



Colorado Springs Charter Academy

Special Board Meeting Minutes | March 16, 2026 | 4:00 PM | Location- Virtual

Vision: We kindle enthusiasm to craft bold and effective citizen-scholars

Mission: Colorado Springs Charter Academy is love for community expressed in action. We are entrusted with dear purchase, to bind our students' days of innocence and joy with structure, content and character. To accomplish this, we cultivate the individual potential of all our students by: providing academically rigorous, proven, content-rich educational programs; developing incisive analytical skills and well-stocked minds; fostering self-advocacy, passion, citizenship, and exemplary character; holding individualized high expectations; involving and welcoming parents and community members.

CORE VIRTUES – Respect & Responsibility/Self-Control & Discipline/Wonder/Charity/Courage/Love of Country/Faithfulness/Graciousness & Courtesy/Joy

1. Meeting Called to Order:

A special meeting of the Colorado Springs Charter Academy Board of Directors was called to order by Board President Jill Gaebler at **4:00 p.m.**

Roll Call

Board members present: President Jill Gaebler, Secretary Aster Klien, Patrick Foley and Philip Litner

CSCA staff attending the meeting: HOS Zoe Ann Holmes, Kevin Dolley, Jorge Zapata

Others attending the meeting: Michelle Fisher, Tim Farmer

2. Board Composition Resolution:

The Board considered the resolution confirming board director's names and board terms.

Jill Baebler recommended an amendment to add the month of May to each listed board term so that expiration dates would clearly reflect that board terms end in May. The Board also discussed maintaining a separate record showing the number of terms served by each board member, since board members may be reappointed for up to three terms.

Discussion included clarification that:

- All board terms will now end in May.
- Everyone who started in the middle of the term, their first term ends in May no matter what month they start in.

- Jill has only one more term after May 2026.

A motion was made and seconded to approve the resolution with the amendment adding May to each term.

- Motion: Philip Litner
- Second: Aster Klein
- Vote: Unanimous/Passed

3. Articles of Incorporation:

The Board reviewed the updated Colorado Springs Charter Academy Articles of Incorporation.

Board members confirmed they had reviewed the revised articles, and no substantive questions were raised. During discussion, Michelle and Tim clarified that officer roles such as treasurer are governed by the bylaws, not the articles of incorporation, and that appointing an officer requires only a motion and majority vote at a properly noticed meeting.

The Board also discussed the need to communicate a plan for filling the treasurer role and maintaining full board composition for purposes of governance disclosure related to financing documents. Jill Gaebler stated that the Board intends to place on a future agenda:

- Appointment of Patrick Foley of Treasurer
- Appointment of Philip Litner as Secretary

A motion was made and seconded to approve the updated CSCA Articles of Incorporation.

Vote: Approved unanimously.

4. Building Corporation:

The Board next considered adding directors to the Colorado Springs Charter Academy Building Corporation.

Initially, discussion referenced adding all four current board members; however, Tim advised that it is generally better to avoid having a board majority on the separate corporation board in order to simplify open meetings compliance and related governance issues. Tim recommended appointing two board members and one staff member.

Following discussion, Jill Gaebler recommended that the Building Corporation board consist of:

- Jill Gaebler, Board President
- Patrick Foley, Future Treasurer
- Zoe Ann Holmes, Head of School

The Board also discussed the Building Corporation's role in contracting for BEST grant and construction-related matters, including contracts with the general contractor and architect. Tim advised that at minimum, the Building Corporation must be included on construction documents because it will be the borrowing entity, and they further recommended including the charter school as well. The Board also confirmed that Zoanne Holmes and Jill Gaebler currently have signing authority under existing financial policies.

- Motion: Aster Klein
- Second: Patrick Foley
- Vote: Unanimous/Passed

To appoint Jill Gaebler, Patrick Gordon, and Zoanne Holmes as members of the Colorado Springs Charter Academy Building Corporation Board.

5. **Reimbursement Expenditures Resolution:**

The Board discussed the proposed **Declaration of Official Intent to Finance Project and Reimburse Expenditures Resolution**.

Jill Gaebler explained that a revised version had been sent that morning, after the Board's 24-hour notice requirement, and that the revised draft differed significantly from the version included in the original meeting packet. Because the Board had not received adequate notice of the revised document, Jill stated she was not comfortable presenting it for approval at this meeting.

Discussion included:

- Whether the Board should vote on the original version included in the agenda packet.
- Whether amendments could be made to that version.
- Whether the revised version was materially different.
- Whether a follow-up special meeting would be needed.

Michelle reported that bond attorney Hester Parrot preferred that the Board wait and adopt the revised version after members had sufficient time to review it, as the revisions were significant enough to warrant delay. Tim agreed that Hester, as bond attorney, should guide the process.

After discussion, the Board determined **not to take action** on the reimbursement resolution at this meeting.

6. **Next Special Meeting:**

Friday March 20, 2026 at 4:00 p.m.

The meeting will be held virtually, with in-person attendance optional as needed.

Kevin Dolly was asked to:

- Send out a new agenda.
- Include the revised reimbursement resolution in the packet.
- Post notice for the special meeting.

7. **Additional Follow-Up Item:**

Tim requested that the signed version of the updated Articles of Incorporation be returned to him so he could file them with the Secretary of State. Jill noted that the final version would be updated to remove board term language and board member names before being sent for signature and filing.

8. **Adjourn**

* Motion to adjourn at 4:40 by Patrick Foley, Philip Litner Second unanimously approved.

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