a member of the executive committee
 - Prepares meeting minutes to be archived and placed on the web site
 - Prepare closed session minutes and other materials for presentation to the Board
- The responsibilities of committee members:
 - Engage in activities which are in within the scope of the mission of any committee that is established and the timelines that are set forth
 - Abide by the open meetings act

- Members at times may need to sign a confidentiality agreement
- Support all decisions of the Board after due deliberation is given by all members
- Committee Chair responsibilities:
 - Preside over committee meetings
 - Develop meeting agendas with the Head of School and Board Administrator
 - Present to the Board President nominations of those willing to serve on the committee
 - Facilitate committee deliberations
 - Assure that minutes for the meetings are recorded, subsequently approved by the committee and posted on the web site
 - Facilitate relationships between and among members of the committee, between other committees and the Head of School
 - Assure that the committee operates within the Open Meetings Act
 - Prepare and send reports of the committee activities to the Board as required
- The Board strives to abide by the conduct ground rules by abiding by the OMA, respectfully listening to each other's opinions and ultimately voting and ratifying the decisions that are made by a majority vote
- Specific guidelines have been established for the responsibility to attend to meetings at least 70%.
- A public comments policy has been established that allows for approximately 15 minutes of public comment at the discretion of the Board President. Public comments may or may not be responded to but will be taken under advisement.
- Board members have a confidentiality agreement that they should review and it must be signed.
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Discussion & Action

7. Election of Officers

Motion: LaShonda Milton – **Retain the current Board Officers.**

2nd: Austin Berg

Vote: Roll Call Vote - Austin Berg; Aye, Seth Harkins; Aye, LaShonda Milton; Aye, La Shone Kelly; Aye, Unanimous Aye Motion Passes.

Listing of Current Officers:

- Angela W. Richardson-Bryant - Board President.
- La Shone Kelly - Board Vice President.
- LaShonda Milton - Board Secretary and Treasurer.

Discussion:

- Board Member Kelly has joined the meeting.

Discussion & Action

8. Appointment of Committee Chairs

Motion: La Shone Kelly – **Nominate Board member Harkins to chair the Academic Committee.**

LaShonda Milton

2nd:
Voice Vote - Unanimous Aye Motion Passes.

Vote:

LaShonda Milton – **Nominate Board member Kelly to chair the Strategic Planning Committee.**

Motion:
Austin Berg

2nd:
Voice Vote - Unanimous Aye Motion Passes.

Vote:

La Shone Kelly – **Nominate Board member Milton to chair the Audit, Compliance and Finance Committee.**

Motion:
Seth Harkins

2nd:
Voice Vote - Unanimous Aye Motion Passes.

Vote:

Listing of
Current
Committees:

- Academic Committee
 - Audit, Compliance and Finance Committee
 - Governance Committee
 - Strategic Planning Committee
 - Head of School Evaluation Committee
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- The Head of School Committee only functions at the time of evaluating the Head of School. The committee establishes the guidelines and evaluation tool and makes a recommendation to the Board.
 - The Governance Committee has not been in operation for a few years. The committee establishes the guidelines for the Board. There is a strong interest in the committee operating again. The committee reviews the by-laws and makes recommendations to the Board of any amendments that should or could be made. The Committee also recommends Board resignation policies, succession planning and roles and responsibilities of Board members. The Board President is the chair of the Governance Committee.
 - Board member Nash would no longer want to be chair of the Academic Committee.
 - Board member Kelly is the current chair of the strategic planning committee.
 - The Head of School Evaluation Committee is an ad hoc committee and a committee chair need not be appointed at this time.

Discussion: 9. Approve Closed Session Board Meeting Minutes for Public Access

- We will not approve them today because there are a number of them that must be reviewed.
- The Board Administrator will set up a schedule to include in future meetings.

Discussion: 10. Review Governing Documents

- In order to continue to operate in a manner that we comply with the governing documents as well as to make sure that we remain in compliance at all times is to review them at each meeting.
- The documents and presenters are:
 - Strategic Plan – Board Member Kelly
 - This should be incorporated into the Head of School report to make sure that the practices align with our goals
 - The Strategic Planning Committee Chair should review the document with the Board.
 - Charter Renewal - Austin Berg
 - This will include any changes from the previous charter agreement
 - Highlights
 - K12 Service Agreement – Board Attorney
 - Will include the memorandum of understanding
 - Open Meetings Act – Board Attorney
 - All other legal documents – Board Attorney
 - Insperity Agreement – Board Attorney
- The Board Attorney has been with the school since 2009 – 2010.

Discussion: 11. Public Comments

- None.

Action: 12. Adjournment

Motion: LaShonda Milton

2nd: Austin Berg

Vote: Voice Vote - Unanimous Aye.

Time 6:29 pm

Respectfully Submitted:



Secretary