



Minnesota Transitions Charter School
Minutes of Special Board Meeting
August 10, 2016
2:00 p.m.

Lunds & Byerlys, 1450 W Lake Street, Minneapolis, MN 55408

1. **Call to Order**

Becky Juntunen called the meeting to order at 2:33 p.m.

2. **Roll Call**

a. **Recent Board resignations**

Becky Juntunen noted that former Board members Scott Kringle, Patrick Dreher, Norman Lynskey submitted written resignations from the Board of Directors on July 29, 2016, effective immediately. Becky Juntunen noted that the Board had copies of the written resignations available at the meeting for inspection.

b. **Roll call of Board members present and absent**

Becky Juntunen noted the presence of the following Board Members:

- Becky Juntunen – Acting Board Chair
- Tamara Schultz
- Andrea Miller
- Martin Lukaszewski
- Wendy Lorenz-Walraven

Becky noted the absence of Board Member Dehka Osman, who is in Africa.

Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven confirmed that they each received notice of the Special Meeting.

Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven waived any objection to the notice or location of the Special Meeting.

c. **Roll call of other guests present**

Becky Juntunen noted the presence of the following guests:

- Mary Becker – HR Director for MTCS
- Craig Trepanier – Attorney for MTCS
- Anne Correia – Attorney for MTCS

- Various members of the public, parents, and MTCS staff in attendance. Becky asked everyone to list their names on a sign-in sheet on file with the Secretary.

Becky Juntunen noted that the Board of Directors accepted the resignations of Scott Kringle, Patrick Dreher, Norman Lynskey that were effective July 29, 2016 at the August 4, 2016 Special Board Meeting.

For the avoidance of doubt, Becky Juntunen made a motion to accept the resignations of Scott Kringle, Patrick Dreher, Norman Lynskey, effective July 29, 2016. The motion was seconded by Martin Lukaszewski. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. There were no votes against.

3. Approval of July 28, 2016 Special Board Meeting Minutes

Becky Juntunen made a motion to approve the July 28, 2016 Special Board Meeting Minutes and ratify and confirm all actions taken by the Board during the July 28, 2016 Special Board Meeting. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

4. Approval of August 4, 2016 Special Board Meeting Minutes

Becky Juntunen made a motion to approve the August 4, 2016 Special Board Meeting Minutes and ratify and confirm all actions taken during the August 4, 2016 Special Board Meeting. The motion was seconded by Martin Lukaszewski. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

5. Special Report of HR Director Mary Becker

a. Recap re: Status of Patty Brostrom's Superintendent Contract

Mary Becker noted that at the July 28, 2016 Special Board Meeting, the Board voted to not renew Patty Brostrom's Superintendent contract that was scheduled to expire on August 15, 2016. Mary noted that on July 29, 2016, Ms. Brostrom was relieved of her job duties for the remainder of her Superintendent contract. Since that time, there has been confusion over Ms. Brostrom's role. On August 4, 2016, the Board voted to terminate Ms. Brostrom's employment and Superintendent contract, effective immediately.

6. Address Employment Status

Becky Juntunen noted that in light of recent confusion amongst MTCS personnel, the Board wishes to clarify the employment status of Becky Juntunen, Tamara Schultz, and Mary Becker.

a. Becky Juntunen

Martin Lukaszewski made a motion resolving that the attempt to terminate Becky Juntunen was invalid, null and void; and for the avoidance of any doubt, rescinding the attempt to terminate Becky Juntunen's employment and reinstating her employment with full rights,

responsibilities, and duties, including the right to come onto any MTCS premises. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (4-0), with Becky Juntunen abstaining, and votes in favor from Andrea Miller, Martin Lukaszewski, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

b. Tamara Schultz

Becky Juntunen made a motion resolving that the attempt to terminate Tamara Schultz was invalid, null and void; and for the avoidance of any doubt, rescinding the attempt to terminate Tamara Schultz’s employment and reinstating her employment with full rights, responsibilities, and duties, including the right to come onto any MTCS premises. The motion was seconded by Martin Lukaszewski. There was no discussion. The motion passed unanimously (4-0), with Tamara Schultz abstaining, and votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, and Wendy Lorenz-Walraven. No Board members voted against the motion.

c. Mary Becker

Becky Juntunen made a motion resolving that the attempt to terminate Mary Becker was invalid, null and void; and for the avoidance of any doubt, rescinding the attempt to terminate Mary Becker’s employment and reinstating her employment with full rights, responsibilities, and duties, including the right to come onto any MTCS premises. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (5-0), with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

d. “No Trespass” Letters

Martin Lukaszewski made a motion resolving that the “no trespass” letters given to Becky Juntunen, Tamara Schultz, and Mary Becker were invalid, null and void; and for the avoidance of doubt, rescinding the “no trespass”, and permitting Becky Juntunen, Tamara Schultz, and Mary Becker onto all MTCS property. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (4-0), with Becky Juntunen abstaining from voting, and votes in favor from Andrea Miller, Martin Lukaszewski, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

7. Confirmation and Election of Board Members

a. Fill supposed vacancies created by purported termination of Becky Juntunen and Tamara Schultz, for the avoidance of all doubt

For the avoidance of doubt, Andrea Miller made a motion to elect Becky Juntunen and Tamara Schultz back onto the Board of Directors, even though they were never off it, to fill any purported vacancy caused by their purported termination of employment. Martin Lukaszewski seconded the motion. There was no discussion. The motion passed unanimously (5-0), with votes in favor from Andrea Miller, Martin Lukaszewski, Becky

Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board members voted against the motion.

b. Fill Board vacancy for community leader position

Becky Juntunen noted that on August 4, 2016, Wendy Lorenz-Walraven was elected as a community member to the Board of Directors. For the avoidance of doubt, Becky Juntunen made a motion to elect Wendy Lorenz-Walraven to the Board of Directors. Andrea Miller seconded the motion. There was no discussion. The motion passed unanimously (4-0), with Wendy Lorenz-Walraven abstaining from voting, and votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, and Tamara Schultz. No Board members voted against the motion.

8. Elect Officer positions:

Becky Juntunen made a motion to elect the following officers:

- a. **Chair:** Becky Juntunen
- b. **Vice Chair:** Martin Lukaszewski
- c. **Secretary/Treasurer:** Tamara Schultz

The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

9. Appoint Executive Committee

Becky Juntunen made a motion to appoint the Board Chair (Becky Juntunen), Martin Lukaszewski, and Tamara Schultz to the Executive Committee. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

10. Status of Superintendent Contract for Patty Brostrom

Becky Juntunen made a motion to ratify the prior fully legal, authorized, and appropriate actions of the Board of Directors to terminate the employment and Superintendent contract of Patricia Brostrom, which was taken on August 4, 2016, and remains fully effective as of that date; and moving that Ms. Brostrom has been, and is, relieved of all duties, responsibilities, and authority and shall take no action on behalf of MTCS. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

11. Clarify Directives to IT Vendor

Becky Juntunen made a motion: (1) to ratify the prior fully legal, authorized, and appropriate actions of the Board of Directors, which were taken on August 4, 2016, and remain fully effective as of that date, regarding MTCS's IT vendor, CaDan Technologies ("**CaDan**"); (2) to designate Tamara Schultz as the chief point of contact with CaDan; (3) to appoint Tamara Schultz the chief point-of-contact with CaDan to provide directions to CaDan, which CaDan shall follow; (4) that

CaDan shall restore e-mail access for Becky Juntunen, Tamara Schultz, and Mary Becker; (5) that CaDan shall provide control of the MTCS website to Tamara Schultz; (6) that CaDan shall disable e-mail access for Patty Brostrom, change Ms. Brostrom's password, and provide the password to Tamara Schultz; (7) that Ms. Brostrom shall have no authority to provide any directives to CaDan; and (8) to authorize Becky Juntunen to send a letter to CaDan confirming these directives. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

12. **Status of Service Contract with Booth Law Group LLC**

Becky Juntunen made a motion to ratify the hiring of attorney Laura Booth's law firm, to ratify the contents and delivery of Ms. Booth's August 3, 2016 letter to Patty Brostrom, and to authorize Ms. Booth to perform future legal work for MTCS as directed by the Board of Directors or the Executive Committee or their designee. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

13. **Status of Service Contract with Trepanier MacGillis Battina P.A. Law Firm**

Becky Juntunen made a motion to ratify the prior fully legal, authorized, and appropriate actions of the Board of Directors, taken on August 4, 2016, to ratify and approve the services contract with Craig Trepanier and his law firm, Trepanier MacGillis Battina P.A., and remains fully effective as of that date, and to authorize Trepanier MacGillis Battina P.A. to perform future legal work for MTCS as directed by the Board of Directors, the Executive Committee, or the Board Chair, Becky Juntunen. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

14. **Banking Resolutions**

Martin Lukaszewski made a motion to authorize a resolution from MTCS to Sunrise Bank, with respect to MTCS's deposit accounts at Sunrise Bank, which provides that the Board Chair, Becky Juntunen, and Board Treasurer, Tamara Schultz, **acting jointly**, are the only individuals authorized to exercise all powers associated with the deposit accounts with Sunrise Bank and that Sunrise Bank may continue to rely on this resolution until Sunrise Bank receives notice of a revocation, modification, or replacement accompanied by documentation satisfactory to the bank that establishes the authority for the changes, and that Scott Kringle and Patricia Brostrom have no authority with respect to MTCS's deposit accounts at Sunrise Bank and may not sign any checks on behalf of MTCS and any such authority is revoked, effective immediately. The motion was seconded by Becky Juntunen. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

Martin Lukaszewski made a motion to authorize Board Chair, Becky Juntunen to sign and carry out the foregoing resolution on behalf of MTCS with Sunrise Bank. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (5-0) with votes in

favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

15. Superintendent Search

Becky Juntunen noted that MTCS is searching for a Superintendent and an interim Superintendent in the meantime. Tamara Schultz noted that MTCS needs input from its stakeholders.

16. Virtual High School Lease

Becky Juntunen made a motion to ratify the actions taken by the Board of Directors at the August 4, 2016 Special Board Meeting to continue to occupy the Virtual High School space. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

17. Virtual Marketing

Martin Lukaszewski explained the MTCS marketing proposal that is being discussed with the Mall of America, which consists of a marketing contract not to exceed \$20,000.00.

Andrea Miller made a motion to ratify the actions taken by the Board of Directors at the August 4, 2016 Special Board Meeting to authorize Martin Lukaszewski to negotiate and sign a marketing contract with the Mall of America, not to exceed \$20,000.00. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven. No Board Members voted against the motion.

18. Electronic Notices to Board Members

Becky Juntunen noted that on August 4, 2016, certain Board Members agreed to accept notices from the Board regarding Board meetings and official Board actions to their personal e-mail accounts. Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven confirmed that each of them agreed to accept notices by e-mail at their personal e-mail account, on file with the Secretary.

19. Adjournment

Tamara Schultz made a motion to adjourn the Board meeting at 3:04 p.m. The motion was seconded by Martin Lukaszewski. The motion passed unanimously (5-0) with votes in favor from Andrea Miller, Martin Lukaszewski, Becky Juntunen, Tamara Schultz, and Wendy Lorenz-Walraven.

Adjourned at 3:04 p.m.

Respectfully submitted.

Tamara Schultz, Secretary

Certification of Accuracy of Minutes

I, Tamara Schultz, Secretary for the Minnesota Transitions Charter School Board of Directors, being duly sworn under oath, hereby swear, certify, and declare that the above Minutes are a true and correct summary of the actions taken by the Board of Directors at the Special Meeting of the Board of Directors held on August 10, 2016.

County of Hennepin)
) ss.
State of Minnesota)

Subscribed and sworn to before me
this _____ day of _____, 2016.

Tamara Schultz, Secretary

Notary Public