



Minnesota Transitions Charter School

EXECUTIVE COMMITTEE MINUTES

August 4, 2016

WHEREAS, pursuant to the Minnesota Nonprofit Corporations Act, Minn. Stat. § 317A.241, a resolution approved by the affirmative vote of a majority of the board may establish committees having the authority of the board in the management of the business of the corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the board;

WHEREAS, pursuant to Article IV, Section 5 of the Bylaws of the Minnesota Transitions Charter School (“**MTCS**”), entitled “**Executive Committee**,” the Board of Directors shall have the right to name committees including an Executive Committee of three directors including the Chair, who shall have the right to exercise emergency business and exercise for emergency business all of the authority of the Board of Directors in the management of the business of the corporation. Any such act shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors. Minutes of the Executive Committee shall be mailed and/or emailed to all directors within seven (7) days of the committee taking actions;

WHEREAS, on April 28, 2016, the Board of Directors established an Executive Committee of three directors made up of then Board Chair Scott Kringle, Becky Juntunen, and Tamara Schultz;

WHEREAS, on July 28, 2016, Scott Kringle resigned as Board Chair, at which time Becky Juntunen automatically replaced Scott Kringle on the Executive Committee in her capacity as Acting Chair pursuant to Article VI, Section 2 of the Bylaws (“Vice Chair shall perform the duties and exercise the powers of the Chair in her/his absence or incapacity.”);

WHEREAS, on July 28, 2016, the Executive Committee was composed of Becky Juntunen (as Board Chair), Becky Juntunen (per her original appointment), and Tamara Schultz (per her original appointment), with Ms. Juntunen filling two roles on the Executive Committee consistent with applicable law pursuant to Minn. Stat. § 317A.315 (“Unless the articles or bylaws provide otherwise, any number of offices or functions of those offices may be held or exercised by the same person.”);

WHEREAS, on July 29, 2016, Scott Kringle resigned from the Board of Directors entirely “effective immediately” and Norm Lynskey and Patrick Dreher also resigned “effective immediately”;

WHEREAS, during the July 28, 2016 Regular Board Meeting, the Board of Directors agreed to conduct another Board meeting on August 4, 2016 at 4:00 p.m. at the District Office;

WHEREAS, on August 3, 2016, without any discussion, approval, or authority of the Board or the Executive Committee, or any attempt to obtain the approval of the Executive Committee, Superintendent Brostrom attempted to terminate Becky Juntunen and Tamara Schultz, and delivered to each of them a purported “letter of termination” and “No Trespass” letter;



WHEREAS, on August 4, 2016, without any discussion, approval, or authority of the Board or the Executive Committee, or any attempt to obtain the approval of the Executive Committee, Superintendent Brostrom physically took control of the District Office, blocked Becky Juntunen and Tamara Schultz from entering the building, changed the locks to the District Office, advised MTCS's IT Vendor to disable e-mail access for Becky Juntunen and Tamara Schultz and restore e-mail access for Superintendent Brostrom, took control of the MTCS website, began directing and supervising school staff, notified school staff not to speak with Becky Juntunen and Tamara Schultz, and unilaterally attempted to cancel the lawfully called August 4th Special Board Meeting; and

WHEREAS, on August 4, 2016, without any discussion, approval, or authority of the Board or the Executive Committee, or any attempt to obtain the approval of the Executive Committee, Superintendent Brostrom the Board of Directors from conducting its Special Board Meeting at the District Office, threatened to terminate two Board Members (Andrea Miller and Martin Lukaszewski) if they did not leave the Board meeting immediately, accused the Board Members of trespassing on school property, and threatened to call the police.

NOW, THEREFORE, the Executive Committee hereby makes these minutes of action:

1. Given the emergency circumstances, and the need for the Board of Directors to convene a meeting to take immediate action to remedy the unauthorized actions of Superintendent Brostrom, the Executive Committee decided to move the Special Board Meeting to the offices of MTCS's legal counsel, Trepanier MacGillis Battina P.A., 310 Fourth Avenue South, Suite 8000, Minneapolis, MN 55415;
2. The Executive Committee accepted the resignations of former Board members Norm Lynskey, Scott Kringler, and Patrick Dreher, which were submitted on July 29, 2016 and "effective immediately" and therefore effective at that time;
3. The Executive Committee declared the terminations of Becky Juntunen, Tamara Schultz, and HR Director Mary Becker (who was also terminated on the afternoon of August 4, 2016) null and void, reinstated their employment, and authorized them to come onto MTCS premises;
4. The Executive Committee appointed the following officers:
 - a. **Chair:** Becky Juntunen
 - b. **Vice Chair:** Martin Lukaszewski
 - c. **Secretary/Treasurer:** Tamara Schultz
5. The Executive Committee appointed Martin Lukaszewski to the Executive Committee along with existing Executive Committee members Becky Juntunen and Tamara Schultz;
6. The Executive Committee terminated Patricia Brostrom's Superintendent contract and employment effective immediately and relieved her of all duties;



7. The Executive Committee appointed Tamara Schultz as the point-of-contact with MTCS's IT vendor, CaDan Technologies, decided to reinstate e-mail access for Becky Juntunen and Tamara Schultz, and decided to disable e-mail access for Patricia Brostrom;
8. The Executive Committee ratified the services contract with Laura Booth from Booth Law Group LLC and approved her August 3rd letter to Patricia Brostrom;
9. The Executive Committee ratified the services contract with attorney Craig Trepanier and Trepanier MacGillis Battina P.A., and authorized TMB to represent MTCS in ongoing legal issues involving the actions of Patricia Brostrom and Cindy Lavorato;
10. The Executive Committee authorized the Board Chair (Becky Juntunen) and Treasurer (Tamara Schultz) to open bank accounts for MTCS and required that both the Chair and Treasurer must jointly sign all checks on behalf of the School; and
11. The Executive Committee took these measures because, in its judgment, the School was facing imminent threat to its very existence and relationships with critical employees, vendors, and third parties would be irreparably damaged without immediate action.

Respectfully submitted.

Becky Juntunen, Acting Board Chair

Becky Juntunen, Appointed Executive Committee Member

Tamara Schultz, Appointed Executive Committee Member

FOR ACTIONS 6, 7, 8, 9, 10, AND 11 ONLY:

Martin Lukaszewski, Appointed Executive Committee Member