



**Minnesota Transitions Charter School**

**Minutes of Regular Board Meeting  
August 25, 2016  
4:30 p.m.**

**At Minnesota Transitions Charter School District Office  
2872 26<sup>th</sup> Avenue South, Minneapolis, MN 55406**

**1. Call to Order**

Becky Juntunen called the meeting to order at 4:39 p.m. Becky noted that the meeting is a regular Board Meeting of the Minnesota Transitions Charter School (“**MTCS**”) Board of Directors and that the meeting is being audio recorded by Becky Juntunen. Becky noted that the meeting took place at Minnesota Transitions Charter School District Office located at 2872 26th Avenue South, Minneapolis, MN 55406.

**2. Roll Call**

Becky Juntunen noted that as of the beginning of the meeting, the Board was made up of nine (9) Board Members. Becky noted the presence of the following Board Members:

- **Becky Juntunen** – Board Chair (present)
- **Martin Lukaszewski** – Vice Chair (present)
- **Tamara Schultz** – Secretary/Treasurer (present)
- **Andrea Miller** – Teacher (present)
- **Rand Retterath** – Community Member (present)
- **Sheila McMahon** – Teacher (present)
- **Hassan Hassan** – Parent (present)

Becky noted the absence of the following Board Members:

- **Dekha Osman** – Parent (absent)
- **Wendy Lorenz-Walraven** – Community Member (absent)

Becky noted that at the beginning of the Board meeting, the Board had nine (9) individuals currently holding the office of Director on the Board of Directors. Becky noted that, to establish a quorum, the Board must have a majority of those Board members – meaning more than half – in attendance. Therefore, a quorum of the Board as currently configured requires five (5) Board members in attendance. Becky noted that, of the nine (9) Board members currently on the Board, seven (7) were in attendance at the Board meeting. Becky noted the presence of a quorum.



The following individuals were also present for the meeting:

- **Craig W. Trepanier** – MTCS Legal Counsel
- **Mary Becker** – MTCS Human Resources Director
- **Erin Schurman** – MTCS District Administrator
- **Chuck Herdegen** – MTCS Financial Manager from BKDA
- **Sandy Burch** – Court Reporter
- Miscellaneous Teachers, Parents, and Guests

3. **Receipt of Confirmation that Scott Kringle, Norm Lynskey, and Patrick Dreher have Resigned from Board of Directors**

Becky Juntunen noted that Scott Kringle, Norm Lynskey, and Patrick Dreher resigned from the Board of Directors on July 29, 2016. Becky further noted that those resignations were effective immediately and their former positions on the Board of Directors have already been replaced.

Becky noted that the vacancy created by the resignation of Scott Kringle on July 29, 2016 was filled by Wendy Lorenz-Walraven on August 4, 2016. The Board again ratified the election of Wendy on August 10<sup>th</sup> at its Special Board Meeting.

Becky noted that the vacancy created by the resignation of Patrick Dreher on July 29, 2016 was filled by Sheila McMahon on August 15, 2016.

Becky noted that the vacancy created by the resignation of Norm Lynskey on July 29, 2016 was filled by Rand Retterath on August 15, 2016.

Becky noted that questions have been raised by certain individuals as to whether the resignations of Scott Kringle, Norm Lynskey, and Patrick Dreher were actually effective immediately.

Becky noted that for the avoidance of doubt, she prepared a Resolution clarifying that those resignations were effective immediately, and have been accepted by Minnesota Transitions Charter School, effective immediately as of July 29, 2016. Becky Juntunen made a motion that the Board adopt the **Resolution Accepting and Confirming Resignations of Scott Kringle, Norman Lynskey, and Patrick Dreher** in the form attached to these Minutes. The motion was seconded by Tamara Schultz. There was no discussion. The motion passed unanimously (7-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board members voted against the motion.

Becky Juntunen noted that the Minutes should reflect that the Board of Directors is made up of the nine (9) individuals she listed at the beginning of the meeting.

Becky Juntunen noted that Scott Kringle, Norman Lynskey, and Patrick Dreher have been invited



to attend the Board meetings on August 10<sup>th</sup>, August 15<sup>th</sup>, and this Board Meeting on August 25<sup>th</sup>, and they have chosen not to attend any of these meetings or object to the acceptance of their resignations on August 4<sup>th</sup>, nor have they objected to their replacements being elected.

Becky noted that the Board has at least one teacher, one community member, and one parent. Becky further noted that the Board has nine (9) members consistent with MTCS's Bylaws. Finally, Becky noted that a majority of the Board is made up of teachers.

**4. Approval of August 15, 2016 Special and Emergency Board Meeting Minutes & Ratification of Actions taken during the Open Session**

Tamara Schultz made a motion to approve the August 15, 2016 Special and Emergency Board Meeting Minutes for the "Open Session" and ratify and confirm all actions taken during the August 15, 2016 Special and Emergency Board Meeting. Tamara noted that the motion includes ratifying the election of the three new Board members, namely Sheila McMahan, Rand Retterath, and Hassan Hassan. Tamara further noted that the motion includes retaining the law firm of Trepanier MacGillis Battina P.A. and attorney Craig W. Trepanier in ongoing legal matters. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (6-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Sheila McMahan. Rand Retterath abstained from voting. No Board members voted against the motion.

**5. Approval of August 15, 2016 Special and Emergency Board Meeting Minutes & Ratification of Actions taken during the Closed Session**

Becky Juntunen made a motion to approve the August 15, 2016 Special and Emergency Board Meeting Minutes for the "Closed Session" and ratify and confirm all actions taken during the August 15, 2016 Special and Emergency Board Meeting during Closed Session. The motion was seconded by Sheila McMahan. There was no discussion. The motion passed unanimously (6-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Sheila McMahan. Rand Retterath abstained from voting. No Board members voted against the motion.

**6. Approval and Ratification of Executive Committee Minutes and Actions**

Becky Juntunen noted that during the August 15, 2016 Special and Emergency Board Meeting, the Board of Directors approved and ratified the Executive Committee Minutes for:

- July 28, 2016
- July 29, 2016
- August 4, 2016
- August 11, 2016



Becky Juntunen made a motion to once again approve the July 28<sup>th</sup>, July 29<sup>th</sup>, August 4<sup>th</sup>, and August 11<sup>th</sup> Executive Committee minutes and ratify and confirm all actions taken by the Executive Committee as reflected in those Minutes. Becky noted that his motion includes the decision of the Executive Committee on July 29<sup>th</sup>, August 4<sup>th</sup>, and August 11<sup>th</sup>, 2016 to hire the law firm of Trepanier MacGillis Battina P.A. and attorney Craig W. Trepanier in ongoing legal matters. The motion was seconded by Martin Lukaszewski. Discussion followed. The motion passed unanimously (7-0) with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board members voted against the motion.

**7. Financials Presented by BKDA (Accountants)**

Chuck Herdegen, MTCS's financial manager from BKDA, provided a budget report and offered to conduct training on financials for all Board members.

**8. Change of Banks (Venture, US Bank)**

Chuck Herdegen recommended US Bank and Venture Bank as depository institutions for MTCS.

**9. Credit Card Approval**

Becky Juntunen discussed obtaining approval to issue credit cards.

**10. Board Background Check**

Becky Juntunen asked each Board member to sign "Affidavit of Assurances."

**11. Board Training Schedule**

Becky Juntunen discussed training for the Board and noted that a training schedule will be issued.

**12. Interim Superintendent Search**

Becky Juntunen noted that MTCS has three (3) search firms that it will be using to find potential candidates. Becky noted that MTCS wants an Interim Superintendent for 6-12 months while the School searches for a permanent Superintendent replacement.

**13. Handbooks by Site**

The Board discussed Handbooks for each School location included in the Board packets.



Andrea Miller discussed several “Title III” forms that need to be added. Andrea provided the forms to all Board members and noted that copies were available to those at the meeting.

Andrea Miller made a motion to accept the Handbooks with her English Learner (“EL”) forms included. The motion was seconded by Becky Juntunen. A discussion followed regarding the School’s safety and security plan. The motion passed unanimously (7-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board member voted against the motion.

**14. Revisit the Strategic Plan**

Tamara Schultz presented the 2015 – 2017 Strategic Plan.

**15. Staff Development Plan**

Tamara Schultz presented an update on MTCS’s Staff Development Plan.

**16. HR Updates**

Mary Becker presented the MTCS Employee Termination List. Tamara Schultz made a motion to approve the termination of the employees on the list. The motion was seconded by Martin Lukaszewski. The motion passed unanimously (7-0) with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board member voted against the motion.

Mary Becker presented a list of proposed new hires. Becky Juntunen made a motion to approve the new hires. The motion was seconded by Martin Lukaszewski. The motion passed unanimously (7-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board member voted against the motion.

**17. Old/New Business.**

Becky Juntunen noted that there was no old or new business to discuss.

**18. Revisiting Board Meeting Schedule Times**

MTCS District Administrator, Erin Schurman, will collect availability for future meetings.

**19. Open Forum Discussion**

Martin Lukaszewski will head a committee to discuss establishing an “open forum” discussion at future Board meetings.



## 20. Closed Portion of Meeting

Becky Juntunen noted that on August 15, 2016, Cindy Lavorato brought a lawsuit against certain employees of Minnesota Transitions Charter School and the School's attorney. Developments have also occurred in the lawsuit brought by 1130 LLC and Minnehaha Center LLC against Minnesota Transitions Charter School, certain employees of MTCS, and others.

Becky noted that in light of these litigation matters, she would be making a motion to go into Closed Session as permitted under the Minnesota Open Meeting Law to discuss the two lawsuits. Becky noted that the reasons for closing the session included the following:

1. The Board does not want to discuss defense strategy in a public forum that would be accessible by the adverse parties who have sued the School.
2. The Board does not want to discuss the strategic and legal reasons for the School agreeing, or not agreeing, to pay the employees' defense costs in a public forum when such discussion would be accessible by the adverse parties.
3. The Board does not want to discuss the factual and legal defenses available to the School in a public forum when such discussion would be accessible by the adverse parties who have sued the School because it could harm the School's interest in the litigation.
4. The Board does not want to discuss sensitive settlement strategies in a public forum when such discussion would be accessible by the adverse parties who have sued the School and would weaken the School's negotiating position.

Becky Juntunen made a motion to close the meeting and go into Closed Session under the Minnesota Open Meeting Law, pursuant to the attorney-client privilege exception. Becky further moved that the Closed portion of the meeting would not be audio-recorded. Becky noted that all persons other than Board members and MTCS's legal counsel would be required to leave the room. The motion was seconded by Tamara Schultz. The motion passed unanimously (7-0), with votes in favor from Hassan Hassan, Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath.

Becky Juntunen closed the meeting at 5:32 p.m.

*Hassan Hassan left before the closed session began and did not participate in the closed session. Separate minutes have been prepared for the closed session of this meeting.*

Becky Juntunen re-opened the meeting to the public at 7:00 p.m. Becky Juntunen noted that the following individuals were present during the closed session:



- **Becky Juntunen** – Board member
- **Martin Lukaszewski** – Board member
- **Tamara Schultz** – Board member
- **Andrea Miller** – Board member
- **Rand Retterath** – Board member
- **Sheila McMahon** – Board member
- **Craig W. Trepanier** – MTCS Legal Counsel

Becky Juntunen noted that Board member, Hassan Hassan, and MTCS HR Director, Mary Becker, were not present during the Closed Session.

**21. Adjournment**

Becky Juntunen made a motion to adjourn the Regular Board Meeting. The motion was seconded by Sheila McMahon. The motion passed unanimously (6-0), with votes in favor from Andrea Miller, Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Sheila McMahon, and Rand Retterath. No Board members voted against the motion.

Adjourned at 7:01 p.m.

**Respectfully submitted.**

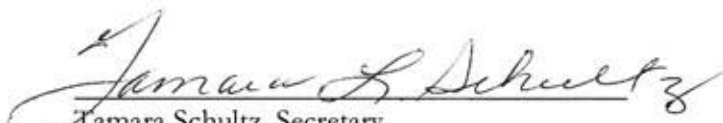
  
 Tamara Schultz, Secretary


**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 Regular Board Meeting of the Board of Directors held on August 25, 2016.

County of Hennepin            )  
   ) ss.  
 State of Minnesota            )

Subscribed and sworn to before me  
this 13 day of September, 2016.

  
 Tamara Schultz, Secretary

  
 Notary Public

