Minnesota Excellence in Learning Academy
Board of Directors Meeting Agenda

Meeting date:	10/05/23	
Meeting time:	5:00 pm	
Meeting location:	Minnesota Excellence in Learning Academy Conference Room 9060 Zanzibar Lane North Maple Grove, MN Optional: Join Zoom Meeting (Link added Monday)	
Board Members:	Board Member	Attended?
	Joe Scherer: Board Chair & Community	
	Antonio Zambrano: Vice-Chair & Community	
	Julie Eduputa: Treasurer & Parent	
	Erin Timmons: Teacher	
	Olivia Hermans: Teacher	
	Temi Nwonye: Parent	
	Malai Turnbull: Parent	
	Traci Moore: Superintendent & Ex-officio admin	
	Nichole Schmidt: CLA Financial & Ex-officio CFO	
Other Participants	Paula Barros: School Director	
	Paul Kinsley: IQS	
	Isabel Resler: Note taker	

Agenda

- ❏ **5:00 pm Call to Order/Greetings** (5 mins)
- ❏ **Public Forum:** Available for the public to address the board (15 min)
- ❏ Conflict of interest check
- ❏ Approval of August Special Meeting Minutes
- ❏ Approval of October 7 Agenda

CLA Operations Report (20 min)

- ☐ Financials - August
- ☐ Financial-September (No link provided because financials from MDE just posted Monday, October 2)
- ☑ ~~Audit Final Approval~~
  - ☐ Doc 1
  - ☐ Doc 2

Board of Directors Update (10 min)

- ❏ BOD Elections
  - ❏ Just added in August by Board appointment:
    - ❏ Erin Timmons (teacher representative) to replace Cynthia Kuenzel
    - ❏ Olivia Hermans (teacher representative) to replace Josh Moeschl
    - ❏ Temi Toluwani (parent representative) was voted on to the board but there was not an open position.
  - ❏ Current Board Members- All four expired in June.
    - ❏ **Julie Eduputa:** (parent representative) Position: Parent Representative. Expiration: June 2023
    - ❏ **Joe Scherer:** (community representative) Position: Board Chair Expiration: June 2023
    - ❏ **Antonio Zambrano:** (community representative) Position: Vice-President Expiration: June 2023
    - ❏ **Malai Turnbull:** (parent representative) Position: Community Member Expiration: June 2023
  - ❏ This is the election following the appointment of the three members, so we need to put all positions up for a vote.
    - ❏ By-laws state: "A director filling a vacancy shall hold office until the next annual meeting of the members at which time the director must stand for election to complete the term, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal."
  - ❏ The number of Board members has been six. Currently, the Board is seven members. While there is not verbage to require a certain number of

members, the statute gives guidance on changing the Board structure that the Board would have to go through if we want to transition from six members to seven members. The challenge with this is it will change the quorum from three to four.

- By-laws state: The Board of Directors shall consist of not less than 5 members elected, and who shall serve, in accordance with Minnesota Statute Section 124E.07. Section 2(c).
- State Statute states: A board may change its governance structure only: (1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and (2) with the authorizer's approval. Any change in board governance structure must conform with the board composition established under this section.

- Board Votes
  - Vote to hold annual/election meeting December 7, 2023. Voting will happen in the two weeks leading up to that meeting. Results will be voted on and accepted at this meeting. New board will be in session beginning on February 1.
  - Vote to approve that a temporary Board structure will be put in place whereas all seven current Board members will participate as voting members until Dec. 7, 2023. *After such, the Board will return to six members.*

    OR
  - Vote to approve that a temporary Board structure will be put in place whereas all seven current Board members will participate as voting members until Dec. 7, 2023. *During the next couple of weeks, the change in Board structure will go to a vote of teachers to approve. If approved, the Board voting for this includes a vote to approve changing the structure from six to seven. So, once the teachers approve, the structure change is completed and the election will be for seven members.*
- Requirements for membership
  - State Statute says: Subd. 3. **Membership criteria.** (a) The ongoing charter school board of directors shall have at least five non-related members and include: (1) at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative; (2) at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one interested community member who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school. The board structure may include a majority of teachers under this paragraph or parents or community members, or it may have no clear majority. The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other than teachers under clause (1). Contractors providing facilities, goods, or services to a charter school shall not serve on the board of directors of the charter school.
    (b) An individual is prohibited from serving as a member of the charter school board of directors if: (1) the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent

contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. An individual may serve as a member of the board of directors if no conflict of interest exists under this paragraph, consistent with this section.

(c) A violation of paragraph (b) renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates paragraph (b) is individually liable to the charter school for any damage caused by the violation.

(d) Any employee, agent, or board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school is ineligible to serve on the board of directors of a school chartered by that authorizer.

- ❏ Positions to be filled must include:
  - ❏ One licensed teacher
  - ❏ One parent of a current student
  - ❏ One community member who lives in MN, is not a staff member, and is not a parent
- ❏ We will compile all nominees and send out numbered ballots (one per family and one per staff member). Ballots will be collected in a box in the office and cross referenced with the number to insure validity but not tie a number to a name. The top vote earner in all three of the required position areas: teacher, parent, community member will automatically win the vote for that designation. Once those designations have been won, the other highest three (or four) vote counts will be the remaining Board members despite their membership type.
- ❏ We will need at least one nominee for a community member position who lives in Minnesota.
- ❏ I have one new candidate for that role, **Malcolm Currie**, who spent 10+ years as a board member for Cedar Riverside Community School (most of those as board chair) a charter school in Minneapolis. He has been a middle school English teacher in a charter school for almost 20 years, is now working as a special education teacher, and completing his principal administrative degree.
- ❏ Board members who would like to run for re-election need to submit an on time application for election.

Executive Director Report (25 min)

- ❏ Enrollment
  - ❏ Down 43 students due to transportation issues.
  - ❏ Currently approximately 213.
  - ❏ Office staff plan to capitalize on the usual influx of applications around MEA/first conference time with the goal to fill all open seats.
- ❏ Transportation Update

- Disruption started Monday, September 18th with two routes dropping from CST contract
- Full stop for CST was Friday, Sep 22, 2023
- School was canceled on Monday, September 25 while we called all families to get transportation needs (before and after school care and any families that have no transportation options) and hired vans/taxis to transport SPED and McKinney Vento (Homeless) students. No impact to calendar. We used one of the banked snow days for this purpose.
- Vendors consulted for a quote:
    - CST- 3% increase on current contract with current level of quality.
    - Quality Care Transportation could not accommodate all of our needs. Declined to quote.
    - Billie Bus could not accommodate all of our needs. Declined to quote.
    - 4mativ was the only bus company who had the bandwidth we needed for our school and the price quoted was cheapest as well.
- Currently: Parents are driving kids to school and 4mativ is transporting SPED, HHM, and soon, students whose parents are not able to provide transportation. 4mativ is phasing in all routes.
- Retention Efforts: MELA is able to provide a payment stipend to parents for transporting their kids during this time. We will be paying $5 per day per family for families that transported their children during this time. (legal and approved by IQS and attorney) Before and after school care free of charge have been expanded to any family with the need during this time.
- The plan is to have all new transportation live on October 23rd, 2023.
- Christian Shafer, our attorney, is negotiating with CST's attorney. Current amount we owe CST is $143,820.59.
- Nichole Schmidt and I have been working with Catherine Menick regarding doing a draw from the line of credit to do a larger payment to CST now and then monthly payments. This may be necessary with the final agreement with CST.
- BOARD VOTE NEEDED: Approve new vendor contract with 4mativ & approve LOC draw with the stipulation that we meet MELA's current cashflow needs and CST's payout needs along with MELA's ability to repay on time. Traci with Nichole's agreement has permission to approve the LOC draw and settlement with CST. (Do we want Joe to also approve this prior to agreement & draw from LOC?)

- Budget reductions
    - Due to the tight budget, we are looking for on-going ways to save money.
    - Swap HR from $600 per month to $105 per hour used- New vendor is Designs for Learning.
    - Remove Oozle Google Ad Company for $1500 per month to internal operation of Google Ads cuts that budget to $900 per month. No new vendor will just purchase ads directly from Google and pull reports ourselves.
- FIRST READ: Must review PTO policy and amend to meet new MN statute going into

effect January 1, 2023. **Board vote needed in December.**

- ❏ Current
  - ❏ Teacher & Paras: **Paid Time Off.** During the term of this Agreement, Employees will earn **10 "PTO/Sick" days** (prorated to your start date), in accordance with MELA's written policies. **Full-time 10-month employee**s will accrue **8 hours of PTO** on the **last day of each month** September 1 through June 30. Up to **5 PTO days** may carry over to the following school year, to a maximum balance of **20 PTO days.**
  - ❏ MN Guidance Link
  - ❏ Required: *Employers must provide each employee in Minnesota with one hour of ESST for every 30 hours worked, up to at least 48 hours a year.*
  - ❏ MELA's current policy is compliant with the amount of awarded PTO.
  - ❏ Out of Compliance: Accrual at the beginning of the year needs to change. Employees must earn at minimum 1 hour of PTO per 30 hours worked. Please note, we do experience issues with employees needing sick or emergency leave prior to earning it.
  - ❏ Potential Change: Eight hours of PTO is awarded on the first day of employment and an additional four hours of PTO is awarded each pay day until 10 days are reached. Also, add statement in Staff Handbook that Executive Director can approve borrowing from future PTO on a case by case basis.
  - ❏ Required: *Employers may set a cap or limit on each employee's ESST accrual. Employers must allow each employee to accrue up to at least 48 hours a year, carried over from year to year, until an 80-hour maximum accrual is reached. These limits of 48 hours each year and a maximum accrual of 80 hours for each employee may be higher if an employer agrees, but not lower.*
  - ❏ Out of Compliance: No carryover is currently allowed except for two employees who were in a "grandfathered" contract clause situation.
  - ❏ Potential Change 1: Allow carryover of 48 hours in 2023-2024 and up to 80 hours beginning in 2024-2025.
  - ❏ Potential Change 2: Begin an end of the year payout structure. Where left over PTO hours are paid out at staff member's contracted hourly rate.
- ❏ Expansion request was submitted to MDE by IQS on behalf of MELA. Response should be in November.

- ❏ August/September Staffing Updates
  - ❏ Resignations/Terminations
    - ❏ Kelly Dudley- music teacher
    - ❏ Korto Nyenlekewai- paraprofessional
  - ❏ New Hires
    - ❏ Aisha Ahmed- special education teacher
    - ❏ Marili Gomes- paraprofessional
    - ❏ Katrina Adams- paraprofessional

- ❏ Jennifer Sarbo- paraprofessional
- ❏ Ligia Gehrmann- kindergarten teacher
- ❏ Ashley Biddlecoin- paraprofessional
- ❏ LaVonne Becker- paraprofessional
- ❏ Whitney Naab- second grade teacher
- ❏ Brie McGuire- pre-K teacher
- ❏ Albert Tronnes- resident teacher
- ❏ Ester Kim- reading intervention teacher
- ❏ Yussuf Qassem- math intervention teacher